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Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 Â FORM 10-Q Â (Mark One) â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the quarterly period ended September 30, 2024 OR â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 For the transition period from to Commission File Number: 001-40708 Â CLIMB BIO, INC. (Exact Name of Registrant as Specified in its Charter) Â Â Delaware 83-2273741 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 20 William StreetSuite 145Wellesley Hills, MA 02481 (Address of principal executive offices) (Zip Code) Registrantâ€™s telephone number, including area code: (866) 857-2596 Eliem Therapeutics, Inc. PMB #117, 2801 Centerville Road, 1st Floor Wilmington, DE 19808-1609 (Former Name or Former Address, if Changed since Last Report) Â Securities registered pursuant to Section 12(b) of the Act: Â Title of each class Â TradingSymbol(s) Â Name of each exchange on which registered Â Common Stock, par value $0.0001 per share Â CLYM Â The Nasdaq Stock Market LLC (The Nasdaq Global Market) Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to

such filing requirements for the past 90 days. Yes â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Â Large accelerated filer â˜ Accelerated filer â˜ Non-accelerated filer â˜’ Smaller reporting company â˜’ Â Â Â Â Emerging growth company Â â˜’ Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. â˜ Â Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of November 7, 2024, the registrant had 67,223,760 shares of common stock, $0.0001 par value per share, outstanding. Â Â Â Â Table of Contents Â Â Â Page Â Â Â PART I. FINANCIAL INFORMATION 4 Â Â Â Item 1. Condensed Consolidated Financial Statements (unaudited) 4 Â Condensed Consolidated Balance Sheets 4 Â Condensed Consolidated Statements of Operations and Comprehensive Loss 5 Â Condensed Consolidated Statements of Stockholdersâ€™ Equity 6 Â Condensed Consolidated Statements of Cash Flows 8 Â Notes to Unaudited Condensed Consolidated Financial Statements 9 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results and Operations 25 Item 3. Quantitative and Qualitative Disclosures About Market Risk 36 Item 4. Controls and Procedures 36 Â Â Â Â Â Â PART II. OTHER INFORMATION 38 Â Â Â Item 1. Legal Proceedings 38 Item 1A. Risk Factors 38 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 88 Item 3. Defaults Upon Senior Securities 88 Item 4. Mine Safety Disclosures 88 Item 5. Other Information 88 Item 6. Exhibits 90 Signatures 91 Â Â Â Â Â Cautionary Note Regarding Forward-Looking Statements This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risk and uncertainties. All statements, other than statements of historical fact, contained in this Quarterly Report on Form 10-Q, including statements regarding our strategy, future operations, future financial position, future revenue, projected costs, prospects, plans, objectives of management and expected market growth, are forward-looking statements. The words â€œanticipate,â€ â€œbelieve,â€ â€œcontemplate,â€ â€œcontinue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œplan,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œtarget,â€ â€œwill,â€ â€œwould,â€ and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. The forward-looking statements in this Quarterly Report on Form 10-Q include, among other things, statements about: â€¢the initiation, timing, progress and results of our research and development programs, preclinical studies and clinical trials; â€¢the anticipated timing of the submission and clearance of investigational new drug applications (INDs) and comparable foreign applications for budoprutug (previously referred to as TNT119) and any future product candidates we may develop; â€¢our estimates regarding the potential patient populations for budoprutug and any product candidates we may develop; â€¢our estimates regarding expenses, future revenue, capital requirements, need for additional financing and the period over which we believe our cash, cash equivalents and marketable securities will be sufficient to fund our operating expenses and capital expenditure requirements; â€¢our plans to develop and, if approved, subsequently commercialize budoprutug and any product candidates we may develop; â€¢the timing of and our ability to submit applications for, and obtain and maintain regulatory approvals for budoprutug and any product candidates we may develop; â€¢our intellectual property position and our expectations regarding our ability to obtain, maintain and enforce intellectual property protection for budoprutug and any product candidates we may develop; â€¢our estimates regarding the size of the potential markets for budoprutug or any other product candidates we may develop and our ability to serve those markets; â€¢our commercialization, marketing and manufacturing capabilities and strategy; â€¢our competitive position and expectations regarding developments and projections relating to our competitors and any competing products that are or might become available; â€¢the impact of government laws and regulations; â€¢our ability to enter into future collaborations, strategic alliances, or option and license arrangements; and â€¢our expectations regarding the time during which we will be an emerging growth company under the Jumpstart Our Business Startups Act. We may not actually achieve the plans, intentions or expectations disclosed in our forward-looking statements, and you should not place undue reliance on our forward-looking statements. Actual results or events could differ materially from the plans, intentions and expectations disclosed in the forward-looking statements we make. We have included important factors in this Quarterly Report on Form 10-Q, particularly in the â€œRisk Factor Summaryâ€ below and in Part II, Item 1A, â€œRisk Factors,â€ that we believe could cause actual results or events to differ materially from the forward-looking statements that we make. Our forward-looking statements do not reflect the potential impact of any future acquisitions, mergers, dispositions, joint ventures or investments we may make. 1 Â You should read this Quarterly Report on Form 10-Q and the documents that we reference herein and have filed or incorporated by reference hereto completely and with the understanding that our actual future results may be materially different from what we expect. The forward-looking statements contained in this Quarterly Report on Form 10-Q are made as of the date of this Quarterly Report on Form 10-Q, and we do not assume any obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law. Risk Factor Summary Our business is subject to numerous risks and uncertainties, including those risks discussed in further detail below. These risks include, among others, the following: â€¢We have incurred significant losses since our inception, anticipate that we will incur substantial losses for the foreseeable future, and may never achieve or maintain profitability. â€¢We will need substantial additional funding for our continuing operations, and if we are unable to access capital when needed, it could force us to delay, reduce or terminate our product development programs, commercialization efforts, or other operations. â€¢We have never generated revenue from product sales and may never achieve or maintain profitability. â€¢Our future success is dependent primarily on regulatory approval and commercialization of budoprutug and any product candidates we may develop. â€¢Even if any of our product candidates receives marketing approval, we may fail to achieve the degree of market acceptance by physicians, patients, third-party payors and others in the medical community necessary for commercial success, and the market opportunity for budoprutug or any product candidates we may develop, if approved, may be smaller than we estimate. â€¢Preliminary, initial, or interim results from clinical trials that we announce, present, or publish from time to time may change as more data and information become available (or are updated based upon audit, validation and verification procedures of the data/information commonly performed for clinical trials) that could result in material changes in the final trial results. â€¢Preclinical and clinical development involves a lengthy, complex and expensive process with an uncertain outcome. The outcome of preclinical testing and early clinical trials may not be predictive of the success of later clinical trials, and the results of any future clinical trials may not satisfy the requirements of the U.S. Food and Drug Administration (the FDA) or comparable foreign regulatory authorities. â€¢We have never commercialized a product candidate, and we may lack the necessary expertise, personnel and resources to successfully commercialize budoprutug or any products we may develop that receive regulatory approval on our own or together with collaborators. â€¢We face significant competition in an environment of rapid technological change, and there is a possibility that our competitors may achieve regulatory approval before us or develop therapies that are safer, less expensive or more advanced or effective than us, which may harm our financial condition and our ability to successfully market or commercialize our product candidates. â€¢We rely, and expect to continue to rely, on third parties to conduct, supervise, and monitor our preclinical studies and clinical trials. If these third parties do not properly and successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval of or commercialize our product candidates. â€¢We rely heavily on certain in-licensed patents and other intellectual property rights in connection with our development of budoprutug and may be required to acquire or license additional patents or other intellectual property rights to continue to develop and commercialize budoprutug. â€¢We have nine pending U.S. provisional patent applications with respect to budoprutug. We can provide no assurance that any of our other current or future patent applications will result in issued patents. If we are unable to obtain, maintain and protect sufficient patent and other intellectual property rights for our product candidates and technology, or if the scope of patent and other intellectual property rights obtained is not sufficiently broad, we may not be able to compete effectively in our market. 2 Â â€¢We have identified material weaknesses in our internal control over financial reporting. If we are unable to remediate these material weaknesses, or if we identify additional material weaknesses in the future or otherwise fail to maintain effective internal control over financial reporting, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business. â€¢The trading price of the shares of our common stock has been and may continue to be volatile, and purchasers of our common stock could incur substantial losses. Â Â Â Â 3 Â PART I - FINANCIAL INFORMATION Â Item 1. Condensed Consolidated Financial Statements (unaudited) Â Climb Bio, Inc. Condensed Consolidated Balance Sheets (In thousands, except share and per share amounts) (unaudited) Â Assets Â September 30, 2024 Â Â December 31, 2023 Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 146,175 Â Â $ 93,112 Â Short-term marketable securities Â Â 47,176 Â Â Â 13,686 Â Prepaid expenses and other current assets Â Â 4,260 Â Â Â 3,457 Â Total current assets Â $ 197,611 Â Â $ 110,255 Â Operating lease right-of-use assets Â Â 12 Â Â Â 199 Â Long-term marketable securities Â Â 24,576 Â Â Â â€” Â Other long-term assets Â Â â€” Â Â Â 15 Â Total assets Â $ 222,199 Â Â $ 110,469 Â Liabilities and stockholdersâ€™ equity Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â Â 291 Â Â Â 66 Â Accrued expenses and other current liabilities Â Â 3,045 Â Â Â 2,433 Â Accrued expenses, related party Â Â 29 Â Â Â â€” Â Operating lease liabilities Â Â 58 Â Â Â 334 Â Total current liabilities Â $ 3,423 Â Â $ 2,833 Â Operating lease liabilities, net of current portion Â Â â€” Â Â Â 22 Â Other long-term liabilities Â Â â€” Â Â Â 15 Â Total liabilities Â $ 3,423 Â Â $ 2,870 Â Commitments and contingencies (Note 7) Â Â Â Â Â Â Stockholdersâ€™ equity Â Â Â Â Â Â Common stock, $0.0001Â par value per share, 250,000,000Â shares authorized; 67,223,760Â and 27,699,446Â shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively Â Â 7 Â Â Â 3 Â Additional paid-in capital Â Â 440,028 Â Â Â 263,577 Â Accumulated other comprehensive income (loss) Â Â 201 Â Â Â (2) Accumulated deficit Â Â (221,460) Â Â (155,979) Total stockholdersâ€™ equity Â $ 218,776 Â Â $ 107,599 Â Total liabilities and stockholdersâ€™ equity Â $ 222,199 Â Â $ 110,469 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. 4 Â Climb Bio, Inc. Condensed Consolidated Statements of Operations and Comprehensive Loss (In thousands, except share and per share amounts) (unaudited) Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Acquired in-process research and development, related party Â $ â€” Â Â $ â€” Â Â $ 51,659 Â Â $ â€” Â Research and development Â Â 6,087 Â Â Â 2,876 Â Â Â 8,224 Â Â Â 12,284 Â Research and development, related party Â Â 153 Â Â Â â€” Â Â Â 153 Â Â Â â€” Â General and administrative Â Â 5,492 Â Â Â 2,125 Â Â Â 11,073 Â Â Â 22,869 Â Total operating expenses Â Â 11,732 Â Â Â 5,001 Â Â Â 71,109 Â Â Â 35,153 Â Loss from operations Â Â (11,732) Â Â (5,001) Â Â (71,109) Â Â (35,153) Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency gain (loss) Â Â 52 Â Â Â (228) Â Â 17 Â Â Â 404 Â Other income, net Â Â 2,785 Â Â Â 1,261 Â Â Â 5,611 Â Â Â 3,271 Â Total other income (expense) Â Â 2,837 Â Â Â 1,033 Â Â Â 5,628 Â Â Â 3,675 Â Net loss Â $ (8,895) Â $ (3,968) Â $ (65,481) Â $ (31,478) Net loss per share, basic and diluted Â $ (0.13) Â $ (0.15) Â $ (1.57) Â $ (1.17) Weighted-average number of shares outstanding used to compute net loss per share, basic and diluted Â Â 67,014,183 Â Â Â 27,071,053 Â Â Â 41,759,931 Â Â Â 26,803,468 Â Â Â Â Â Â Â Â Â Â Â Â Comprehensive loss: Â Â Â Â Â Â Â Â Â Â Â Â Net loss Â $ (8,895) Â $ (3,968) Â $ (65,481) Â $ (31,478) Other comprehensive loss: Â Â Â Â Â Â Â Â Â Â Â Â Unrealized gain on investments, net of tax of $0 Â Â 201 Â Â Â 24 Â Â Â 203 Â Â Â 347 Â Comprehensive loss Â $ (8,694) Â $ (3,944) Â $ (65,278) Â $ (31,131) Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â 5 Â Climb Bio, Inc. Condensed Consolidated Statements of Stockholdersâ€™ Equity (In thousands, except share amounts) (unaudited) Â Â Â Common Stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares Â Â Amount Â Â Additional Paid-in Capital Â Â Accumulated Other Comprehensive Income (Loss) Â Â Accumulated Deficit Â Â Total Stockholders' Equity Â Balance as of December 31, 2023 Â Â 27,626,435 Â Â $ 3 Â Â $ 263,577 Â Â $ (2) Â $ (155,979) Â $ 107,599 Â Vesting of restricted stock awards and units Â Â 24,579 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 10,999 Â Â Â â€” Â Â Â 15 Â Â Â Â â€” Â Â Â 15 Â Â Â 15 Â Stock-based compensation Â Â Â â€” Â Â Â Â â€” Â Â Â 465 Â Â Â Â â€” Â Â Â 465 Â Other comprehensive income Â Â Â â€” Â Â Â Â â€” Â Â Â Â 2 Â Â Â Â â€” Â Â Â 2 Â Net loss Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â (1,697) Â Â (1,697) Balance as of March 31, 2024 Â Â 27,662,013 Â Â $ 3 Â Â $ 264,057 Â Â $ â€” Â Â $ (157,676) Â $ 106,384 Â Vesting of restricted stock awards and units Â Â 32,453 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 2,248,504 Â Â Â Â â€” Â Â Â 8,652 Â Â Â Â â€” Â Â Â Â â€” Â Â Â 8,652 Â Stock-based compensation Â Â Â â€” Â Â Â Â â€” Â Â Â 512 Â Â Â Â â€” Â Â Â â€” Â Â Â 512 Â Issuance of common stock in private placement, net of issuance costs of $250 Â Â 31,238,282 Â Â Â 3 Â Â Â 119,747 Â Â Â â€” Â Â Â 119,750 Â Issuance of common stock for the acquisition of in-process research and development from a related party Â Â 5,560,047 Â Â Â 1 Â Â Â 41,867 Â Â Â â€” Â Â Â 41,868 Â Net loss Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â (54,889) Â Â (54,889) Balance as of June 30, 2024 Â Â 66,741,299 Â Â $ 7 Â Â $ 434,835 Â Â $ â€” Â Â $ (212,565) Â $ 222,277 Â Vesting of restricted stock awards and units Â Â 78,358 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 404,103 Â Â Â â€” Â Â Â 2,271 Â Â Â Â â€” Â Â Â 2,271 Â Stock-based compensation Â Â Â â€” Â Â Â â€” Â Â Â 2,922 Â Â Â Â â€” Â Â Â â€” Â Â Â 2,922 Â Other comprehensive income Â Â Â â€” Â Â Â Â â€” Â Â Â 201 Â Â Â Â â€” Â Â Â Â â€” Â Â Â 201 Â Net loss Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â (8,895) Â Â (8,895) Balance as of September 30, 2024 Â Â 67,223,760 Â Â $ 7 Â Â $ 440,028 Â Â $ 201 Â Â $ (221,460) Â $ 218,776 Â Â Â Â Â Â Â Â Â Â Â Â 6 Â Climb Bio, Inc. Condensed Consolidated Statements of Stockholdersâ€™ Equity (In thousands, except share amounts) (unaudited) Â Â Â Common Stock Â Â Â Â Â Â Â Â Â Â Â Â Â Â Shares Â Â Amount Â Â Additional Paid-in Capital Â Â Accumulated Other Comprehensive Income (Loss) Â Â Accumulated Deficit Â Â Total Stockholders' Equity Â Balance as of December 31, 2022 Â Â 26,390,186 Â Â $ 3 Â Â $ 249,930 Â Â $ (358) Â $ (120,860) Â $ 128,715 Â Vesting of restricted stock awards Â Â 19,608 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 406,194 Â Â Â â€” Â Â Â 1 Â Â Â Â â€” Â Â Â â€” Â Â Â 1 Â Stock-based compensation Â Â Â â€” Â Â Â â€” Â Â Â 10,171 Â Â Â Â â€” Â Â Â â€” Â Â Â 10,171 Â Other comprehensive income Â Â Â â€” Â Â Â Â â€” Â Â Â 263 Â Â Â Â â€” Â Â Â 263 Â Net loss Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â (22,290) Â Â (22,290) Balance as of March 31, 2023 Â Â 26,815,988 Â Â $ 3 Â Â $ 260,102 Â Â $ (95) Â $ (143,150) Â $ 116,860 Â Vesting of restricted stock awards and units Â Â 44,038 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 23,526 Â Â Â â€” Â Â Â 24 Â Â Â Â â€” Â Â Â 24 Â Stock-based compensation Â Â Â â€” Â Â Â Â â€” Â Â Â 777 Â Â Â Â â€” Â Â Â 777 Â Other comprehensive income Â Â Â â€” Â Â Â Â â€” Â Â Â 60 Â Â Â Â â€” Â Â Â 60 Â Net loss Â Â Â â€” Â Â Â Â â€” Â Â Â Â â€” Â Â Â (5,220) Â Â (5,220) Balance as of June 30, 2023 Â Â 26,883,552 Â Â $ 3 Â Â $ 260,903 Â Â $ (35) Â $ (148,370) Â $ 112,501 Â Vesting of restricted stock awards and units Â Â 27,272 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Exercise of stock options Â Â 459,684 Â Â Â â€” Â Â Â 529 Â Â Â â€” Â Â Â â€” Â Â Â 529 Â Stock-based compensation Â Â Â â€” Â Â Â â€” Â Â Â 656 Â Â Â â€” Â Â Â â€” Â Â Â 656 Â Other comprehensive income Â Â Â â€” Â Â Â â€” Â Â Â 24 Â Â Â â€” Â Â Â 24 Â Net loss Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (3,968) Â Â (3,968) Balance as of September 30, 2023 Â Â 27,370,508 Â Â $ 3 Â Â $ 262,088 Â Â $ (11) Â $ (152,338) Â $ 109,742 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. 7 Â Climb Bio, Inc. Condensed Consolidated Statements of Cash Flows (In thousands) (unaudited) Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Net loss Â $ (65,481) Â $ (31,478) Adjustments to reconcile net loss to net cash used in operating activities: Â Â Â Â Â Â Stock-based compensation Â Â 3,899 Â Â Â 11,604 Â Right-of-use asset impairment Â Â â€” Â Â Â 180 Â Non-cash operating lease expense Â Â 187 Â Â Â 318 Â Accretion of discounts and amortization of premiums on investments, net Â Â (232) Â Â (1,985) In-process research and development, related party Â Â 51,659 Â Â Â â€” Â Foreign currency gain from remeasurement Â Â (99) Â Â (634) Changes in operating assets and liabilities: Â Â Â Â Â Â Prepaid expenses and other assets Â Â 1,429 Â Â Â 5,826 Â Long-term assets Â Â 15 Â Â Â Â 114 Â Accounts payable Â Â (1,377) Â Â (14) Accrued liabilities, related party Â Â (149) Â Â Â€” Â Accrued liabilities Â Â 421 Â Â Â (3,283) Operating lease liabilities Â Â (291) Â Â (334) Long-term liabilities Â Â (22) Â Â 34 Â Net cash used in operating activities Â $ (10,041) Â $ (19,652) Cash flows from investing activities: Â Â Â Â Â Â Issuance of promissory loan in connection with asset acquisition Â Â (5,000) Â Â Â€” Â Cash paid in connection with asset acquisition, net of cash acquired Â Â (4,645) Â Â Â€” Â Purchase of marketable securities Â Â (71,789) Â Â (58,448) Proceeds from maturities of marketable securities Â Â 13,751 Â Â Â 90,681 Â Net cash (used in) provided by investing activities Â $ (67,683) Â $ 32,233 Â Cash flows from financing activities: Â Â Â Â Â Â Proceeds from issuance of common stock in private placement, net of issuance costs Â Â 119,750 Â Â Â Â€” Â Proceeds from the exercise of stock options Â Â 10,938 Â Â Â 553 Â Net cash provided by financing activities Â $ 130,688 Â Â $ 553 Â Effect of

exchange rate changes on cash and cash equivalents Â Â 99 Â Â Â 634 Â Net change in cash and cash equivalents Â $ 53,063 Â Â $ 13,768 Â Cash and cash equivalents at beginning of period Â Â 93,112 Â Â Â 43,585 Â Cash and cash equivalents at end of period Â $ 146,175 Â Â $ 57,353 Â Supplemental disclosure of cash operating activities: Â Â Â Â Â Â Cash paid for leases included in operating cash outflows Â $ 306 Â Â $ 376 Â Supplemental disclosure of non-cash investing and financing activities: Â Â Â Â Â Â Issuance of common stock in exchange for in-process research and development Â $ 41,867 Â Â $ â€” Â Settlement of promissory loan in connection with asset acquisition Â $ 5,036 Â Â $ â€” Â Right-of-use assets obtained in exchange for lease liabilities Â $ â€” Â Â $ 313 Â Â The accompanying notes are an integral part of these condensed consolidated financial statements. Â Â 8 Â Climb Bio, Inc. Notes to Condensed Consolidated Financial Statements (unaudited) 1. Description of Organization and Summary of Significant Accounting PoliciesOrganizationClimb Bio, Inc. (the Company), formerly known as Eliem Therapeutics, Inc. (Eliem), is a clinical-stage biotechnology company focused on developing therapeutics for patients with immune-mediated diseases. The Company's lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP), and systemic lupus erythematosus (SLE). The Company was incorporated on October 18, 2018 in Delaware and in October 2024 relocated its corporate headquarters to Massachusetts.On June 27, 2024, the Company completed its acquisition of Tenet Medicines, Inc. (the Acquisition). In connection with the closing of the Acquisition, the Company issued and sold 31,238,282 shares of its common stock at a price of $3.84 per share in a private placement to several accredited institutional investors (the Private Placement). The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. For additional information on the Acquisition and Private Placement, please refer to Note 2, Asset Acquisition and Private Placement with a Related Party, in these interim condensed consolidated financial statements.In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.Basis of Presentation and Principles of ConsolidationThe accompanying interim condensed consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for Quarterly Reports on Form 10-Q. All intercompany transactions and balances have been eliminated in consolidation.The accompanying condensed consolidated balance sheet as of September 30, 2024, and condensed consolidated statements of operations and comprehensive loss, condensed consolidated statements of cash flows, and condensed consolidated statements of stockholdersâ€™ equity for the three and nine months ended September 30, 2024 and 2023, are unaudited. The consolidated balance sheet as of December 31, 2023 was derived from the audited financial statements as of and for the year ended December 31, 2023, but does not include all disclosures required by U.S. GAAP. The unaudited interim condensed financial statements have been prepared on a basis consistent with the audited annual financial statements as of and for the year ended December 31, 2023, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Companyâ€™s financial position as of September 30, 2024, the condensed results of its operations as of the three and nine months ended September 30, 2024 and 2023, and its cash flows for the nine months ended September 30, 2024 and 2023. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are also unaudited. The condensed consolidated results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or any other period. These interim condensed consolidated financial statements should be read in conjunction with the Companyâ€™s audited consolidated financial statements included in the Companyâ€™s Annual Report on Form 10-K filed with the SEC on March 28, 2024.Liquidity Since inception, the Company has experienced recurring losses from operations and generated negative cash flows from operations. The Company has an accumulated deficit of $221.5 million as of September 30, 2024 and expects to incur additional losses from operations in the future. The Company received net proceeds of $119.7 million from the sale and issuance of shares in the Private Placement.The Company estimates the available cash, cash equivalents and marketable securities of $217.9 million as of September 30, 2024 will be sufficient to meet its projected operating requirements for at least the next twelve months from the filing date of these unaudited condensed consolidated financial statements and the Company anticipates that it will need to raise substantial financing in the future to fund its operations. 9 Â The Company may finance future cash needs through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, the Company may continue to rely on capital markets for funding. There are no assurances that the Company will be able to raise sufficient amounts of funding in the future on acceptable terms, or at all.Use of EstimatesThe preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Key management estimates include those related to the accrual of research and development expenses, recoverable research and development tax credits, and the valuation of stock-based awards. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates.Concentration of Credit RiskFinancial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, and marketable securities. The Companyâ€™s cash is held by two financial institutions in the United States (U.S.) and one financial institution in the United Kingdom (U.K.). The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Companyâ€™s deposits held in the U.S. and U.K. may exceed the insured limits of the Federal Depository Insurance Corporation and Financial Services Compensation Scheme, respectively. As of September 30, 2024, the Company had investments in money market funds and marketable securities, which are held in segregated accounts at a third-party custodian. The Company has established guidelines relative to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Through September 30, 2024, and the date of this filing, the Company has not experienced any losses on such investments.Risks and UncertaintiesThe Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, reliance on single-source vendors and collaborators, availability of raw materials, patentability of the Companyâ€™s product candidates and processes and clinical efficacy and safety of budoprutug or any product candidate the Company may develop, compliance with government regulations and the need to obtain additional financing to fund operations. Budoprutug or any product candidate the Company may develop will require significant additional research and development efforts, including extensive preclinical studies, clinical trials, and regulatory approval, prior to commercialization. These efforts will require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting.There can be no assurance that any future research and development will be successfully completed, that adequate protection for the Companyâ€™s intellectual property will be obtained or maintained, that any product candidates developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Companyâ€™s product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid technological change and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties.SegmentsOperating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (the CODM). The Companyâ€™s CODM is its chief executive officer who reviews financial information together with certain operating metrics principally to make decisions about how to allocate resources and to measure the Companyâ€™s performance. Management has determined that the Company operates as a single operating and reportable segment. The Companyâ€™s CODM evaluates financial information on a consolidated basis. As the Company operates as one operating segment, all required segment financial information is found in the interim condensed consolidated financial statements.Fair Value MeasurementAssets and liabilities recorded at fair value on a recurring basis in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company measures fair value based on a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows: 10 Â â€¢Level 1â€”Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. â€¢Level 2â€”Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liabilities. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.â€¢Level 3â€”Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value.There were no transfers into or out of Level 3 for any of the periods presented.The Companyâ€™s fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands):Â Â Â September 30, 2024 Â Â Â Level 1 Â Â Level 2 Â Â Balance Â Assets: Â Â Â Â Â Â Â Â Â Cash equivalents: Â Â Â Â Â Â Â Â Â Money market funds Â $ 139,280 Â Â $ â€” Â Â $ 139,280 Â U.S. Treasury securities Â Â 3,495 Â Â Â â€” Â Â Â 3,495 Â Â Â Â Â Â Â Total cash equivalents Â Â 142,775 Â Â Â â€” Â Â Â 142,775 Â Marketable securities: Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â Â 30,475 Â Â Â â€” Â Â Â 30,475 Â Corporate bonds Â Â â€” Â Â Â 41,277 Â Â Â 41,277 Â Total marketable securities Â Â 30,475 Â Â Â 41,277 Â Â Â 71,752 Â Total assets Â $ 173,250 Â Â $ 41,277 Â Â $ 214,527 Â Â Â Â Â Â Â Â Â Â Â December 31, 2023 Â Â Level 1 Â Â Level 2 Â Â Balance Â Assets: Â Â Â Â Â Â Â Â Â Cash equivalents: Â Â Â Â Â Â Â Â Â Money market funds Â $ 89,197 Â Â $ â€” Â Â $ 89,197 Â Marketable securities: Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â Â 8,962 Â Â Â â€” Â Â Â 8,962 Â U.S. government agency debt securities Â Â â€” Â Â Â 4,724 Â Â Â 4,724 Â Total marketable securities Â Â 8,962 Â Â Â 4,724 Â Â Â 13,686 Â Total assets Â $ 98,159 Â Â $ 4,724 Â Â $ 102,883 Â Â Summary of Significant Accounting PoliciesAsset AcquisitionsIn accordance with the guidance in Topic 805, Business Combinations, in the Financial Accounting Standards Boardâ€™s (the FASB) Accounting Standards Codification (ASC), the Company evaluates acquisitions of assets and related liabilities and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. The Company accounts for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. In-process research and development acquired in an asset acquisition is expensed provided there is no alternative future use. 11 Â The Company accounts for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product.Â There have been no other material revisions in the Companyâ€™s significant accounting policies described in Note 2 to the consolidated financial statements included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023.Recently Adopted Accounting PronouncementsIn August 2020, the FASB issued Accounting Standards Update (ASU) No. 2020-06 (ASU 2020-06), Debtâ€”Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging â€”Contracts in Entityâ€™s Own Equity (Subtopic 815-40)â€”Accounting For Convertible Instruments and Contracts in an Entityâ€™s Own Equity. The standard simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The standard also simplifies the diluted net income per share calculation in certain areas. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption is permitted for fiscal years beginning after December 15, 2020 and interim periods therein. The Company adopted ASU 2020-06 on January 1, 2024, which did not have a material impact on its consolidated financial statements.Recent Accounting Pronouncements Not Yet AdoptedIn November 2023, the FASB issued ASU No. 2023-07 (ASU 2023-07), Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures which requires, among other things, the following: (i) enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included in a segment's reported measure of profit or loss; (ii) disclosure of the amount and description of the composition of other segment items, as defined in ASU 2023-07, by reportable segment; and (iii) reporting the disclosures about each reportable segment's profit or loss and assets on an annual and interim basis. The provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company expects ASU 2023-07 to require additional disclosures in the notes to its consolidated financial statements which will be included in its Annual Report on Form 10-K for the fiscal year ending December 31, 2024.In December 2023, the FASB issued ASU No. 2023-09 (ASU 2023-09), Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires, among other things, the following for public business entities: (i) enhanced disclosures of specific categories of reconciling items included in the rate reconciliation, as well as additional information for any of these items meeting certain qualitative and quantitative thresholds; (ii) disclosure of the nature, effect and underlying causes of each individual reconciling item disclosed in the rate reconciliation and the judgment used in categorizing them if not otherwise evident; and (iii) enhanced disclosures for income taxes paid, which includes federal, state, and foreign taxes, as well as for individual jurisdictions over a certain quantitative threshold. The amendments in ASU 2023-09 eliminate the requirement to disclose the nature and estimate of the range of the reasonably possible change in unrecognized tax benefits for the 12 months after the balance sheet date. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2025; early adoption is permitted. The Company expects ASU 2023-09 to require additional disclosures in the notes to its consolidated financial statements.There were no other significant updates to the recently issued accounting standards other than as disclosed herewith for the nine months ended September 30, 2024. Although there are several other new accounting pronouncements issued or proposed by the FASB, the Company does not believe any of those accounting pronouncements have had or will have a material impact on its financial position or operating results. Â 12 Â 2. Asset Acquisition and Private Placement with a Related PartyBackgroundThe Company entered into (i) an Agreement and Plan of Merger and Reorganization, dated as of April 10, 2024 (the Acquisition Agreement), by and among the Company, Tango Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (Transitory Subsidiary), Tenet Medicines, Inc. (Tenet), a Delaware corporation, and, solely in his capacity as Tenet equityholder representative, Stephen Thomas, providing for the acquisition of Tenet by the Company through the merger of Transitory Subsidiary into Tenet, with Tenet surviving as a wholly owned subsidiary of the Company, (ii) a Securities Purchase Agreement, dated as of April 10, 2024 (the Securities Purchase Agreement), by and among the Company and several accredited institutional investors (the PIPE Investors) including funds affiliated with RA Capital Management, L.P. (RA Capital Management), pursuant to which the Company agreed to issue and sell to the PIPE Investors in the Private Placement an aggregate of 31,238,282 shares (the PIPE Shares) of the Companyâ€™s common stock , and (iii) a registration rights agreement with the PIPE Investors, pursuant to which the Company agreed to register for resale the PIPE Shares. On June 27, 2024, the Company completed its acquisition of Tenet in accordance with the terms of the Acquisition Agreement. Tenet was a private, development stage biotechnology company that was majority-owned by funds affiliated with RA Capital Management prior to the closing of the Acquisition. Immediately prior to the closing of the Acquisition and Private Placement, RA Capital Management beneficially owned approximately 43.9% of the Companyâ€™s outstanding common stock. The Private Placement closed immediately following the closing of the Acquisition. The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. The offering costs were recorded as a reduction of additional paid-in capital generated in connection with the Private Placement. At the effective time of the Acquisition, by virtue of the Acquisition and without any action on the part of the holders of common stock of Tenet, (i) all issued and outstanding shares of the common stock of Tenet and (ii) all securities convertible into shares of common stock of Tenet were converted into

the right to receive, in the aggregate, 5,560,047 shares of the Companyâ€™s common stock.Basis of PresentationIn accordance with the ASC Topic 805, Business Combinations, the Company first evaluated the initial screen test to determine if substantially all of the fair value of the gross assets acquired of Tenet was concentrated in a single asset or a group of similar assets. The Company concluded that substantially all of the fair value of the gross assets being acquired of Tenet was concentrated in the in-process research and development related to the budoprutug asset (IPR&D). Accordingly, the Company accounted for the Acquisition as an asset acquisition. In accordance with the asset acquisition method of accounting, the cost of the asset acquisition, which reflects the consideration transferred, (i) was allocated to the assets acquired and liabilities assumed on a relative fair value basis, (ii) no goodwill was recorded and (iii) all direct transaction costs were included in the total consideration transferred. As illustrated further below, the amount of the consideration transferred that was allocated to the IPR&D was $51.7 million, which was expensed on the condensed consolidated statements of operations and comprehensive loss, as the IPR&D was determined to have no future alternative use at the closing of the Acquisition.Consideration TransferredThe fair value of the total consideration was approximately $52.8 million and is comprised of the following components (in thousands): Â Equity consideration $ 41,867 Â Settlement of pre-existing loan Â 5,036 Â Direct transaction costs Â 5,849 Â Total consideration $ 52,752 Â Â â€¢Equity consideration: Based on: (i) the issuance of 5,560,047 shares of the Companyâ€™s common stock issued to the equityholders of Tenet and (ii) the closing stock price of the Companyâ€™s common stock on the Nasdaq Global Market on June 27, 2024, which was $7.53 per share. 13 Â â€¢Settlement of pre-existing loan: In May 2024, the Company and Tenet entered into a Senior Secured Promissory Note (the Note) providing for the Company to make short-term loans to Tenet up to an aggregate principal amount of $15.0 million. Pursuant to the Note, the Company made a loan (the Loan) of $5.0 million to Tenet in order to provide it with sufficient cash to fund its operations prior to the consummation of the Acquisition. The Loan included simple interest at a fixed rate per annum of 6%. Upon closing of the Acquisition, the Loan and accrued interest were eliminated in the interim condensed consolidated financial statements as the preexisting relationship was effectively settled and included in consideration transferred. Further, as the carrying value of the Loan was determined to approximate fair value at the time of the Acquisition, no gain or loss was recorded upon the effective settlement. â€¢Transaction costs: Represents the direct transaction costs, primarily legal and advisory services incurred by the Company in connection with the Acquisition. Purchase Price AllocationThe following is the allocation of the purchase consideration for the Acquisition based on the fair value of the net assets acquired by the Company (in thousands):Â Assets acquired Â Â Â Â Â In-process research and development $ 51,659 Â Â Â Â Cash and cash equivalents Â 1,204 Â Â Â Â Prepaid expenses and other current assets Â 1,861 Â Total assets acquired $ 54,724 Â Liabilities assumed Â Â Â Â Â Accounts payable Â (1,603) Â Â Â Accounts payable, related party Â (101) Â Â Â Accrued expenses and other current liabilities Â (192) Â Â Â Accrued expenses, related party Â (76) Total liabilities assumed $ (1,972) Net assets acquired $ 52,752 Â Â 14 Â Â 3. Investments Investments consisted of the following available-for-sale securities (in thousands):Â Â Â September 30, 2024 Â Â Â Amortized Cost Â Unrealized Loss Â Â Unrealized Gain Â Â Estimated FairValue Â Cash equivalents Â Â Â Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â $ 3,495 Â $ â€” Â Â $ â€” Â Â $ 3,495 Â Total cash equivalents Â $ 3,495 Â $ â€” Â Â $ â€” Â Â $ 3,495 Â Short-term marketable securities: Â Â Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â $ 23,589 Â $ â€” Â Â Â 47 Â Â Â 23,636 Â Corporate bonds Â Â 23,477 Â Â â€” Â Â Â 63 Â Â Â 23,540 Â Total short-term marketable securities Â $ 47,066 Â $ â€” Â Â $ 110 Â Â $ 47,176 Â Long-term marketable securities: Â Â Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â $ 6,803 Â $ â€” Â Â Â 36 Â Â Â 6,839 Â Corporate bonds Â Â 17,682 Â Â (1) Â Â 56 Â Â Â 17,737 Â Total long-term marketable securities Â $ 24,485 Â $ (1) Â $ 92 Â Â $ 24,576 Â Â Â Â Â Â Â Â Â Â Â Â December 31, 2023 Â Â Amortized Cost Â Unrealized Loss Â Â Unrealized Gain Â Â Estimated FairValue Â Short-term marketable securities: Â Â Â Â Â Â Â Â Â Â U.S. Treasury securities Â $ 8,962 Â $ â€” Â Â $ â€” Â Â $ 8,962 Â U.S. government agency debt securities Â Â 4,726 Â Â (2) Â Â â€” Â Â Â 4,724 Â Total short-term marketable securities Â $ 13,688 Â $ (2) Â $ â€” Â Â $ 13,686 Â All of the Companyâ€™s U.S. Treasury securities, corporate bonds, and U.S. government agency debt securities designated as short-term marketable securities have a contractual maturity date that is equal to or less than one year from the respective balance sheet date. Securities designated as long-term marketable securities have a contractual maturity date that is more than one year from the respective balance sheet date.Â The unrealized losses on the Companyâ€™s available-for-sale securities as of September 30, 2024 and December 31, 2023 were not material and were caused by fluctuations in market values and interest rates as a result of the economic environment. The Company concluded that an allowance for credit losses was unnecessary as of September 30, 2024 and December 31, 2023 because the decline in the market value was attributable to changes in market conditions and not credit quality, and that it is neither managementâ€™s intention to sell nor is it more likely than not that the Company will be required to sell these investments prior to recovery of their cost basis or recovery of fair value. There were no material realized gain or loss on available-for-sale securities in the periods presented.Â The Company excludes accrued interest from both the fair value and the amortized cost basis of its available-for-sale debt securities for the purposes of identifying and measuring an impairment and to not measure an allowance for expected credit losses for accrued interest receivables. Accrued interest receivable is written off through net realized investment gains (losses) at the time the issuer of the bond defaults or is expected to default on payment. The Company presents the accrued interest receivable balance in prepaid expenses and other current assets in the condensed consolidated balance sheets. Accrued interest receivable related to marketable securities was $0.4 million and $0.1 million as of September 30, 2024 and December 31, 2023, respectively. 15 Â Investments in a continual unrealized loss position for less than 12 months consisted of the following (in thousands):Â Â Â September 30, 2024 Â December 31, 2023 Â Â Â Fair Value Â Fair Value Â Corporate bonds Â $ 2,943 Â $ â€” Â U.S. Treasury securities Â Â â€” Â Â 5,967 Â U.S. government agency debt securities Â Â â€” Â Â 2,234 Â Total available-for-sale securities Â $ 2,943 Â $ 8,201 Â Â Â 4. Certain Balance Sheet Accounts Prepaid Expenses and Other Current AssetsPrepaid expenses and other current assets consisted of the following (in thousands): Â Â Â September 30, 2024 Â Â December 31, 2023 Â Prepaid research and development deposits and expenses Â $ 2,172 Â Â $ 34 Â Investment interest receivable Â Â 990 Â Â Â 440 Â Prepaid expenses Â Â 737 Â Â Â 847 Â Other assets Â Â 361 Â Â Â 112 Â Recoverable research and development tax credits Â Â â€” Â Â Â 2,024 Â Total prepaid expenses and other current assets Â $ 4,260 Â Â $ 3,457 Â Â Accrued Expenses and Other Current LiabilitiesAccrued expenses and other current liabilities consisted of the following (in thousands):Â Â Â September 30, 2024 Â Â December 31, 2023 Â Other accrued expenses Â $ 1,175 Â Â $ 90 Â Accrued payroll expenses Â Â 879 Â Â Â 1,111 Â Accrued restructuring expenses Â Â 722 Â Â Â 1,066 Â Accrued research and development expense Â Â 247 Â Â Â 28 Â Other current liabilities Â Â 22 Â Â Â 138 Â Total accrued expenses Â $ 3,045 Â Â $ 2,433 Â Â 5. Related Party TransactionsAs a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company.Services Agreement with Sera Services, Inc.In November 2023, Tenet entered into an agreement (the Sera Services Agreement) with Sera Services, Inc. (Sera Services), a wholly-owned subsidiary of Sera Medicines, LLC (Sera Medicines), which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, pursuant to which Sera Services provides research and other services to the Company. Sera Medicines is an entity controlled by RA Capital Management. Dr. Stephen Thomas, a current board member of the Company, owns a minority ownership in and is also a board member of Sera Medicines. Under the terms of the Sera Services Agreement, the Company compensates Sera Services on a fully burdened cost basis for personnel time devoted to Company projects. In addition, the Company reimburses Sera Services on a cost basis for any subcontractor costs incurred. The Company pays Sera Services on a monthly basis, in arrears, for services performed and costs incurred. The Sera Services Agreement has a term of two years and will automatically renew on its anniversary date for additional one-year terms. The Company may terminate the Sera Services Agreement by giving 30 daysâ€™ prior notice to Sera Services. The Company paid approximately $0.1 million to Sera Services for services provided under the Sera Services Agreement for the three and nine months ended September 30, 2024.Â 16 Â Services Agreement with Blackbird Clinical, Inc. Â Tenet was a party to a service agreement with Blackbird Clinical, Inc. (Blackbird), an entity controlled by RA Capital Management (the Blackbird Services Agreement). Under the terms of the Blackbird Services Agreement, Blackbird provided consulting services to Tenet in connection with its clinical trials, including study strategy, clinical operations and patient operations. For the three and nine months ended September 30, 2024, the Company paid approximately $0.1 million to Blackbird under the Blackbird Service Agreement. In October 2024, the Company terminated the Blackbird Service Agreement.Â Refer to Note 2, Asset Acquisition and Private Placement with a Related Party, in these interim condensed consolidated financial statements for additional related party transactions. 6. License AgreementsAs a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company.Acelyrin Asset Purchase AgreementOn January 11, 2024, Tenet entered into an asset purchase agreement (the Asset Purchase Agreement) with Acelyrin, Inc. (Acelyrin) and WH2, LLC, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, providing for the acquisition of certain assets of Acelyrin related to budoprutug (the Transferred Assets), including certain assigned contracts. Under these assigned contracts, the Company (i) received worldwide licenses (with the right to sublicense) to certain patents, know-how and other intellectual property rights to develop, manufacture, use and commercialize budoprutug for any non-oncology indication, and (ii) assumed certain liabilities of Acelyrin arising from (1) governmental authority action or notification relating to budoprutug, (2) contracts assigned to the Company pursuant to the Asset Purchase Agreement and (3) the Companyâ€™s ownership, lease or operation of the Transferred Assets.In addition, the Company inherited the rights and obligations, including financial obligations, under the CRH Agreement (as defined below) and the ProBioGen Agreement (as defined below). In consideration for the license and other rights the Company received under the Asset Purchase Agreement, the Company is obligated to (i) make total payments of up to $157.5 million to Acelyrin upon the achievement of various development, regulatory and commercial milestones, (ii) pay royalties in the single-digit percentages, subject to specified reductions, to Acelyrin on worldwide net sales in a given calendar year, and (iii) make non-refundable and non-creditable payments to Acelyrin on sublicense income with rates ranging from the low single digit to mid teen percent depending on the stage of development of the most advanced Products (as defined below) at the time of such sublicense. The royalty term continues for each licensed product incorporating or comprising budoprutug (a Product) on a country-by-country and Product-by-Product basis beginning on the first commercial sale of such Product and ending on the latest of (a) the date when such Product is no longer covered by a valid claim of a royalty-bearing patent in such country, (b) the expiration of any regulatory exclusivity period for such Product in such country, and (c) the twelfth anniversary of the first commercial sale of such Product in such country.The Company is obligated to use commercially reasonable efforts to commercialize at least one Product in the United States and to achieve specified development, regulatory and commercial milestones set forth in the Asset Purchase Agreement. If Acelyrin asserts that the Company has failed to meet one or more of these diligence obligations within specified time periods, and such failure is finally determined through a dispute resolution process, Acelyrin shall have the right to repurchase the Transferred Assets at the then-fair market value of such Transferred Assets, as Acelyrinâ€™s sole and exclusive remedy for such breach.Â If, within a specified period, the Company receives a bona fide offer or proposal from a third party to sell, transfer or otherwise divest all or substantially all of the rights to the Transferred Assets or Products, or grant an exclusive license or exclusive sublicense to such third party to develop and commercialize Products under specified terms, then prior to entering into any discussions or negotiations with any third party in relation to such a transaction, the Company shall provide written notice to Acelyrin of such intent or receipt of proposal. Acelyrin shall have the right to negotiate with the Company the terms for a definitive agreement with respect to such sale, transfer or grant of the rights to Products for a specified period of time. If Acelyrin does not exercise its right to negotiate or the parties are unable to agree on the terms of a definitive agreement, the Company shall have the right to negotiate or enter into an agreement with a third party with respect to such transaction, subject to specified conditions.For a specified period after the Asset Purchase Agreement closing date, the Company shall not solicit, induce, or attempt to induce any employees of Acelyrin to become employees or independent contractors of the Company. If the Company does hire or engage an employee of Acelyrin during such period, the Company is obligated to make a certain payment to Acelyrin.The Company may not sell, assign or transfer all or substantially all of the rights to develop or commercialize a Product unless, as a condition to such sale, assignment or transfer, the purchaser, assignee or transferee (as applicable) assumes in writing all obligations of the Company as set forth in the Asset Purchase Agreement with respect to the applicable Products. 17 Â As of September 30, 2024, the Company has not recognized milestone payments under the Asset Purchase Agreement as the underlying milestones were not achieved and are not assessed as probable.CRH AgreementIn connection with the Asset Purchase Agreement, in January 2024 Tenet was assigned a license agreement with Cancer Research Technology Limited (CRH) and, in connection with such assignment, Tenet entered into an amended and restated license agreement with CRH (the CRH Agreement) which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition. The CRH Agreement granted the Company a worldwide exclusive license (other than specified patent rights and materials, which are licensed to the Company on a non-exclusive basis) under certain know-how, patents and materials, or the licensed rights, to research, develop, test, manufacture or sell certain licensed products related to budoprutug, for all therapeutic uses except for oncology indications. The Company is permitted to grant a sublicense under these licenses with CRHâ€™s prior written consent. CRH retains, on behalf of itself and the charitable company Cancer Research U.K., a worldwide, fully paid-up, perpetual and irrevocable right in the licensed rights and in certain intellectual property owned or controlled by the Company that is necessary to exploit the licensed products and used, conceived or generated in the course of exercising the license or exploiting any licensed product, or product-specific foreground intellectual property, for the purpose of non-commercial, non-clinical scientific research.The Company is obligated to use commercially reasonable efforts to perform all activities set forth in a mutually agreed-upon development plan within the timelines set forth therein. The Company is also obligated to develop at least one licensed product in an autoimmune indication and to pursue worldwide regulatory authorization for licensed products. The Company must use commercially reasonable efforts to commercialize each licensed product throughout each of the specified major markets as soon as practicable following receipt of regulatory authorization for such product in such market. Additionally, the Company must make the licensed product available through the U.K. and negotiate with relevant regulatory authorities to make each licensed product available through the National Health Service in England and Wales within a specified time of the licensed product being made available elsewhere in the territory. If the Company fails to meet one or more of these diligence obligations, and such failure is not remedied within the specified cure period, CRH shall have the right to terminate the CRH Agreement with respect to the relevant licensed product.The Company is obligated to pay CRH a mid-five figure digit fee on each anniversary of the effective date. The Company is obligated pay up to an aggregate of Â£106.8 million ($142.8 million) upon the achievement of specified development, regulatory, commercial and sales milestone events, including: (i) payments of up to mid-six figure digits in pounds sterling for certain development milestones, (ii) payments of up to low-eight figures in pounds sterling per indication (for up to three indications) for certain regulatory and commercial milestones and (iii) payments up to mid-eight figures in pounds sterling for certain sales milestones. The Company is also obligated to pay tiered royalties ranging from a rate in the mid-single digit to high-single digit percentage on net sales. The royalty term continues for each licensed product on a country-by-country basis beginning on the first commercial sale of such licensed product and ending on the latest of (a) the date when such licensed product is no longer covered by a valid claim of a licensed patent in such country, (b) the expiration of the exclusivity period for such licensed product in such country, and (c) the tenth anniversary of the first commercial sale of such licensed product in such country. The Company is also responsible for a sublicensing revenue payment ranging from a rate in the mid-single digit to mid-double digits for any sublicense revenue.The CRH Agreement shall remain in effect in each country in the territory until the expiry of the Companyâ€™s obligation to pay royalties in such country. Either party may terminate the CRH Agreement if the other party is in material breach that has not been remedied within the specified cure period or if the other party becomes insolvent. CRH also has the right to terminate the CRH Agreement if the Company or one of the Companyâ€™s sublicensees or affiliates challenges a licensed patent, or if the Company is acquired by a tobacco company. As of September 30, 2024, the Company has not recognized milestone payments under the CRH Agreement as the underlying milestones were not achieved and are not assessed as probable.ProBioGen AgreementUnder the Asset Purchase Agreement, Tenet was assigned a cell line development, manufacturing services and license agreement (the ProBioGen Agreement) originally entered into by ValenzaBio, Inc. and ProBioGen AG (ProBioGen) in February 2021, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition.The ProBioGen Agreement granted the Company a non-exclusive license under certain know-how, patents and materials, to use cell lines in which ProBioGenâ€™s proprietary technology is applied, to research, develop, manufacture, use, sell, offer to sell, import or export budoprutug. This license includes a non-exclusive sublicense by ProBioGen of certain third-party patent rights, limited to the use of budoprutug. 18 Â The Company is obligated to (i) make payments of up to â‚¬10.0 million ($11.2 million) upon the achievement of certain development, manufacturing and commercial milestones, including the start of a Phase 2 clinical trial for budoprutug, and (ii) make milestone payments of up to â‚¬7.0 million ($7.8 million) upon the achievement of certain sales milestones. If the Company elects to contract ProBioGen to perform certain manufacturing services for budoprutug, the milestone payments would be reduced by â‚¬1.1 million ($1.2 million).The ProBioGen Agreement will remain in effect until the services are completed for the service-related component and until the payment obligations expire in connection with the commercial license component. Both parties have the right to terminate the ProBioGen Agreement if the other party becomes insolvent, or materially breaches the

ProBioGen Agreement and fails to remedy such default within the specified cure period.As of September 30, 2024, the Company has not recognized milestone payments under the ProBioGen Agreement as the underlying milestones were not achieved and are not assessed as probable. 7. Commitments and ContingenciesFacility LeasesThe Company leases office space in the U.S. under a non-cancelable operating lease and leased office space in Cambridge, U.K. from May 2021 until June 30, 2024.In November 2021, the Company agreed to lease approximately 5,000 square feet of office space in Bellevue, Washington. The term of this lease is 39 months, which commenced on November 1, 2021. The lease contains rent escalation clauses and an option to extend the term of the lease for an additional 3-year period at a market rate determined according to the lease. At the lease's inception and as of December 31, 2023, the Company does not expect that it will exercise its option to extend the lease, and therefore the period covered by this option is not included in the lease term.In July 2023, the Company entered into a non-cancellable sublease agreement for the Bellevue office space, under the terms of which the Company is entitled to receive $0.2 million in lease payments over the term of the sublease, which commenced in July 2023 and ends concurrently with the original lease in January 2025. In advance of the sublease, the Company ceased use of and vacated the Bellevue office space in June 2023. The Company considered these circumstances to be an indicator of impairment and recorded an ROU asset impairment loss during the second quarter of 2023 of $0.2 million, which was the amount by which the carrying value of the lease ROU asset exceeded the fair value. The fair value is based on the discounted cash flows of anticipated net rental income for the office space subleased. As of September 30, 2024, the remaining lease term was 0.3 years and the incremental borrowing rate used to determine the operating lease liability was 7.5%. For the three months ended September 30, 2024, rent expense was not material. For the three months ended September 30, 2023, the Company incurred $0.1 million in rent expense. For the nine months ended September 30, 2024 and 2023, the Company incurred $0.1 million and $0.2 million in rent expense, respectively. Sublease income for the three and nine months ended September 30, 2024 was $33,000 and $66,000 respectively, which was classified as a reduction in rent expense. As of September 30, 2024, the annual future minimum lease payments due under the Companyâ€™s non-cancelable operating lease were as follows (in thousands):Â Â Operating Lease Â Â Sublease Â Â Net Operating Â Year Ending December 31, Â Payments Â Â Income Â Â Lease Payments Â 2024 (remaining 3 months) Â $ 44 Â Â Â (33) Â Â 11 Â 2025 Â Â 15 Â Â Â (11) Â Â 4 Â Total undiscounted lease payments Â $ 59 Â Â $ (44) Â $ 15 Â Present value adjustment Â Â (1) Â Â Â Â Â Â Total operating lease liabilities Â $ 58 Â Â Â Â Â Â Â Â 19 Â Legal ProceedingsFrom time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when it is probable that future expenditures will be made and that such expenditures can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. As of the date of these condensed consolidated financial statements, the Company is not party to any material legal matters or claims.IndemnificationIn the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless, and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company intends to enter into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by Delaware corporate law. The Company currently has directorsâ€™ and officersâ€™ insurance coverage that reduces its exposure and enables the Company to recover a portion of any future amounts paid. The Company believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is immaterial. 8. Stock-Based Compensation2019 PlanIn 2019, the Company adopted the 2019 Equity Incentive Plan (the 2019 Plan). The 2019 Plan provided for the Company to grant qualified stock options, non-qualified stock options, and restricted stock awards to employees, non-employee directors and consultants of the Company under terms and provisions established by the Companyâ€™s board of directors. Under the terms of the 2019 Plan, options were granted at an exercise price no less than fair value of the Companyâ€™s common stock on the grant date, except in certain cases related to employees outside of the U.S. Option awards granted typically had 10-year terms measured from the option grant date. While no shares are available for future issuance under the 2019 Plan, it continues to govern outstanding equity awards granted thereunder.2021 Plan and ESPPThe compensation committee of the Companyâ€™s board of directors adopted and the Companyâ€™s stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (the ESPP), which became effective in August 2021. The 2021 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The Companyâ€™s employees, officers, directors and consultants are eligible to receive awards under the 2021 Plan. Under the terms of the 2021 Plan, options are granted at an exercise price no less than fair value of the Companyâ€™s common stock on the grant date, except in certain cases related to significant corporate transactions. Option awards granted typically have 10-year terms measured from the option grant date. As of September 30, 2024, the total number of shares authorized for issuance under the 2021 Plan was 6,773,963. Any shares that are returned under the 2019 Plan as a result of cancellation or forfeiture become available under the 2021 Plan. Further, the number of shares of common stock reserved for issuance under the 2021 Plan automatically increases on January 1 of each year, beginning on January 1, 2022, and continuing through and including January 1, 2031, by 5% of the total number of shares of common stock outstanding on December 31 of the immediately preceding calendar year, or a lesser number of shares determined by the Companyâ€™s board of directors prior to the applicable January 1st. The ESPP allows employees, including executive officers, to contribute up to 15% of their earnings, subject to certain limitations, for the purchase of the Companyâ€™s common stock at a price per share equal to the lower of (a) 85% of the fair market value of a share of common stock on the first day of the offering period, or (b) 85% of the fair market value of a share of common stock on the last day of the offering period. As of September 30, 2024, there were 1,064,225 shares of common stock reserved for future issuance under the ESPP. The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each calendar year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (1) 1% of the total number of shares of the Companyâ€™s common stock outstanding on December 31 of the preceding calendar year or (2) a number of shares determined by the Companyâ€™s board of directors. Shares subject to purchase rights granted under the ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the ESPP. 20 Â As of September 30, 2024, no shares have been granted or purchased under the ESPP.Stock OptionsAwards with vesting conditions under both plans typically include either: (i) vesting 25% on the first anniversary of the grant date with the remainder vesting monthly over the following three years or (ii) monthly vesting over four years. The activity for stock options is as follows:Â Â Â Options Outstanding Â Â WeightedAverage Exercise Price Â Â Weighted Average Remaining Contract Terms(in years) Â Â AggregateIntrinsic Values (in thousands) Â Balance as of December 31, 2023 Â Â 4,586,476 Â Â $ 5.40 Â Â Â 2.28 Â Â $ 1,060 Â Options granted Â Â 1,814,050 Â Â Â 7.20 Â Â Â Â Â Â Â Options expired Â Â (866,962) Â Â 7.89 Â Â Â Â Â Â Â Options forfeited Â Â (37,789) Â Â 9.04 Â Â Â Â Â Â Â Options exercised Â Â (2,663,606) Â Â 4.11 Â Â Â Â Â Â 6,347 Â Balance as of September 30, 2024 Â Â 2,832,169 Â Â $ 6.96 Â Â Â 7.40 Â Â $ 937 Â Vested and expected to vest as of September 30, 2024 Â Â 2,832,169 Â Â $ 6.96 Â Â Â 7.40 Â Â $ 937 Â Options exercisable as of September 30, 2024 Â Â 971,646 Â Â $ 6.61 Â Â Â 2.88 Â Â $ 879 Â The aggregate intrinsic value disclosed in the above table is based on the difference between the exercise price of the stock option and the fair value of the Companyâ€™s common stock as of the respective period-end dates. The weighted-average grant date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $5.91 and $2.25 per share, respectively.The Black-Scholes option pricing model for employee and nonemployee stock options incorporates the following assumptions:â€¢Fair Value of Common Stock â€” The fair value of each share of common stock is based on the closing price of the Companyâ€™s common stock on the date of grant as reported on the Nasdaq Global Market. â€¢Volatility â€” The expected stock price volatilities are estimated based on the historical and implied volatilities of comparable publicly traded companies as the Company does not have sufficient history of trading in its common stock.â€¢Risk-free Interest Rate â€” The risk-free interest rates are based on US Treasury yields in effect at the grant date for notes with comparable terms as the awards.â€¢Expected Term â€” The expected term represents the period that the Companyâ€™s stock options are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term).â€¢Dividend Yield â€” The expected dividend yield assumption is based on the Companyâ€™s current expectations about its anticipated dividend policy. The fair value of the Companyâ€™s stock option awards was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023:Â Â Â Nine Months Ended September 30, Â Â 2024 Â 2023 Expected term (in years) Â 5.50Â - 6.08 Â 5.50 Expected volatility Â 103.70% - 105.03% Â 92.90% Risk-free interest rate Â 3.52% - 4.32% Â 3.69% Expected dividend yield Â 0.00% Â 0.00% Â 21 Â Restricted StockThe Company has: (i) restricted stock awards (RSAs) with service conditions that vest 25% on the first anniversary of the grant date and the remainder vesting monthly over the following three years, (ii) restricted stock units (RSUs) with service conditions that vest quarterly over a two year or two-and-a-half-year period, or vest 25% annually over a four year period, and (iii) RSUs with performance-based vesting conditions. The RSAs are subject to repurchase by the Company at the original purchase price in the event that the award recipientâ€™s employment or relationship is terminated prior to the shares vesting. As of September 30, 2024, all RSA awards were fully vested.Upon the closing of the Acquisition, the Company granted a total of 803,000 RSUs to certain consultants. Of these RSUs, 401,500 are subject to service conditions, with 50% of such RSUs vesting on January 1, 2025, 25% of such RSUs vesting on March 27, 2025 and the remaining 25% of such RSUs vesting on June 27, 2025. The remaining 401,500 RSUs will vest subject to the satisfaction of performance conditions, including the achievement of specific operational milestones before September 30, 2025 (Performance-Based RSUs). For the Performance-Based RSUs, no stock-based compensation expense has been recognized because the vesting conditions are not probable of being achieved. The activity for restricted stock awards and units is as follows:Â Â Â Number of Shares Â Â Weighted-Average Grant Date Fair Value Â Unvested at December 31, 2023 Â Â 149,975 Â Â $ 6.03 Â Granted Â Â 1,233,500 Â Â Â 7.18 Â Vested Â Â (135,390) Â Â 6.54 Â Unvested at September 30, 2024 Â Â 1,248,085 Â Â $ 7.11 Â The fair value of restricted stock awards and units vested during the nine months ended September 30, 2024 and 2023 was approximately $1.0 million and $0.2 million, respectively.Modifications & AccelerationsCertain equity awards are subject to provisions in which the vesting of these awards is automatically accelerated upon the occurrence of events such as an involuntary termination in connection with a reduction in force. Further, in connection with the restructuring plans approved by the Companyâ€™s board of directors in February and October 2023 and the U.K. headcount reduction in the third of 2024, the Company modified the terms of certain equity awards for impacted employees including partial or full acceleration of vesting of stock options and restricted stock awards upon separation and extension of exercise periods for stock options post-separation.As a result of: (i) the contractual acceleration and (ii) the discretionary modification of equity awards in connection with the U.K. headcount reduction in the third quarter of 2024, the Company recorded incremental stock-based compensation expense of $1.1 million for the nine months ended September 30, 2024, of which $0.9 million and $0.2 million was included in research and development expense and general and administrative expense, respectively.As part of the restructuring plan in 2023, the Company recorded incremental stock-based compensation expense of $9.2 million for nine months ended September 30, 2023, of which $0.5 million and $8.7 million was included in research and development expense and general administrative expense, respectively.Stock-Based CompensationThe following table sets forth stock-based compensation expense for stock options, restricted stock awards, and restricted stock units included in the Companyâ€™s condensed consolidated statements of operations and comprehensive loss (in thousands):Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Research and development expense Â $ 1,758 Â Â $ 429 Â Â $ 2,313 Â Â $ 1,889 Â General and administrative expense Â Â 1,164 Â Â Â 227 Â Â Â 1,586 Â Â Â 9,715 Â Total stock-based compensation expense Â $ 2,922 Â Â $ 656 Â Â $ 3,899 Â Â $ 11,604 Â Â 22 Â As of September 30, 2024, there was $10.2 million of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 3.66 years. Further, there was $4.9 million of unrecognized compensation cost related to unvested RSUs, which is expected to be recognized over a weighted average period of 2.23 years. 9. Net Loss Per Share The following table shows the computation of basic and diluted net loss per share (in thousands, except share and per share data):Â Â Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Net loss Â $ (8,895) Â $ (3,968) Â $ (65,481) Â $ (31,478) Weighted-average number of shares outstanding used to compute net loss per share, basic and diluted Â Â 67,014,183 Â Â Â 27,071,053 Â Â Â 41,759,931 Â Â Â 26,803,468 Â Net loss per share, basic and diluted Â $ (0.13) Â $ (0.15) Â $ (1.57) Â $ (1.17) Â The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because their effect would have been anti-dilutive:Â Â Â Three and Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Common stock options Â Â 2,832,169 Â Â Â 4,890,452 Â Unvested restricted stock awards and units Â Â 1,248,085 Â Â Â 186,163 Â Total potentially dilutive shares Â Â 4,080,254 Â Â Â 5,076,615 Â Â 10. Restructuring CostsIn the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.The Company incurred restructuring costs of $3.3 million in connection with this headcount reduction, which related to severance payments, benefits, and stock-based compensation. The employees who were notified of their termination had no requirement to provide future service beyond a minimum retention period, and the Company recognized the liability for the full termination benefits at fair value in the third quarter of 2024. The activity in the restructuring liability was as follows for the three and nine months ended September 30, 2024 (in thousands): Â Â Restructuring Liability 2024 Â Restructuring liability as of December 31, 2023 Â $ 1,077 Â Restructuring costs incurred during the period Â Â 20 Â Restructuring costs paid during the period Â Â (782) Restructuring liability as of March 31, 2024 Â Â 315 Â Restructuring costs incurred during the period Â Â â€” Â Restructuring costs paid during the period Â Â (281) Restructuring liability as of June 30, 2024 Â Â 34 Â Restructuring costs incurred during the period Â Â 2,233 Â Restructuring costs paid during the period Â Â (1,545) Restructuring liability as of September 30, 2024 Â $ 722 Â The remaining restructuring liability as of September 30, 2024 was paid in October 2024. 23 Â A summary of the restructuring costs recorded in the interim consolidated condensed statement of operations and comprehensive loss for the three and nine months ended September 30, 2024 were as follows (in thousands):Â Â Three Months Ended September 30, 2024 Â Â Severance and Benefits Costs Â Â Stock-based Compensation Â Â Total Restructuring Cost Recorded Â General and administrative expense Â $ 455 Â Â $ 161 Â Â $ 616 Â Research and development expense Â Â 1,778 Â Â Â 944 Â Â Â 2,722 Â Total restructuring costs Â $ 2,233 Â Â $ 1,105 Â Â $ 3,338 Â Â Â Â Â Â Â Â Â Â Â Â Nine Months Ended September 30, 2024 Â Â Â Severance and Benefits Costs Â Â Stock-based Compensation Â Â Total Restructuring Cost Recorded Â General and administrative expense Â $ 475 Â Â $ 161 Â Â $ 636 Â Research and development expense Â Â 1,778 Â Â Â 944 Â Â Â 2,722 Â Total restructuring costs Â $ 2,253 Â Â $ 1,105 Â Â $ 3,358 Â On February 7, 2023, the Companyâ€™s board of directors approved a restructuring plan to conserve financial resources and better align the Companyâ€™s workforce with current business needs. As part of this plan, the Companyâ€™s workforce was reduced by approximately 55%, with substantially all of the reduction in personnel completed in the first half of 2023. The Company further reduced its workforce by 10 employees in October 2023. The Company incurred aggregate restructuring costs of $18.8 million in connection with these prior year developments, substantially all of which were recognized in 2023 and were fully recognized as of March 31, 2024. These costs primarily related to severance payments, healthcare benefits and stock-based compensation. In addition, substantially all of the related restructuring payments were paid by April 2024.A summary of the restructuring costs recorded in the interim consolidated condensed statements of operations and comprehensive loss for the three and nine months ended September 30, 2023 were as follows (in thousands):Â Â Â Three Months Ended September 30, 2023 Â Â Â ROU Asset Impairment Â Â Severance and Benefits Costs Â Â Stock-based Compensation Â Â Total Restructuring Cost Recorded Â General and administrative expense Â $ â€” Â Â $ 189 Â Â Â 33 Â Â $ 222 Â Total restructuring costs Â $ â€” Â Â $ 189 Â Â $ 33 Â Â $ 222 Â Â Â Â Â Nine Months Ended September 30, 2023 Â Â Â ROU Asset Impairment Â Â Severance and Benefits Costs Â Â Stock-based Compensation Â Â Total Restructuring Cost Recorded Â General and administrative expense Â $ 180 Â Â $ 6,025 Â Â $ 8,707 Â Â $ 14,912 Â Research and development expense Â Â â€” Â Â Â 1,342 Â Â Â 488 Â Â Â 1,830 Â Total restructuring costs Â $ 180 Â Â $ 7,367 Â Â $ 9,195 Â Â $ 16,742 Â Â 24 Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations The following discussion and analysis of our financial condition and results of operations should be read in conjunction with our unaudited condensed consolidated financial statements and related notes included in this Quarterly Report on Form 10-Q and the audited financial statements and notes thereto as of and for the year ended December 31, 2023 and the related Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations, both of which are contained in our Annual Report on Form 10-K filed with the SEC on March 28, 2024. Some of the information contained in this discussion and analysis or set forth elsewhere in this Quarterly

Report, including information with respect to our plans and strategy for our business, includes forward-looking statements that involve substantial risks and uncertainties. As a result of many factors, including those factors set forth in Part II, Item 1A. â€œRisk Factorsâ€ of this Quarterly Report, our actual results could differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. For further information regarding our forward-looking statements, see â€œCautionary Note Regarding Forward-Looking Statementsâ€ in this Quarterly Report. Effective on October 2, 2024, we amended our Amended and Restated Certificate of Incorporation to effect a change of our name from â€œEliem Therapeutics, Inc.â€ to â€œClimb Bio, Inc.â€. Unless the context requires otherwise, references in this Quarterly Report on Form 10-Q to â€œwe,â€ â€œusâ€ and â€œourâ€ refer to Climb Bio, Inc. and its wholly owned subsidiaries. Overview We are a clinical-stage biotechnology company primarily focused on developing therapeutics for patients with immune-mediated diseases. Our lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP) and systemic lupus erythematosus (SLE). Budoprutug is designed to achieve broad and deep depletion of pathogenic B cells with a favorable tolerability profile and convenient dosing regimen with the potential for subcutaneous administration. We believe this reduction of autoantibodies has the potential to be disease modifying in autoantibody driven diseases, such as pMN, ITP and SLE. In a Phase 1b clinical trial of budoprutug in pMN, 3 out of 5 (or 60%) of patients that received four doses of budoprutug achieved a complete remission of proteinuria, a primary symptom of pMN, and a complete and sustained B-cell depletion was observed in all patients (5/5). In addition to pMN, we are also developing budoprutug for the treatment of ITP and SLE. In ITP, we believe targeting plasmablasts and plasma cells is likely to decrease the production of autoantibodies, increase platelet count and ameliorate disease. B cell depletion with anti-CD20 targeting monoclonal antibodies (mAbs) whose expression initiates somewhat later and is lost somewhat earlier than anti-CD19, has demonstrated efficacy in ITP disease for some patients in clinical trials by third parties. For those patients who do not respond to anti-CD20 therapy, we believe an anti-CD19 approach, such as budoprutug, may have the ability to further deplete pathogenic CD20-CD19+ cells. In SLE, the underlying pathology involves production of autoantibodies by autoreactive B cells that contribute to inflammation and tissue damage. CD19 is a protein expressed on the surface of these B cells and plays a key role in B cell activation. Because budoprutug is designed to target and deplete CD19-expressing B cells known to produce autoantibodies, we believe budoprutug has the potential to treat SLE. Based on the results of the Phase 1b clinical trial of budoprutug in pMN and clearance from the U.S. Food and Drug Administration (FDA) of our investigational new drug application (IND) for budoprutug in SLE in October 2024, we plan to initiate a Phase 1b clinical trial of budoprutug for SLE in the first half of 2025. We also plan to initiate a Phase 2 clinical trial of budoprutug for ITP in the first half of 2025, subject to clearance of an IND or clinical trial application (CTA). We are also advancing the subcutaneous formulation of budoprutug, with non-clinical data expected in the first half of 2025. We also plan to advance budoprutug into late phase clinical development for pMN in 2025. Below is a summary of our clinical development pipeline for budoprutug. 25 Â Â Â Â Previously, we focused primarily on developing novel therapies for neuronal excitability disorders to address unmet needs in psychiatry, epilepsy, chronic pain, and other disorders of the peripheral and central nervous systems, and our lead program was ETX-123, a Kv7.2/3 potassium channel opener. ETX-123 is designed to harness the efficacy of the Kv7.2/3 channel mechanism while attempting to improve the safety and tolerability relative to earlier molecules, based on our insights into the mechanisms of toxicity and the potency and selectivity profile. In July 2023, we made the determination to pause further development of our Kv7 program, and we continue to evaluate our Kv7 program, including seeking a partner for further development. Â On June 27, 2024, we completed our acquisition (the Acquisition) of Tenet Medicines, Inc. (Tenet). In connection with the closing of the Acquisition, we issued and sold 31,238,282 shares of our common stock at a price of $3.84 per share in a private placement (the Private Placement) to several accredited institutional investors. We received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering expenses of $0.3 million. We have incurred significant operating losses since inception, as we have devoted substantially all of our resources to organizing and staffing our company, identifying potential product candidates, business planning, raising capital, undertaking research, executing preclinical studies and clinical development trials, and providing general and administrative support for business activities. We incurred net losses of $8.9 million and $4.0 million for the three months ended September 30, 2024 and 2023, respectively, and $65.5 million and $31.5 million for the nine months ended September 30, 2024 and 2023, respectively. We had an accumulated deficit of $221.5 million and $156.0 million as of September 30, 2024 and December 31, 2023, respectively. Since our inception, we have primarily funded our operations with an aggregate of $328.0 million in net proceeds from the sale and issuance of shares of our redeemable convertible preferred stock, our initial public offering of our common stock and the sale and issuance of shares in the Private Placement of our common stock that was completed in June 2024. We had cash, cash equivalents and marketable securities of $217.9 million and $106.8 million as of September 30, 2024 and December 31, 2023, respectively. Based on our current operating plan, we estimate that our cash, cash equivalents and marketable securities will be sufficient to fund our planned operations through 2027. We have based this estimate on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we currently anticipate, which case we would be required to obtain additional financing, which may not be available to us on acceptable terms, or at all. Until such time, if ever, as we can generate significant revenue from product sales, we may finance our operations through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. Adequate funding may not be available when needed or on terms acceptable to us, or at all. If we are unable to raise additional capital as needed, we may have to significantly delay, scale back or discontinue any future development of our product candidates. Our ability to raise additional funds may be adversely impacted by potential worsening global economic conditions and the recent disruptions to, and volatility in, the credit and financial markets in the United States and worldwide, resulting from increased volatility in the trading prices for shares in the biopharmaceutical industry, or otherwise. If we fail to obtain necessary capital when needed on acceptable terms, or at all, it could force us to delay, limit, reduce or terminate our product development programs, commercialization efforts or other operations. Insufficient liquidity may also require us to relinquish rights to product candidates at an earlier stage of development or on less favorable terms than we would otherwise choose. We do not have any products approved for sale and have not generated any revenue from product sales since our inception. Our ability to generate product revenue will depend on the successful development, regulatory approval and eventual commercialization of one or more of our product candidates, if approved. We cannot assure you that we will ever be profitable or generate positive cash flow from operating activities. We expect to continue to incur operating losses for the foreseeable future. Tenet Acquisition On June 27, 2024, we acquired 100% of the share capital of Tenet in exchange for 5,560,047 shares of our common stock, valued at $41.9 million, or $7.53 per share. The Acquisition is accounted for as an asset acquisition. The total cost of the asset acquisition was $52.8 million, which also included (i) $5.8 million of direct transaction costs incurred and (ii) $5.0 million related to a loan provided to Tenet prior to the closing of the Acquisition that was effectively settled upon the closing of the Acquisition. We recognized in-process research and development (IPR&D) expense of $51.7 million for the nine months ended September 30, 2024, as the IPR&D was determined to have no future alternative use. 26 Â Â Recent Developments FDA Clearance of IND for Budoprutug in SLE In October 2024, the FDA cleared our IND allowing the initiation of a Phase 1b open label clinical trial of budoprutug in patients with active lupus. The clinical trial is designed to evaluate the safety and impact of ascending dose regimens on the speed and depth of depletion of circulating B cells, the decline in production of pathogenic autoantibodies, and the nature of B cell subsets that are produced upon recovery of B cells. In addition, patients will be followed for changes in clinical outcomes. Appointment of Director and Chair of our Board of Directors On November 8, 2024, our board of directors, upon the recommendation of the nominating and corporate governance committee of our board of directors, appointed Douglas E. Williams, Ph.D., as a director and the chair of our board of directors, effective immediately. Dr. Williams will serve as a director with a term expiring at the 2026 annual meeting of stockholders. Additionally, Dr. Williams has been appointed to serve as the chair of the compensation committee of our board of directors and as a member of the nominating and corporate governance committee of our board of directors, effective immediately. Provided Budoprutug Development Strategy and Corporate Update at Virtual Investor Event On October 15, 2024, we hosted a virtual investor event during which we provided an update on our development strategy for budoprutug and presented additional clinical and preclinical data. Strategy Our strategic approach to developing budoprutug will consider indications across three opportunity sets, including IgG4-mediated diseases, such as pMN; diseases caused by IgG1-3 that impact a single organ system, such as ITP; and complex systemic diseases, such as SLE. While our initial focus is on developing budoprutug for pMN, ITP and SLE, we believe that there is an opportunity to develop budoprutug for other immune-mediated diseases across both orphan and larger indications. Clinical Data Updates Â In October 2024, we announced additional data from the completed Phase 1b clinical trial of budoprutug for pMN. In particular, we announced the following data for the five patients who received all four doses of budoprutug in the trial: â€¢Three of five (60%) patients achieved complete remission of proteinuria at week 48. â€¢Rapid and significant reductions in anti-PLA2R autoantibodies, a key driver of pMN, with serological remission occurred in the three patients that were PLA2R-positive at baseline. Phospholipase A2 receptor (PLA2R) is a protein found in the kidney that plays a role in the development of pMN. â€¢Complete and sustained B-cell depletion was observed in all patients (5/5), with undetectable levels of B-cells occurring after just two doses of study drug as low as 100 mg. â€¢Budoprutug was generally well-tolerated at doses up to 200mg, with no reported drug-related serious adverse events. Of the eight patients who received at least one injection of budoprutug, there were no deaths on study, there were three serious adverse events none of which were considered to be related to budoprutug by the investigator, no discontinuations due to adverse events and no dose limiting toxicities were observed. Four patients reported infections on study of which three were cases of COVID-19 and one was bacterial pneumonia. Â Â Â Â Â Â Â Â 27 Â Data from the five patients who received all four doses of budoprutug in the Phase 1b clinical trial of budoprutug for pMN is presented in the figure below. Â Â Â Â Â In October 2024, we also reported that one patient in the Phase 1b clinical trial of budoprutug for complicated minimal change disease who received two induction doses and two maintenance doses of budoprutug achieved sustained depletion of B-cells and remained in remission 18 months after the last infusion of budoprutug. Â Preclinical Data Update To assess whether budoprutug was capable of achieving B-cell depletion in tissues, we developed a transgenic mouse model where mouse CD19 was replaced with human CD19 in a C57BL/6 mouse. These human CD19 transgenic mice, which we refer to as huCD19 mice, were treated once weekly for four weeks with budoprutug at doses ranging from 0.1 mg/kg to 100 mg/kg. Tissue samples were taken seven days post dose and analyzed via flow cytometry for CD20+ B-cell counts in bone marrow, lymph node, and spleen. As shown in the figure below, we observed dose-dependent B-cell depletion in all tissues analyzed at day 28 with greater than 90% depletion of B-cells observed in all tissues analyzed at the highest dose tested. We believe these data lend further support to the advantages of using a CD19-targeted monoclonal antibody to deplete autoantibody secreting cells in tissues, and that this concept is translatable to humans. Clinical Development Plans for Budoprutug Based on the results of the Phase 1b clinical trial of budoprutug in pMN and clearance from the FDA of our IND for budoprutug in SLE in October 2024, we plan to initiate a Phase 1b clinical trial of budoprutug for SLE in the first half of 2025. We also plan to initiate a Phase 2 clinical trial of budoprutug for ITP in the first half of 2025, subject to clearance of an IND or CTA. We are also advancing the subcutaneous formulation of budoprutug, with non-clinical data expected in the first half of 2025. We also plan to advance budoprutug into late phase clinical development for pMN in 2025. â€¢pMN. Based on the results of the Phase 1b clinical trial of budoprutug in pMN, we are engaging with global regulatory agencies on the design of our late phase clinical program and plan to advance the program in 2025. Â 28 Â â€¢ITP. We expect our Phase 2 clinical trial of budoprutug for ITP will be a single-arm, open-label trial evaluating budoprutug in adult patients with chronic disease who had an insufficient response to one or more prior therapies. The primary endpoints of the trial are expected to be safety and tolerability and improvement in platelet counts. Secondary endpoints are expected to include patient reported outcomes, quality of life measures, pharmacokinetics and pharmacodynamics. Patients will receive a treatment cycle at day 1 and day 15. Investigators can elect for a second cycle of treatment if improvement wanes, guided by individual patient laboratory findings and clinical needs. â€¢SLE. We expect our Phase 1b clinical trial of budoprutug for SLE will be an open-label, dose escalation trial in patients with active SLE that will evaluate ascending dose regimens. The primary objective of the trial will be to evaluate the safety and tolerability of budoprutug. Secondary and exploratory endpoints are expected to include clinical response, decline in pathogenic autoantibodies and assessment of B-cell subsets upon recovery. â€¢Subcutaneous Formulation of Budoprutug We are also developing a high concentration formulation of budoprutug to support subcutaneous administration, which is a convenient dose form that is designed to differentiate budoprutug from intravenous treatments. We have successfully formulated budoprutug to concentrations exceeding 175 mg/ml while maintaining low viscosity, creating an opportunity to pursue a subcutaneous dosing form that potentially features a low volume injection. We plan to announce non-clinical data on the subcutaneous formulation of budoprutug in the first half of 2025. Components of Operating Results Operating Expenses Our operating expenses consist of (i) acquired IPR&D, related party, (ii) research and development expenses, and (iii) general and administrative expenses. Acquired In-Process Research and Development, Related Party Our acquired IPR&D expense consists of the relative fair value of the assets acquired and consideration transferred in connection with the Acquisition. As the assets acquired were in the research and development phase and were determined to not have any alternative future use, it was expensed as IPR&D. Research and Development Our research and development expenses consist primarily of direct and indirect costs incurred in connection with our discovery efforts, preclinical studies, and clinical trial activities related to our pipeline, including budoprutug and our previous product candidates ETX-123 and ETX-155. Our direct research and development costs include: â€¢expenses incurred in connection with research, laboratory consumables and preclinical and clinical trial activities; â€¢the cost to manufacture drug products for use in our preclinical studies and clinical trials; and â€¢consulting fees. 29 Â Our indirect research and development costs include: â€¢personnel-related expenses, such as salaries, bonuses, benefits, stock-based compensation expense, and termination benefits, for our scientific personnel performing research and development activities; and â€¢facility rent. The direct and indirect costs research and development costs were as follows (in thousands): Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Acquired in-process research & development, related party $ â€” Â Â $ â€” Â Â $ 51,659 Â Â $ â€” Â Direct costs Â 2,221 Â Â Â 1,163 Â Â Â 2,346 Â Â Â 5,974 Â Indirect costs Â 4,019 Â Â Â 2,054 Â Â Â 6,031 Â Â Â 8,233 Â Research and development tax credits Â â€” Â Â Â (341) Â Â â€” Â Â Â (1,923) Total research and development $ 6,240 Â Â $ 2,876 Â Â $ 60,036 Â Â $ 12,284 Â We expense research and development costs as incurred. Non-refundable advance payments for goods and services that will be used over time for research and development are capitalized and recognized as goods are delivered or as the related services are performed. Given our stage of development and the utilization of our resources across our current and legacy programs, we have not historically tracked our research and development costs by program or indication. Research and development expenses are presented net of refundable research and development tax credits from the U.K. government. We expect our research and development expenses to increase substantially for the foreseeable future as we conduct our ongoing research and development activities. The process of conducting preclinical studies, acquiring drug product supply, and conducting clinical trials necessary to obtain regulatory approval is costly and time consuming. We may never succeed in achieving marketing approval for budoprutug or any product candidate we may develop. The timelines and costs associated with research and development activities are uncertain and can vary significantly among product candidates and development programs due to the inherently unpredictable nature of preclinical and clinical development. We anticipate that we will make determinations as to which indications to pursue in connection with our clinical development of budoprutug or any product candidates we may develop and how much funding to direct to each such indication on an ongoing basis in response to preclinical and clinical results, regulatory developments, and ongoing assessments as to each such indicationâ€™s commercial potential. We will need to raise substantial additional capital in the future. Our future research and development costs may vary significantly based on factors such as: â€¢the timing, cost and progress of our research, preclinical, and clinical development activities; â€¢ the number and scope of development, preclinical and clinical programs we decide to pursue; â€¢the terms of any collaborations and/or research and development agreements we may enter into, which may impact the cost, timing and development plans of one or more of our product candidate programs; â€¢the costs involved in prosecuting and enforcing patent and other intellectual property claims; â€¢the costs of manufacturing our product candidates by third parties; â€¢the cost of regulatory requirements, regulatory submissions and timing of regulatory approvals; â€¢the potential delays in our preclinical studies, our development programs and our ongoing and planned clinical trial activities due to the effects of global events, including macroeconomic conditions and continued supply chain disruptions; â€¢the impact of inflationary pressures on salaries and wages, and costs of goods and transportation expenses, among other things; â€¢the cost of commercialization activities if budoprutug or any product candidates we may develop are approved for sale, including marketing, sales and distribution costs; and â€¢our efforts to enhance operational systems and hire personnel to support development of budoprutug or any product candidates we may develop. 30 Â A change in the outcome of any of these variables with respect to the development of budoprutug or any product candidates we may develop could significantly change the costs and timing associated with the development. General and Administrative Our general and administrative expenses consist primarily of personnel-related expenses such as salaries, bonuses, benefits, stock-based compensation, and termination benefits, for our personnel in executive,

finance and accounting, human resources, business development and other administrative functions. Other significant general and administrative expenses include legal fees relating to intellectual property and corporate matters, professional fees for accounting, audit, regulatory, tax and consulting services, insurance costs, as well as investor and public relations costs. We expect that our general and administrative expenses will significantly increase in the future as we increase our headcount to support our operations. Other Income (Expense) Foreign Currency Gain (Loss) Our foreign currency gain (loss) consists of foreign exchange losses resulting from remeasurement and foreign currency transactions between the British Pound and the U.S. Dollar. Interest Income, net Our interest income consists of interest earned on our cash, cash equivalents and marketable securities and adjustments related to amortization of purchase premiums and accretion of discounts of marketable securities. Results of Operations Comparison of the Three Months Ended September 30, 2024 and September 30, 2023 The following table sets forth our results of operations (in thousands): Â Â Â Three Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Research and development Â $ 6,087 Â Â $ 2,876 Â Â $ 3,211 Â Â Â 111.6 % Research and development, related party Â Â 153 Â Â Â â€” Â Â Â 153 Â Â Â 100.0 % General and administrative Â Â 5,492 Â Â Â 2,125 Â Â Â 3,367 Â Â Â 158.4 % Total operating expenses Â Â 11,732 Â Â Â 5,001 Â Â Â 6,731 Â Â Â 134.6 % Loss from operations Â Â (11,732) Â Â (5,001) Â Â (6,731) Â Â 134.6 % Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency gain (loss) Â Â 52 Â Â Â (228) Â Â 280 Â Â Â (122.8)% Interest income, net Â Â 2,785 Â Â Â 1,261 Â Â Â 1,524 Â Â Â 120.9 % Total other income (expense) Â Â 2,837 Â Â Â 1,033 Â Â Â 1,804 Â Â Â 174.6 % Net loss Â $ (8,895) Â $ (3,968) Â $ (4,927) Â Â 124.2 % Operating Expenses Research and Development and Research and Development, Related Party Research and development expenses increased 111.6% from $2.9 million for the three months ended September 30, 2023 to $6.1 million for the three months ended September 30, 2024. Research and development expenses, related party increased by $0.2 million for the three months ended September 30, 2024. In total, research and development expenses increased by 117.2% from $2.9 million for the three months ended September 30, 2023 to $6.3 million for the three months ended September 30, 2024. The increase was due to (i) a $2.1 million increase in personnel-related expenses, primarily driven by restructuring costs of $2.7 million, partially offset by a decrease of $0.6 million from reduced headcount, (ii) a $1.0 million increase in direct preclinical and clinical expenses related to the development of budoprutug, and (iii) a $0.3 million decrease in the U.K. refundable research and development tax credits due to the overall reduction in qualifying research and development expense. 31 Â General and Administrative General and administrative expenses increased by 158.4% from $2.1 million for the three months ended September 30, 2023 to $5.5 million for the three months ended September 30, 2024. The increase was primarily due to due to (i) a $1.7 million increase in personnel-related expenses, largely driven by an increase of $1.3 million from increased headcount and a $0.4 million increase in restructuring costs and (ii) a $1.7 million increase in other general and administrative expenses, largely due to an increase in legal expenses and consulting fees. Other Income (Expense) Foreign Currency Gain (Loss) Foreign currency gain (loss) increased from a $0.2 million loss for the three months ended September 30, 2023 to a $0.1 million gain for the three months ended September 30, 2024. The increase was driven by favorable changes in foreign currency exchange rates between the British Pound and the U.S. Dollar in the three months ended September 30, 2024. Interest Income, net Interest income, net increased from $1.3 million for the three months ended September 30, 2023 to $2.8 million for the three months ended September 30, 2024, which was driven by an increase in investment income from an increase in marketable securities during the three months ended September 30, 2024. Comparison of the Nine Months Ended September 30, 2024 and September 30, 2023 The following table sets forth our results of operations (in thousands): Â Â Â Nine Months Ended September 30, Â Â Change Â Â Â 2024 Â Â 2023 Â Â $ Â Â % Â Operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Acquired in-process research and development, related party Â $ 51,659 Â Â $ â€” Â Â $ 51,659 Â Â Â 100 % Research and development Â Â 8,224 Â Â Â 12,284 Â Â Â (4,060) Â Â (33.1)% Research and development, related party Â Â 153 Â Â Â â€” Â Â Â 153 Â Â Â 100.0 % General and administrative Â Â 11,073 Â Â Â 22,869 Â Â Â (11,796) Â Â (51.6)% Total operating expenses Â Â 71,109 Â Â Â 35,153 Â Â Â 35,956 Â Â Â 102.3 % Loss from operations Â Â (71,109) Â Â (35,153) Â Â (35,956) Â Â 102.3 % Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency gain Â Â 17 Â Â Â 404 Â Â Â (387) Â Â (95.8)% Interest income, net Â Â 5,611 Â Â Â 3,271 Â Â Â 2,340 Â Â Â 71.5 % Total other income (expense) Â Â 5,628 Â Â Â 3,675 Â Â Â 1,953 Â Â Â 53.1 % Net loss Â $ (65,481) Â $ (31,478) Â $ (34,003) Â Â 108.0 % Operating Expenses Acquired In-Process Research and Development, Related Party Acquired IPR&D expense, related party was $51.7 million for the nine months ended September 30, 2024. This amount represents the recognition of IPR&D expense from the Acquisition completed on June 27, 2024. Research and Development Research and development expenses decreased by 33.1% from $12.3 million for the nine months ended September 30, 2023 to $8.2 million for the nine months ended September 30, 2024. Research and development expenses, related party increased by $0.2 million for the nine months ended September 30, 2024. In total, research and development expenses decreased by 31.8% from $12.3 million for the nine months ended September 30, 2023 to $8.4 million for the nine months ended September 30, 2024. The decrease was due to (i) a $3.8 million decrease in direct clinical and preclinical expenses, primarily due to the pause of ETX-123 in July 2023 and ETX-155 in February 2023, and (ii) a $2.0 million decrease in personnel-related expenses, which was driven by a $2.9 million decrease from reduced headcount, partially offset by an increase in restructuring costs of $0.9 million. This decrease was partially offset by a $1.9 million decrease in the U.K. refundable research and development tax credits due to the overall reduction in qualifying research and development expenses. Â 32 Â Â General and Administrative General and administrative expenses decreased by 51.6% from $22.9 million for the nine months ended September 30, 2023 to $11.1 million for the nine months ended September 30, 2024. This decrease was due to (i) a $13.5 million reduction in personnel-related expenses, which was driven by a decrease in restructuring costs of $14.1 million, partially offset by an increase of $0.6 million from increased headcount and (ii) a $0.5 million decrease in insurance costs. The decrease was partially offset by a $2.2 million increase in other general and administrative expenses, largely driven by an increase in consulting fees and legal expenses. Other Income (Expense) Foreign Currency Gain Foreign currency gain decreased from a $0.4 million gain for the nine months ended September 30, 2023 to a $17,000 gain for the nine months ended September 30, 2024. The decrease was driven by unfavorable changes in foreign currency exchange rates between the British Pound and the U.S. Dollar in the nine months ended September 30, 2024. Interest Income net Interest income, net increased from $3.3 million for the nine months ended September 30, 2023 to $5.6 million for the nine months ended September 30, 2024, which was driven by an increase in investment income from an increase in marketable securities during the nine months ended September 30, 2024. Liquidity and Capital Resources Sources of Liquidity Since our inception, we have primarily funded our operations with an aggregate of $328.0 million in net proceeds from the sale and issuance of shares of our redeemable convertible preferred stock, our initial public offering of our common stock and the sale and issuance of shares of our common stock in the Private Placement. We have not generated any revenue from product sales or otherwise. We have incurred net losses from operations since our inception and anticipate we will continue to incur net losses for the foreseeable future. As of September 30, 2024 and December 31, 2023, we had cash, cash equivalents and marketable securities of $217.9 million and $106.8 million, respectively, and an accumulated deficit of $221.5 million and $156.0 million, respectively. Funding Requirements We believe our cash, cash equivalents and marketable securities of $217.9 million as of September 30, 2024 will be sufficient to fund our operations through 2027. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we expect. We anticipate that our expenses will increase for the foreseeable future as we continue to advance budoprutug and any product candidates we may develop, expand our corporate infrastructure, and incur costs associated with potential commercialization. We are subject to all of the risks typically related to the development of biopharmaceutical candidates, and we may encounter unforeseen expenses, difficulties, complications, delays, and other unknown factors that may adversely affect our business. Our future funding requirements will depend on many factors, including the following: â€¢the timing, cost and progress of our research, preclinical, and clinical development activities; â€¢the number and scope of development, preclinical and clinical programs we decide to pursue; â€¢the terms of any collaborations and/or research and development agreements we may enter into, which may impact the cost, timing and development plans of one or more of our product candidate programs; â€¢the costs involved in prosecuting and enforcing patent and other intellectual property claims; â€¢the costs of manufacturing our product candidates by third parties; â€¢the cost of regulatory requirements, regulatory submissions and timing of regulatory approvals; â€¢the potential delays in our preclinical studies, our development programs and our ongoing and planned clinical trial activities due to the effects of global events, including macroeconomic conditions and continued supply chain disruptions; â€¢the impact of inflationary pressures on salaries and wages, and costs of goods and transportation expenses, among other things; 33 Â â€¢the cost of commercialization activities if budoprutug or any product candidates we may develop are approved for sale, including marketing, sales and distribution costs; and â€¢our efforts to enhance operational systems and hire personnel to support development of budoprutug or any product candidates we may develop. Â Furthermore, our operating plans may change, and we may need additional funds to meet operational needs and capital requirements for clinical trials and other research and development expenditures. Â Until such time, if ever, as we can generate substantial revenue from product sales, we may finance our operations through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. However, we may be unable to raise additional funds or enter into such other arrangements when needed or on favorable terms or at all. To the extent that we raise additional capital through the sale of equity or convertible debt securities, the ownership interest of our stockholders will be or could be diluted, and the terms of these securities may include liquidation or other preferences that adversely affect the rights of our common stockholders. Debt financing and equity financing, if available, may involve agreements that include covenants limiting or restricting our ability to take specific actions, such as incurring additional debt, making capital expenditures, or declaring dividends. If we raise funds through collaborations, or other similar arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams, research programs or budoprutug, or grant licenses on terms that may not be favorable to us and/or may reduce the value of our common stock. Our failure to raise capital or enter into such other arrangements when needed could have a negative impact on our financial condition and on our ability to pursue our business plans and strategies. If we are unable to raise additional funds through equity or debt financings when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts, or grant rights to develop and market budoprutug or any product candidates we may develop even if we would otherwise prefer to develop and market such product candidates ourselves. Cash Flows The following table summarizes our cash flows (in thousands): Â Â Â Nine Months Ended September 30, Â Â Â 2024 Â Â 2023 Â Net cash used in operating activities Â $ (10,041) Â $ (19,652) Net cash (used in) provided by investing activities Â Â (67,683) Â Â 32,233 Â Net cash provided by financing activities Â Â 130,688 Â Â Â 553 Â Operating activities For the nine months ended September 30, 2024, net cash used in operating activities was $10.0 million. This consisted primarily of a net loss of $65.5 million, partially offset by total non-cash adjustments of $55.5 million that primarily related to IPR&D and stock-based compensation expense. For the nine months ended September 30, 2023, net cash used in operating activities was $19.7 million. This consisted primarily of net loss of $31.5 million and changes in our operating assets and liabilities that resulted in a net increase in cash of $2.3 million, primarily related to the receipt of research and development tax credits from the U.K. The decrease in cash was partially offset by total non-cash adjustments of $9.5 million that consisted of stock-based compensation expense of $11.6 million, ROU asset impairment expense of $0.2 million, and non-cash lease expense of $0.3 million, partially offset by accretion of discounts on investments of $2.0 million, and foreign currency gain on remeasurement of $0.6 million Investing activities For the nine months ended September 30, 2024, net cash used in investing activities was $67.7 million. This consisted of purchases of $71.8 million of marketable securities, the issuance of a promissory loan of $5.0 million and cash paid of $4.6 million in connection with the Acquisition, partially offset by $13.8 million in proceeds received from maturities of marketable securities. Â For the nine months ended September 30, 2023, net cash provided by investing activities was $32.2 million. This consisted of $90.7 million in proceeds received from maturities of marketable securities, primarily offset by purchases of $58.4 million of marketable securities. 34 Â Financing activities For the nine months ended September 30, 2024, net cash provided by financing activities was $130.7 million. This consisted of $119.7 million in proceeds received from the issuance of our common stock in the Private Placement and $10.9 million in proceeds from exercises of stock options. Contractual Commitments and Obligations In the normal course of business, we enter into contracts with contract research organizations (CROs), contract development and manufacturing organizations (CDMOs), and other third parties for preclinical studies and clinical trials, research and development supplies, and other testing and manufacturing services. These contracts do not contain material minimum purchase commitments and generally provide us with the option to cancel, reschedule and adjust our requirements based on our business needs, prior to the delivery of goods or performance of services. However, it is not possible to predict the maximum potential amount of future payments under these agreements due to the conditional nature of our obligations and the unique facts and circumstances involved in each agreement. Following the Acquisition, we have obligations under an asset purchase agreement and certain license agreements that obligate us to make specified milestone and royalty payments. The payment obligations under these agreements are contingent upon future events, such as our achievement of specified development, regulatory and commercial milestones, or generating product sales. We are unable to estimate the timing or likelihood of achieving these milestones or generating future product sales. See Note 6 in our condensed consolidated financial statements included herein for a discussion of these milestone and royalty obligations. We also have obligations under a non-cancelable operating lease. See Note 7 in our condensed consolidated financial statements included herein for a discussion of our lease obligations. Critical Accounting Policies and Estimates This managementâ€™s discussion and analysis of our financial condition and results of operations is based on our unaudited condensed consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP). The preparation of our condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the amounts reported in the condensed consolidated financial statements and notes to the condensed consolidated financial statements. Some of those judgments can be subjective and complex, and therefore, actual results could differ materially from those estimates under different assumptions and conditions. Asset Acquisitions Â In accordance with the guidance in Topic 805, Business Combinations, in the Financial Accounting Standards Boardâ€™s (the FASB) Accounting Standards Codification (ASC), we evaluate acquisitions of assets and related liabilities and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not we have acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. We account for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. IPR&D acquired in an asset acquisition is expensed provided there is no alternative future use. We account for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product. A summary of our critical accounting policies is presented in our audited consolidated financial statements and notes thereto as of and for the year ended December 31, 2023 included in our Annual Report on Form 10-K. There were no other material changes to our critical accounting policies during the nine months ended September 30, 2024. Recent Accounting Pronouncements See Note 1 in our condensed consolidated financial statements included herein and see Note 2 to our annual consolidated financial statements included in our Annual Report on Form 10-K. 35 Â Emerging Growth Company Status We are an emerging growth company, as defined in the Jumpstart Our Business Startups Act (JOBS Act). Under the JOBS Act, emerging growth companies can delay adopting new or revised accounting standards issued subsequent to the enactment of the JOBS Act until such time as those standards apply to private companies. Other exemptions and reduced reporting requirements under the JOBS Act for emerging growth companies include presentation of only two years of audited consolidated financial statements in a registration statement for an initial public offering (IPO), an exemption from the requirement to provide an auditorâ€™s report on internal controls over financial reporting pursuant to the Sarbanes-Oxley Act, an exemption from any requirement that may be adopted by the Public Company Accounting Oversight Board regarding mandatory audit firm rotation, and less extensive disclosure about our executive compensation arrangements. We have elected to use the extended transition period for complying with new or revised accounting standards that have different effective dates for public and private companies until the earlier of the date that (i) we are no longer an emerging growth company or (ii) we affirmatively and irrevocably opt out of the extended transition period provided in the JOBS Act. As a result, our consolidated financial statements may not be comparable to companies that comply with the new or revised accounting pronouncements as of public company effective dates. We will remain an emerging growth company under the JOBS Act until the earliest of (i) the last day of our first fiscal year in which we have total annual gross revenue of $1.235 billion or more, (ii) the date on which we have

issued more than $1.0 billion of non-convertible debt instruments during the previous three fiscal years, (iii) the date on which we are deemed a â€œlarge accelerated filerâ€ under the rules of the SEC with at least $700.0 million of outstanding equity securities held by non-affiliates, or (iv) December 31, 2026. Item 3. Quantitative and Qualitative Disclosures About Market Risk As a smaller reporting company, we are not required to provide the information requested by this item pursuant to Item 305(e) of Regulation S-K. Item 4. Controls and Procedures Disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) are designed to ensure that information required to be disclosed by us in reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SECâ€™s rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer (our principal executive officer) and chief operating officer (our principal financial officer) or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management, under the supervision and with the participation of our chief executive officer and chief operating officer (our principal executive officer and principal financial officer, respectively), evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. Based on our evaluation, our chief executive officer and chief operating officer have concluded that our disclosure controls and procedures (as such term is defined in Rule(s) 13a-15(e) and 15d-15(e) under the Exchange Act) were not effective as of September 30, 2024 because of the material weaknesses in our internal control over financial reporting described below. Notwithstanding the material weaknesses, management believes the condensed consolidated financial statements as included in Part I of this Quarterly Report on Form 10-Q present fairly, in all material respects, our financial condition, results of operations and cash flows as of and for the periods presented in accordance with generally accepted accounting principles in the United States. Material Weaknesses in Internal Control Over Financial Reporting Management identified material weaknesses in our internal control over financial reporting. A material weakness is a deficiency or combination of deficiencies in internal control over financial reporting such that there is a reasonable possibility that a material misstatement of the annual or interim consolidated financial statements will not be prevented or detected on a timely basis. The material weaknesses are as follows: â€¢We did not design or maintain an effective control environment. Specifically, we lacked a sufficient number of professionals with an appropriate level of accounting knowledge, training and experience to appropriately analyze, record and disclose accounting matters commensurate with accounting and reporting requirements. The lack of personnel contributed to the following material weakness. â€¢We did not design and maintain formal accounting policies, procedures and controls to achieve complete, accurate and timely financial accounting, reporting and disclosures, including segregation of duties and controls over the preparation and review of journal entries, account reconciliations and consolidation. 36 Â These material weaknesses did not result in a misstatement to the condensed consolidated financial statements. However, these material weaknesses could result in a misstatement of our account balances or disclosures that would result in a material misstatement of our annual or interim consolidated financial statements that would not be prevented or detected. Remediation Efforts to Address Material Weaknesses Management has concluded that the material weaknesses in internal control over financial reporting were due to the fact that we were a private company with limited resources when the material weaknesses were identified and did not have the necessary business processes and related internal controls formally designed and implemented, coupled with the appropriate resources with the appropriate level of experience and technical expertise, to oversee our business processes and controls. We have implemented measures designed to improve internal control over financial reporting to remediate the control deficiencies that led to our material weaknesses. The remediation measures we have taken include: â€¢Hired qualified personnel with appropriate expertise to perform specific functions and ensure adequate segregation of key duties and responsibilities; â€¢Designed and implemented improved policies, processes, and internal controls, including senior management review and audit committee oversight, to achieve complete, accurate and timely financial accounting, reporting and disclosures; â€¢Implemented and formalized policies, processes, and internal controls to identify and assess complex accounting transactions and other technical accounting and financial reporting matters; and â€¢Implemented financial systems to improve segregation of duties and controls and reliability of system generated data. We believe we have made substantial progress toward achieving the effectiveness of our internal control over financial reporting and disclosure controls and procedures. The actions that have been taken are subject to continued review and testing by management as well as oversight by the audit committee of our board of directors. We will not be able to conclude whether the steps we have taken will fully remediate these material weaknesses in our internal control over financial reporting until we have completed our remediation efforts and subsequent evaluation of their effectiveness. Changes in Internal Control over Financial Reporting There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the quarter to which this Quarterly Report on Form 10-Q relates that have materially affected, or are reasonably likely to materially affect our internal control over financial reporting. Â Â 37 Â PART IIâ€”OTHER INFORMATION Item 1. Legal Proceedings. Â From time to time, in the ordinary course of business, we may be involved in various claims, lawsuits and other proceedings. As of the date of filing of this Quarterly Report on Form 10-Q, we were not involved in any material legal proceedings. Item 1A. Risk Factors. RISK FACTORS The following information sets forth risk factors that could cause our actual results to differ materially from those contained in forward-looking statements we have made in this Quarterly Report on Form 10-Q and those we may make from time to time. You should carefully consider the risks described below, in addition to the other information contained in this Quarterly Report on Form 10-Q and our other public filings. Our business, financial condition or results of operations could be harmed by any of these risks. The risks and uncertainties described below are not the only ones we face. Additional risks not presently known to us or other factors not perceived by us to present significant risks to our business at this time also may impair our business operations. Risks Related to our Financial Position and Need for Additional Capital We have incurred significant losses since our inception and anticipate that we will incur substantial losses for the foreseeable future and may never achieve or maintain profitability. We are a clinical-stage biotechnology company with a limited operating history. Our efforts are focused primarily on the treatment of unmet needs in immune-mediated diseases, in particular the development of budoprutug. To date, we have not received regulatory approvals for budoprutug or any other product candidate or generated any revenue from the sale of products, and we do not expect to generate any revenue for the foreseeable future. Budoprutug is in early stages of research and development. As a result, we are not profitable, and we have incurred significant operating losses since inception. Our net losses were $65.5 million and $31.5 million for the nine months ended September 30, 2024 and 2023, respectively. We had an accumulated deficit of $221.5 million and $156.0 million as of September 30, 2024 and December 31, 2023, respectively. We expect to continue to incur substantial expenses and operating losses for the foreseeable future as we continue to develop budoprutug and any product candidates we may develop. As a result, we expect to continue to incur significant losses for the foreseeable future as we: â€¢continue development of budoprutug and any product candidates we may develop; â€¢conduct clinical trials of budoprutug and any product candidates we may develop; â€¢initiate and continue research and development, including preclinical, clinical and discovery efforts for any product candidates we may develop; â€¢seek regulatory approvals for budoprutug or any product candidates we may develop that successfully complete clinical development; â€¢incur legal, accounting, or other expenses in operating our business; â€¢hire and retain qualified personnel, including to expand our general and administrative functions to support our future growth; â€¢maintain, expand and protect our intellectual property portfolio; â€¢establish sales, marketing, distribution, manufacturing, supply chain and other commercial infrastructure in the future to commercialize various products for which we may obtain regulatory approval; and â€¢acquire or in-license other product candidates and technologies. Â If we are unable to access capital when needed, it could force us to delay, reduce or terminate our product development programs, commercialization efforts, or other operations. We had cash, cash equivalents and marketable securities of $217.9 million and $106.8 million at September 30, 2024 and December 31, 2023, respectively. 38 Â Based upon our current operating plan and assumptions, we believe that our existing cash, cash equivalents and marketable securities will be sufficient to fund our operations through 2027. We have based this estimate on assumptions that may prove to be wrong, and we could exhaust our available capital resources sooner than we expect. In addition, we will need additional capital to advance and expand our research pipeline, conduct preclinical studies and clinical trials, proceed to develop and commercialize any approved products, and explore other pipeline opportunities. Our estimates of the sufficiency of our cash, cash equivalents and marketable securities are based on assumptions that may prove to be wrong, and we could use our available capital resources sooner than we expect. Further, changing circumstances, some of which may be beyond our control, could cause us to consume capital significantly faster than we currently anticipate, and we may need to seek additional funds sooner than planned. Conducting preclinical studies, conducting clinical trials, pursuing regulatory approvals, establishing outsourced manufacturing relationships and successfully manufacturing and commercializing budoprutug or any product candidates we may develop is, and will be, very time-consuming, expensive and an uncertain process that takes years to complete. Our future need for additional funding depends on many factors, including: â€¢the timing, cost and progress of our research, preclinical, and clinical development activities; â€¢the number and scope of development, preclinical and clinical programs we decide to pursue; â€¢the terms of any collaborations and/or research and development agreements we may enter into, which may impact the cost, timing and development plans of budoprutug or any product candidate programs; â€¢the costs involved in prosecuting and enforcing patent and other intellectual property claims; â€¢the costs of manufacturing budoprutug or any product candidates we may develop by third parties; â€¢the cost of regulatory requirements, regulatory submissions and timing of regulatory approvals; â€¢the potential delays in our preclinical studies, our development programs and our ongoing and planned clinical trial activities due to the effects of global events, including macroeconomic conditions and continued supply chain disruptions; â€¢the impact of inflationary pressures on salaries and wages, and costs of goods and transportation expenses, among other things; â€¢the cost of commercialization activities if budoprutug or any product candidates we may develop are approved for sale, including marketing, sales and distribution costs; and â€¢our efforts to enhance operational systems and hire personnel to support development of budoprutug or any product candidates we may develop. Â We cannot be certain that additional funding will be available on acceptable terms, or at all. Our ability to raise additional capital may be adversely impacted by disruptions to, or continuing volatility in, the credit and financial markets in the United States and worldwide, including increased volatility in the trading prices for shares of public companies in the biopharmaceutical sector, actual and perceived changes in interest rates and inflation, macroeconomic uncertainties, or otherwise. We have no committed source of additional capital and if we are unable to raise additional capital in sufficient amounts or on terms acceptable to us, we may have to significantly delay, scale back or discontinue the development or commercialization of budoprutug or product candidates we may develop or other research and development initiatives. Raising additional capital may cause dilution to our stockholders, restrict our operations or require us to relinquish rights to our technologies, budoprutug or any product candidates we may develop. Until such time, if ever, as we can generate substantial revenues from product sales, we may need or may seek to finance our operations through a combination of equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, we may seek additional capital due to favorable market conditions or strategic considerations, even if we believe that we have sufficient funds for our current or future operating plans. To the extent that we raise additional capital through the sale of common stock, convertible securities or other equity securities, your ownership interest may be diluted, and the terms of these securities could include liquidation or other preferences and anti-dilution protections that could adversely affect your rights as a common stockholder. In addition, debt financing, if available, may result in fixed payment obligations and may involve agreements that include restrictive covenants that limit our ability to take specific actions, such as incurring additional debt, making capital expenditures, creating liens, redeeming stock or declaring dividends, that could adversely impact our ability to conduct our business. Further, securing financing could require a substantial amount of time and attention from our management and may divert a disproportionate amount of their attention away from day-to-day activities, which may adversely affect our managementâ€™s ability to oversee the development of budoprutug or any product candidates we may develop. 39 Â Additional capital may not be available to us, or even if it is, the cost of such capital may be high. We may be forced to obtain additional capital before reaching clinical or regulatory milestones, when our stock price or trading volume or both are low, or when the general market for life sciences companies is weak. Raising capital under any of these or similar scenarios, if we can raise any at all, may lead to significant dilution to our existing stockholders. Further, we have issued, and may in the future issue additional, equity securities as consideration for business development transactions, which may also dilute our existing stockholdersâ€™ ownership interests. For example, we issued additional shares of our common stock in connection with our acquisition of Tenet Medicines, Inc. (the Acquisition), as well as in the concurrent private placement of shares of our common stock to certain institutional investors. If we raise additional funds through collaborations, strategic alliances or marketing, distribution or licensing arrangements with third parties, we may have to relinquish valuable rights to our technologies, future revenue streams or product candidates or grant licenses on terms that may not be favorable to us. If we are unable to raise additional funds when needed, we may be required to delay, limit, reduce or terminate our product development or future commercialization efforts or grant rights to develop and market budoprutug or any product candidates that we would otherwise prefer to develop and market ourselves. Drug development is highly uncertain, and if we are unable to successfully develop and commercialize budoprutug or experience significant delays in doing so, our business may be harmed. Drug development is a highly uncertain undertaking and involves a substantial degree of risk. For example, previously we paused or discontinued the development of all of our product candidates for the treatment of neuronal excitability disorders, including ETX-155 and Kv7, which were still in drug discovery stages, and we may not ever obtain regulatory approval for budoprutug or any product candidates we may develop. In addition, as a company, we have not developed any product candidates for the immune-mediated diseases, and following the closing of the Acquisition, we are focused on the clinical development of our lead product candidate, budoprutug, for primary membranous nephropathy (pMN), immune thrombocytopenia (ITP) and systemic lupus erythematosus (SLE). We also have no prior experience developing biological product candidates. As such, we may encounter delays or difficulties in our efforts to develop and commercialize budoprutug. To date, we have not initiated or completed a pivotal clinical trial, obtained marketing approval for any product candidate, manufactured a commercial scale product or arranged for a third party to do so on our behalf, or conducted the sales and marketing activities necessary for successful product commercialization. Our short operating history as a company makes any assessment of our future success and viability subject to significant uncertainty. We will encounter risks and difficulties frequently experienced by early-stage biotechnology companies in rapidly evolving fields, and we have not yet demonstrated an ability to successfully overcome such risks and difficulties. If we do not address these risks and difficulties successfully, our business may be harmed. We currently have no source of product revenue and may never become profitable. We have never commercialized a product or generated any revenues from commercial product sales, or otherwise, and we may never become profitable. Developing pharmaceutical products, including conducting preclinical studies and clinical trials, is a time-consuming, expensive and uncertain process that takes years to complete. We may never generate the necessary data or results required to obtain marketing approval for budoprutug or any product candidates we may develop or generate revenue from the sale of budoprutug or any products for which we may obtain marketing approval. Our ability to generate revenue from product sales or achieve profitability will depend upon our ability, alone or with any future collaborators, to successfully commercialize budoprutug or any products that we may develop, in-license or acquire in the future. Even if we are able to successfully achieve regulatory approval for budoprutug or any product candidate we may develop, we do not know when budoprutug or any such product candidate will generate revenue from product sales for us, if at all. Our ability to generate revenue from budoprutug or any product candidates we may develop also depend on a number of additional factors, including our or any future collaboratorsâ€™ ability to: â€¢complete and submit investigational new drug applications (INDs) to the U.S Food and Drug Administration (the FDA) that allow commencement of our planned clinical trials or future clinical trials for budoprutug or any product candidates we may develop; â€¢complete development activities, including the necessary clinical trials; â€¢complete and submit biologics license applications (BLAs) to the FDA and obtain regulatory approval for indications for which there is a commercial market; â€¢complete and submit applications to, and obtain regulatory approval from, foreign regulatory authorities; â€¢set a commercially viable price for any products; 40 Â â€¢establish and maintain supply and manufacturing relationships with third parties, and ensure adequate and legally compliant manufacturing of bulk drug substances and drug products to maintain that supply; â€¢develop a commercial organization capable of sales, marketing and distribution for any products for which we obtain marketing approval and intend to sell ourselves in the markets in which we choose to commercialize on our own; â€¢find suitable distribution partners to help us market, sell and distribute our approved products in other markets; â€¢obtain coverage and adequate reimbursement from third-party payors, including government and private payors; â€¢achieve market acceptance for any products; â€¢establish, maintain and protect our intellectual property rights; and â€¢attract, hire and retain qualified personnel. Â In addition, because of the numerous risks and uncertainties associated with pharmaceutical product development, budoprutug or any product candidates we may develop may not advance through development or achieve the endpoints of applicable clinical trials. We are unable to predict the timing or amount of increased expenses, or when or if we will be able to achieve or maintain profitability. In addition, our expenses could increase beyond expectations if we decide, or are required by the FDA or foreign regulatory authorities, to perform studies or trials in addition to those that we currently anticipate. Even if we can complete the development and regulatory process for budoprutug or any product candidates we may develop, we

anticipate incurring significant costs associated with commercializing any such products. Even if we can generate revenues from the sale of budoprutug or any product candidates we may develop that may be approved, we may not become profitable and may need to obtain additional funding to continue operations. If we fail to become profitable or are unable to sustain profitability on a continuing basis, then we may be unable to continue our operations at planned levels and be forced to reduce our operations. Risks Related to our Business and the Development of our Product Candidates Our future success is dependent primarily on the regulatory approval and commercialization of budoprutug and any product candidates we may develop. We do not have any product candidates that have gained regulatory approval, and we are substantially dependent on the success of budoprutug and any product candidates we may develop in the future. As a result, our prospects, including our ability to finance our operations and generate revenue, are substantially dependent on our ability to obtain regulatory approval for budoprutug, and, if approved, to successfully commercialize budoprutug and any product candidates we may develop. We cannot commercialize budoprutug or any product candidates we may develop in the United States without first obtaining regulatory approval for the product from the FDA; similarly, we cannot commercialize budoprutug or any product candidates we may develop outside of the United States without obtaining regulatory approval from comparable foreign regulatory authorities. Under the Prescription Drug User Fee Act, the FDAâ€™s standard review process for a BLA is meant to take 10 months from the date a BLA is accepted for filing, but that process may take longer to complete and FDA approval is never guaranteed. Before obtaining regulatory approvals for the commercial sale of budoprutug or any product candidates we may develop for a target indication, we must demonstrate with substantial evidence gathered in preclinical and well-controlled clinical trials, generally including at least two well-controlled Phase 3 trials, and, with respect to approval in the United States, to the satisfaction of the FDA, that the product candidate is potent, safe and pure for use for that target indication and that the manufacturing facilities, processes and controls are adequate. If budoprutug encounters undesirable safety signals, insufficient efficacy results, development delays, regulatory issues or other problems, our development plans and business would be significantly harmed. Further, under the Pediatric Research Equity Act, a BLA or supplement to a BLA for certain biological products must contain data to assess the safety, potency and purity of the biological product in all relevant pediatric subpopulations and to support dosing and administration for each pediatric subpopulation for which the product is safe, potent and pure, unless the sponsor receives a deferral or waiver from the FDA. A deferral may be granted for several reasons, including a finding that the product or therapeutic candidate is ready for approval for use in adults before pediatric trials are complete or that additional safety, potency and purity data need to be collected before the pediatric trials begin. Â 41 Â The applicable legislation in the European Union also requires sponsors to either conduct clinical trials in a pediatric population in accordance with a Pediatric Investigation Plan approved by the Pediatric Committee of the European Medicines Agency (EMA) or to obtain a waiver or deferral from the conduct of these studies by this Committee. For any product candidates for which we seek regulatory approval in the United States or the European Union, we cannot guarantee that we will be able to obtain a waiver or alternatively complete any required studies and other requirements in a timely manner, or at all, which could result in associated reputational harm and subject us to enforcement action. Obtaining regulatory approval for marketing of budoprutug or any product candidates we may develop in one country does not ensure we will be able to obtain regulatory approval in other countries, but a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory process in other countries. Even if budoprutug or product candidates we may develop were to successfully obtain approval from the FDA and comparable foreign regulatory authorities, any approval might contain significant limitations related to use restrictions for specified age groups, gender or subpopulation of target indication, warnings, precautions or contraindications, or may be subject to burdensome post-approval study or risk management requirements. If we are unable to obtain regulatory approval for one or more jurisdictions, or any approval contains significant limitations, we may not be able to obtain sufficient funding or generate sufficient revenue to continue the development of budoprutug or any product candidate that we may discover, in-license, develop or acquire. Also, any regulatory approval of budoprutug or any product candidates we may develop, once obtained, may be withdrawn. Furthermore, even if we obtain regulatory approval for budoprutug or any product candidates we may develop, such productâ€™s commercial success will depend on a number of factors, including the following: â€¢development of a commercial organization or establishment of a commercial collaboration with a commercial infrastructure; â€¢establishment of commercially viable pricing and adequate reimbursement from third-party and government payors; â€¢the ability of our third-party manufacturers to manufacture quantities of such product in commercially sufficient processes and at a scale sufficient to meet anticipated demand and enable us to reduce our cost of manufacturing; â€¢our success in educating physicians and patients about the benefits, administration and use of such products; â€¢the availability, perceived advantages, relative cost, relative safety and relative efficacy of alternative and competing treatments; â€¢the effectiveness of our own or our potential strategic collaboratorsâ€™ marketing, sales and distribution strategy and operations; â€¢acceptance of such product as potent, safe and pure by patients and the medical community; and â€¢a continued acceptable safety profile of such product following approval. Â Many of these factors are beyond our control. If we, or our potential commercialization collaborators, are unable to successfully commercialize budoprutug or any product candidates we may develop, we may not be able to earn sufficient revenues to continue our business. Even if budoprutug or any product candidates we may develop receive regulatory approval, they may still face future development and regulatory difficulties. Even if we obtain regulatory approval for budoprutug or any product candidate we may develop, it would be subject to ongoing requirements by the FDA and comparable foreign regulatory authorities governing the manufacture, quality control, further development, labeling, packaging, storage, distribution, safety surveillance, import, export, advertising, promotion, recordkeeping and reporting of safety and other post-market information. The safety profile of any product will continue to be closely monitored by the FDA and comparable foreign regulatory authorities after approval. If the FDA or comparable foreign regulatory authorities become aware of new safety information after approval of budoprutug or any product candidate, they may require labeling changes or establishment of a Risk Evaluation and Mitigation Strategy (REMS) or similar strategy, impose significant restrictions on a productâ€™s indicated uses or marketing, or impose ongoing requirements for potentially costly post-approval studies or post-market surveillance. In addition, manufacturers of drug products and their facilities are subject to continual review and periodic inspections by the FDA and other regulatory authorities for compliance with current good manufacturing practice (cGMP) requirements and other regulations. Â 42 Â If we or a regulatory agency discover previously unknown problems with a product, such as adverse events of unanticipated severity or frequency, or problems with the facility where the product is manufactured, a regulatory agency may impose restrictions on that product, the manufacturing facility or us, including requiring recall or withdrawal of the product from the market or suspension of manufacturing. If we, budoprutug or any product candidates we may develop or the manufacturing facilities for such product candidates, fail to comply with applicable regulatory requirements, a regulatory agency may: â€¢issue warning letters or untitled letters; â€¢impose restrictions on the marketing or manufacturing of such product candidate; â€¢mandate modifications to promotional materials or require us to provide corrective information to healthcare practitioners; â€¢require us or any future collaborator to enter into a consent decree, which can include imposition of various fines, reimbursements for inspection costs, required due dates for specific remediation actions and penalties for noncompliance; â€¢seek an injunction or impose civil or criminal penalties or monetary fines; â€¢suspend or withdraw regulatory approval; â€¢suspend any ongoing clinical trials; â€¢refuse to approve pending applications or supplements to applications filed by us; â€¢suspend or impose restrictions on operations, including costly new manufacturing requirements; or â€¢seize or detain products, refuse to permit the import or export of products, or require us to initiate a product recall. Â The occurrence of any event or penalty described above may inhibit our ability to commercialize budoprutug or any product candidates we may develop and generate revenue. The FDA strictly regulates the advertising and promotion of drug products, and drug products may only be marketed or promoted for their FDA approved uses, consistent with the productâ€™s approved labeling. Advertising and promotion of any product candidate that obtains approval in the United States will be heavily scrutinized by the FDA, the Department of Justice, the Office of Inspector General of the U.S. Department of Health and Human Services (HHS) state attorneys general, members of Congress and the public. Violations, including promotion of any products for unapproved or off-label uses, are subject to enforcement letters, inquiries and investigations, and civil, criminal and/or administrative sanctions by the FDA and other enforcement authorities. Additionally, advertising and promotion of any product candidate that obtains approval outside of the United States will be heavily scrutinized by relevant foreign regulatory authorities. In the United States, engaging in impermissible promotion products for off-label uses can also subject us to false claims litigation under federal and state statutes, which can lead to numerous actions, including civil, criminal and/or administrative penalties and fines and agreements that materially restrict the manner in which we promote or distribute our drug products. These false claims statutes include the federal False Claims Act, which allows the federal government, or any individual relator or whistleblower on behalf of the federal government to bring a lawsuit against a pharmaceutical company alleging submission of false or fraudulent claims, or causing to present such false or fraudulent claims, for payment by a federal program such as Medicare or Medicaid. If the government prevails in the lawsuit, the individual relator may share in any fines or settlement funds. Since 2004, these False Claims Act lawsuits against pharmaceutical companies have increased significantly in volume and breadth, leading to several substantial civil and criminal settlements based on certain sales practices promoting off-label drug uses. This growth in litigation has increased the risk that a pharmaceutical company will have to defend a false claim action, pay settlement fines or restitution, agree to comply with burdensome reporting and compliance obligations, and be excluded from the Medicare, Medicaid and other federal and state healthcare programs. If we do not lawfully promote our products once they have received regulatory approval, we may become subject to such litigation and, if we are not successful in defending against such actions, those actions could have a material adverse effect our business, results of operations, financial condition and cash flows and future prospects. Existing government regulations may change and additional government regulations may be enacted that could prevent, limit or delay regulatory approval of budoprutug or any product candidates we may develop. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies, or if we are not able to maintain regulatory compliance, we may lose any marketing approval that we may have obtained and/or be subject to fines or enhanced government oversight and reporting obligations, which would adversely affect our business, prospects and ability to achieve or sustain profitability. Our ability to develop and market new drug products may be impacted if litigation challenging the FDAâ€™s approval of another companyâ€™s drug product continues. 43 Â In April 2023, the U.S. District Court for the Northern District of Texas invalidated the approval by the FDA of mifepristone, a drug product, which was originally approved in 2000, and whose distribution is governed by various measures adopted under a REMS. The Court of Appeals for the Fifth Circuit declined to order the removal of mifepristone from the market but did hold that plaintiffs were likely to prevail in their claim that changes allowing for expanded access of mifepristone, which the FDA authorized in 2016 and 2021, were arbitrary and capricious. In June 2024, the Supreme Court reversed and remanded that decision after unanimously finding that the plaintiffs (anti-abortion doctors and organizations) did not have standing to bring this legal action against the FDA. On October 11, 2024, the Attorneys General of three states (Missouri, Idaho and Kansas) filed an amended complaint in the district court in Texas challenging the FDAâ€™s actions. Depending on the outcome of this litigation, our ability to develop budoprutug or any product candidates we may develop may be at risk and could be delayed, undermined or subject to protracted litigation. Finally, we could be adversely affected by several significant administrative law cases decided by the U.S. Supreme Court in 2024. In Loper Bright Enterprises v. Raimondo, for example, the court overruled Chevron U.S.A., Inc. v. Natural Resources Defense Council, Inc., which for 40 years required federal courts to defer to permissible agency interpretations of statutes that are silent or ambiguous on a particular topic. The Supreme Court stripped federal agencies of this presumptive deference and held that courts must exercise their independent judgment when deciding whether an agency such as FDA acted within its statutory authority under the Administrative Procedure Act (APA). Additionally, in Corner Post, Inc. v. Board of Governors of the Federal Reserve System, the court held that actions to challenge a federal regulation under the APA can be initiated within six years of the date of injury to the plaintiff, rather than the date the rule is finalized. The decision appears to give prospective plaintiffs a personal statute of limitations to challenge longstanding agency regulations. Another decision, Securities and Exchange Commission v. Jarkesy, overturned regulatory agenciesâ€™ ability to impose civil penalties in administrative proceedings. These decisions could introduce additional uncertainty into the regulatory process and may result in additional legal challenges to actions taken by federal regulatory agencies, including the FDA and the Centers for Medicare & Medicaid Services (CMS) that we rely on. In addition to potential changes to regulations as a result of legal challenges, these decisions may result in increased regulatory uncertainty and delays and other impacts, any of which could adversely impact our business and operations. Preliminary, initial, or interim results from clinical trials that we announce, present, or publish from time to time may change as more data and information become available (or are updated based upon audit, validation and verification procedures of the data/information commonly performed for clinical trials) that could result in material changes in the final trial results. From time to time, we may announce, present or publish preliminary, initial, or interim data or other information from our clinical trials, such as the preliminary data from the Phase 1b clinical trial of budoprutug for the treatment of pMN. Any such data and other results from our clinical trials may materially change as more patient data and information become available. Such data and information may also undergo significant change following subsequent auditing, validation and/or verification procedures that are commonly conducted in clinical trials. Thus, any preliminary, initial, or interim data or other information may not be predictive of final results from the clinical trial and should be viewed with caution until the final data are available. We may also arrive at different conclusions, or other determinations that may qualify such results, once we have received and fully evaluated the additional data. Differences between preliminary, initial or interim results and final results could lead to significantly different interpretations or conclusions of the trial outcomes. Further, others, including regulatory authorities and collaboration or regional partners, may not accept or agree with our assumptions, estimates, calculations, conclusions or analyses or may interpret or weigh the importance of data differently, which could impact the value of budoprutug, the approvability or commercialization of budoprutug, and our business, in general. In addition, the information we choose to publicly disclose regarding a particular clinical trial is based on what is typically extensive information, and investors may not agree with what we determine is material or otherwise appropriate information to publicly disclose. If the preliminary, initial or interim data that we report differ from actual results, or if others, including regulatory authorities, disagree with the conclusions reached, our ability to obtain approval for, and commercialize budoprutug may be harmed, which could significantly harm our reputation, business, results of operations, financial condition and prospects. Preclinical and clinical development involves a lengthy, complex and expensive process with an uncertain outcome. The outcome of preclinical testing and early clinical trials may not be predictive of the success of later clinical trials, and the results of our clinical trials may not satisfy the requirements of the FDA or comparable foreign regulatory authorities. To obtain the requisite regulatory approvals to commercialize budoprutug or any product candidates we may develop, we must demonstrate through extensive preclinical studies and clinical trials that such product candidates are potent, safe and pure in humans to the satisfaction of FDA. Clinical testing is expensive and can take many years to complete, and its outcome is inherently uncertain. 44 Â In particular, in the United States, the general approach for FDA approval of a new drug is dispositive data from two well-controlled, Phase 3 clinical trials of the relevant drug in the relevant patient population. Phase 3 clinical trials typically involve hundreds to thousands of patients, have significant costs and take years to complete. A product candidate can fail at any stage of testing, even after observing promising signs of activity in earlier preclinical studies or clinical trials, as demonstrated by the failure of ETX-810 to achieve statistically significant separation from placebo on the primary endpoint in either of our Phase 2a clinical trials in diabetic peripheral neuropathic pain or lumbosacral radicular pain. The results of preclinical studies and early clinical trials of budoprutug or any product candidates we may develop may not be predictive of the results of later-stage clinical trials. Initial success in clinical trials may not be indicative of results obtained when such trials are completed. There is typically an extremely high rate of attrition from the failure of product candidates proceeding through clinical trials. Product candidates in later stages of clinical trials may fail to show the desired safety and efficacy profile despite having progressed through preclinical studies and initial clinical trials. A number of companies in the biotechnology industry have suffered significant setbacks in advanced clinical trials due to lack of efficacy or emergence of unacceptable safety issues, notwithstanding promising results in earlier trials. Most product candidates that commence clinical trials are never approved and there can be no assurance that any of our future clinical trials will ultimately be successful or support further preclinical or clinical development of budoprutug or any product candidates we may develop. Our success is heavily dependent on the progress and outcomes of our planned Phase 2 clinical trial of budoprutug for ITP, our planned Phase 1b clinical trial of budoprutug for SLE, and our late phase clinical development of budoprutug for pMN. In addition, the commencement and rate of completion of preclinical studies and clinical trials may be delayed by many factors, including: â€¢inability to generate sufficient preclinical or other in vivo or in vitro data to support the initiation of clinical studies; â€¢preclinical studies or clinical trials may show a product candidate to be less effective than expected (e.g., a clinical trial could fail to meet its primary endpoint(s)) or to have unacceptable side effects or toxicities; â€¢failure to establish clinical endpoints that applicable regulatory authorities would consider clinically meaningful; â€¢delays in reaching agreement on acceptable terms with prospective contract research organizations (CROs) and clinical trial sites, the terms of which can be subject to extensive negotiation and may vary significantly among different CROs and clinical trial sites; â€¢delays in identifying, recruiting and training suitable clinical investigators; â€¢differences in trial design

between early-stage clinical trials and later-stage clinical trials make it difficult to extrapolate the results of earlier clinical trials to later clinical trials; â€¢delays in reaching a consensus with regulatory authorities on trial design and any preclinical or nonclinical studies required in support of IND clearance for budoprutug for ITP and the potential for a delay in initiation of the planned Phase 2 clinical trial of budoprutug for ITP; â€¢delays in recruiting suitable patients to participate in our clinical trials; â€¢delays in manufacturing, testing, releasing, validating or importing/exporting sufficient stable quantities of budoprutug or any product candidates we may develop for use in clinical trials or the inability to do any of the foregoing; â€¢insufficient or inadequate supply or quality of product candidates or other materials necessary for use in clinical trials, or delays in sufficiently developing, characterizing or controlling a manufacturing process suitable for clinical trials; â€¢imposition of a temporary or permanent clinical hold by regulatory authorities; â€¢developments on trials conducted by competitors for related technology that raises FDA or foreign regulatory authority concerns about risk to patients of the technology broadly, or if the FDA or a foreign regulatory authority finds that the investigational protocol or plan is clearly deficient to meet its stated objectives; â€¢delays in recruiting, screening and enrolling patients and delays caused by patients withdrawing from clinical trials or failing to return for post-treatment follow-up; â€¢difficulty collaborating with patient groups and investigators; â€¢failure by our CROs, other third parties or us to adhere to clinical trial protocols; â€¢failure to perform in accordance with the FDAâ€™s or any other regulatory authorityâ€™s GCPs or applicable regulatory guidelines in other countries; â€¢occurrence of adverse events associated with a product candidate that are viewed to outweigh its potential benefits, or occurrence of adverse events in trial of the same class of agents conducted by other companies; 45 Â â€¢the cost of clinical trials of budoprutug or any product candidates we may develop being greater than we anticipate; â€¢clinical trials of budoprutug or any product candidates we may develop producing negative or inconclusive results, which may result in our deciding, or regulators requiring us, to conduct additional clinical trials or abandon development of such product candidate; â€¢imposition of a clinical hold by regulatory authorities as a result of a serious adverse event, or after an inspection of trial sites or manufacturing facilities or otherwise; â€¢changes in regulatory requirements and guidance that require amending or submitting new clinical protocols; â€¢transfer of manufacturing processes to larger-scale facilities operated by a third-party contract development and manufacturing organization (CDMO) and delays or failure by our CDMOs or us to make any necessary changes to such manufacturing process; and â€¢third parties being unwilling or unable to satisfy their contractual obligations to us. Â Any inability to successfully initiate or complete preclinical studies or clinical trials could result in additional costs to us or impair our ability to generate revenue from product sales. Clinical trial delays could also shorten any periods during which our products have patent protection and may allow our competitors to bring products to market before we do, which could impair our ability to successfully commercialize budoprutug or any product candidates we may develop and may seriously harm our business. In addition, changes in marketing approval policies during the development period, changes in or the enactment or promulgation of additional statutes, regulations or guidance or changes in regulatory review for each submitted product application, may cause delays in the approval or rejection of an application. For example, in December 2022, with the passage of the Food and Drug Omnibus Reform Act (FDORA) Congress required sponsors to develop and submit a diversity action plan (DAP) for each Phase 3 clinical trial or any other â€œpivotal studyâ€ of a new drug or biological product. These plans are meant to encourage the enrollment of more diverse patient populations in late-stage clinical trials of FDA-regulated products. In June 2024, as mandated by FDORA, the FDA issued draft guidance outlining the general requirements for DAPs. Unlike most guidance documents issued by the FDA, the DAP guidance when finalized will have the force of law because FDORA specifically dictates that the form and manner for submission of DAPs are specified in FDA guidance. Further, in January 2022, the new Clinical Trials Regulation (EU) No 536/2014 became effective in the European Union and replaced the prior Clinical Trials Directive 2001/20/EC. This regulation aims at simplifying and streamlining the authorization, conduct and transparency of clinical trials in the European Union. Under the coordinated procedure for the approval of clinical trials, the sponsor of a clinical trial to be conducted in more than one member state of the European Union will only be required to submit a single application for approval. The submission will be made through the Clinical Trials Information System, a clinical trials portal overseen by the EMA and available to clinical trial sponsors, competent authorities of the member states of the European Union and the public. Further, clinical trials that we may undertake in the future will likely contain endpoints that require subjective assessments and subject us to a substantial risk of â€œplacebo effectâ€. While a product candidate may show clinical activity or therapeutic benefit, a high placebo effect in a clinical trial will make it difficult to ascertain that benefit or to show a statistically significant effect of the product candidate as compared to the control arm and may ultimately cause a clinical trial to fail. Moreover, principal investigators for our future clinical trials may serve as scientific advisors or consultants to us and receive compensation in connection with such services. Under certain circumstances, we may be required to report some of these relationships to the FDA or comparable foreign regulatory authorities. The FDA or a comparable foreign regulatory authority may conclude that a financial relationship between us and a principal investigator has created a conflict of interest or otherwise affected the interpretation of the study. The FDA or a comparable foreign regulatory authority may therefore question the integrity of the data generated at the applicable clinical trial site and the utility of the clinical trial itself may be jeopardized. This could result in a delay in approval, or rejection, of our marketing applications by the FDA or a comparable foreign regulatory authority, as applicable, and may ultimately lead to the denial of marketing approval of budoprutug or any product candidates we may develop. Delays in the completion of any preclinical studies or clinical trials of budoprutug or any product candidates we may develop will increase our costs, slow down our product candidate development and approval process and delay or potentially jeopardize our ability to commence product sales and generate product revenue. In addition, many of the factors that cause, or lead to, a delay in the commencement or completion of clinical trials may also ultimately lead to the denial of regulatory approval of budoprutug or any product candidates we may develop. Any delays to our preclinical studies or clinical trials that occur as a result could shorten any period during which we may have the exclusive right to commercialize such product candidate, enable our competitors to bring products to market before we do, and significantly reduce the commercial viability of such product candidate. Any of these occurrences may harm our business, financial condition and prospects significantly. 46 Â If we seek to conduct clinical trials in foreign countries or pursue marketing approvals in foreign jurisdictions, we must comply with numerous foreign regulatory requirements governing, among other things, the conduct of clinical trials, manufacturing and marketing authorization, pricing and third-party reimbursement. The foreign regulatory approval process varies among countries and jurisdictions and may include all of the risks associated with FDA approval described above and risks attributable to the satisfaction of local regulations in foreign jurisdictions. Moreover, the time required to obtain approval may differ jurisdiction-to-jurisdiction from that required to obtain FDA approval. Approval by foreign regulatory authorities does not ensure approval by the FDA and, similarly, approval by the FDA does not ensure approval by regulatory authorities outside the United States. Successful completion of clinical trials is a prerequisite to submitting a marketing application to foreign regulatory authorities or the FDA, for each product candidate and, consequently, the ultimate approval and commercial marketing of any product candidate. We may experience negative or inconclusive results, or regulators may be unwilling to accept preclinical or clinical data obtained in foreign jurisdictions, which may result in our deciding, or our being required by regulators, to conduct additional clinical studies or trials or abandon some or all of our product development programs, which could harm our business. In addition, the FDA and other regulatory authoritiesâ€™ policies with respect to clinical trials may change and additional government regulations may be enacted. If we are slow or unable to adapt to changes in existing requirements or the adoption of new requirements or policies governing clinical trials, our development plans may be impacted, and our product development costs may increase if we experience delays in testing or marketing approvals. In addition, if we make manufacturing or other changes to budoprutug, we may need to conduct additional studies to bridge such new formulation of budoprutug to earlier versions. For example, we expect we will need to conduct additional non-clinical studies of budoprutug to bridge our new planned formulation of budoprutug to our earlier formulation. We do not know whether any of our clinical trials will begin as planned, will need to be restructured or will be completed on schedule, or at all. We may also decide to change the design or protocol of one or more of our clinical trials, which could result in delays. Significant clinical trial delays with respect to budoprutug could also shorten any periods during which we may have the exclusive right to commercialize budoprutug or allow our competitors to bring products to market before we do and impair our ability to successfully commercialize budoprutug. Budoprutug or any product candidates we may develop may cause adverse events and/or undesirable side effects or have other properties that could delay or prevent their regulatory approval, limit the commercial profile of an approved label, or result in significant negative consequences following any marketing approval. Certain adverse events and undesirable side effects caused by budoprutug or any product candidates we may develop could cause us or regulatory authorities to interrupt, delay or pause clinical trials and could result in a more restrictive label or the delay or denial of regulatory approval by the FDA or other comparable foreign regulatory authorities. If undesirable side effects do occur in our future clinical trials they could cause delay or even discontinuance of further development of budoprutug or any product candidates we may develop, which would impair our ability to generate revenues and would have a material adverse effect on our business, results of operations, financial condition and cash flows and prospects. As a result of undesirable side effects or further safety issues that we may experience in our clinical trials in the future, we may not receive approval to market budoprutug or any product candidates we may develop, which could prevent us from ever generating revenues or achieving profitability. Results of our trials could reveal an unacceptably high severity and prevalence of side effects. In such an event, our trials could be suspended or terminated and the FDA or comparable foreign regulatory authorities could order us to cease further development of, or deny approval of, budoprutug or any product candidates we may develop for any or all targeted indications. The drug-related side effects could affect patient recruitment or the ability of enrolled subjects to complete the trial or result in potential product liability claims. Any of these occurrences may have a material adverse effect on our business, results of operations, financial condition and cash flows and prospects. Additionally, if budoprutug or any product candidates we may develop receives marketing approval, and we, or others, later identify undesirable side effects caused by such product, a number of potentially significant negative consequences could result, including: â€¢we may be forced to suspend marketing of such product; â€¢regulatory authorities may withdraw their approvals of such product; â€¢regulatory authorities may require additional warnings on the label that could diminish the usage or otherwise limit the commercial success of such products; â€¢the FDA or other regulatory bodies may issue safety alerts, Dear Healthcare Provider letters, press releases or other communications containing warnings about such product; 47 Â â€¢the FDA may require the establishment or modification of a REMS or a comparable foreign regulatory authority may require the establishment or modification of a similar strategy that may, for instance, restrict distribution of our products and impose burdensome implementation requirements on us; â€¢we may be required to change the way the product is administered or conduct additional clinical trials; â€¢we could be sued and held liable for harm caused to subjects or patients; â€¢we may be subject to litigation or product liability claims; and â€¢our reputation may suffer. Any of these events could prevent us from achieving or maintaining market acceptance of the particular product candidate, if approved. If we encounter difficulties enrolling and/or retaining patients in our future clinical trials, our clinical development activities could be delayed or otherwise adversely affected. If we are able to move budoprutug or any product candidates we may develop to the clinical trial stage, we may not be able to initiate or continue our planned clinical trials on a timely basis or at all if we are unable to recruit and enroll a sufficient number of eligible patients to participate in these trials through completion of such trials as required by the FDA or other comparable foreign regulatory authorities. Patient enrollment is a significant factor in the timing of clinical trials. Our ability to enroll eligible patients may be limited or may result in slower enrollment than we anticipate. There may be limited patient pools from which to draw for clinical studies. The eligibility criteria of our clinical studies will further limit the pool of available study participants as we will require that patients have specific characteristics that we can measure or to assure their disease is either severe enough or not too advanced to include them in a study. Patient enrollment for our future clinical trials may be affected by other factors, including: â€¢the patient eligibility criteria defined in the protocol; â€¢the size of the patient population required for analysis of the trialâ€™s primary endpoints; â€¢the proximity of patients to trial sites; â€¢the design of the trial; â€¢the availability and efficacy of approved drugs for the disease under investigation; â€¢perceived risks and benefits of the product candidate under study; â€¢our ability to recruit clinical trial investigators with the appropriate competencies and experience; â€¢competing clinical trials and cliniciansâ€™ and patientsâ€™ perceptions as to the potential advantages and risks of the product candidate being studied in relation to other available therapies, including any new drugs that may be approved for the indications that we are investigating; â€¢cliniciansâ€™ willingness to screen their patients for biomarkers to indicate which patients may be eligible for enrollment in our clinical trials; â€¢our ability to obtain and maintain patient consents; â€¢patient referral practices of physicians; â€¢the ability to monitor patients adequately during and after treatment; â€¢proximity and availability of clinical trial sites for prospective patients; and â€¢the risk that patients enrolled in clinical trials will drop out of the trials before completion. In addition, our clinical trials may compete with other clinical trials for product candidates that are in the same therapeutic areas as budoprutug or any product candidates we may develop, and this competition would reduce the number and types of patients available to us, because some patients who might have opted to enroll in our trials may instead opt to enroll in a trial being conducted by one of our competitors. Since the number of qualified clinical investigators is limited, we expect to conduct some of our clinical trials at the same clinical trial sites that some of our competitors use, which will reduce the number of patients who are available for our clinical trials in such clinical trial site. 48 Â Our inability to enroll enough patients for our clinical trials would result in significant delays or might require us to abandon one or more clinical trials. Delays in patient enrollment may result in increased costs, affect the timing or outcome of the planned clinical trials, product candidate development and approval process and jeopardize our ability to seek and obtain the regulatory approval required to commence product sales and generate revenue, which could prevent completion of these trials, adversely affect our ability to advance the development of budoprutug or any product candidates we may develop, cause the value of our company to decline and limit our ability to obtain additional financing if needed. Furthermore, even if we can enroll enough patients for our clinical trials, we may have difficulty maintaining participation in our clinical trials through the treatment and any follow-up periods. We are also required to register certain clinical trials and post the results of completed clinical trials on a government-sponsored database, such as www.ClinicalTrials.gov in the United States, within certain time frames. Failure to do so can result in fines, adverse publicity and civil and criminal sanctions. We could be subject to product liability lawsuits based on the use of budoprutug or any product candidates we may develop in clinical testing or, if obtained, following any such productâ€™s marketing approval and commercialization. Product liability lawsuits brought against us or any of our future collaborators could divert our resources and attention, require us to cease clinical testing, cause us to incur substantial liabilities or limit commercialization of budoprutug or any product candidates we may develop. We are exposed to potential product liability and professional indemnity risks that are inherent in the research, development, manufacturing, marketing and use of biotechnology products. Currently, we have no products that have been approved for commercial sale; however, the use of budoprutug or any product candidates we may develop by us and any collaborators in clinical trials may expose us to liability claims. We will face an even greater risk if a product candidate is approved by regulatory authorities and introduced commercially. Product liability claims may be brought against us or our partners if any product candidate we develop allegedly causes injury or is found to be otherwise unsuitable for human use during product testing, manufacturing, marketing or sale. Any such product liability claim may include allegations of defects in manufacturing, defects in design, a failure to warn of dangers inherent in the product, negligence, strict liability and a breach of warranties. Claims could also be asserted under state consumer protection acts. Such claims could be made by participants enrolled in our clinical trials, patients, health care providers, biotechnology companies, our collaborators or others using, administering or selling any of our future approved products. If we cannot successfully defend ourselves against any such claims, we may incur substantial liabilities or be required to limit commercialization of budoprutug or any product candidates we may develop, if approved. Even successful defense would require significant financial and management resources. Regardless of the merits or eventual outcome, product liability claims may result in: â€¢decreased demand for any of our future approved products; â€¢injury to our reputation; â€¢withdrawal of clinical trial participants; â€¢termination of clinical trial sites or entire trial programs; â€¢significant litigation costs; â€¢substantial monetary awards to, or costly settlements with, patients or other claimants; â€¢product recalls or a change in the indications for which any approved drug products may be used; â€¢loss of revenue; â€¢diversion of management and scientific resources from our business operations; and â€¢the inability to commercialize budoprutug or any product candidates we may develop. Although the clinical trial process is designed to identify and assess potential side effects, clinical development does not always fully characterize the safety and efficacy profile of a new medicine, and it is always possible that a drug, even after regulatory approval, may exhibit unforeseen side effects. If budoprutug or any product candidates we may develop were to cause adverse side effects during clinical trials or after approval, we may be exposed to substantial liabilities. Physicians and patients may not comply with any warnings that identify known potential adverse effects and patients who should not use such product candidate. If budoprutug or any product candidates we may develop are approved for commercial sale, we will be highly dependent upon consumer perceptions of us and the safety and quality of such product. We could be adversely affected if we are subject to negative publicity associated with illness or other adverse effects resulting from physiciansâ€™ or patientsâ€™ use or misuse of any approved products or any similar products distributed by other companies. 49 Â Although we maintain product liability insurance coverage, including clinical

trial liability, this insurance may not fully cover potential liabilities that we may incur. The cost of any product liability litigation or other proceeding, even if resolved in our favor, could be substantial. We will need to increase our insurance coverage if we commercialize any product that receives regulatory approval. In addition, insurance coverage is becoming increasingly expensive. If we are unable to maintain sufficient insurance coverage at an acceptable cost or to otherwise protect against potential product liability claims, it could prevent or inhibit the development and commercial production and sale of budoprutug or any product candidates we may develop, which could harm our business. We face significant competition in an environment of rapid technological change, and there is a possibility that our competitors may achieve regulatory approval before us or develop therapies that are safer, less expensive or more advanced or effective than us, which may harm our financial condition and our ability to successfully market or commercialize budoprutug or any product candidates we may develop. The development and commercialization of new drug products is highly competitive. Moreover, the immunology and inflammation field is characterized by rapidly changing technologies, significant competition, and a strong emphasis on intellectual property. We will face competition with respect to budoprutug and any product candidates we may develop from major pharmaceutical companies, specialty pharmaceutical companies, and biotechnology companies worldwide. Potential competitors also include academic institutions, government agencies, and other public and private research organizations that conduct research, seek patent protection, and establish collaborative arrangements for development, manufacturing, and commercialization. There are a number of large pharmaceutical and biotechnology companies that currently market and sell products or are pursuing the development of products for the treatment of the disease indications for which we are developing budoprutug. Some of these competitive products and therapies are based on scientific approaches that are the same as or similar to our approach, and others are based on entirely different approaches. Companies developing biologics and other modalities targeting CD19 for immune-mediated diseases, including naked monoclonal antibodies, include Amgen Inc. (UPLINZA (inebilizumab), which is approved for the treatment of neuromyelitis optica spectrum disorder), bispecific T-cell engagers such as Cullinan Therapeutics, Inc. (CLN-978), and companies developing CD19 bifunctional monoclonal antibodies, including Zenas BioPharma, Inc. (obexelimab). If we successfully develop and commercialize budoprutug, it will compete with existing therapies and new therapies that may become available in the future that are approved to treat the same diseases for which we may obtain approval for budoprutug. This may include other types of therapies, such as small molecule, chimeric antigen receptor T cells (CAR-T), antibody, and/or protein therapies. Companies developing CD19 CART-T therapies include Cabaletta Bio, Inc. and Kyverna Therapeutics, Inc. Many of our current or potential competitors, either alone or with their collaboration partners, may have significantly greater financial resources and expertise than we do in research and development, manufacturing, conducting clinical trials, obtaining regulatory approvals, and marketing approved products. Mergers and acquisitions in the pharmaceutical, biotechnology, and gene therapy industries may result in even more resources being concentrated among a smaller number of our competitors. Smaller or early-stage companies may also prove to be significant competitors, particularly through collaborative arrangements with large and established companies. These competitors also compete with us in recruiting and retaining qualified scientific and management consultants and establishing clinical trial sites and patient registration for clinical trials, as well as in acquiring technologies complementary to, or necessary for, our programs. Our commercial opportunity could be reduced or eliminated if our competitors develop and commercialize product candidates that are safer, more effective, have fewer or less severe side effects, are more convenient, or are less expensive than budoprutug or that would render budoprutug obsolete or non-competitive. Our competitors also may obtain FDA or other regulatory approval for their product candidates more rapidly than we may obtain approval for budoprutug, which could result in our competitors establishing a strong market position before we are able to enter the market. Additionally, technologies developed by our competitors may render budoprutug uneconomical or obsolete, and we may not be successful in marketing budoprutug against competitors. In addition, as a result of the expiration or successful challenge of our patent rights, we could face more litigation with respect to the validity and/or scope of patents relating to our competitorsâ€™ products. The availability of our competitorsâ€™ products could limit the demand, and the price we are able to charge, for budoprutug. Our estimates of market opportunity and forecasts of market growth for budoprutug may prove to be inaccurate, and even if the markets in which we compete achieve the forecasted growth, our business may not grow at similar rates, or at all. Our market opportunity estimates and growth forecasts are subject to significant uncertainty and are based on assumptions and estimates which may not prove to be accurate. We currently focus our research and product development on budoprutug for the treatment of pMN, ITP and SLE. Our understanding of the patient populations with these diseases is based on estimates in published literature. 50 Â These estimates, and our estimates and forecasts relating to size and expected growth based on these estimates, may prove to be incorrect and new studies may reduce the estimated incidence or prevalence of these diseases. The number of patients in the United States and elsewhere may turn out to be lower than expected, patients may not be otherwise amenable to treatment with budoprutug or patients may become increasingly difficult to identify and access. Even if the patient populations meet our size estimates and growth forecasts, our business may not grow at similar rates, or at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Our revenue will be dependent, in part, upon the size of the markets in the territories for which we gain regulatory approval, the accepted price for budoprutug, the ability to obtain coverage and reimbursement, the ability to gain market share and whether we own the commercial rights for that territory. If the number of addressable patients is not as significant as we estimate, the indication approved by regulatory authorities is narrower than we expect or the treatment population is narrowed by competition, physician choice or treatment guidelines, we may not generate significant revenue from sales of budoprutug, even if approved. Further, there are several factors that could contribute to making the actual number of patients who receive budoprutug less than the potentially addressable market. These include the lack of widespread availability of, and limited reimbursement for, new therapies in many underdeveloped markets. We have no experience in sales, marketing and distribution and may have to enter into agreements with third parties to perform these functions, which could prevent us from successfully commercializing budoprutug or any product candidates we may develop. We currently have no sales, marketing or distribution capabilities. To commercialize budoprutug or any product candidates we may develop. we must either develop our own sales, marketing and distribution capabilities or make arrangements with third parties to perform these services for us. If we decide to market or distribute budoprutug or any product candidate we may develop on our own, we will have to commit significant resources to developing a marketing and sales force and supporting distribution capabilities. If we decide to enter into arrangements with third parties for performance of these services, we may find that they are not available on terms acceptable to us, or at all. If we are not able to establish and maintain successful arrangements with third parties or build our own sales and marketing infrastructure, we may not be able to commercialize budoprutug, which would adversely affect our business, results of operations, financial condition and cash flows and prospects. Disruptions at the FDA, the U.S. Securities and Exchange Commission and other government agencies caused by funding shortages or global health concerns could hinder their ability to hire and retain key leadership and other personnel, prevent new products and services from being developed or commercialized in a timely manner or otherwise prevent those agencies from performing normal business functions on which the operation of our business may rely, which could negatively impact our business. The ability of the FDA to review and approve new products can be affected by a variety of factors, including government budget and funding levels, ability to hire and retain key personnel and accept the payment of user fees, and statutory, regulatory and policy changes. Average review times at the FDA have fluctuated in recent years as a result. In addition, government funding of the U.S. Securities and Exchange Commission (SEC) and other government agencies on which our operations may rely, including those that fund research and development activities, are subject to the political process, which is inherently fluid and unpredictable. Disruptions at the FDA and other agencies may also slow the time necessary for new drugs to be reviewed and/or approved by necessary government agencies, which would adversely affect our business. For example, in recent years, including in 2018 and 2019, the U.S. government shut down several times and certain regulatory agencies, such as the FDA and the SEC, had to furlough critical employees and stop critical activities. If a prolonged government shutdown occurs, it could significantly impact the ability of the FDA to timely review and process our regulatory submissions, which could have a material adverse effect on our business. Further, future government shutdowns could impact our ability to access the public markets and obtain necessary capital to properly capitalize and continue our operations. In addition, disruptions may result from events similar to the COVID-19 pandemic. During the COVID-19 pandemic, a number of companies announced receipt of complete response letters due to the FDAâ€™s inability to complete required inspections for their applications. In the event of a similar public health emergency in the future, the FDA may not be able to continue at its current pace and review timelines could be extended. Regulatory authorities outside the United States facing similar circumstances may adopt similar restrictions or other policy measures in response to a similar public health emergency and may also experience delays in their regulatory activities. Â 51 Â Risks Related to Legal and Regulatory Compliance Enacted and future legislation may increase the difficulty and cost for us to obtain marketing approval and commercialize budoprutug or any product candidates we may develop, if and when approved, and may affect the prices we may charge for such product candidates, if and when approved. The United States and many foreign jurisdictions have enacted or proposed legislative and regulatory changes affecting the healthcare system that could prevent or delay marketing approval of budoprutug or any product candidates we may develop, restrict or regulate post-approval activities and affect our ability to profitably sell any product for which we obtain marketing approval. In March 2010, the Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act of 2010, or collectively, the Affordable Care Act (ACA) was enacted, which includes measures that have significantly changed the way health care is financed by both governmental and private insurers. There have been executive, judicial and congressional challenges to certain aspects of the ACA. For example, on June 17, 2021, the U.S. Supreme Court dismissed a judicial challenge to the ACA brought by several states without specifically ruling on the constitutionality of the ACA. Further, on August 16, 2022, President Biden signed the Inflation Reduction Act of 2022 (IRA) into law, which among other things, extends enhanced subsidies for individuals purchasing health insurance coverage in ACA marketplaces through plan year 2025. The IRA also eliminates the â€œdonut holeâ€ under the Medicare Part D program beginning in 2025 by significantly lowering the beneficiary maximum out-of-pocket cost and through a newly established manufacturer discount program. It is unclear how any additional challenges or future healthcare reform measures of the Biden administration will impact the ACA. In addition, other legislative changes have been proposed and adopted since the ACA was enacted. For example, in August 2011, the Budget Control Act of 2011 was signed into law, which, among other things, included aggregate reductions to Medicare payments to providers of, on average, 2% per fiscal year, effective April 1, 2013, which, due to subsequent legislative amendments including the Infrastructure Investment and Jobs Act and the Consolidated Appropriations Act of 2023, will stay in effect until 2032 unless Congress takes additional action. Recently, there has been increasing legislative and enforcement interest in the United States with respect to specialty drug pricing practices. Specifically, there have been several recent U.S. presidential executive orders, congressional inquiries and legislation designed to, among other things, bring more transparency to drug pricing, reduce the cost of prescription drugs under Medicare, review the relationship between pricing and manufacturer patient programs and reform government program reimbursement methodologies for drugs. On July 9, 2021, President Biden signed Executive Order 14063, which focuses on, among other things, the price of pharmaceuticals. The order directs HHS to create a plan within 45 days to combat â€œexcessive pricing of prescription pharmaceuticals and enhance domestic pharmaceutical supply chains, to reduce the prices paid by the federal government for such pharmaceuticals, and to address the recurrent problem of price gouging.â€ On September 9, 2021, HHS released its plan to reduce pharmaceutical prices. The key features of that plan are to: (a) make pharmaceutical prices more affordable and equitable for all consumers and throughout the health care system by supporting pharmaceutical price negotiations with manufacturers; (b) improve and promote competition throughout the prescription pharmaceutical industry by supporting market changes that strengthen supply chains, promote biosimilars and generic drugs, and increase transparency; and (c) foster scientific innovation to promote better healthcare and improve health by supporting public and private research and making sure that market incentives promote discovery of valuable and accessible new treatments. More recently, on August 16, 2022, the IRA was signed into law by President Biden. The new legislation has implications for Medicare Part D, which is a program available to individuals who are entitled to Medicare Part A or enrolled in Medicare Part B to give them the option of paying a monthly premium for outpatient prescription drug coverage. Among other things, the IRA requires manufacturers of certain drugs to engage in price negotiations with Medicare (beginning in 2026), with prices that can be negotiated subject to a cap; imposes rebates under Medicare Part B and Medicare Part D to penalize price increases that outpace inflation (first due in 2023); and replaces the Part D coverage gap discount program with a new discounting program (beginning in 2025). The IRA permits the Secretary of the HHS to implement many of these provisions through guidance, as opposed to regulation, for the initial years. Specifically, with respect to price negotiations, Congress authorized Medicare to negotiate lower prices for certain costly single-source drug and biologic products that do not have competing generics or biosimilars and are reimbursed under Medicare Part B and Part D. CMS may negotiate prices for ten high-cost drugs paid for by Medicare Part D starting in 2026, followed by 15 additional Medicare Part D drugs in 2027, 15 additional Medicare Part B or Part D drugs in 2028, and 20 additional Medicare Part B or Part D drugs per year in 2029 and beyond. 52 Â This provision applies to drug products that have been approved for at least nine years and biologics that have been licensed for 13 years, but it does not apply to drugs and biologics that have been approved for a single rare disease or condition. Nonetheless, since CMS may establish a maximum price for these products in price negotiations, we would be fully at risk of government action if budoprutug or any products we may develop are the subject of Medicare price negotiations. Given this risk, these provisions of the IRA may also further heighten the risk that we would not be able to achieve the expected return on any product candidate, if approved, or the full value of our patents protecting any such approved drug products if prices are set after any such approved products have been on the market for nine years. The first cycle of negotiations under the IRAâ€™s Medicare Drug Price Negotiation Program commenced in the summer of 2023. On August 15, 2024, the HHS published the results of the first Medicare drug price negotiations for ten selected drugs that treat a range of conditions, including diabetes, chronic kidney disease and rheumatoid arthritis. The prices of these ten drugs will become effective on January 1, 2026. The second cycle of price negotiations under the IRAâ€™s Medicare Drug Price Negotiation Program will commence in the fall of 2024. Further, the legislation subjects drug manufacturers to civil monetary penalties and a potential excise tax for failing to comply with the legislation by offering a price that is not equal to or less than the negotiated â€œmaximum fair priceâ€ under the law or for taking price increases that exceed inflation. The legislation also requires manufacturers to pay rebates for drugs in Medicare Part D whose price increases exceed inflation. The new law also caps Medicare out-of-pocket drug costs at an estimated $4,000 a year in 2024 and, thereafter beginning in 2025, at $2,000 a year. In addition, the IRA potentially raises legal risks with respect to individuals participating in a Medicare Part D prescription drug plan who may experience a gap in coverage if they required coverage above their initial annual coverage limit before they reached the higher threshold, or â€œcatastrophic periodâ€ of the plan. Individuals requiring services exceeding the initial annual coverage limit and below the catastrophic period, must pay 100% of the cost of their prescriptions until they reach the catastrophic period. Among other things, the IRA contains many provisions aimed at reducing this financial burden on individuals by reducing the co-insurance and co-payment costs, expanding eligibility for lower income subsidy plans, and price caps on annual out-of-pocket expenses, each of which could have potential pricing and reporting implications. Accordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for budoprutug, if and when approved, or any products we may develop, any of which could adversely affect our business, results of operations and financial condition. On June 6, 2023, Merck & Co. filed a lawsuit against the HHS and CMS asserting that, among other things, the IRAâ€™s Medicare Drug Price Negotiation Program constitutes an uncompensated taking in violation of the Fifth Amendment of the Constitution. Subsequently, a number of other parties, including the U.S. Chamber of Commerce, Bristol Myers Squibb Company, the PhRMA, Astellas Pharma US, Inc., Novo Nordisk Inc., Janssen Pharmaceuticals, Inc., Novartis Pharmaceutical Corporation, AstraZeneca L.P. and Boehringer Ingelheim Pharmaceuticals, Inc., also filed lawsuits in various courts with similar constitutional claims against the HHS and CMS. There have been various decisions by the courts considering these cases since they were filed. We expect that litigation involving these and other provisions of the IRA will continue, with unpredictable and uncertain results. Accordingly, while it is currently unclear how the IRA will be effectuated, we cannot predict with certainty what impact any federal or state health reforms will have on us, but such changes could impose new or more stringent regulatory requirements on our activities or result in reduced reimbursement for budoprutug, if and when approved, and any other products we may develop, any of which could adversely affect our business, results of operations and financial condition. At the state level, individual states are increasingly aggressive in passing legislation and implementing regulations designed to control pharmaceutical and biological product pricing, including price or patient reimbursement constraints, discounts, restrictions on certain product access and marketing cost disclosure and transparency measures, and, in some cases, designed to encourage importation from other countries and bulk purchasing. In addition, regional healthcare organizations and individual hospitals are increasingly using bidding procedures to determine what pharmaceutical products and which suppliers will be included in their prescription drug and other healthcare programs. These measures could reduce the ultimate demand for budoprutug, if and when

approved, and any other products we may develop, or put pressure on our product pricing. We expect that additional state and federal healthcare reform measures will be adopted in the future, any of which could limit the amounts that federal and state governments will pay for healthcare products and services, which could result in reduced demand for budoprutug or any product candidates we may develop or additional pricing pressures. In the European Union, similar political, economic and regulatory developments may affect our ability to profitably commercialize budoprutug, if and when approved, and any other products we may develop. In markets outside of the United States and the European Union, reimbursement and healthcare payment systems vary significantly by country and many countries have instituted price ceilings on specific products and therapies. In many countries, including those of the European Union, the pricing of prescription pharmaceuticals is subject to governmental control and access. In these countries, pricing negotiations with governmental authorities can take considerable time after the receipt of marketing approval for a product. 53 Â To obtain reimbursement or pricing approval in some countries, we or our collaborators may be required to conduct a clinical trial that compares the cost-effectiveness of our product to other available therapies. If reimbursement of our products is unavailable or limited in scope or amount or if pricing is set at unsatisfactory levels, our business could be materially harmed. We expect that the healthcare reform measures that have been adopted and may be adopted in the future may result in more rigorous coverage criteria and in additional downward pressure on the price that we receive for any approved product and could seriously harm our future revenues. Any reduction in reimbursement from Medicare or other government programs may result in a similar reduction in payments from private payors. The implementation of cost containment measures or other healthcare reforms may prevent us from being able to generate revenue, attain profitability or commercialize our products. Our business operations and current and future relationships with investigators, health care professionals, consultants, third-party payors and customers will be subject, directly or indirectly, to federal and state healthcare fraud and abuse laws, false claims laws 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. Healthcare providers and others play a primary role in the recommendation and prescription of any products for which we obtain marketing approval. Although we do not currently have any products on the market, our operations may be, directly or indirectly through our prescribers, customers and third-party payors, subject to various U.S. federal and state healthcare laws and regulations. These laws may impact, among other things, our current business operations, including our clinical research activities and proposed sales, marketing and education programs and constrain the business of financial arrangements and relationships with healthcare providers and other parties through which we may market, sell and distribute our products for which we obtain marketing approval. In addition, we may be subject to additional healthcare, statutory and regulatory requirements and enforcement by foreign regulatory authorities in jurisdictions in which we conduct our business. The laws that may affect our ability to operate include: â€¢the U.S. federal Anti-Kickback Statute, which makes it illegal for any person or entity, including a prescription drug manufacturer (or a party acting on its behalf), to knowingly and willfully solicit, receive, offer or pay any remuneration (including any kickback, bribe, or rebate), directly or indirectly, overtly or covertly, in cash or in kind, to induce or reward, or in return for, either the referral of an individual, or the purchase, lease, order, arrangement, or recommendation of any good, facility, item or service for which payment may be made, in whole or in part, under a federal healthcare program, such as the Medicare and Medicaid programs. A person or entity does not need to have actual knowledge of the statute or specific intent to violate it in order to have committed a violation; â€¢the U.S. federal civil and criminal false claims laws, including the False Claims Act (FCA) which can be enforced through â€œqui tamâ€ or â€œwhistleblowerâ€ actions, and civil monetary penalty law, which impose criminal and civil penalties against individuals or entities for, among other things, knowingly presenting, or causing to be presented, claims for payment or approval from Medicare, Medicaid, or other federal health care programs that are false, fictitious or fraudulent; knowingly making, using, or causing to be made or used, a false record or statement material to a false, fictitious or fraudulent claim or an obligation to pay or transmit money or property to the federal government; or knowingly concealing or knowingly and improperly avoiding or decreasing or concealing such an obligation to pay money to the federal government. In addition, a claim that includes items or services resulting from a violation of the federal Anti-Kickback Statute constitutes a false or fraudulent claim under the FCA; â€¢the U.S. federal Health Insurance Portability and Accountability Act of 1996 (HIPAA) which created additional federal criminal statutes that prohibit knowingly and willfully executing, or attempting to execute, a scheme to defraud any healthcare benefit program, including private third-party payors, or obtain, by means of false or fraudulent pretenses, representations, or promises, any of the money or property owned by, or under the custody or control of, any healthcare benefit program, regardless of the payor (e.g., public or private) and knowingly and willfully falsifying, concealing or covering up by any trick or device a material fact or making any materially false, fictitious or fraudulent statement or representation, or making or using any false writing or document knowing the same to contain any materially false fictitious or fraudulent statement or entry in connection with the delivery of, or payment for, healthcare benefits, items or services relating to healthcare matters. Similar to the federal Anti-Kickback Statute, a person or entity can be found guilty of violating HIPAA fraud provisions without actual knowledge of the statute or specific intent to violate it; Â Â Â Â Â 54 Â â€¢HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act and their implementing regulations, also imposes obligations, including mandatory contractual terms, on â€œcovered entities,â€ including certain healthcare providers, health plans, healthcare clearinghouses, and their respective â€œbusiness associatesâ€ that create, receive, maintain or transmit individually identifiable health information for or on behalf of a covered entity as well as their covered subcontractors, with respect to safeguarding the privacy, security and transmission of individually identifiable health information, as well as analogous state and foreign laws that govern the privacy and security of health information in some circumstances, many of which differ from each other in significant ways and often are not preempted by HIPAA, thus complicating compliance efforts. â€¢the U.S. federal Physician Payments Sunshine Act and its implementing regulations, which require certain manufacturers of drugs, devices, biologics and medical supplies for which payment is available under Medicare, Medicaid or the Childrenâ€™s Health Insurance Program to report annually to the CMS, an agency within the HHS under the Open Payments Program, information related to direct or indirect payments and other transfers of value made to physicians (defined to include doctors, dentists, optometrists, podiatrists and chiropractors), other health care professionals (such as physician assistants and nurse practitioners), and teaching hospitals, as well as information regarding ownership and investment interests held by physicians and their immediate family members; â€¢U.S. federal and state consumer protection and unfair competition laws, which broadly regulate marketplace activities and activities that potentially harm consumers; â€¢analogous U.S. state laws and regulations, including state anti-kickback and false claims laws that may apply to items or services reimbursed by any third-party payor, including commercial insurers; state laws that require pharmaceutical companies to comply with the pharmaceutical industryâ€™s voluntary compliance guidelines and other relevant compliance guidance promulgated by the federal government that otherwise restrict payments that may be made to healthcare providers and other potential referral sources; state laws that require drug manufacturers to file reports with states regarding pricing and marketing information, such as the tracking and reporting of gifts, compensations and other remuneration and items of value provided to healthcare professionals and entities; and state and local laws requiring the registration of pharmaceutical sales representatives; and â€¢European and other foreign law equivalents of each of the laws, including reporting requirements detailing interactions with and payments to healthcare providers. Â Ensuring that our internal operations and future business arrangements with third parties comply with applicable healthcare laws and regulations will involve substantial costs. It is possible that governmental authorities will conclude that our business practices do not comply with current or future statutes, regulations, agency guidance or case law involving applicable fraud and abuse or other healthcare laws and regulations. If our operations are found to be in violation of any of the laws described above or any other governmental laws and regulations that may apply to us, we may be subject to significant penalties, including civil, criminal and administrative penalties, damages, fines, exclusion from U.S. government funded healthcare programs, such as Medicare and Medicaid, or similar programs in other countries or jurisdictions, disgorgement, imprisonment, contractual damages, reputational harm, diminished profits, additional reporting requirements and oversight if we become subject to a corporate integrity agreement or similar agreement to resolve allegations of non-compliance with these laws and the delay, reduction, termination or restructuring of our operations. Further, defending against any such actions can be costly and time-consuming, and may require significant financial and personnel resources. Therefore, even if we are successful in defending against any such actions that may be brought against us, our business may be impaired. If any of the physicians or other providers or entities with whom we expect to do business is found to not be in compliance with applicable laws, they may be subject to criminal, civil or administrative sanctions, including exclusions from government funded healthcare programs and imprisonment. If any of the above occur, it could adversely affect our ability to operate our business and our results of operations. We are subject to stringent and evolving U.S. and foreign laws, regulations, rules, contractual obligations, policies and other obligations related to data privacy and security. Our actual or perceived failure to comply with such obligations could lead to regulatory investigations or actions; litigation (including class claims) and mass arbitration demands; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse business consequences. We process personal data and other sensitive data (including health data we collect about study or trial participants in connection with our preclinical studies or clinical trials); proprietary and confidential business data; trade secrets; intellectual property; and sensitive third-party data. Our data processing activities subject us to numerous data privacy and security obligations, such as various laws, regulations, guidance, industry standards, external and internal privacy and security policies, contracts, and other obligations that govern the processing of personal data by us and on our behalf. 55 Â In the United States, federal, state, and local governments have enacted numerous data privacy and security laws, including data breach notification laws, personal data privacy laws, and consumer protection laws. These privacy laws include, without limitation, the following laws and regulations: Section 5 of the Federal Trade Commission Act, HIPAA, as amended by the Health Information Technology for Economic and Clinical Health Act (HITECH) (which imposes specific requirements relating to the privacy, security and transmission of individually identifiable health information), and the California Consumer Privacy Act of 2018 (CCPA). The CCPA applies to personal information of consumers, business representatives, and employees, and requires businesses to provide specific disclosures in privacy notices and honor requests of California residents to exercise certain privacy rights. The CCPA provides for civil penalties of up to $7,500 per violation and allows private litigants affected by certain data breaches to recover significant statutory damages. Although the CCPA exempts some data processed in the context of clinical trials, the CCPA increases compliance costs and potential liability with respect to other personal data we maintain about California residents. In addition, the CPRA amended the CCPA and expanded the CCPAâ€™s requirements, including by adding a new right for individuals to correct their personal information and establishing a new regulatory agency to implement and enforce the law. In addition to California, at least 18 other states have passed comprehensive privacy laws similar to the CCPA and CPRA. These laws are either in effect or will go into effect sometime before the end of 2026. Like the CCPA and CPRA, these laws create obligations related to the processing of personal information, as well as special obligations for the processing of â€œsensitiveâ€ data (which includes health data in some cases). Some of the provisions of these laws may apply to our business activities. There are also states that are strongly considering or have already passed comprehensive privacy laws during the 2024 legislative sessions that will go into effect in 2025 and beyond. Other states will be considering similar laws in the future, and Congress has also been debating passing a federal privacy law. There are also states that are specifically regulating health information that may affect our business. For example, Washington state passed a health privacy law in 2023 that regulates the collection and sharing of health information, and the law also has a private right of action, which further increases the relevant compliance risk. Connecticut and Nevada have also passed similar laws regulating consumer health data, and additional states are considering such legislation. These laws may impact our business activities, including our identification of research subjects, relationships with business partners and ultimately the marketing and distribution of our products. Outside the United States, an increasing number of laws, regulations, and industry standards apply to data privacy and security. For example, the European Unionâ€™s General Data Protection Regulation (EU GDPR) and the equivalent law in the U.K. (UK GDPR) and, together with EU GDPR, the GDPR, impose strict requirements for processing the personal data of individuals, including sensitive data that we may process such as health data. For example, under the GDPR, companies may face temporary or definitive bans on data processing and other corrective actions, as well as fines of up to 20 million euros under the EU GDPR, 17.5 million pounds sterling under the UK GDPR, or, in each case, 4% of annual global revenue, whichever is greater. Further, individuals may initiate litigation related to our processing of their personal data. Additionally, under various privacy laws and other obligations, we may be required to obtain certain consents to process personal data. Our inability or failure to do so could result in adverse consequences. In the ordinary course of business, we may transfer personal data from Europe and other jurisdictions to the United States or other countries. The European Economic Area (EEA), the U.K. and certain jurisdictions have enacted data localization laws and cross-border personal data transfer laws. In particular, the EEA and the U.K. have significantly restricted the transfer of personal data to the United States and other countries whose privacy laws it 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 U.K. to the United States in compliance with law, such as the EEA standard contractual clauses, the U.K. International Data Transfer Agreement and the EU-U.S. Data Privacy Framework (which allows for transfers for relevant United States-based organizations 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 United States. If there is no lawful manner for us to transfer personal data from the EEA, the U.K. or other jurisdictions to the United States, 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 U.K. to other jurisdictions, particularly to the United States, 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 EU GDPRâ€™s cross-border data transfer limitations. We are also bound by contractual obligations related to data privacy and security, and our efforts to comply with such obligations may not be successful. For example, certain privacy laws, such as the GDPR and the CCPA, require our customers to impose specific contractual restrictions on their service providers. 56 Â We publish privacy policies, marketing materials and other statements, such as compliance with certain certifications or self-regulatory principles, regarding data privacy and security. If these policies, materials 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. Our obligations related to data privacy and security are quickly changing in an increasingly stringent fashion, creating some uncertainty as to the effective future legal framework. Additionally, these obligations may be subject to differing applications and interpretations, which may be inconsistent or in conflict among jurisdictions. Preparation for and compliance with these obligations requires us to devote significant resources. These obligations may necessitate changes to our information technologies, systems, and practices and to those of any third parties that process personal data on our behalf. Although we try to comply with all applicable data privacy and security obligations, we may at times fail (or be perceived as having failed). Despite our efforts, our personnel or third parties upon whom we rely may fail to comply with such obligations, which could negatively impact our business operations and compliance posture. Moreover, clinical trial subjects about whom we or our potential collaborators obtain information, as well as the third-party providers (such as research institutions) who share this information with us, may contractually limit our ability to use and disclose the information. If we or the third parties on which we rely fail, or are perceived to have failed, to address or comply with data privacy and security obligations, we could face significant consequences. These consequences may include, but are not limited to, government enforcement actions (e.g., investigations, fines, penalties, audits, inspections, and similar); litigation (including class-related claims) and mass arbitration demands; additional reporting requirements and/or oversight; bans on processing personal data; and orders to destroy or not use personal data. 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 our clinical trials); inability to process personal data or to operate in certain jurisdictions; limited ability to develop or commercialize budoprutug or any product candidates we may develop; expenditure of time and resources to defend any claim or inquiry; adverse publicity; or revision or restructuring of our operations. We may seek certain designations for budoprutug, including Breakthrough Therapy, Fast Track and Priority Review designations in the United States, and PRIME Designation in the European Union, but we might not receive such designations, and even if we do, such designations may not lead to a faster development or regulatory review or approval process. We may seek certain designations for budoprutug or any product candidates we may develop that could expedite review and approval by the FDA. A Breakthrough Therapy product is defined as a product that is intended, alone or in combination with one or more other products, to treat a serious condition, and preliminary clinical evidence indicates that the product may demonstrate substantial

improvement over existing therapies on one or more clinically significant endpoints, such as substantial treatment effects observed early in clinical development. For products that have been designated as Breakthrough Therapies, interaction and communication between the FDA and the sponsor of the trial can help to identify the most efficient path for clinical development while minimizing the number of patients placed in ineffective control regimens. The FDA may also designate a product for Fast Track review if it is intended, whether alone or in combination with one or more other products, for the treatment of a serious or life threatening disease or condition, and it demonstrates the potential to address unmet medical needs for such a disease or condition. For Fast Track review products, sponsors may have greater interactions with the FDA and the FDA may initiate review of sections of a Fast Track productâ€™s application before the application is complete. This rolling review may be available if the FDA determines, after preliminary evaluation of clinical data submitted by the sponsor, that a Fast Track review product may be effective. We may also seek a priority review designation for budoprutug or any product candidates we may develop. If the FDA determines that a product candidate offers major advances in treatment or provides a treatment where no adequate therapy exists, the FDA may designate the product candidate for priority review. A priority review designation means that the goal is for the FDA to review an application for marketing approval in six months, rather than the standard review period of 10 months. These designations are within the discretion of the FDA. Accordingly, even if we believe that budoprutug or any product candidate we may develop meets the criteria for these designations, the FDA may disagree and instead determine not to make such designation. Further, even if we receive a designation, the receipt of such designation for a product candidate may not result in a faster development or regulatory review or approval process compared to product candidates considered for approval under conventional FDA procedures and does not assure ultimate approval by the FDA. In addition, even if budoprutug or any product candidate we may develop qualifies for these designations, the FDA may later decide that such product candidate no longer meets the conditions for qualification or decide that the time period for FDA review or approval will not be shortened. 57 Â In the European Union, we may seek PRIME designation for budoprutug or any product candidates we may develop. The PRIME program focuses on product candidates that target conditions for which there exists no satisfactory method of treatment in the European Union, or even if such a method exists, the product candidate may offer a major therapeutic advantage over existing treatments. To be accepted for PRIME designation, a product candidate must meet the eligibility criteria in respect of its major public health interest and therapeutic innovation based on information that is capable of substantiating the claims. The benefits of a PRIME designation include the appointment of a rapporteur of the Committee for Medicinal Products for Human Use to provide continued support and help to build knowledge ahead of a marketing authorization application, early dialogue and scientific advice at key development milestones, and the potential to qualify products for accelerated review, meaning reduction in the review time for an opinion on approvability to be issued earlier in the application process. PRIME designation enables an applicant to request parallel EMA scientific advice and health technology assessment advice to facilitate timely market access. Even if we receive PRIME designation for budoprutug or any product candidate we may develop, the designation may not result in a materially faster development process, review or approval compared to conventional EMA procedures. Further, obtaining PRIME designation does not assure or increase the likelihood of EMAâ€™s grant of a marketing authorization. Accelerated approval by the FDA, even if granted for budoprutug or any product candidates we may develop, may not lead to a faster development or regulatory review or approval process and it does not increase the likelihood that budoprutug or any product candidates we may develop will receive marketing approval. We may seek approval of budoprutug or any product candidates we may develop using the FDAâ€™s accelerated approval pathway. A product may be eligible for accelerated approval if it treats a serious or life-threatening condition, generally provides a meaningful advantage over available therapies, and demonstrates an effect on a surrogate endpoint that is reasonably likely to predict clinical benefit. The FDA or other applicable regulatory agency makes the determination regarding whether a surrogate endpoint is reasonably likely to predict long-term clinical benefit. Prior to seeking such accelerated approval, we will seek feedback from the FDA and otherwise evaluate our ability to seek and receive such accelerated approval. As a condition of approval, the FDA requires that a sponsor of a product receiving accelerated approval perform an adequate and well-controlled post-marketing confirmatory clinical trial or trials. These confirmatory trials must be completed with due diligence and we may be required to evaluate different or additional endpoints in these post-marketing confirmatory trials. These confirmatory trials may require enrollment of more patients than we currently anticipate and will result in additional costs, which may be greater than the estimated costs we currently anticipate. In addition, the FDA currently requires as a condition for accelerated approval preapproval of promotional materials, which could adversely impact the timing of the commercial launch of the product. There can be no assurance that the FDA will agree with any proposed surrogate endpoints or that we will decide to pursue or submit a BLA for accelerated approval or any other form of expedited development, review or approval for budoprutug or any product candidates we may develop. Similarly, there can be no assurance that, after feedback from FDA, we will continue to pursue or apply for accelerated approval or any other form of expedited development, review or approval, even if we initially decide to do so. Furthermore, if we decide to submit an application for accelerated approval or under another expedited regulatory designation, there can be no assurance that such submission or application will be accepted or that any expedited review or approval will be granted on a timely basis, or at all. The FDA may withdraw approval of a product candidate approved under the accelerated approval pathway if, for example, the trial required to verify the predicted clinical benefit of our product candidate fails to verify such benefit or does not demonstrate sufficient clinical benefit to justify the risks associated with the drug. The FDA may also withdraw approval if other evidence demonstrates that our product candidate is not shown to be safe or effective under the conditions of use, we fail to conduct any required post approval trial of our product candidate with due diligence or we disseminate false or misleading promotional materials relating to our product candidate. A failure to obtain accelerated approval or any other form of expedited development, review or approval for budoprutug or any product candidate we may develop, or withdrawal of a product candidate, would result in a longer time period for commercialization of such product candidate, could increase the cost of development of such product candidate and could harm our competitive position in the marketplace. With passage of the FDORA, in December 2022, Congress modified certain provisions governing accelerated approval of drug and biologic products. Specifically, the new legislation authorized the FDA to: require a sponsor to have its confirmatory clinical trial underway before accelerated approval is awarded and to submit progress reports on its post-approval studies to the FDA every six months until the study is completed. Moreover, the FDORA established expedited procedures authorizing the FDA to withdraw an accelerated approval if certain conditions are met, including where a required confirmatory study fails to verify and describe the predicted clinical benefit or where evidence demonstrates the product is not shown to be safe or effective under the conditions of use. 58 Â The FDA may also use such procedures to withdraw an accelerated approval if a sponsor fails to conduct any required post-approval study of the product with due diligence. The new procedures include the provision of due notice and an explanation for a proposed withdrawal, and opportunities for a meeting with the FDA and a written appeal, among other things. We will need to fully comply with these and other requirements in connection with the development and approval of budoprutug or any product candidates we may develop that qualify for accelerated approval. More recently, in March 2023, the FDA issued draft guidance that outlines its current thinking and approach to accelerated approval. The FDA indicated that the accelerated approval pathway is commonly used for approval of oncology drugs due to the serious and life-threatening nature of cancer. Although single-arm trials have been commonly used to support accelerated approval, a randomized controlled trial is the preferred approach as it provides a more robust efficacy and safety assessment and allows for direct comparisons to an available therapy. To that end, the FDA outlined considerations for designing, conducting, and analyzing data for trials intended to support accelerated approvals of oncology therapeutics. While this guidance is currently only in draft form and will not be legally binding even when finalized, we will need to consider the FDAâ€™s guidance closely if we seek accelerated approval for any of our products. Accordingly, even if we do receive accelerated approval, we may not experience a faster development or regulatory review or approval process, and receiving accelerated approval does not provide assurance of ultimate full FDA approval. In the EU, a â€œconditionalâ€ marketing authorization may be granted in cases where all the required safety and efficacy data are not yet available. A conditional marketing authorization is subject to conditions to be fulfilled for generating missing data or ensuring increased safety measures. A conditional marketing authorization is valid for one year and has to be renewed annually until fulfillment of all relevant conditions. Once the applicable pending studies are provided, a conditional marketing authorization can become a â€œstandardâ€ marketing authorization. However, if the conditions are not fulfilled within the timeframe set by the EMA, the marketing authorization will cease to be renewed. We have received orphan drug designation for budoprutug for the treatment of MN, but we may be unable to realize the benefits associated with orphan drug designation, including market exclusivity. Under the Orphan Drug Act, the FDA may grant orphan designation to a drug or biologic intended to treat a rare disease or condition, defined as a disease or condition with a patient population of fewer than 200,000 in the United States, or a patient population greater than 200,000 in the United States when there is no reasonable expectation that the cost of developing and making available the drug or biologic in the United States will be recovered from sales in the United States for that drug or biologic. In order to obtain orphan drug designation, the request must be made before submitting a BLA. In the United States, orphan drug designation entitles a party to financial incentives such as opportunities for grant funding towards clinical trial costs, tax advantages, and user-fee waivers. After the FDA grants orphan drug designation, the generic identity of the drug and its potential orphan use are disclosed publicly by the FDA. Orphan drug designation does not convey any advantage in, or shorten the duration of, the regulatory review and approval process. If a product that has orphan drug designation subsequently receives the first FDA approval of that particular product for the disease for which it has such designation, the product is entitled to orphan product exclusivity, which means that the FDA may not approve any other applications, including a BLA, to market the same biologic (meaning, a product with the same principal molecular structural features) for the same indication for seven years, except in limited circumstances such as a showing of clinical superiority to the product with orphan drug exclusivity or if the FDA finds that the holder of the orphan drug exclusivity has not shown that it can assure the availability of sufficient quantities of the orphan drug to meet the needs of patients with the disease or condition for which the drug was designated. As a result, even if budoprutug receives orphan exclusivity, the FDA can still approve other biologics that do not have the same principal molecular structural features for use in treating the same indication or disease or the same biologic for a different indication or disease during the exclusivity period. Furthermore, the FDA can waive orphan exclusivity if we are unable to manufacture a sufficient supply of budoprutug or if a subsequent applicant demonstrates clinical superiority over budoprutug. The FDA granted orphan drug designation to budoprutug for the treatment of pMN. We may seek orphan drug designation for budoprutug in other specific orphan indications in which there is a medically plausible basis for the use of budoprutug but may never receive such designations. In addition, even with orphan drug designation, exclusive marketing rights in the United States may be limited if we seek approval for an indication broader than the orphan designated indication and may be lost if the FDA later determines that the request for designation was materially defective or if we are unable to assure sufficient quantities of budoprutug to meet the needs of patients with the rare disease or condition, or if a subsequent applicant demonstrates clinical superiority over budoprutug, if approved. 59 Â The FDA and Congress may further reevaluate the Orphan Drug Act and its regulations and policies. This may be particularly true in light of a decision from the Court of Appeals for the 11th Circuit in September 2021 finding that, for the purpose of determining the scope of exclusivity, the term â€œsame disease or conditionâ€ means the designated â€œrare disease or conditionâ€ and could not be interpreted by the FDA to mean the â€œindication or use.â€ Although there have been legislative proposals to overrule this decision, they have not been enacted into law. On January 23, 2023, the FDA announced that, in matters beyond the scope of that court order, the FDA will continue to apply its existing regulations tying orphan-drug exclusivity to the uses or indications for which the orphan drug was approved. We do not know if, when, or how the FDA may change the orphan drug regulations and policies in the future or whether Congress will take legislative action, and it is uncertain how any changes might affect our business. Depending on what changes the FDA or Congress may make to orphan drug regulations and policies, our business could be adversely impacted. If approved, budoprutug or any product candidates we may develop regulated as biologics may face competition from biosimilars approved through an abbreviated regulatory pathway. The ACA includes a subtitle called the Biologics Price Competition and Innovation Act of 2009 (BPCIA) which created an abbreviated approval pathway for biologic products that are biosimilar to or interchangeable with an FDA-licensed reference biologic 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 12 years from the date on which the reference product was first licensed. During this 12-year period of regulatory exclusivity, another company may still market a competing version of the reference product if the FDA approves a 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 the other companyâ€™s product. In December 2022, Congress clarified through the FDORA, that the FDA may approve multiple first interchangeable biosimilar biological products so long as the products are all approved on the same first day on which such a product is approved as interchangeable with the reference product and the exclusivity period may be shared amongst multiple first interchangeable products. More recently, in October 2023, the FDA issued its first interchangeable exclusivity determination under the BPCIA. We believe that if budoprutug or any product candidate we may develop that may be approved as a biologic product under a BLA should qualify for the 12-year period of exclusivity. Nonetheless, the approval of biosimilar products referencing budoprutug or any product candidate we may develop would have a material adverse impact on our business due to increased competition and pricing pressures. Moreover, there is a risk that any exclusivity we do receive could be shortened due to congressional action or otherwise, or that the FDA will not consider our products to be reference products for competing products, potentially creating the opportunity for generic 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. The extent to which a biosimilar, once licensed, will be substituted for budoprutug or any future reference products in a way that is similar to traditional generic substitution for non-biologic products is not yet clear, and will depend on a number of marketplace and regulatory factors that are still developing. If competitors are able to obtain regulatory approval for biosimilars referencing budoprutug or any product candidate we may develop, such product may become subject to competition from such biosimilars, with the attendant competitive pressure and consequences. The ultimate impact, implementation, and meaning of the BPCIA are subject to uncertainty, and any new regulations, guidance, policies or processes adopted by the FDA to implement the law could have a material adverse effect on the future commercial prospects for budoprutug or any biological product candidates we may develop. In addition, foreign regulatory authorities may change their approval policies and new regulations may be enacted relating to non-patent exclusivity. For instance, the European Union pharmaceutical legislation is currently undergoing a complete review process, in the context of the Pharmaceutical Strategy for Europe initiative, launched by the European Commission in November 2020. The European Commissionâ€™s proposal for revision of several legislative instruments related to medicinal products, which may reduce the duration of regulatory data protection and exclusivity periods for orphan drugs, and revise the eligibility for expedited pathways in addition to other changes, was published on April 26, 2023. On April 10, 2024, the European Parliament adopted a position on the proposal requesting several amendments to the package. The proposed revisions remain to be agreed and adopted by the European Parliament and European Council and the proposals may therefore be substantially revised before adoption, which is not anticipated before early 2026. The revisions may, however, have a significant impact on the pharmaceutical industry and our business in the long term. Â Â 60 Â We plan to conduct clinical trials at sites outside the United States. The FDA may not accept data from trials conducted in such locations, and the conduct of trials outside the United States could subject us to additional delays and expense. We plan to conduct one or more clinical trials with one or more trial sites that are located outside the United States. The acceptance by the FDA or other regulatory authorities of trial data from clinical trials conducted outside their jurisdiction may be subject to certain conditions or may not be accepted at all. In cases where data from foreign clinical trials are intended to serve as the sole basis for marketing approval in the U.S., the FDA will generally not approve the application on the basis of foreign data alone unless (i) the data are applicable to the U.S. population and U.S. medical practice; (ii) the trials were performed by clinical investigators of recognized competence and pursuant to GCP regulations; and (iii) the data may be considered valid without the need for an on-site inspection by the FDA, or if the FDA considers such inspection to be necessary, the FDA is able to validate the data through an on-site inspection or other appropriate means. In addition, even where the foreign trial data are not intended to serve as the sole basis for approval, the FDA will not accept the data as support for an application for marketing approval unless the trial is well-designed and well-conducted in accordance with GCP requirements and the FDA is able to validate the data from the trial through an onsite inspection if deemed necessary. Many foreign regulatory authorities have similar approval requirements. In addition, such foreign trials would be subject to the applicable local laws of the foreign jurisdictions where the trials are conducted. There can be no assurance that the FDA or any comparable foreign regulatory authority will accept data from trials conducted outside of the U.S. or the applicable jurisdiction. If the FDA or any comparable foreign regulatory authority does not accept such data, it would result in the need for additional trials, which could be costly and time-consuming, and which may result in budoprutug or any product candidates we may develop not receiving approval for commercialization in the applicable jurisdiction. Conducting clinical trials outside the U.S. will also expose us to additional risks, including risks associated with: â€¢additional foreign

regulatory requirements; â€¢foreign exchange fluctuations; â€¢compliance with foreign manufacturing, customs, shipment and storage requirements; â€¢cultural differences in medical practice and clinical research; â€¢diminished protection of intellectual property in some countries; and â€¢interruptions or delays in our trials resulting from geopolitical events, such as war or terrorism. Â Our failure to obtain regulatory approval in foreign jurisdictions would prevent us from marketing budoprutug or any product candidates we may develop outside the U.S. If we succeed in developing budoprutug, we intend to market budoprutug in foreign jurisdictions in addition to the U.S. In order to market and sell products in other jurisdictions, we must obtain separate marketing approvals and comply with numerous and varying regulatory requirements. The approval procedure varies among countries and can involve additional testing. The time required to obtain approval may differ substantially from that required to obtain FDA approval. The regulatory approval process outside the U.S. generally includes all of the risks associated with obtaining FDA approval. In addition, in many countries outside the U.S., we must secure product pricing and reimbursement approvals before regulatory authorities will approve the product for sale in that country. Obtaining foreign regulatory approvals and compliance with foreign regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of budoprutug in certain countries. Further, clinical trials conducted in one country may not be accepted by regulatory authorities in other countries and regulatory approval in one country does not ensure approval in any other country, while a failure or delay in obtaining regulatory approval in one country may have a negative effect on the regulatory approval process in others. If we fail to obtain approval of budoprutug or any product candidates we may develop by regulatory authorities in another country, we will be unable to commercialize any such product in that country, and the commercial prospects of that product candidate and our business prospects could decline. In addition, failure to obtain regulatory approval in one country or region could adversely affect future regulatory approvals in other countries. Further, in many countries outside the United States, a product candidate must also be approved for reimbursement before it can be sold in that country. In some cases, the price that we intend to charge for our products, if approved, is also subject to approval. Obtaining non-U.S. regulatory approvals and compliance with non-U.S. regulatory requirements could result in significant delays, difficulties and costs for us and could delay or prevent the introduction of budoprutug or any product candidates we may develop in certain countries. 61 Â In addition, if we fail to obtain the non-U.S. approvals required to market budoprutug or any product candidates we may develop outside the United States or if we fail to comply with applicable non-U.S. regulatory requirements, our target markets will be reduced and our ability to realize the full market potential of such product candidate will be harmed and our business, financial condition, results of operations and prospects may be adversely affected. Additionally, we could face heightened risks with respect to obtaining marketing authorization in the U.K. as a result of the withdrawal of the U.K. from the European Union, commonly referred to as Brexit. The U.K. is no longer part of the European Single Market and EU Customs Union. As of January 1, 2021, the U.K. Medicines and Healthcare products Regulatory Agency (MHRA) became responsible for supervising medicines and medical devices in Great Britain, comprising England, Scotland and Wales under domestic law, whereas under the terms of the Northern Ireland Protocol, Northern Ireland is currently subject to European Union rules. The U.K. and the European Union have, however, agreed to the Windsor Framework, which fundamentally changes the existing system under the Northern Ireland Protocol, including with respect to the regulation of medicinal products in the U.K. From January 1, 2025 on, the changes introduced by the Windsor Framework will see the MHRA be responsible for approving all medicinal products destined for the U.K. market (i.e., Great Britain and Northern Ireland), and the EMA will no longer have any role in approving medicinal products destined for Northern Ireland. Any delay in obtaining, or an inability to obtain, any marketing authorizations, as a result of Brexit or otherwise, may force us to restrict or delay efforts to seek regulatory approval in the U.K. for budoprutug or any product candidates we may develop, which could significantly and materially harm our business. Risks Related to the Acquisition of Tenet We may fail to realize the anticipated benefits of the Acquisition and/or those benefits may take longer to realize than expected. On June 27, 2024, we completed the Acquisition. Our ability to realize the anticipated benefits of the Acquisition is substantially dependent on our ability to develop and obtain regulatory approval of budoprutug, an anti-CD19 monoclonal antibody with potential to treat a broad range of B-cell mediated diseases. If we fail to obtain positive results from our clinical trials of budoprutug, or we are otherwise unable to obtain regulatory approval of budoprutug on the anticipated timelines or at all, such failure could materially adversely impact our business, financial condition and results of operations, and the market price of our common stock. Further, our ability to realize the anticipated benefits from the Acquisition is substantially dependent on the successful integration of Tenet into our business. The integration process may be disruptive to our business and the expected benefits may not be achieved within the anticipated time frame, or at all, and could be adversely impacted by, among other things, unexpected costs and delays, the loss of key personnel, the loss of key suppliers and/or third parties with whom we do business, and other unanticipated issues. The failure to meet the challenges involved and to realize the anticipated benefits of the Acquisition could adversely affect our business, financial condition and results of operations. We are involved and may in the future become involved in securities litigation or stockholder derivative litigation in connection with the Acquisition, the related private placement and the other transactions contemplated by the Agreement and Plan of Merger and Reorganization, dated April 10, 2024, by and among our company, Tango Merger Sub, Inc., a Delaware corporation and our wholly owned subsidiary, Tenet, and, solely in his capacity as Tenet equityholder representative, Stephen Thomas (the Acquisition Agreement), and this could divert the attention of our management and harm our business. Securities litigation or stockholder derivative litigation frequently follows the announcement of certain significant business transactions, such as the sale of a business division or announcement of an acquisition or a business combination transaction. We are involved and may in the future become involved in this type of litigation in connection with the Acquisition, the related private placement and/or the other transactions contemplated by the Acquisition Agreement, and we may become involved in this type of litigation in the future. Litigation often is expensive and diverts managementâ€™s attention and resources, which could adversely affect our business. For example, as previously disclosed, certain of our purported stockholders sent demand letters and two lawsuits were filed by our purported stockholders, generally alleging that the preliminary proxy statement and/or definitive proxy statement in connection with the Acquisition omitted certain purportedly material information, and sought corrective disclosure to the proxy statement, as well as an assertion of a claim for breach of fiduciary duty against us and our directors. We deny any breach of any duties to our stockholders and believes that no supplemental disclosures were required under applicable law, but there can be no assurance that any of these or other disputes can be resolved favorably or at all. Â Â Â 62 Â Risks Related to our Dependence on Third Parties We rely, and expect to continue to rely, on third parties to conduct, supervise, and monitor our preclinical studies and clinical trials. If these third parties do not properly and successfully carry out their contractual duties or meet expected deadlines, we may not be able to obtain regulatory approval of or commercialize budoprutug or any product candidates we may develop. We expect to rely on third-party CROs to conduct, supervise, and monitor our future preclinical studies and clinical trials for budoprutug or any product candidates we may develop, and we do not currently plan to independently conduct preclinical studies or future clinical trials of any other potential product candidates. We expect to continue to rely on third parties, such as CROs, clinical data management organizations, medical institutions and clinical investigators to conduct our future preclinical studies and clinical trials. While we have agreements governing their activities, we have limited influence over their actual performance and control only certain aspects of their activities. The failure of these third parties to successfully carry out their contractual duties or meet expected deadlines could substantially harm our business because we may not obtain marketing approval for or commercialize budoprutug or any product candidates we may develop in a timely manner or at all. Moreover, these agreements might terminate for various reasons, including a failure to perform by the third parties; if we need to enter into alternative arrangements, that will delay our product development activities and harm our business. Our reliance on these third parties for development activities will reduce our control over these activities. Nevertheless, we are responsible for ensuring that each of our studies and clinical trials is conducted in accordance with the applicable protocol, legal, regulatory and scientific standards, and our reliance on CROs does not relieve us of our regulatory responsibilities. For example, we will remain responsible for ensuring that each of our clinical trials is conducted in accordance with the general investigational plan and protocols for the trial and for ensuring that our preclinical studies are conducted in accordance with good laboratory practice (GLP) as appropriate. Moreover, the FDA and comparable foreign regulatory authorities require us to comply with GCPs for conducting, monitoring, recording, and reporting the results of clinical trials to assure that data and reported results are credible and accurate and that the rights, integrity, and confidentiality of trial participants are protected. As a clinical trial sponsor, we will also have regulatory requirements that directly apply to us. Regulatory authorities enforce these requirements through periodic inspections of trial sponsors, clinical investigators, and trial sites. If we or any of our CROs fail to comply with applicable GCPs, we or our CROs may be subject to enforcement or other legal actions, the clinical data generated in our clinical trials may be deemed unreliable and the FDA or comparable foreign regulatory authorities may require us to perform additional clinical trials. In addition, if and when we have an approved product, we will be required to report certain financial interests of our third-party investigators if these relationships exceed certain financial thresholds or meet other criteria. The FDA and comparable foreign regulatory authorities may question the integrity of the data from those clinical trials conducted by investigators who previously served or currently serve as scientific advisors or consultants to us from time to time and receive cash compensation in connection with such services or otherwise receive compensation from us that could be deemed to impact study outcome, proprietary interests in a product candidate, certain company equity interests or significant payments of other sorts. We cannot assure you that upon inspection by a given regulatory authority, such regulatory authority will determine that any of our clinical trials complies with GCP regulations. In addition, our clinical trials must be conducted with product candidates that were produced under cGMP regulations. Our failure to comply with these regulations may require us to repeat clinical trials, which would delay the regulatory approval process. We also are required to register certain clinical trials and post the results of certain completed clinical trials on a government-sponsored database, ClinicalTrials.gov, within specified time frames. Failure to do so can result in enforcement actions and adverse publicity. Our CROs may also have relationships with other entities, some of which may be our competitors, for whom they may also be conducting clinical trials or other drug development activities that could harm our competitive position. In addition, our CROs are not our employees, and except for remedies available to us under our agreements with such CROs, we cannot control whether or not they devote sufficient time and resources to any of our clinical, non-clinical, and preclinical programs. If these third parties do not successfully carry out their contractual duties, meet expected deadlines or conduct any of our preclinical studies or clinical trials in accordance with regulatory requirements or our stated protocols, if they need to be replaced or if the quality or accuracy of the clinical data they obtain is compromised due to the failure to adhere to our clinical protocols or regulatory requirements or for other reasons, our clinical trials may be extended, delayed or terminated and we may not be able to obtain, or may be delayed in obtaining, marketing approvals for budoprutug or any product candidates we may develop, and we will not be able to, or may be delayed in our efforts to, successfully commercialize such product candidate, or we or they may be subject to regulatory enforcement actions. As a result, our results of operations and the commercial prospects for such product candidate would be harmed, our costs could increase and our ability to generate revenues could be delayed. To the extent we are unable to successfully identify and manage the performance of third-party service providers in the future, our business may be harmed. 63 Â If any of our relationships with these third-party CROs terminate, we may not be able to enter into arrangements with alternative CROs or to do so on commercially reasonable terms. Switching or adding additional CROs involves additional cost and requires management time and focus. In addition, there is a natural transition period when a new CRO commences work. As a result, delays could occur, which could compromise our ability to meet our desired development timelines. Though we carefully manage our relationships with our CROs, there can be no assurance that we will not encounter similar challenges or delays in the future or that these delays or challenges will not harm our business. We contract with third parties for the manufacture of materials and expect to continue to do so for our clinical trials and for commercialization of budoprutug or any product candidates we may develop. This reliance on third parties increases the risk that we will not have sufficient quantities of such materials or that such supply will not be available to us at an acceptable cost or timelines, which could delay, prevent, or impair its development or commercialization efforts. We do not have any manufacturing facilities. We currently rely and expect to continue to rely on third party manufacturers for the manufacture of budoprutug for nonclinical and clinical testing and for commercial supply of budoprutug, if approved. We may be unable to establish any agreements with third-party manufacturers or to do so on acceptable terms for one or more of our material needs. Even if we are able to establish agreements with third-party manufacturers, reliance on third-party manufacturers entails additional risks, including: â€¢the possible failure of the third party to manufacture budoprutug according to our schedule, or at all, including if the third party gives greater priority to the supply of other products over budoprutug or otherwise do not satisfactorily perform according to the terms of the agreements between us and themÍ¾ â€¢the possible breach of the manufacturing agreement by the third partyÍ¾ â€¢the possible misappropriation of our proprietary information, including our trade secrets and know-howÍ¾ â€¢the possible termination or nonrenewal of the agreement by the third party at a time that is costly or inconvenient for usÍ¾ and â€¢reliance on the third party for regulatory compliance, quality assurance, safety, and pharmacovigilance and related reporting. Â Any performance failure on the part of our existing or future manufacturers could delay any potential clinical development or marketing approval. We do not currently have arrangements in place for redundant supply for bulk drug substances. If any one of our current contract manufacturers cannot perform as agreed, we may be required to replace that manufacturer, or we may be forced to manufacture the materials ourselves, for which we may not have the capabilities or resources, or enter into an agreement with a different third-party manufacturer, which we may not be able to do on reasonable terms, if at all. In either scenario, our clinical trial supply could be delayed significantly as we establish alternative supply sources. In some cases, the technical skills required to manufacture budoprutug may be unique or proprietary to the original third-party manufacturer and we may have difficulty, or there may be contractual restrictions prohibiting us from, transferring such skills to a back-up or alternate supplier, or we may be unable to transfer such skills at all. In addition, if we are required to change third-party manufacturers for any reason, we will be required to verify that the new third-party manufacturer maintains facilities and procedures that comply with quality standards and with all applicable regulations. We will also need to verify, such as through a manufacturing comparability study, that any new manufacturing process will produce budoprutug according to the specifications previously submitted to the FDA or another regulatory authority. The delays associated with the verification of a new third-party manufacturer could negatively affect our ability to develop or commercialize budoprutug in a timely manner or within budget. Furthermore, a third-party manufacturer may possess technology related to the manufacture of budoprutug that such third-party manufacturer owns independently. This would increase our reliance on such third-party manufacturer or require us to obtain a license from such third-party manufacturer in order to have another third-party manufacturer manufacture budoprutug. In addition, changes in manufacturers often involve changes in manufacturing procedures and processes, which could require that we conduct bridging studies between its prior clinical supply used in its clinical trials and that of any new manufacturer. We may be unsuccessful in demonstrating the comparability of clinical supplies which could require the conduct of additional clinical trials. Our current and anticipated future dependence upon others for the manufacture of budoprutug may adversely affect our future expenses and our ability to commercialize budoprutug, if we receive marketing approval, on a timely and competitive basis. 64 Â If we or any contract manufacturers and suppliers we engage 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 any contract manufacturers and suppliers we engage are subject to numerous federal, state, and local environmental, health, and safety laws, regulations, and permitting requirements, including those governing laboratory proceduresÍ¾ the generation, handling, use, storage, treatment, and disposal of hazardous and regulated materials and wastesÍ¾ the emission and discharge of hazardous materials into the ground, air, and waterÍ¾ and workplace health and safety. Under certain environmental laws, we could be held responsible for costs relating to any contamination at third-party facilities. We also could incur significant costs associated with civil or criminal fines and penalties. Compliance with applicable environmental laws and regulations may be expensive, and current or future environmental laws and regulations may impair our research and product development efforts. We do not carry specific biological or hazardous waste insurance coverage, and our property, casualty, and general liability insurance policies specifically exclude coverage for damages and fines arising from biological or hazardous waste exposure or contamination. Accordingly, in the event of contamination or injury, we could be held liable for damages or be penalized with fines in an amount exceeding our resources, and our clinical trials or regulatory approvals could be suspended, which could have a material adverse effect on our business, results of operations, financial condition, and prospects. In addition, we may incur substantial costs in order to comply with current or future environmental, health, and safety laws, regulations, and permitting requirements. These current or future laws, regulations, and permitting requirements may impair our development, or production efforts. Failure to comply with these laws, regulations, and permitting requirements also may result in substantial fines, penalties, or other sanctions or business disruption, which could have a material adverse effect on our business, results of operations, financial condition, and prospects. Any third-party contract manufacturers and suppliers we engage will also be subject to these and other environmental, health, and safety laws and regulations. Liabilities they incur pursuant to these laws and regulations could result in significant costs or an interruption in operations, which could have a material adverse effect on our business, results of operations, financial condition, and prospects. We may not have access to the raw materials and other components necessary for the

manufacturing of budoprutug. We are dependent on third parties for the supply of various materials that are necessary to produce budoprutug for our clinical trials and do not have any supply agreements currently in place. Even if and when we have supply agreements, it is possible that the supply may be reduced or interrupted at any time. In such case, we may not be able to find other suppliers of acceptable materials in appropriate quantities at an acceptable cost. If we lose key suppliers or the supply of materials is diminished or discontinued, it may not be able to continue to develop, manufacture and market budoprutug in a timely and competitive manner. In addition, these materials are subject to stringent manufacturing processes and rigorous testing. Delays in the completion and validation of facilities and manufacturing processes of these materials could adversely affect our ability to complete trials and commercialize our products in a cost-effective and timely manner. If we encounter difficulties in the supply of these materials or other necessary products, or if we are not able to maintain our supply agreements or establish new supply agreements in the future or incur increased production costs as a result of any of the foregoing, our product development and business prospects could be significantly compromised. We rely significantly upon the information technology systems of our third-party service providers and any failure, inadequacy, interruption or security lapse of those systems could harm our ability to operate our business effectively. We have limited control and oversight over the information security systems and practices of third parties. In the ordinary course of business, we rely on third parties, including clinical trial sites, CROs, CDMOs and other service providers, to collect, process and maintain personal and other sensitive data on their respective networks for our research and development activities and other business operations. These data include our intellectual property and other proprietary or confidential information relating to our business, as well as personal information relating to our clinical trial participants, employees and contractors, and clinical investigators, study staff and other healthcare professionals. The maintenance of our data by third parties does not absolve us of our responsibility for the security and integrity of this data. We have limited control and oversight over the information security systems and practices of third parties. Those systems and practices vary widely in sophistication and robustness. We have limited personnel and resources to oversee the information security systems of third parties with whom we work. Like our information security systems, those of our third-party service providers are vulnerable to compromise, damage, loss or exfiltration from cyber-attacks, computer viruses, unauthorized access and other causes. Our third-party service providers may not anticipate or immediately detect such incidents and the damage caused by such incidents or notify us in a timely or complete manner. 65 Â System failures, data breaches and any unauthorized access, use or disclosure of our information or data maintained by our third-party service providers could lead to similar consequences for us as similar events involving our information technology systems, including compromise of our intellectual property or other sensitive personal or business information, disruptions and delays to our research and development activities and other operations, contractual and regulatory liability, data breach notifications, expenditure of significant costs and resources for remediation and harm to our reputation. Over the past few years, there has been an increasing number of and severity of cyber-attacks, especially ransomware attacks, against the information security systems of companies across the supply chain and other critical infrastructure service providers. If we are not able to establish future collaborations, we may have to alter some of our future development and commercialization plans. Our product development programs and the potential commercialization of budoprutug or any product candidates we may develop will require substantial additional capital to fund expenses. We may decide to collaborate for the future development and potential commercialization of budoprutug, or any product candidates we may develop. Furthermore, we may find that our programs require the use of proprietary rights held by third parties, and the growth of our business may depend in part on our ability to acquire, in-license or use these proprietary rights. We will likely have limited control over the amount and timing of resources that our collaborators dedicate to the development or commercialization of any product candidates we may seek to develop with them. We cannot predict the success of any collaboration that we have entered into or will enter into. We face significant competition in seeking appropriate collaborators, and many more established companies may also be pursuing strategies to license or acquire third-party intellectual property rights that we may consider attractive. These established companies may have a competitive advantage over us due to their size, financial resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. Whether we 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. Those factors may include the design or results of clinical trials, the likelihood of approval by the FDA, EMA, the MHRA, or similar foreign regulatory authorities, the potential market for the subject product candidate, the costs and complexities of manufacturing and delivering such product candidate to patients, competing products, the existence of uncertainty with respect to our ownership of technology, which can exist if there is a challenge to such ownership without regard to the merits of the challenge, and industry and market conditions generally. The collaborator may also consider alternative product candidates or technologies for similar indications that may be available to collaborate on and whether such a collaboration could be more attractive than the one with us for our product candidate. We may also be restricted under future license agreements from entering into agreements on certain terms with potential collaborators. Collaborations are complex and time consuming to negotiate and document. In addition, there have been a significant number of recent business combinations among large pharmaceutical companies that have resulted in a reduced number of potential future collaborators. We may not be able to negotiate further collaborations on a timely basis, on acceptable terms, or at all. Even if we are able to obtain a license to intellectual property of interest, we may not be able to secure exclusive rights, in which case others could use the same rights and compete with us. Collaboration partners may not prioritize budoprutug or any product candidates we may develop or otherwise not effectively pursue the development of such product candidates which may delay, reduce or terminate the development of such product candidate, reduce or delay its development program or delay its potential commercialization. Further, if we are unable to successfully obtain rights to required third-party intellectual property rights or maintain the existing intellectual property rights we have, we may have to delay, reduce or terminate the development of such product candidate, reduce or delay its development program or one or more of our other development programs, delay its potential commercialization or reduce the scope of any sales or marketing activities, or increase our expenditures and undertake development or commercialization activities at our own expense. Doing so will likely harm our ability to execute our business plans. If we elect to increase our expenditures to fund development or commercialization activities on our own, we may need to obtain additional capital, which may not be available to us on acceptable terms or at all. If we do not have sufficient funds, we may not be able to further develop our budoprutug or any product candidates we may develop or bring them to market and generate product revenue. Risks Related to Intellectual Property We rely heavily on certain in-licensed patents and other intellectual property rights in connection with our development of budoprutug and may be required to acquire or license additional patents or other intellectual property rights to continue to develop and commercialize budoprutug. We rely heavily on patents, know-how and other intellectual property licensed from others. We are party to a license agreement with Cancer Research Technology Limited (CRH) under which we are granted rights to intellectual property that are important to our business. 66 Â Additionally, we may need to acquire or license intellectual property rights from additional third parties in order to continue to develop or commercialize budoprutug. Any future license agreements where we in-licenses intellectual property may impose on us various development, regulatory and/or commercial diligence obligations, payment of milestones and/or royalties and other obligations. If we fail to comply with any of the obligations under such license agreements, including payment terms and diligence terms, the licensors may have the right to terminate these agreements, in which case we may lose important intellectual property rights and we may not be able to develop, manufacture, market or sell budoprutug or may face other penalties under such agreements or be subject to litigation for breach of these agreements. In addition, such a termination could result in the licensor reacquiring the intellectual property rights and subsequently enabling a competitor to access the technology. Any such occurrence could materially adversely affect the value of budoprutug. Termination of license agreements or reduction or elimination of our rights under them may result in us having to negotiate a new or reinstated agreement, which may not be available on equally favorable terms, or at all, which may mean we are unable to develop or commercialize budoprutug. For instance, these licenses may not provide exclusive rights to use the subject intellectual property and technology in all relevant fields of use and in all territories in which we may wish to develop or commercialize our technology and budoprutug in the future, such as provisions under the license agreement with CRH prohibiting us from developing budoprutug for oncology indications. In that event, we may be required to expend significant time and resources to redesign our technology or the methods for manufacturing or to develop or license replacement technology, all of which may not be feasible on a technical or commercial basis. Further, the agreements under which we currently license, and may license in the future, intellectual property or technology from third parties are complex, and certain provisions in such agreements may be susceptible to multiple interpretations. Accordingly, material disputes may arise between us and our licensors, regarding intellectual property subject to such license agreement, including those relating to: â€¢the scope of rights, if any, granted under the license agreement and other interpretation-related issues; â€¢the scope and practice of any rights reserved by our licensors; â€¢whether a licensor had the right to grant the license agreement; â€¢whether third parties are entitled to compensation or equitable relief, such as an injunction, for our use of the intellectual property without their authorization; â€¢its right to sublicense patent and other rights to third parties under collaborative development relationships; â€¢whether we are complying with our obligations with respect to the use of the licensed technology in relation to our development and commercialization of budoprutug; â€¢our involvement in the prosecution of the licensed patents and our licensorsâ€™ overall patent enforcement strategy; â€¢the allocation of ownership of inventions and know-how resulting from the creation or use of intellectual property by our licensors and by us and our partners, including jointly developed intellectual property; and â€¢the amounts of royalties, milestones or other payments due under the license agreement. Â 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, increase what we believe to be our financial or other obligations under the relevant agreement, or decrease the financial or other benefits it might otherwise receive under the relevant agreement. If material disputes over intellectual property that we have licensed prevent or impair our ability to maintain licensing arrangements on acceptable terms or are insufficient to provide us the necessary rights to use the intellectual property, we may be unable to successfully develop and commercialize budoprutug. If we or any such licensors fail to adequately protect the relevant in-licensed intellectual property, our ability to commercialize budoprutug could suffer. Any material disputes with licensors or any termination of the licenses on which we depend could have a material adverse effect on our business, results of operations, financial condition and prospects. We have nine pending U.S. provisional patent applications with respect to budoprutug. We can provide no assurance that any of our other current or future patent applications will result in issued patents. If we are unable to obtain, maintain and protect sufficient patent and other intellectual property rights for our product candidates and technology, or if the scope of patent and other intellectual property rights obtained is not sufficiently broad, we may not be able to compete effectively in our market. Our success depends in significant part on our ability and the ability of our licensors, or future licensors, licensees or collaborators to obtain, maintain, enforce and defend patents and other intellectual property rights with respect to budoprutug or any product candidates we may develop and technology and to operate our business without infringing, misappropriating or otherwise violating the intellectual property rights of others. 67 Â We own nine pending U.S. provisional patent applications with respect to budoprutug, and we can provide no assurance that any of these current patent applications or future patent applications will result in issued patents or that any issued patents will provide us with any competitive advantage. Failure to obtain issued patents could have a material adverse effect on our ability to develop and commercialize budoprutug or any product candidates we may develop. Furthermore, other parties may successfully challenge, invalidate or circumvent our issued patents so that our patent rights do not create an effective competitive barrier or revenue source. A U.S. provisional patent application is not eligible to become an issued patent until, among other things, we file non-provisional patent application within 12 months of filing of the provisional patent application. With regard to such U.S. provisional patent applications, if we do not timely file any non-provisional patent applications, we may lose our priority dates with respect to our provisional patent applications and any patent protection on the inventions disclosed in our provisional patent applications. While we intend to timely file non-provisional patent applications relating to our provisional patent applications, we cannot predict whether any such patent applications will result in the issuance of patents that provide us with any competitive advantage. If our licensors are not fully cooperative or disagree with us as to the prosecution, maintenance or enforcement of any patent rights, such patent rights could be compromised. If there are material defects in the form, preparation, prosecution, or enforcement of our or our licensorsâ€™ patents or patent applications, such patents may be invalid and/or unenforceable, and such applications may never result in valid, enforceable patents. Any of these outcomes could impair our ability to prevent competition from third parties, which may have an adverse impact on our business. The issuance of a patent is not conclusive as to its inventorship, scope, validity or enforceability, and our patents may be challenged in the courts or patent offices in the United States and abroad. We may be subject to a third-party pre-issuance submission of prior art to the United States Patent and Trademark Office (USPTO) or become involved in opposition, derivation, revocation, reexamination, inter partes review, post-grant review or interference proceedings challenging our patent rights or the patent rights of others, or other proceedings in the USPTO or applicable foreign offices that challenge priority of invention or other features of patentability. An adverse determination in any such submission, proceeding or litigation could result in loss of exclusivity or freedom to operate, patent claims being narrowed, invalidated or held unenforceable, in whole or in part, limit the scope or duration of the patent protection of budoprutug or any other product candidates that we may identify, all of which could limit our ability to stop others from using or commercializing similar or identical product candidates or technology to compete directly with us, without payment to us, or result in our inability to manufacture or commercialize product candidates or approved products (if any) without infringing third-party patent rights. In addition, if the breadth or strength of protection provided by our patents and patent applications is threatened, regardless of the outcome, it could dissuade companies from collaborating with us to license, develop or commercialize budoprutug or any product candidates we may develop, or could have a material adverse effect on our ability to raise funds necessary to continue our research programs or clinical trials. Such proceedings also may result in substantial cost and require significant time from our scientists and management, even if the eventual outcome is favorable to us. We cannot be certain that the USPTO and courts in the United States or the patent offices and courts in foreign countries will consider the claims in our patents and applications covering budoprutug and any product candidates we may develop as patentable. Method-of-use patents protect the use of a product for the specified method. This type of patent does not prevent a competitor from making and marketing a product that is identical to our product for an indication that is outside the scope of the patented method. Moreover, even if competitors do not actively promote their product for our targeted indications, physicians may prescribe these products off-label. Although off-label prescriptions may infringe or contribute to the infringement of method-of-use patents, the practice is common and such infringement is difficult to prevent, including through legal action. If we cannot obtain or lose patent protection for budoprutug or any product candidates we may develop, it could have a material adverse impact on our business. Additionally, as a licensee, we rely on third parties to file and prosecute patent applications and maintain patents and otherwise protect the licensed intellectual property under some of our license agreements. For example, under the license agreement with CRH, CRH is responsible for prosecuting and maintaining intellectual property protection for budoprutug in consultation with us. We have not had and do not have primary control over these activities for certain of our in-licensed patents or patent applications and other intellectual property rights. For example, we cannot be certain that such activities by CRH or other licensors will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents and other intellectual property rights. We have limited control over the manner in which CRH or our other licensors may initiate an infringement proceeding against a third-party infringer of such intellectual property rights, or defend certain intellectual property that may be licensed to us. It is possible that CRH or our other licensors infringement proceeding or defense activities may be less vigorous than if we conduct them ourselves. We cannot be certain that such activities by third parties have been or will be conducted in compliance with applicable laws and regulations or will result in valid and enforceable patents or other intellectual property rights. 68 Â Pursuant to the terms of the license agreements with some of our licensors, the licensors may have the right to control enforcement of our licensed patents or defense of any claims asserting the invalidity of these patents and even if we are permitted to pursue such enforcement or defense, we will require the cooperation of our licensors. We cannot be certain that our licensors will allocate sufficient resources or prioritize their or our enforcement of such patents or defense of such claims to protect its interests in the licensed patents. Even if we are not a party to these legal actions, an adverse outcome could harm our business because it might prevent us from continuing to license intellectual property that we may need to operate our business. If any of our licensors or any of our future licensors or future collaborators fail to appropriately prosecute and maintain patent protection for patents covering budoprutug, our ability to develop and commercialize budoprutug may be adversely affected and we may not be able to prevent competitors from making, using and selling competing products. In addition, even where we have the right to control patent prosecution of patents and patent applications we have acquired or licensed from third parties, we may still be adversely affected or prejudiced by actions or inactions of our licensors and their counsel that took place prior to our assuming control over patent prosecution. The patent prosecution process is expensive and time-consuming. We and our licensors, and any future licensors, licensees or collaborators, may not be able to prepare, file and prosecute all necessary or

desirable patent applications at a reasonable cost or in a timely manner. It is also possible that we or our licensors will fail to identify patentable aspects of our research and development output in time to obtain patent protection or fail to file patent applications covering inventions made in the course of development and commercialization activities before a competitor or another third party files a patent application covering, or publishes information disclosing, a similar, independently-developed invention. Such competitorâ€™s or other third partyâ€™s patent application may pose obstacles to our ability to obtain patent protection or limit the scope of the patent protection we may obtain. Although we enter into non-disclosure and confidentiality agreements with parties who have access to confidential or patentable aspects of our research and development output, such as our employees, collaborators, CROs, CDMOs, consultants, advisors and other third parties, any of these parties may breach the agreements and disclose such output before a patent application is filed, thereby jeopardizing our ability to seek patent protection. In addition, publications of discoveries in the scientific literature often lag behind the actual discoveries, and patent applications in the United States and other jurisdictions are typically not published until 18 months after filing, or in some cases not at all. Therefore, we cannot be certain that we or our future licensors were the first to make the inventions claimed in our owned or any future licensed patents or pending patent applications, or were the first to file for patent protection of such inventions. In addition, our technology acquired or licensed from various third parties, including our licensors, may be subject to retained rights. Our licensors often retain certain rights under their agreements with us, including the right to use the underlying technology for use in fields other than the fields licensed to us or for use in noncommercial academic and research use, to publish general scientific findings from research related to the technology, and to make customary scientific and scholarly disclosures of information relating to the technology. It is difficult to monitor whether our licensors limit their use of the technology to these uses, and we could incur substantial expenses to enforce our rights to its licensed technology in the event of misuse by the licensor. The patent position of biotechnology and pharmaceutical companies generally is uncertain, involves complex legal and factual questions and is the subject of much litigation. As a result, the issuance, scope, validity, enforceability and commercial value of our and our current or future licensorsâ€™ patent rights are uncertain. Our and our future licensorsâ€™ pending, and future patent applications may not result in patents being issued that protect our technology or product candidates, in whole or in part, or which effectively exclude others from commercializing competitive technologies and product candidates. The patent examination process may require us or our future licensors to narrow the scope of the claims of our pending and future patent applications, and therefore, even if such patent applications issue as patents, they may not issue in a form that will provide us with any meaningful protection, prevent competitors or other third parties from competing with us or otherwise provide us with any competitive advantage. Our and our licensorsâ€™ patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless and until a patent issues from such applications, and then only to the extent the issued claims cover such technology. Any patents that we hold or license, or may in-license in the future may be challenged, narrowed, circumvented or invalidated by third parties. Consequently, we do not know whether budoprutug or any product candidate we may develop will be protectable or remain protected by valid and enforceable patents. Our competitors or other third parties may be able to circumvent our patents by developing similar or alternative technologies or products in a non-infringing manner. Any of the foregoing could impair our competitive position and harm our business. Â Â 69 Â The patent protection we obtain for budoprutug or any product candidates we may develop and technologies may be challenged and rendered invalid and/or unenforceable. Even if our owned patent applications issue as patents, the issuance of any such patents is not conclusive as to their inventorship, scope, validity or enforceability, and such patents or patents we license from third parties, may be challenged, invalidated, narrowed or held to be unenforceable, including in the courts or patent offices in the United States and abroad, or circumvented. We or our licensors may be subject to a third-party preissuance submission of prior art to the USPTO or equivalent foreign bodies, or become involved in opposition, derivation, revocation, re-examination, post-grant and inter partes review or interference proceedings challenging our or our licensorsâ€™ patent rights or the patent rights of others. An adverse determination in any such submission, proceeding or litigation could reduce the scope of, or invalidate, our or our licensorsâ€™ patent rights, allow third parties to commercialize our technology or products and compete directly with us, without payment to us, or result in our inability to manufacture or commercialize products without infringing third-party patent rights. Moreover, we may have to participate in interference or derivation proceedings declared by the USPTO to determine priority or ownership of invention or in post-grant challenge proceedings, such as oppositions in a foreign patent office, that challenge priority of invention or other features of patentability. Such proceedings and any other patent challenges may result in loss of patent rights, loss of exclusivity, loss of priority or in patent claims being narrowed, invalidated or held unenforceable, which could limit our ability to stop others from using or commercializing similar or identical technology and products or limit the duration of the patent protection of our technology and product candidates. Such proceedings also may result in substantial costs and require significant time from our scientists and management, even if the eventual outcome is favorable to us. Moreover, there could be public announcements of the results of hearings, motions or other developments related to any of the foregoing proceedings. If securities analysts or investors perceive those results to be negative, it could cause the price of shares of our common stock to decline. Any of the foregoing could harm our business. Our reliance on third parties requires us to share our trade secrets, which increases the possibility that a competitor will discover them or that our trade secrets will be misappropriated or disclosed. Because we will rely on third parties to develop and manufacture budoprutug and any product candidates we may develop, we must, at times, share trade secrets with them. We seek to protect our proprietary technology in part by entering into confidentiality agreements and, if applicable, material transfer agreements, collaborative research agreements, consulting agreements or other similar agreements with our collaborators, advisors, employees and consultants prior to beginning research or disclosing proprietary information. These agreements typically limit the rights of the third parties to use or disclose our confidential information, such as trade secrets. Despite these contractual agreements with third parties, sharing trade secrets and other confidential information increases the risk that such trade secrets become known by our competitors, are inadvertently incorporated into the technology of others or are disclosed or used in violation of these agreements. Given that our proprietary position is based, in part, on our know-how and trade secrets, a competitorâ€™s discovery of our trade secrets or other unauthorized use or disclosure would impair our competitive position and may harm our business. In addition, these agreements typically restrict the ability of our advisors, employees, third-party contractors and consultants to publish data potentially relating to our trade secrets, although our agreements may contain certain limited publication rights. Despite our efforts to protect our trade secrets, our competitors may discover our trade secrets, either through breach of our agreements with third parties, independent development or publication of information by any of our third-party collaborators. A competitorâ€™s discovery of our trade secrets would impair our competitive position and harm our business. We may become involved in lawsuits to protect or enforce our patents, the patents of our licensors or other intellectual property, which could be expensive, time-consuming and unsuccessful, and issued patents covering our technology and product candidates could be found invalid or unenforceable if challenged. Competitors and other third parties may infringe, misappropriate or otherwise violate our owned and licensed patents or other intellectual property. In addition, our owned and licensed patents may become involved in inventorship or priority disputes. Our pending patent applications cannot be enforced against third parties practicing the technology claimed in such applications unless and until a patent issues from such applications. To counter infringement or other unauthorized use, we may be required to file infringement claims, which can be expensive and time-consuming. Any claims we assert against perceived infringers could provoke these parties to assert counterclaims against us alleging that we infringe their patents or that our patents are invalid or unenforceable. In a patent infringement proceeding, a court may decide that an owned or licensed patent of ours is invalid or unenforceable, in whole or in part, construe the patentâ€™s claims narrowly or refuse to stop the other party from using the technology at issue on the grounds that our owned and licensed patents do not cover the technology. An adverse result in any litigation proceeding could put one or more of our owned or licensed patents at risk of being invalidated, held unenforceable or interpreted narrowly. We may find it impractical or undesirable to enforce our intellectual property against some third parties. 70 Â In patent litigation in the United States, defendant counterclaims alleging invalidity or unenforceability are commonplace. Grounds for a validity challenge could be an alleged failure to meet any of several statutory requirements, including lack of novelty, obviousness, non-enablement or insufficient written description. Grounds for an unenforceability assertion could be an allegation that someone connected with prosecution of the patent withheld relevant information from the USPTO or made a misleading statement during prosecution. Third parties may also raise similar claims before the USPTO or an equivalent foreign body, even outside the context of litigation. Potential proceedings include re-examination, post-grant review, inter partes review, interference proceedings, derivation proceedings and equivalent proceedings in foreign jurisdictions (e.g., opposition proceedings). Such proceedings could result in the revocation of, cancellation of, or amendment to our patents in such a way that they no longer cover our technology or any product candidates that we may develop. The outcome following legal assertions of invalidity and unenforceability is unpredictable. With respect to the validity question, for example, we cannot be certain that there is no invalidating prior art of which we and the patent examiner were unaware during prosecution. If a defendant were to prevail on a legal assertion of invalidity or unenforceability, we would lose at least part, and perhaps all, of the patent protection on the applicable product candidates or technology covered by the patent rendered invalid or unenforceable. Such a loss of patent protection would harm our business. Interference or derivation proceedings provoked by third parties or brought by us or declared by the USPTO may be necessary to determine the ownership or priority of inventions with respect to our patents or patent applications. An unfavorable outcome could require us to cease using the related technology or to attempt to license rights to it from the prevailing party. Such licenses may not be available on commercially reasonable terms, or at all, or may be non-exclusive. If we are unable to obtain and maintain such licenses, we may need to cease the development, manufacture and commercialization of one or more of the product candidates we may develop. In addition, if we, our existing licensors or any future licensors are unsuccessful in any inventorship disputes to which we or they are subject, we may lose valuable intellectual property rights, such as exclusive ownership of, or the exclusive right to use, our owned, licensed or any future in-licensed patents. The loss of exclusivity or the narrowing of such patent claims could limit our ability to stop others from using or commercializing similar or identical technology and products. Any of the foregoing could harm our business. Even if we are successful in any of the foregoing disputes, it could result in substantial costs and be a distraction to management and other employees. 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 this type of litigation or proceeding. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. Most of our competitors are larger than we are and have substantially greater resources. They are, therefore, likely to be able to sustain the costs of complex patent litigation or proceedings more effectively than we can because of their greater financial resources and more mature and developed intellectual property portfolios. Accordingly, despite our efforts, we may not be able to prevent third parties from infringing, misappropriating or otherwise violating our intellectual property. Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims could result in substantial costs and diversion of management resources, which could harm our business. In addition, the uncertainties associated with litigation could compromise our ability to raise the funds necessary to initiate anticipated clinical trials, continue our internal research programs or in-license needed technology or other product candidates. There could also be public announcements of the results of the hearing, motions or other interim proceedings or developments. If securities analysts or investors perceive those results to be negative, it could cause the price of shares of our common stock to decline. Any of the foregoing events could harm our business. We may not be able to protect our intellectual property rights throughout the world. Filing, prosecuting, maintaining, defending and enforcing patents and other intellectual property rights on budoprutug or any product candidates we may develop in all countries throughout the world would be prohibitively expensive, and our intellectual property rights in some countries outside the United States can be less extensive than those in the United States. In addition, the laws of some foreign countries do not protect intellectual property rights to the same extent as federal and state laws in the United States. Consequently, we may not be able to prevent third parties from practicing our inventions in all countries outside the United States, or from selling or importing products made using our inventions in and into the United States or other jurisdictions. Competitors may use our technologies in jurisdictions where we have not obtained patent protection or other intellectual property rights to develop their own products and may export otherwise infringing, misappropriating or violating products to territories where we have patent or other intellectual property protection, but enforcement rights are not as strong as those in the United States. These products may compete with budoprutug or any product candidates we may develop, and our patents or other intellectual property rights may not be effective or sufficient to prevent them from competing. Many companies have encountered significant problems in protecting and defending intellectual property rights in foreign jurisdictions. The legal systems of some countries do not favor the enforcement of patents and other intellectual property rights, which could make it difficult for us to stop the infringement, misappropriation or other violation of our intellectual property rights generally. 71 Â Proceedings to enforce our intellectual property rights in foreign jurisdictions could result in substantial costs and divert our efforts and attention from other aspects of our business, could put our patents at risk of being invalidated or interpreted narrowly and our patent applications at risk of not issuing and could provoke third parties to assert claims against us. We may not prevail in any lawsuits that we initiate, and the damages or other remedies awarded, if any, may not be commercially meaningful. Many countries, including EU countries, India, Japan and China, have compulsory licensing laws under which a patent owner may be compelled under specified circumstances to grant licenses to third parties. In addition, many countries limit the enforceability of patents against government agencies or government contractors. In those countries, we may have limited remedies if patents are infringed or if we 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, which could harm our business. We may not identify relevant third-party patents or may incorrectly interpret the relevance, scope or expiration of a third-party patent which might adversely affect our ability to develop and market our product candidates. We cannot guarantee that any of our patent searches or analyses, including the identification of relevant patents, the scope of patent claims or the expiration of relevant patents, are complete or thorough, nor can we be certain that we have identified each and every third-party patent and pending patent application in the United States and abroad that is relevant to or necessary for the commercialization of budoprutug or any product candidates we may develop in any jurisdiction. For example, U.S. patent applications filed before November 29, 2000, and certain U.S. patent applications filed after that date that will not be filed outside the United States remain confidential until patents issue. Patent applications in the United States and elsewhere are published approximately 18 months after the earliest filing for which priority is claimed, with such earliest filing date being commonly referred to as the priority date. Therefore, patent applications covering budoprutug or any product candidates we may develop could have been filed by third parties without our knowledge. Additionally, pending patent applications that have been published can, subject to certain limitations, be later amended in a manner that could cover budoprutug or any product candidates or their use. The scope of a patent claim is determined by an interpretation of the law, the written disclosure in a patent and the patentâ€™s prosecution history. Our interpretation of the relevance or the scope of a patent or a pending application may be incorrect, which may negatively impact our ability to market budoprutug. We may incorrectly determine that budoprutug or any product candidates we may develop are not covered by a third-party patent or may incorrectly predict whether a third partyâ€™s pending application will issue with claims of relevant scope. Our determination of the expiration date of any patent in the United States or abroad that we consider relevant may be incorrect, which may negatively impact our ability to develop and market budoprutug or any product candidates we may develop. Our failure to identify and correctly interpret relevant patents may negatively impact our ability to develop and market such product candidates. If we fail to identify and correctly interpret relevant patents or if we are unable to obtain licenses to relevant patents, we may be subject to infringement claims. We cannot guarantee that we will be able to successfully settle or otherwise resolve such infringement claims. If we fail in any such dispute, in addition to being forced to pay damages, which may be significant, we may be temporarily or permanently prohibited from commercializing any of our product candidates that are held to be infringing. We might, if possible, also be forced to redesign product candidates so that we no longer infringe the third-party intellectual property rights. Any of these events, even if we were ultimately to prevail, could require us to divert substantial financial and management resources that we would otherwise be able to devote to our business and could harm our business. If we fail to comply with our obligations in the agreements under which we license intellectual property rights from our licensors, otherwise experience disruption to our business relationships with our licensors, or we are unable to obtain licenses from other third parties on commercially reasonable terms or fail to comply with our obligations under such agreements, we could lose license rights that our important to our business and our business could be harmed. We are a party to a number of license agreements under which we are granted rights to intellectual property that are important to our business, and we may enter into additional license agreements in the future for budoprutug or any product candidates we may develop. Our existing license agreements impose on us, and we expect that any future license agreements where we in-licenses intellectual property will impose on us, various development, regulatory

and/or commercial diligence obligations, payment of milestones and/or royalties and other obligations. If we fail to comply with our obligations under these agreements, or we are subject to bankruptcy-related proceedings, our licensors may have the right to terminate our licenses, in which case, we would not be able to market products covered by the licenses. We obtained our right to a number of existing license agreements pursuant to an asset purchase agreement with Acelyrin, Inc., or Acelyrin, which imposes on us various development, regulatory and/or commercial diligence obligations, payment of milestones and/or royalties and other obligations. 72 Â If we fail to comply with our obligations under the asset purchase agreement, Acelyrin may have the right to re-purchase the obtained asset, including our rights to the licenses subject to the asset purchase agreement, in which case, we may not be able to market or develop budoprutug. We may need to obtain additional licenses from third parties to advance our research or commercialize budoprutug or any product candidates we may develop, and we cannot provide any assurances that third party patents do not exist that might be enforced against budoprutug or such other product candidates in the absence of such a license. The licensing or acquisition of third-party intellectual property rights is a competitive area, and several more established companies may pursue strategies to license or acquire third-party intellectual property rights that we may consider attractive or necessary. These established companies may have a competitive advantage over us due to their size, capital resources and greater clinical development and commercialization capabilities. In addition, companies that perceive us to be a competitor may be unwilling to assign or license rights to us. We may fail to obtain any of these licenses on commercially reasonable terms, if at all. Even if we are able to obtain a license, it may be non-exclusive, thereby giving our competitors access to the same technologies licensed to us. In that event, we may be required to expend significant time and resources to develop or license replacement technology. If we are unable to do so, we may be unable to develop or commercialize budoprutug or any product candidates we may develop, which could materially harm our business and the third parties owning such intellectual property rights could seek either an injunction prohibiting our sales, or, with respect to our sales, an obligation on our part to pay royalties and/or other forms of compensation. Licensing of intellectual property is of critical importance to our business and involves complex legal, business and scientific issues. Disputes may arise between us and our licensors regarding intellectual property subject to a license agreement, including: â€¢the scope of rights granted under the license agreement and other interpretation-related issuesÍ¾ â€¢whether and the extent to which our technology and processes infringe intellectual property of the licensor that is not subject to the licensing agreementÍ¾ â€¢our right to sublicense patents and other rights to third partiesÍ¾ â€¢our diligence obligations with respect to the use of the licensed technology in relation to our development and commercialization of budoprutug, and what activities satisfy those diligence obligationsÍ¾ â€¢our right to transfer or assign licensesÍ¾ and â€¢the ownership of inventions and know-how resulting from the joint creation or use of intellectual property by our licensors and our affiliates and sublicensees and by us and our partners and sublicensees. Â If disputes over intellectual property that we have licensed prevent or impair our ability to maintain our current licensing arrangements on acceptable terms, we may not be able to successfully develop and commercialize budoprutug, which would have a material adverse effect on our business. Moreover, some of our patents and patent applications in the future may be co-owned with third parties. If we are unable to obtain an exclusive license to any such co-ownersâ€™ interest in such patents or patent applications, such co-owners may be able to license their rights to other third parties, including our competitors, who could market competing products and technology. In addition, we may need the cooperation of any such co-owners to enforce such patents against third parties, and such cooperation may not be provided to us. Patent terms may be inadequate to protect our competitive position on budoprutug or any product candidates we may develop for an adequate amount of time. Patents have a limited lifespan. In the United States, if all maintenance fees are timely paid, the natural expiration of a patent is generally 20 years from its earliest U.S. non-provisional filing date. Various extensions may be available, but the life of a patent, and the protection it affords, is limited. Even if patents covering budoprutug or any product candidates we may develop are obtained, once the patent life has expired for a product candidate, we may be open to competition from competitive medications, including generic medications. Given the amount of time required for the development, testing and regulatory review of new product candidates, patents protecting such product candidates might expire before or shortly after such product candidates are commercialized. As a result, our owned and licensed patent portfolio may not provide us with sufficient rights to exclude others from commercializing product candidates similar or identical to ours. In addition, we intend, or understand that our licensors intend, to pursue additional patent protection covering, when possible, compositions, methods of use, methods of manufacture, and dosing and formulations of budoprutug. Any patent that may be issued from our owned pending patent applications is expected to expire in 2045, excluding any patent term adjustment that might be available following the grant of the patent and any patent term extensions that might be available following the grant of marketing authorizations. 73 Â Additionally, the issued patents, or patents that may be issued from the pending patent applications that we exclusively in-licenses from CRH are expected to expire in 2026, excluding any patent term adjustment that might be available following the grant of the patent and any patent term extensions that might be available following the grant of marketing authorizations. In each instance of the above, our patent portfolio may not provide us with sufficient rights to exclude others from commercializing products similar or identical to budoprutug. Depending upon the timing, duration and conditions of any FDA marketing approval of budoprutug or any product candidates we may develop, one or more of our U.S. owned or licensed patents may be eligible for limited patent term extension under the Drug Price Competition and Patent Term Restoration Act of 1984, referred to as the Hatch-Waxman Amendments, and one or more of our foreign owned or licensed patents may be eligible for patent term extension under similar legislation, for example, in the European Union. In the United States, the Hatch-Waxman Amendments permit a patent term extension of up to five years for a patent covering an approved product as compensation for effective patent term lost during product development and the FDA regulatory review process. However, there are no assurances that the FDA or any comparable foreign regulatory authority or national patent office will grant such extensions, in whole or in part. For example, we may not receive an extension if we fail to exercise due diligence during the testing phase or regulatory review process, fail to apply within applicable deadlines, fail to apply prior to expiration of relevant patents or otherwise fail to satisfy applicable requirements. Moreover, the length of the extension could be less than we request. Only one patent per approved product can be extended, the extension cannot extend the total patent term beyond 14 years from approval, and only those claims covering the approved drug, a method for using it or a method for manufacturing it may be extended. If we are unable to obtain patent term extension or the term of any such extension is less than we request, the period during which we can enforce our patent rights for the applicable product candidate will be shortened, and our competitors may obtain approval to market competing products sooner. As a result, our revenue from applicable products could be reduced. Further, if this occurs, our competitors may take advantage of our investment in development and trials by referencing our clinical and preclinical data and launch their product earlier than might otherwise be the case, and our competitive position and business could be harmed. Changes in patent law could diminish the value of our patents, thereby impairing our ability to protect our intellectual property for budoprutug or any product candidates we may develop. Our success is heavily dependent on intellectual property, particularly patents. Obtaining and enforcing patents in the pharmaceutical industry is inherently uncertain, due in part to ongoing changes in the patent laws. Depending on decisions by Congress, the federal courts, and the USPTO and equivalent institutions in other jurisdictions, the laws and regulations governing patents, and interpretation thereof, could change in unpredictable ways that could weaken our ability to obtain new patents or to enforce existing or future patents. For example, 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. Therefore, there is increased uncertainty with regard to our ability to obtain patents in the future, as well as uncertainty with respect to the value of patents once obtained. Recent patent reform legislation could increase the uncertainties and costs surrounding the prosecution of our patent applications and the enforcement or defense of our issued and licensed patents. Assuming that other requirements for patentability are met, prior to March 2013, in the United States, the first to invent the claimed invention was entitled to the patent, while outside the United States, the first to file a patent application was entitled to the patent. After March 2013, under the Leahy-Smith America Invents Act (Leahy-Smith Act) enacted in September 2011, the United States transitioned to a first inventor to file system in which, assuming that other requirements for patentability 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. The Leahy-Smith Act also includes a number of significant changes that affect the way patent applications are prosecuted and may also affect patent litigation. 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. The USPTO recently developed new regulations and procedures to govern administration of the Leahy-Smith Act, and many of the substantive changes to patent law associated with the Leahy-Smith Act, particularly the first inventor-to-file provisions. Accordingly, it is not clear what, if any, impact the Leahy-Smith Act will have on the operation of our business. However, the Leahy-Smith 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 or licensed patents, all of which could harm our business. Â Â 74 Â Obtaining and maintaining patent protection depends on compliance with various procedural, document submission, fee payment and other requirements imposed by governmental patent agencies, and our patent protection could be reduced or eliminated if we fail to comply with these requirements. Periodic maintenance fees, renewal fees, annuity fees and various other government fees on any patents and patent applications are required to be paid to the USPTO and foreign patent agencies in several stages over the lifetime of a patent. In certain circumstances, we may rely on our licensors to pay these fees. The USPTO and various foreign patent agencies also require compliance with a number of procedural, documentary, fee payment and other similar requirements during the patent application and prosecution process. Noncompliance events that could result in abandonment or lapse of a patent or patent application include failure to respond to official communications within prescribed time limits, non-payment of fees and failure to properly legalize and submit formal documents. While an inadvertent lapse can in many cases be cured by payment of a late fee or by other means in accordance with the applicable rules, there are situations in which non-compliance can result in irrevocable abandonment or lapse of the patent or patent application, resulting in partial or complete loss of patent rights in the relevant jurisdiction. If we or our licensors, or any future licensors or collaborators, fail to maintain the patents and patent applications covering budoprutug or any product candidates we may develop, our competitors might be able to enter the market with similar or identical products or technology, which would harm our business. Third parties may initiate legal proceedings alleging that we are infringing, misappropriating or otherwise violating their intellectual property rights, the outcome of which would be uncertain and could negatively impact the success of our business. Our commercial success depends upon our ability and the ability of any of our collaborators to develop, manufacture, market and sell budoprutug and any product candidates we may develop and use our proprietary technologies without infringing, misappropriating or otherwise violating the intellectual property and other proprietary rights of third parties. There is considerable intellectual property litigation in the biotechnology and pharmaceutical industries. We may become party to, or be threatened with, future adversarial proceedings or litigation regarding intellectual property rights with respect to budoprutug or any product candidates we may develop and technology, including re-examination, interference, post-grant review, inter partes review or derivation proceedings before the USPTO or an equivalent foreign body. Numerous U.S. and foreign issued patents and pending patent applications owned by third parties exist in the fields in which we are developing budoprutug. In the event that any of these patents were asserted against us, we believe that we would have defenses against any such action, including that such patents are not valid or that we would be able to replace such technology with alternative, non-infringing technology. However, if any such patents were to be asserted against us and our defenses to such assertion were unsuccessful and such alternative technology was not available or technologically or commercially practical, unless we obtain a license to such patents, we could be liable for damages, which could be significant and include treble damages and attorneysâ€™ fees if we are found to willfully infringe such patents, and we could be precluded from commercializing any product candidates that were ultimately held to infringe such patents. Any potential future legal proceedings relating to these patents could cause us to incur significant expenses, and could distract our technical and management personnel from their normal responsibilities. If we are unsuccessful in our challenges to these patents and become subject to litigation or are unable to obtain a license on commercially reasonable terms with respect to these patents, it could harm our business. Third parties may assert infringement claims against us based on existing patents or patents that may be granted in the future, regardless of their merit. Even if we believe third-party intellectual property claims are without merit, there is no assurance that a court would find in our favor on questions of infringement, validity, enforceability or priority. A court of competent jurisdiction could hold that third-party patents asserted against us are valid, enforceable and infringed, which could adversely affect our ability to commercialize budoprutug or any product candidates we may develop, and any other product candidates or technologies covered by the asserted third- party patents. To successfully challenge the validity of any such U.S. patent in federal court, we would need to overcome a presumption of validity. As this burden is a high one requiring us to present clear and convincing evidence as to the invalidity of any such U.S. patent claim, there is no assurance that a court of competent jurisdiction would invalidate the claims of any such U.S. patent. If we are found to infringe, misappropriate or otherwise violate a third partyâ€™s intellectual property rights, and we are unsuccessful in demonstrating that such rights are invalid or unenforceable, we could be required to obtain a license from such a third party to continue developing and marketing our products and technology. 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, and it could require us to make substantial licensing and royalty payments. We could be forced, including by court order, to cease commercializing the infringing technology or product candidates. A finding of infringement could prevent us from commercializing budoprutug or any product candidates we may develop or force us to cease some of our business operations. In the event of a successful claim of infringement against us, we may have to pay substantial damages, including treble damages and attorneysâ€™ fees for willful infringement, pay royalties and other fees, redesign our infringing drug or obtain one or more licenses from third parties, which may be impossible or require substantial time and monetary expenditure. Claims that we have misappropriated the confidential information or trade secrets of third parties could have a similar negative impact on our business. Any of the foregoing events would harm our business. 75 Â We may be subject to claims by third parties asserting that we or our employees have infringed upon, misappropriated or otherwise violated their intellectual property rights, or claiming ownership of what we regard as our own intellectual property. Many of our employees were previously employed at other biotechnology or pharmaceutical companies. Although we try to ensure that our employees, consultants and advisors do not use the proprietary information or know-how of others in their work for us, we may be subject to claims that we or these individuals have used or disclosed intellectual property, including trade secrets or other proprietary information, of any such individualâ€™s former employer. Litigation may be necessary to defend against these claims. In addition, we or our future licensors may be subject to claims that former employees, collaborators or other third parties have an interest in our owned, licensed or any future in-licensed patents or other intellectual property as an inventor or co-inventor. While it is our policy to require our employees and contractors who may be involved in the development of intellectual property to execute agreements assigning such intellectual property to us, we may be unsuccessful in executing such an agreement with each party who in fact conceives, develops or reduces to practice intellectual property that we regard as our own. Our and their assignment agreements may not be self-executing or may be breached, and we may be forced to bring claims against third parties, or defend claims they may bring against us, to determine the ownership of what we regard as our intellectual property. If we fail in prosecuting or defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel. Even if we are successful in prosecuting or defending against such claims, litigation could result in substantial costs, delay development of budoprutug and be a distraction to management. Any of the foregoing events would harm our business. Intellectual property litigation could cause us to spend substantial resources and distract our personnel from their normal responsibilities. Even if resolved in our favor, litigation or other legal proceedings relating to intellectual property claims may cause us to incur significant expenses and could distract our technical and management personnel from their normal responsibilities. In addition, there could be public announcements of the results of hearings, motions or other interim proceedings or developments and if securities analysts or investors perceive these results to be negative, it could have a substantial adverse effect on the price of our common stock. Such litigation or proceedings could substantially increase our operating losses and reduce the resources available for development activities or any future sales, marketing or distribution activities. We may not have sufficient financial or other resources to conduct such litigation or proceedings adequately. Some of our competitors may be able to sustain the costs of such litigation or proceedings more effectively than we can because of their greater financial resources. Uncertainties resulting from the initiation and continuation of patent litigation or other proceedings could compromise our ability to compete in the marketplace, including compromising our ability to raise the funds necessary to initiate anticipated clinical trials, continue our research programs, license necessary technology from third parties or enter into development collaborations that would help us commercialize budoprutug or any product candidates we may develop, if approved. Any of the foregoing events would harm our business. If we are unable to protect the confidentiality of our trade secrets, our business and competitive position would be harmed. We rely on trade secrets

and confidentiality agreements to protect our unpatented know-how, technology and other proprietary information and to maintain our competitive position. Trade secrets and know-how can be difficult to protect. We seek to protect these trade secrets and other proprietary technology, in part, by entering into non-disclosure and confidentiality agreements with parties who have access to them, such as our employees, licensors, collaborators, CROs, contract manufacturers, consultants, advisors and other third parties. We also enter into confidentiality and invention or patent assignment agreements with our employees and consultants. We cannot guarantee that we have entered into such agreements with each party that may have or has had access to our trade secrets or proprietary technology and processes. 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 United States 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. If we or our licensors do not apply for patent protection prior to such publication or if we cannot otherwise maintain the confidentiality of our proprietary technology and other confidential information, then our ability to obtain patent protection or to protect our trade secret information may be jeopardized. As is common in the biopharmaceutical industry, we engage the services of consultants to assist us in the development of budoprutug. Many of these consultants were previously employed at, or may have previously provided or may be currently providing consulting services to, other biopharmaceutical companies including our competitors or potential competitors. 76 Â We may become subject to claims that we or our consultants inadvertently or otherwise used or disclosed trade secrets or other information proprietary to our consultantsâ€™ former employers or their former or current clients. Litigation may be necessary to defend against these claims. If we fail in defending any such claims, in addition to paying monetary damages, we may lose valuable intellectual property rights or personnel, which could adversely affect our business. Even if we are successful in defending against these claims, litigation could result in substantial costs and be a distraction to our management team. We may not be able to protect and enforce our trademarks and trade names, or build name recognition in our markets of interest thereby harming our competitive position. We intend to rely on both registered and common law rights for our trademarks. We plan to apply to register these trademarks with the USPTO and may in the future seek to register additional trademarks in the United States and other countries. Our trademark applications may not be allowed for registration in a timely fashion or at all, and our future registered trademarks may not be maintained or enforced. In addition, any registered or unregistered trademarks or trade names that we own or will own may be challenged, infringed, circumvented, declared generic, lapsed or determined to be infringing on or dilutive of other marks. We may not be able to protect our rights in these trademarks and trade names or may be forced to stop using these names, which we need for name recognition by potential partners or customers in our markets of interest. In addition, third parties have filed, and may in the future file, for registration of trademarks similar or identical to our trademarks, thereby impeding our ability to build brand identity and possibly leading to market confusion. If they succeed in registering or developing common law rights in such trademarks, and if we are not successful in challenging such rights, we may not be able to use these trademarks to develop brand recognition of our technologies, products or services. In addition, there could be potential trade name or trademark infringement claims brought by owners of other registered trademarks or trademarks that incorporate variations of our registered or unregistered trademarks or trade names. During the trademark registration process, we may receive Office Actions from the USPTO or from comparable agencies in foreign jurisdictions objecting to the registration of our trademark. Although we would be given an opportunity to respond to those objections, we may be unable to overcome such rejections. In addition, in the USPTO and in comparable agencies in many foreign jurisdictions, third parties are given an opportunity to oppose pending trademark applications and/or to seek the cancellation of registered trademarks. Opposition or cancellation proceedings may in the future be filed against our trademark applications or registrations, and our trademark applications or registrations may not survive such proceedings. In addition, third parties may file first for our trademarks in certain countries. If they succeed in registering such trademarks, and if we are not successful in challenging such third-party rights, we may not be able to use these trademarks to market our products in those countries. If we do not secure registrations for our trademarks, we may encounter more difficulty in enforcing them against third parties than we otherwise would. If we are unable to establish name recognition based on our trademarks and trade names, we may not be able to compete effectively, which could harm our business. Intellectual property rights do not necessarily address all potential threats. The degree of future protection afforded by our intellectual property rights is uncertain because intellectual property rights have limitations and may not adequately protect our business or permit us to maintain our competitive advantage. For example: â€¢others may be able to make products that are similar to any product candidates we may develop or utilize similar technology but that are not covered by the claims of the patents that we own or license now or own or license in the future; â€¢we, or our current or future licensors, might not have been the first to make the inventions covered by the issued patent or pending patent application that we own or license now or own or license in the future; â€¢we, or our current or future licensors, might not have been the first to file patent applications covering certain of our or their inventions; â€¢others may independently develop similar or alternative technologies or duplicate any of our technologies without infringing our intellectual property rights; â€¢it is possible that our pending owned or licensed patent applications or those that we may own or license in the future will not lead to issued patents; issued patents that we hold rights to may be held invalid or unenforceable, including as a result of legal challenges by our competitors; â€¢our competitors might conduct research and development activities in the United States under FDA-related safe harbor patent infringement exemptions and/or in countries where we do not have patent rights and then use the information learned from such activities to develop competitive products for sale in our major commercial markets; â€¢we may not develop additional proprietary technologies that are patentable; 77 Â â€¢the patents of others may harm our business; and â€¢we may choose not to file a patent in order to maintain certain trade secrets or know-how, and a third party may subsequently file a patent covering such intellectual property. Â Should any of these events occur, they could harm our business. Â Â Risks Related to our Business Operations and Employee Matters If we fail to attract and retain management and other key personnel, we may be unable to continue to successfully develop or commercialize our product candidates or otherwise implement our business plan. Our ability to compete in the highly competitive pharmaceuticals industry depends on our ability to attract and retain highly qualified managerial, scientific, medical, legal, sales and marketing and other personnel. We are highly dependent on recruiting and retaining our management and scientific personnel. The loss of the services of any of these individuals could impede, delay or prevent the successful development of budoprutug or any product candidates we may develop, completion of our planned clinical trials, commercialization of any such product candidates or in-licensing or acquisition of new assets and could negatively impact our ability to successfully implement our business plan. If we lose the services of any of these individuals, we might not be able to find suitable replacements on a timely basis or at all, and our business could be harmed as a result. We might not be able to attract or retain qualified management and other key personnel in the future due to the intense competition for qualified personnel among biotechnology, pharmaceutical and other businesses. Our employees, independent contractors, consultants, commercial collaborators, principal investigators, CROs and vendors may engage in misconduct or other improper activities, including non-compliance with regulatory standards and requirements. We are exposed to the risk that our employees, independent contractors, consultants, licensors, commercial collaborators, principal investigators, CROs and vendors may engage in fraudulent conduct or other illegal activity. Misconduct by these parties could include intentional, reckless or negligent conduct or unauthorized activities that violates (1) the laws and regulations of the FDA, the EMA, the MHRA and other similar regulatory authorities, including those laws requiring the reporting of true, complete and accurate information to such authorities, (2) manufacturing standards, (3) federal and state data privacy, security, fraud and abuse and other healthcare laws and regulations in the United States and abroad and (4) laws that require the true, complete and accurate reporting of financial information or data. In particular, sales, marketing and business arrangements in the healthcare industry are subject to extensive laws and regulations intended to prevent fraud, misconduct, kickbacks, self-dealing and other abusive practices. These laws and regulations may restrict or prohibit a wide range of pricing, discounting, marketing and promotion, sales commission, customer incentive programs and other business arrangements. Misconduct by these parties could also involve the improper use of individually identifiable information, including information obtained in the course of clinical trials, creating fraudulent data in our preclinical studies or clinical trials or illegal misappropriation of product candidates, which could result in regulatory sanctions and harm our reputation. We have adopted a code of business conduct and ethics, but it is not always possible to identify and deter misconduct by employees and other third parties, 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 be in compliance with such laws or regulations. Additionally, we are subject to the risk that a person or government could allege such fraud or other misconduct, even if none occurred. 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 civil, criminal and administrative penalties, including damages, fines, disgorgement, imprisonment, exclusion from participation in government healthcare programs, such as Medicare and Medicaid, contractual damages, reputational harm and the delay, reduction, termination or restructuring of our operations. 78 Â Any international operations we may have may expose us to business, regulatory, political, operational, financial, pricing and reimbursement risks associated with doing business outside of the United States. Our business is subject to risks associated with conducting business internationally. Our business strategy incorporates potential international expansion as we seek to conduct clinical trials, obtain regulatory approval for, and commercialize, budoprutug or any product candidates we may develop in patient populations outside the United States. If approved, we may hire sales representatives and conduct physician and patient association outreach activities outside of the United States. Doing business internationally involves a number of risks, including but not limited to: â€¢multiple, conflicting and changing laws and regulations, including those related to Brexit related changes, such as privacy regulations, tax laws, export and import restrictions, employment laws, regulatory requirements, and other governmental approvals, permits and licenses; â€¢failure by us to obtain and maintain regulatory approvals for the use of our products in various countries; rejection or qualification of foreign clinical trial data by the competent authorities of other countries; â€¢delays or interruptions in the supply of clinical trial materials resulting from any events affecting raw material supply or manufacturing capabilities abroad; â€¢additional potentially relevant third-party patent and other intellectual property rights; â€¢complexities and difficulties in obtaining, maintaining, protecting and enforcing our intellectual property; â€¢difficulties in staffing and managing foreign operations; â€¢complexities associated with managing multiple payor reimbursement regimes, government payors or patient self-pay systems; â€¢limits in our ability to penetrate international markets; â€¢financial risks, such as longer payment cycles, difficulty collecting accounts receivable, the impact of local and regional financial crises on demand and payment for our product candidates and exposure to foreign currency exchange rate fluctuations; â€¢currency exchange rate fluctuations and the resulting effect on our revenue and expenses and the cost and risk of entering into hedging transactions if we chose to do so in the future; â€¢natural disasters, political and economic instability, including wars, terrorism and political unrest, outbreak of disease, including related public health guidance measures, boycotts, curtailment of trade and other business restrictions; â€¢certain expenses including, among others, expenses for travel and insurance; and â€¢regulatory and compliance risks that relate to anti-corruption compliance and record-keeping that may fall within the purview of the U.S. Foreign Corrupt Practices Act, its accounting provisions or its anti- bribery provisions or provisions of anti-corruption or anti-bribery laws in other countries. Â Any of these factors could harm our future international expansion and operations and, consequently, our results of operations. We may not be able to utilize a significant portion of our net operating loss carryforwards. As of December 31, 2023, we had net operating loss (NOL) carryforwards of approximately $13.1 million for federal income tax purposes, $55.5 million for foreign income tax purposes and $8.3 million for state income tax purposes. The federal net operating loss may be used up to 80% of future taxable income while the state and foreign losses may be used to offset up to 100% of future taxable income. The federal net operating loss carryforward can be carried forward indefinitely while the state net operating loss carryforward will begin to expire in varying amounts in 2038. The net operating loss carryforwards subject to expiration could expire unused and be unavailable to offset future income tax liabilities. Under the Tax Cuts and Jobs Act (Tax Act) as modified by the Coronavirus Aid, Relief and Economic Security Act (CARES Act) federal net operating losses incurred in taxable years beginning after December 31, 2017 and in future taxable years may be carried forward indefinitely, but the deductibility of such federal net operating losses in taxable years beginning after December 31, 2020 is limited. 79 Â Separately, under Section 382 of the Internal Revenue Code of 1986, as amended (Internal Revenue Code) and corresponding provisions of state law, if a corporation undergoes an â€œownership change,â€ which is generally defined as a greater than 50 percentage point change, by value, in its equity ownership by certain stockholders over a rolling three-year period, the corporationâ€™s ability to use its pre-change NOL carryforwards and other pre-change tax attributes to offset its post-change income or taxes may be limited. The completion of our IPO, together with private placements and other transactions that have occurred since our inception, may trigger such an ownership change pursuant to Section 382 of the Internal Revenue Code. We have not completed a Section 382 analysis, and therefore, there can be no assurances that the NOLs carryforward are not already limited. However, we believe a limitation, if any, would have an immaterial impact on our ability to utilize existing NOLs in the future. In addition, we may experience ownership changes due to subsequent shifts in our stock ownership, some of which are out of our control. If an ownership change occurs and our ability to use our NOL carryforwards is materially limited, it could harm our future operating results by effectively increasing our future tax obligations. We may seek to grow our business through acquisitions or investments in new or complementary businesses, products or technologies, through the licensing of products or technologies from third parties or other strategic alliances, and the failure to manage acquisitions, investments, licenses or other strategic alliances, or the failure to integrate them with our existing business, could have a material adverse effect on our operating results, dilute our stockholdersâ€™ ownership, increase our debt or cause us to incur significant expense. Our success depends on our ability to continually enhance and broaden our product offerings in response to changing clinician and patientsâ€™ needs, competitive technologies and market pressures. Accordingly, from time to time we may consider opportunities to acquire, make investments in or license other technologies, products and businesses that may enhance our capabilities, complement our existing products and technologies or expand the breadth of our markets or customer base. Potential and completed acquisitions, strategic investments, licenses and other alliances, including the Acquisition, involve numerous risks, including: â€¢difficulty assimilating or integrating acquired or licensed technologies, products, employees or business operations; issues maintaining uniform standards, procedures, controls and policies; â€¢unanticipated costs associated with acquisitions or strategic alliances, including the assumption of unknown or contingent liabilities and the incurrence of debt or future write-offs of intangible assets or goodwill; â€¢diversion of managementâ€™s attention from our core business and disruption of ongoing operations; â€¢adverse effects on existing business relationships with suppliers, sales agents, health care facilities, surgeons and other health care providers; â€¢risks associated with entering new markets in which we have limited or no experience; â€¢potential losses related to investments in other companies; â€¢potential loss of key employees of acquired businesses; and â€¢increased legal and accounting compliance costs. Â To finance any acquisitions, investments or strategic alliances, we may choose to issue shares of our common stock as consideration, which could dilute the ownership of our stockholders. For example, in June 2024 we issued 5,560,047 shares of our common stock as consideration in connection with the closing of the Acquisition, and we issued 31,238,282 shares of our common in connection with the closing of the related private placement, resulting in the issuance of a total of an additional 36,798,329 shares of our common stock. Â If the price of our common stock is low or volatile, we may be unable to consummate any acquisitions, investments or strategic alliances using our common stock as consideration. Additional funds may not be available on terms favorable to us, or at all. 80 Â Risks Related to our Common Stock The trading price of the shares of our common stock has been and may continue to be volatile, and purchasers of our common stock could incur substantial losses. Our stock price has been volatile, fluctuating from a high trading price of $29.69 per share in August 2021 to a low trading price of $2.21 in February 2023. The stock market in general and the market for biotechnology companies in particular have also experienced extreme volatility that has often been unrelated to the operating performance of particular companies. The market price for our common stock may continue to be volatile in the future and may be influenced by many factors, including: â€¢any delay in our regulatory filings for budoprutug or any product candidates we may develop and any adverse development or perceived adverse development with respect to the applicable regulatory authorityâ€™s review of such filings, including without limitation the FDAâ€™s issuance of a â€œrefusal to fileâ€ letter or a request for additional information; â€¢the commencement, enrollment or results of any clinical trials or preclinical development activities we may conduct, or changes in the development status of budoprutug or any product candidates we may develop; â€¢adverse results from, delays in or termination of our clinical trials or those of our competitors; â€¢unanticipated serious safety concerns related to the use of budoprutug or any product candidates we may develop; â€¢adverse regulatory decisions, including results of regulatory interactions and review for budoprutug or any product candidates we may develop; â€¢lower than expected market acceptance of budoprutug or any product candidates we may

develop following approval for commercialization; â€¢changes in financial estimates by us or by any securities analysts who might cover our stock; â€¢conditions or trends in our industry; â€¢changes in the market valuations of similar companies; â€¢stock market price and volume fluctuations of comparable companies and, in particular, those that operate in the pharmaceutical industry; â€¢publication of research reports about us or our industry or positive or negative recommendations or withdrawal of research coverage by securities analysts; â€¢announcements by us or our competitors of strategic transactions, significant acquisitions, strategic partnerships or divestitures; â€¢announcements of investigations or regulatory scrutiny of our operations or lawsuits filed against us; â€¢investorsâ€™ general perception of our company and our business; â€¢actions by institutional or activist investors; â€¢changes to our business, including pipeline reprioritizations and restructurings; â€¢recruitment or departure of key personnel; â€¢overall performance of the equity markets; â€¢trading volume of our common stock; â€¢disputes or other developments relating to intellectual property rights, including patents, litigation matters and our ability to obtain, maintain, defend, protect and enforce patent and other intellectual property rights for our technologies; â€¢threats of or actual significant lawsuits, including patent or stockholder litigation; â€¢proposed changes to healthcare laws in the United States or foreign jurisdictions, or speculation regarding such changes; â€¢general political and economic conditions; and â€¢other events or factors, including the other factors described in this â€œRisk Factorsâ€ section, many of which are beyond our control. Â 81 Â In the past, stockholders have initiated class action lawsuits against pharmaceutical and biotechnology companies following periods of volatility in the market prices of these companiesâ€™ stock, in particular following significant drops in stock price. Such litigation, if instituted against us, could cause us to incur substantial costs and divert managementâ€™s attention and resources from our business. In addition, in the current volatile market for biotechnology stocks, in particular where shares are trading below cash balances, certain biotechnology investors have advocated for increases in short-term stockholder value through proposed corporate actions such as financial restructurings, special dividends, stock repurchases, mergers, other business combinations or sales of assets. Any such proposals directed at us could cause us to incur substantial costs and divert managementâ€™s attention and resources from our business. Because we do not anticipate paying any cash dividends on our capital stock in the foreseeable future, capital appreciation, if any, will be your sole source of gain. We have never declared or paid cash dividends on our capital stock. We currently intend to retain all of our future earnings, if any, to finance the growth and development of our business. As a result, capital appreciation, if any, of our common stock will be your sole source of gain for the foreseeable future. We have broad discretion in the use of our cash, cash equivalents and marketable securities and may not use them effectively. Our management has broad discretion in the application of our cash, cash equivalents and marketable securities and could use such funds in ways that do not improve our results of operations or enhance the value of our common stock or in ways that our stockholders may not agree with. The failure by our management to apply these funds effectively could result in financial losses that could cause the price of our common stock to decline and delay the development of budoprutug or any product candidates we may develop. Pending their use, we may invest these funds in a manner that does not produce income or that loses value. A significant portion of our common stock may be sold into the market, which could cause the market price of our common stock to drop significantly. Sales of a substantial number of shares of our common stock in the public market could occur at any time. If our stockholders sell, or the market perceives that our stockholders intend to sell, substantial amounts of our common stock in the public market, the market price of our common stock could decline significantly. We have registered and intend to continue to register all shares of common stock that we may issue under our equity compensation plans. These shares can be freely sold in the public market upon issuance, subject to volume limitations applicable to affiliates. Additionally, the holders of an aggregate of 15.7 million shares of our common stock, or their transferees, have rights, subject to some conditions, to require us to file one or more registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or other stockholders. If we were to register the resale of these shares, they could be freely sold in the public market without limitation. If these additional shares are sold, or if it is perceived that they will be sold, in the public market, the trading price of our common stock could decline. In connection with the private placement related to the Acquisition, we entered into a registration rights agreement, pursuant to which we are required to register for resale the shares to be purchased in the private placement and the consideration issued in the Acquisition. Pursuant to this agreement, in July 2024, we filed a registration statement covering the resale of the shares purchased by the purchasers in the private placement and the consideration issued in connection with the Acquisition. In addition, we have agreed to use commercially reasonable efforts to cause such registration statement to become effective as soon as practicable after it is filed with the SEC and to keep such registration statement effective until the date the shares covered by the registration statement have been sold or can be resold without restriction under Rule 144 of the Securities Act. Anti-takeover provisions in our charter documents and under Delaware law could make an acquisition of our company more difficult, limit attempts by our stockholders to replace or remove our current management and limit the market price of our common stock. Provisions in our amended and restated certificate of incorporation and amended and restated bylaws, as currently in effect, may have the effect of delaying or preventing a change of control or changes in our management. Our amended and restated certificate of incorporation and amended and restated bylaws include provisions that: â€¢provide for a classified board of directors whose members serve staggered terms; 82 Â â€¢authorize our board of directors to issue, without further action by the stockholders, shares of undesignated preferred stock with terms, rights and preferences determined by our board of directors that may be senior to our common stock; â€¢require that any action to be taken by our stockholders be effected at a duly called annual or special meeting and not by written consent; â€¢specify that special meetings of our stockholders can be called only by our board of directors, the chairperson of our board of directors or our chief executive officer; â€¢establish an advance notice procedure for stockholder proposals to be brought before an annual meeting, including proposed nominations of persons for election to our board of directors; â€¢prohibit cumulative voting in the election of directors; â€¢provide that our directors may be removed for cause only upon the vote of the holders of at least 66 2/3% of our outstanding shares of common stock; â€¢provide that vacancies on our board of directors may be filled only by a majority of directors then in office, even though less than a quorum; and â€¢require the approval of our board of directors or the holders of at least 66 2/3% of our outstanding shares of common stock to amend our bylaws and certain provisions of our certificate of incorporation. Â These provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace members of our board of directors, which is responsible for appointing the members of our management. In addition, because we are incorporated in Delaware, we are governed by the provisions of Section 203 of the Delaware General Corporation Law (DGCL) which generally, subject to certain exceptions, prohibits a Delaware corporation from engaging in any of a broad range of business combinations with any â€œinterestedâ€ stockholder for a period of three years following the date on which the stockholder became an â€œinterestedâ€ stockholder. Any delay or prevention of a change of control transaction or changes in our management could cause the market price of our common stock to decline. Â Claims for indemnification by our directors and officers may reduce our available funds to satisfy successful third-party claims against us and may reduce the amount of money available to us. Our amended and restated certificate of incorporation and amended and restated bylaws provide that we will indemnify our directors and officers, in each case to the fullest extent permitted by Delaware law. In addition, as permitted by Section 145 of the DGCL, our amended and restated bylaws and our indemnification agreements that we have entered into with our directors and officers provide that: â€¢We will indemnify our directors and officers for serving us in those capacities or for serving other business enterprises at our request, to the fullest extent permitted by Delaware law. Delaware law provides that a corporation may indemnify such person if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the registrant and, with respect to any criminal proceeding, had no reasonable cause to believe such personâ€™s conduct was unlawful. â€¢We may, in our discretion, indemnify employees and agents in those circumstances where indemnification is permitted by applicable law. â€¢We are required to advance expenses, as incurred, to our directors and officers in connection with defending a proceeding, except that such directors or officers shall undertake to repay such advances if it is ultimately determined that such person is not entitled to indemnification. â€¢We will not be obligated pursuant to our amended and restated bylaws to indemnify a person with respect to proceedings initiated by that person against us or our other indemnities, except with respect to proceedings authorized by our board of directors or brought to enforce a right to indemnification. â€¢The rights conferred in our amended and restated bylaws are not exclusive, and we are authorized to enter into indemnification agreements with our directors, officers, employees and agents and to obtain insurance to indemnify such persons. Â We may not retroactively amend our amended and restated bylaw provisions to reduce our indemnification obligations to directors, officers, employees and agents. 83 Â Concentration of ownership of our common stock among our existing executive officers, directors and principal stockholders, including affiliates of RA Capital Management L.P., may limit or prevent new investors from influencing significant corporate decisions and also reduces the public float for our common stock, which could make our common stock less attractive to some investors or otherwise harm our stock price. Based upon our common stock outstanding as of September 30, 2024, our executive officers, directors and current beneficial owners of 5% or more of our common stock, in the aggregate, beneficially own approximately 68.3% of our outstanding common stock. In particular, affiliates of RA Capital Management, L.P., own approximately 46.8% of our outstanding common stock. These stockholders, acting together, are able to significantly influence all matters requiring stockholder approval, including the election and removal of directors and any merger or other significant corporate transaction. The interests of this group of stockholders may not coincide with the interests of other stockholders. Some of these persons or entities may have interests different than yours. For example, because many of these stockholders purchased their shares at prices substantially below the price at which shares were sold in the IPO and have held their shares for a longer period, they may be more interested in selling our company to an acquirer than other investors, or they may want us to pursue strategies that deviate from the interests of other stockholders. In addition, as a result of this concentration of ownership, there is a limited number of number of shares of our common stock that are not held by officers, directors and controlling stockholders (which is referred to as our public float), thereby adversely impacting the liquidity of our common stock and potentially depressing the price at which you may be able to sell shares of common stock. We have identified material weaknesses in our internal control over financial reporting. If we are unable to remediate these material weaknesses, or if we identify additional material weaknesses in the future or otherwise fail to maintain effective internal control over financial reporting, we may not be able to accurately or timely report our financial condition or results of operations, which may adversely affect our business. Prior to the completion of the IPO, we were a private company with limited accounting personnel to adequately execute our accounting processes and other supervisory resources with which to address our internal control over financial reporting. In connection with the preparation of our consolidated financial statements for the year ended December 31, 2020, we identified material weaknesses in our internal control over financial reporting, two of which remain unremediated as of September 30, 2024. The unremediated material weaknesses, and our remediation plan, are disclosed in Item 4 of this Quarterly Report on Form 10-Q. We believe we have made substantial progress toward achieving the effectiveness of our internal control over financial reporting and disclosure controls and procedures. The actions that have been taken are subject to continued review and testing by management as well as oversight by the audit committee of our board of directors. We will not be able to conclude whether the steps we have taken will fully remediate these material weaknesses in our internal control over financial reporting until we have completed our remediation efforts and subsequent evaluation of their effectiveness. If we fail to maintain proper and effective internal controls, our ability to produce accurate financial statements on a timely basis could be impaired. We are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (Exchange Act), the Sarbanes-Oxley Act and the rules and regulations of the Nasdaq Stock Market. Section 302 of the Sarbanes-Oxley Act requires, among other things, that we report on the effectiveness of our disclosure controls and procedures in our quarterly and annual reports and Section 404 of the Sarbanes-Oxley Act requires that we perform system and process evaluation and testing of our internal control over financial reporting to allow management to report on the effectiveness of our internal control over financial reporting in our Form 10-K filings. We cannot assure you that the measures we have taken to date, and are continuing to implement, or any measures we may take in the future, will be sufficient to identify or prevent future material weaknesses. 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. In addition, our independent registered public accounting firm will be required to attest to the effectiveness of our internal control over financial reporting in our first annual report required to be filed with the SEC following the date we are no longer an emerging growth company or a smaller reporting company with less than $100 million in revenue. 84 Â If we are not able to comply with the requirements of Section 404 of the Sarbanes-Oxley Act in a timely manner, or if we are unable to maintain proper and effective internal controls, we may not be able to produce timely and accurate financial statements. If that were to happen, the market price of our stock could decline and we could be subject to sanctions or investigations by the Nasdaq Stock Market, the SEC or other regulatory authorities. In addition, our common stock may not be able to remain listed on the Nasdaq Stock Market or any other securities exchange. Our amended and restated certificate of incorporation designates the Court of Chancery of the State of Delaware and, to the extent enforceable, the federal district courts of the United States of America as the exclusive forums for substantially all disputes between us and our stockholders, which restricts our stockholdersâ€™ ability to choose the judicial forum for disputes with us or our directors, officers, or employees. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for the following types of claims or causes of action under Delaware statutory or common law: any derivative claims or causes of action brought on our behalf; any claims or causes of action asserting a breach of a fiduciary duty; any action asserting a claim against us arising pursuant to the Delaware General Corporation Law, our amended and restated certificate of incorporation, or our amended and restated bylaws; or any action asserting a claim against us that is governed by the internal affairs doctrine. In addition, our amended and restated certificate of incorporation provides that the federal district courts of the United States of America will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. These choice of forum provisions will not apply to suits brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Such provisions are intended to benefit and may be enforced by us, our officers and directors, employees and agents, including the underwriters for any offering giving rise to such complaint and any other professional or entity who has prepared or certified any part of the document underlying the offering and may result in increased costs for stockholders to bring a claim. We believe these provisions may benefit us by providing increased consistency in the application of Delaware law and federal securities laws by chancellors and judges, as applicable, particularly experienced in resolving corporate disputes, efficient administration of cases on a more expedited schedule relative to other forums and protection against the burdens of multi-forum litigation. These choice of forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers, or other employees, which may discourage lawsuits with respect to such claims or make such lawsuits more costly for stockholders, although our stockholders will not be deemed to have waived our compliance with federal securities laws and the rules and regulations thereunder. While the Delaware courts have determined that such choice 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, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find either choice of forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions. General Risk Factors If equity research analysts do not publish research or reports, or publish unfavorable research or reports, about us, our business or our market, our stock price and trading volume could decline. The trading market for our common stock may be influenced by the research and reports that equity research analysts publish about us and our business. We currently have limited equity analyst coverage, and such a lack of research coverage may adversely affect the market price of our common stock. For instance, lack of regular coverage may result in demand for our stock to decrease, which in turn could cause our stock price or trading volume to decline. In the event we do have equity research analyst coverage, we will not have any control over the analysts or the content and opinions included in their reports. The price of our stock could decline if one or more equity research analysts downgrade our stock or issue other unfavorable commentary or research. Unfavorable global economic conditions could adversely affect our business, financial condition, stock price, and results of operations. The global credit and financial markets have experienced extreme volatility and disruptions (including as a result of actual or perceived changes in interest rates, inflation and macroeconomic uncertainties), which has included severely diminished liquidity and credit availability, declines in consumer confidence, declines in economic growth, high inflation, uncertainty about economic stability, and increases in unemployment rates. 85 Â The financial markets and the global economy may also be adversely affected by the current or anticipated impact of military conflict, including the conflict between Russia and Ukraine and Israel and Hamas, terrorism, or other geopolitical events. Sanctions imposed by the U.S. and other countries in response to such conflicts, may also continue to adversely impact the financial markets and the global economy, and any economic countermeasures by the affected countries or others could exacerbate market and economic instability. There can be no assurance that further deterioration in credit and financial

markets and confidence in economic conditions will not occur. A severe or prolonged economic downturn could result in a variety of risks to our business, including a decrease in the demand for our drug candidates and in our ability to raise additional capital when needed on acceptable terms, if at all. In addition, current inflationary trends in the global economy may impact salaries and wages, costs of goods and transportation expenses, among other things, and recent and potential future disruptions in access to bank deposits or lending commitments due to bank failures may create market and economic instability. We cannot anticipate all of the ways in which the foregoing, and the current economic climate and financial market conditions generally, could adversely impact our business. If our information technology systems or data, or those of third parties upon which we rely, such as CROs, are or were compromised or interrupted, we could experience adverse consequences resulting from such compromise or interruption, including but not limited to regulatory investigations or actions; litigation; fines and penalties; disruptions of our business operations; reputational harm; loss of revenue or profits; loss of customers or sales; and other adverse consequences. In the ordinary course of our business, we may collect, store, use, transmit, disclose, or otherwise process proprietary, confidential, and sensitive data, including personal data (such as health-related data), intellectual property, and trade secrets. Cyberattacks, malicious internet-based activity, online and offline fraud, and other similar activities threaten the confidentiality, integrity and availability of our data and information technology systems, and those of the third parties upon which we rely. Such threats are prevalent and continue to increase, and are becoming increasingly difficult to detect. These threats come from a variety of sources. In addition to traditional computer â€œhackers,â€ threat actors, â€œhacktivistsâ€, organized criminal threat actors, personnel (such as through theft or misuse), sophisticated nation-states, and nation-state-supported actors now engage in attacks. Some actors now engage and are expected to continue to engage in cyber-attacks, including without limitation nation-state actors for geopolitical reasons and in conjunction with military conflicts and defense activities. During times of war and other major conflicts, we, and the third parties upon which we rely, may be vulnerable to a heightened risk of these attacks, including retaliatory cyber-attacks, that could materially disrupt our systems and operations, supply chain, and harm our business. We and the third parties upon which we rely, such as CROs, may be subject to a variety of evolving threats, including but not limited to social-engineering attacks (including through deep fakes, which may become increasingly more difficult to identify as fake, and phishing attacks), malicious code (such as viruses and worms), malware (including as a result of advanced persistent threat intrusions), denial-of-service attacks (such as credential stuffing), credential harvesting, personnel misconduct or error, ransomware attacks, supply-chain attacks, software bugs, server malfunctions, software or hardware failures, loss of data or other information technology assets, adware, telecommunications failures, geopolitical developments, earthquakes, fires, floods, and other similar threats. Ransomware attacks are becoming increasingly prevalent and severe and can lead to significant interruptions in our operations, loss of data and income, reputational harm, and diversion of funds. 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. We also rely upon third-party service providers and technologies to operate critical business systems to process confidential information and personal data in a variety of contexts, including, without limitation, third-party providers of cloud-based infrastructure, encryption and authentication technology, employee email and other functions. Our ability to monitor these third partiesâ€™ cybersecurity practices is limited, and these third parties may not have adequate information security measures in place. We may share or receive sensitive data with or from third parties, and if they experience a security incident or other interruption, we could experience adverse consequences. Similarly, supply-chain attacks have increased in frequency and severity, and we cannot guarantee that third parties and infrastructure in our supply chain or our third-party partnersâ€™ supply chains have not been affected. While we may be entitled to damages if our third-party service providers 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 award. 86 Â Our remote workforce poses increased risks to our information technology systems and data, as more of our personnel work from home, utilizing network connections outside our premises. Future business transactions (such as acquisitions or integrations) could expose us to additional cybersecurity risks and vulnerabilities, as our systems could be negatively affected by vulnerabilities present in acquired or integrated entitiesâ€™ systems and technologies. Furthermore, we may discover security issues that were not found during due diligence of such acquired or integrated entities, and it may be difficult to integrate companies into our information technology environment and security program. Any of the previously identified or similar threats could cause a security incident or other interruption. A security incident or other interruption could result in unauthorized, unlawful, or accidental acquisition, modification, destruction, loss, alteration, encryption, disclosure of, or access to our data or our information technology systems, or those of the third parties upon whom we rely. If such an event were to occur, it could result in a material disruption of our development programs and our business operations. For example, the loss of clinical trial data from completed, ongoing or future clinical trials could result in delays in our regulatory approval efforts and significantly increase our costs to recover or reproduce the data. Likewise, we rely on third parties for the manufacture of budoprutug and to conduct clinical trials, and similar events relating to their computer systems could also harm our business. We may expend significant resources or modify our business activities (including future clinical trial activities) to protect against security incidents. Certain data privacy and security obligations may require us to implement and maintain specific security measures, industry-standard or reasonable security measures to protect our information technology systems and data. While we have implemented security measures designed to protect against security incidents, there can be no assurance that these measures will be effective. We take steps to detect and remediate vulnerabilities but we may be unable in the future to detect and remediate vulnerabilities because such threats and techniques change frequently, are often sophisticated in nature, and therefore may not be detected until after a security incident has occurred. These vulnerabilities therefore may pose material risks to our business. Further, we may experience delays in developing and deploying remedial measures designed to address any such identified vulnerabilities. Applicable data privacy and security obligations may require us to notify relevant stakeholders of security incidents. Such disclosures are costly, and the disclosures or the failure to comply with such requirements could lead to adverse consequences. If we (or a third party upon whom we rely) experience a security incident or are perceived to have experienced a security incident, we may experience adverse consequences. These consequences may include: government enforcement actions (for example, investigations, fines, penalties, audits, and inspections); additional reporting requirements and/or oversight; restrictions on processing data (including personal data); litigation (including class claims); indemnification obligations; negative publicity; reputational harm; monetary expenditures; interruptions in our operations (including availability of data); financial loss; and other similar harms. Security incidents and attendant consequences may cause delays in the development of budoprutug or any product candidates we may develop and negatively impact our ability to grow and operate our business. 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. We cannot be sure that our insurance coverage will be adequate or sufficient of protect us from or to mitigate liabilities arising out of our privacy and security practices, that such coverage will continue to be available on commercially reasonable terms or at all, or that such coverage will pay future claims. In addition to experiencing a security incident, third parties may gather, collect, or infer sensitive information about us from public sources, data brokers, or other means that reveals competitively sensitive details about our organization and could be used to undermine our competitive advantage or market position. We are an â€œemerging growth companyâ€ and a â€œsmaller reporting company,â€ and as a result of the reduced reporting requirements applicable to â€œemerging growth companiesâ€ and â€œsmaller reporting companies,â€ our common stock may be less attractive to investors. We are an â€œemerging growth company,â€ as defined in the JOBS Act. For as long as we continue to be an â€œemerging growth company,â€ we may take advantage of exemptions from various reporting requirements that are applicable to other public companies that are not â€œemerging growth companies,â€ including not being required to comply with the auditor attestation requirements of Section 404 of the Sarbanes-Oxley Act, and exemptions from the requirements of holding a nonbinding advisory vote on executive compensation and stockholder approval of any golden parachute payments not previously approved. We may take advantage of these exemptions until we are no longer an â€œemerging growth company.â€ We could be an â€œemerging growth companyâ€ until December 31, 2026, although circumstances could cause us to lose that status earlier, including if the aggregate market value of our common stock held by non-affiliates exceeds $700 million as of any June 30 (the end of our second fiscal quarter) before that time, in which case we would no longer be an â€œemerging growth companyâ€ as of the following December 31 (our fiscal year-end). 87 Â We are also a â€œsmaller reporting company,â€ as defined in the Exchange Act. Even after we no longer qualify as an â€œemerging growth company,â€ we may still qualify as a â€œsmaller reporting company,â€ which would allow us to continue to take advantage of many of the same exemptions from disclosure requirements. We cannot predict if investors will find our common stock less attractive because we may rely on these exemptions. If some investors find our common stock less attractive as a result, there may be a less active trading market for our common stock and the price of our common stock may be more volatile. We may be unable to maintain adequate insurance coverage. We presently have general liability, workersâ€™ compensation, directorsâ€™ and officersâ€™ and product liability insurance coverage. Although we believe we will be able to maintain such coverage for a reasonable cost and obtain any additional coverages that our business may require, no assurances can be made that we will be able to do so. Changes in tax laws or regulations that are applied adversely to us may seriously harm our business. New income, sales, use or other tax laws, statutes, rules, regulations or ordinances could be enacted at any time, which could affect the tax treatment of any of our future domestic and foreign earnings. Any new taxes could adversely affect our domestic and international business operations, and our business and financial performance. Further, existing tax laws, statutes, rules, regulations or ordinances could be interpreted, changed, modified or applied adversely to us. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds. Â Recent Sales of Unregistered Securities Â We did not sell any securities during the three months ended September 30, 2024 that were not registered under the Securities Act of 1933, as amended (the Securities Act) and that have not otherwise been described in a Current Report on Form 8-K. Â Use of Proceeds Â On August 9, 2021, our Registration Statement on Form S-1, as amended (File No. 333-257980), was declared effective in connection with our initial public offering (IPO). The aggregate net proceeds from our IPO were $83.1 million. We intend to use the proceeds from our IPO to advance our development pipeline, business development activities, working capital and other general corporate purposes. Â Item 3. Defaults Upon Senior Securities. Â Not applicable. Item 4. Mine Safety Disclosures. Â Not applicable. Item 5. Other Information. Director and Officer Trading ArrangementsÂ On August 16, 2024, Adam Rosenberg, a director of our company, entered into a Rule 10b5-1 trading arrangement for the sale of our common stock that is intended to satisfy the affirmative defense conditions of the Exchange Act Rule 10b5-1(c) (Rule 10b5-1 Trading Plan). Mr. Rosenberg's Rule 10b5-1 Trading Plan provides for the sale of up to 40,000 shares of common stock. The estimated selling start date is January 1, 2025, and Mr. Rosenbergâ€™s Rule 10b5-1 Trading Plan will terminate on June 30, 2025 or such earlier date upon which all transactions are completed or expire without execution. 88 Â The following individuals entered into a Rule 10b5-1 Trading Plan that is intended to qualify as an â€œeligible sell-to-cover transactionâ€ (as described in Rule 10b5-1(c)(1)(ii)(D)(3) under the Exchange Act). The sell-to-cover arrangement applies to restricted stock units (RSU) granted on June 27, 2024 and August 26, 2024 respectively, that vest based on the passage of time. The arrangement provides for the automatic sale of shares of our common stock that would otherwise be issuable on each settlement date of a covered RSU in an amount necessary to satisfy the applicable withholding obligation, with the proceeds of the sale delivered to us in satisfaction of the applicable withholding obligation. The number of shares that will be sold under this arrangement is not currently determinable as the number will vary based on the extent to which vesting conditions are satisfied and the market price of our common stock at the time of settlement. â€¢August 30, 2024 - Aoife Brennan, Chief Executive Officerâ€¢August 30, 2024 - Brett Kaplan, Chief Operating OfficerÂ None of our directors or officers terminated a Rule 10b5-1 Trading Plan or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period covered by this report.Resignation of DirectorÂ On November 7, 2024, Liam Ratcliffe, M.D., Ph.D., notified us of his decision to resign as a member of our board of directors, which resignation was effective on November 8, 2024 (the Effective Date). With the resignation, Dr. Ratcliffe also resigned as Chair of the compensation committee of our board of directors and as a member of the nominating and corporate governance committee of our board of directors. Dr. Ratcliffe informed us that his resignation was not related to any disagreement with our company on any matter relating to our operations, policies or practices.Appointment of Director and Chair of BoardÂ On the Effective Date, our board of directors, upon the recommendation of the nominating and corporate governance committee of our board of directors, appointed Douglas E. Williams, Ph.D., as a director to serve until our 2026 annual meeting of stockholders and thereafter until his successor has been duly appointed and qualified or until his earlier death, resignation or removal. As of the Effective Date, Dr. Williams will also serve as the chair of our board of directors, as the chair of the compensation committee of our board of directors, and as a member of the nominating and corporate governance committee of our board of directors.Â Dr. Williams will receive compensation for his service as a non-employee director in accordance with our non-employee director compensation program, which is described in the definitive proxy statement for our 2024 annual meeting of stockholders that was filed with the SEC on June 4, 2024, including a grant to him on November 11, 2024 (the Grant Date) of an option to purchase 26,291 shares of our common stock at an exercise price equal to $4.06 per share, the closing price of our common stock on the Grant Date, which option will vest (i) with respect to 20,000 shares underlying the option, in equal monthly installments from November 8, 2024 (the Vesting Commencement Date) until the third anniversary of the Vesting Commencement Date, and (ii) with respect to 6,291 shares underlying the option, on the earlier of (a) June 26, 2025 or (b) the day immediately prior to our 2025 annual meeting of stockholders, in each case, subject to his continued service. Dr. Williams will also be entitled to receive annual cash retainers for his service as a director, plus additional cash compensation for his service as the chair of our board of directors, as the chair of our compensation committee, and as a member of our nominating and corporate governance committee, and annual equity grants in accordance with our non-employee director compensation program.Â There are no arrangements or understandings between Dr. Williams and other persons pursuant to which he was appointed as a director. Dr. Williams has no family relationships with any of our directors or executive officers. There are no related-party transactions and no proposed transactions between Dr. Williams or us that would require disclosure under Item 404(a) of Regulation S-K. Â In connection with his appointment as a director, Dr. Williams will enter into an indemnification agreement with us, pursuant to which we may be required, among other things, to indemnify Dr. Williams for certain expenses (including attorneysâ€™ fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by Dr. Williams in any action or proceeding arising out of his service to and activities on behalf of our company. 89 Â Item 6. Exhibits. Incorporated by Reference Exhibit Number Description of Exhibit Form File No. Exhibit Filing Date 2.1 Agreement and Plan of Merger and Reorganization, dated as of April 10, 2024, by and among Eliem Therapeutics, Inc., Tango Merger Sub, Inc., Tenet Medicines, Inc. and, solely in his capacity as the Company Equityholder Representative, Stephen Thomas. 8-K 001-40708 2.1 4/11/2024 3.1* Amended and Restated Certificate of Incorporation, as amended, of the Registrant Â Â Â Â 3.2 Amended and Restated Bylaws of the Registrant 8-K 001-40708 3.2 10/2/2024 4.2 Form of common stock certificate of the Registrant S-1 333-257980 4.1 8/2/2021 4.3 Amended and Restated Investors Rights Agreement, dated May 21, 2021, by and among the Registrant and the investors listed on Schedule A thereto S-1 333-257980 10.1 7/16/2021 10.1* Consulting Agreement, dated June 27, 2024, between the Registrant and Stephen Thomas. Â Â Â Â 10.2* Amendment to Consulting Agreement, dated November 1, 2024, between Registrant and Stephen Thomas Â Â Â Â 10.3 Offer Letter, dated July 31, 2024 between the Registrant and Brett Kaplan, M.D. 8-K 001-40708 10.1 8/26/2024 10.4 Settlement Agreement, dated August 23, 2024, between Eliem Therapeutics, (UK) Limited and Valerie Morisset, Ph.D. 8-K 001-40708 10.1 8/27/2024 31.1* 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 2002. 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 2002. Â Â Â Â 32.1* 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 2002. 32.2* 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 2002. Â Â Â Â 101.INS Inline XBRL Instance Document â€“ the instance document does not appear in the Interactive File because XBRL tags are embedded within the Inline XBRL document. 101.SCH Inline XBRL Taxonomy Extension Scheme Document 101.CAL Inline XBRL Taxonomy Extension Calculation Linkbase Document 101.DEF Inline XBRL Taxonomy Extension Definition Linkbase Document 101.LAB Inline XBRL Taxonomy Extension Label Linkbase Document 101.PRE Inline XBRL Taxonomy Extension Presentation Linkbase Document 104 Cover Page Interactive Data File (embedded within the Inline XBRL document) Â * Filed herewith. . 90 Â SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. Â Climb Bio, Inc. Date: November 12, 2024 By: /s/ Aoife Brennan Aoife Brennan, M.B., Ch.B. President and Chief Executive Officer(Principal Executive Officer) Â Climb Bio, Inc. Date: November 12, 2024 By: /s/ Brett Kaplan Brett Kaplan, M.D. Chief Operating Officer(Principal Financial Officer) Â 91 EX-3.1 2 clym-ex3_1.htm EX-3.1 EX-3.1 Exhibit 3.1 AMENDED AND RESTATED CERTIFICATE OF INCORPORATION OF ELIEM THERAPEUTICS, INC. Eliem Therapeutics, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware (the â€œDGCLâ€), does hereby certify that: ONE: The name of this corporation is Eliem Therapeutics, Inc.

The date of filing of the original certificate of incorporation of this corporation with the Secretary of State of the State of Delaware was October 18, 2018. TWO: This Amended and Restated Certificate of Incorporation, which restates and integrates and also further amends the provisions of the corporationâ€™s certificate of incorporation, was duly adopted in accordance with the provisions of Sections 242 and 245 of the DGCL. Stockholder approval of the adoption of this Amended and Restated Certificate of Incorporation of the Corporation was effected by written consent in accordance with Section 228 of the DGCL. THREE: Pursuant to Sections 242 and 245 of the DGCL, the certificate of incorporation of this corporation, as heretofore amended, is hereby amended, integrated and restated to read in its entirety as follows: I. The name of this corporation is Eliem Therapeutics, Inc. (the â€œCorporationâ€). II. The address of the registered office of the Corporation in the State of Delaware is 251 Little Falls Drive, Wilmington, 19808 County of New Castle, and the name of the registered agent of the Corporation in the State of Delaware at such address is Corporation Service Company. III. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware (the â€œDGCLâ€). IV. A. The Corporation is authorized to issue two classes of stock to be designated, respectively, â€œCommon Stockâ€ and â€œPreferred Stock.â€ The total number of shares that the Corporation is authorized to issue is 260,000,000 shares, consisting of 250,000,000 shares of Common Stock, par value $0.0001 per share (â€œCommon Stockâ€), and 10,000,000 shares of Preferred Stock, par value $0.0001 per share (â€œPreferred Stockâ€). B. The Preferred Stock may be issued from time to time in one or more series. The Board of Directors of the Corporation (the â€œBoard of Directorsâ€) is hereby expressly authorized to provide for the issue of all or any of the shares of the Preferred Stock, in one or more series, and to fix the number of shares for each such series and to determine or alter for each such series, such voting powers, full or limited, or no voting powers, and such designation, preferences, and relative, participating, optional, or other rights and such qualifications, limitations, or restrictions thereof, as shall be stated and expressed in the resolution or resolutions adopted by the Board of Directors and filed in accordance with the DGCL. C. The number of authorized shares of Common Stock or Preferred Stock, or any series thereof, may be increased or decreased (but not below the number of shares thereof then outstanding plus, if applicable, the number of shares of such class or series reserved for issuance) by the affirmative vote of the holders of a majority of the voting power of all of the outstanding shares of stock of the Corporation entitled to vote thereon, without a separate vote of the holders of the Common Stock or Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any certificate of designation filed with respect to any series of Preferred Stock. D. Each outstanding share of Common Stock shall entitle the holder thereof to one vote on each matter properly submitted to the stockholders of the Corporation for their vote; provided, however, that, except as otherwise required by applicable law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (as amended from time to time, the â€œCertificate of Incorporationâ€) (including any certificate of designation filed with respect to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to law or the Certificate of Incorporation (including any certificate of designation filed with respect to any series of Preferred Stock). V. For the management of the business and for the conduct of the affairs of the Corporation, and in further definition, limitation and regulation of the powers of the Corporation, of its directors and stockholders, or any class thereof, as the case may be, it is further provided that: A. Management of the Business. The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. Subject to any rights of the holders of shares of any series of Preferred Stock then outstanding to elect additional directors under specified circumstances, the number of directors which shall constitute the Board of Directors shall be fixed exclusively by resolutions adopted by a majority of the authorized number of directors constituting the Board of Directors. B. Board of Directors. 1. Subject to the rights of the holders of any series of Preferred Stock to elect additional directors under specified circumstances, following the closing of the initial public offering of Common Stock to the public (the â€œInitial Public Offeringâ€) pursuant to an effective registration statement under the Securities Act of 1933, as amended (the â€œ1933 Actâ€), the directors shall be divided into three classes designated as Class I, Class II and Class III, respectively. Each class shall consist, as nearly as possible, of a number of directors equal to one-third of the number of members of the Board of Directors authorized as provided in Section A of this Article V. The Board of Directors is authorized to assign members of the Board of Directors already in office to such classes at the time the classification becomes effective. At the first annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class I directors shall expire and Class I directors shall be elected for a full term of three years. At the second annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class II directors shall expire and Class II directors shall be elected for a full term of three years. At the third annual meeting of stockholders following the closing of the Initial Public Offering, the initial term of office of the Class III directors shall expire and Class III directors shall be elected for a full term of three years. At each succeeding annual meeting of stockholders, directors shall be elected for a full term of three years to succeed the directors of the class whose terms expire at such annual meeting. Â 2. Notwithstanding the foregoing provisions of this section, each director shall serve until his or her successor is duly elected and qualified or until his or her earlier death, resignation or removal. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director. C. Removal of Directors. Subject to the rights of any series of Preferred Stock to remove directors elected by such series of Preferred Stock, following the closing of the Initial Public Offering, any or all of the directors of the Corporation may be removed from office at any time, but only for cause so long as the Board of Directors is classified and only by the affirmative vote of the holders of at least 66 2/3% of the voting power of all the then-outstanding shares of the capital stock of the Corporation entitled to vote generally at an election of directors considered for purposes of this Section C of Article V as one class. For purposes of this Section C of Article V, â€œcauseâ€ shall mean, with respect to any director, (x) the willful failure by such director to perform, or the gross negligence of such director in performing, the duties of a director, (y) the engaging by such director in willful or serious misconduct that is injurious to the Corporation or (z) the conviction of such director of, or the entering by such director of a plea of nolo contendere to, a crime that constitutes a felony. D. Vacancies. Subject to any limitations imposed by applicable law and subject to the rights of the holders of any series of Preferred Stock to elect additional directors or fill vacancies in respect of such directors, any vacancies on the Board of Directors resulting from death, resignation, disqualification, removal or other causes and any newly created directorships resulting from any increase in the number of directors, shall, unless the Board of Directors determines by resolution that any such vacancies or newly created directorships shall be filled by the stockholders, be filled only by the affirmative vote of a majority of the directors then in office, even though less than a quorum of the Board of Directors or by the sole remaining director, and not by the stockholders. Any director elected in accordance with the preceding sentence shall hold office for the remainder of the full term of the director for which the vacancy was created or occurred and until such directorâ€™s successor shall have been elected and qualified or such directorâ€™s earlier death, resignation or removal. E. Bylaw Amendments. The Board of Directors is expressly authorized and empowered to adopt, amend or repeal any provisions of the Bylaws of the Corporation (as amended from time to time, the â€œBylawsâ€). Any adoption, amendment or repeal of the Bylaws by the Board of Directors shall require the approval of a majority of the authorized number of directors. The stockholders shall also have power to adopt, amend or repeal the Bylaws; provided, however, that, in addition to any vote of the holders of any class or series of stock of the Corporation required by law or by the Certificate of Incorporation, such action by stockholders shall require the affirmative vote of the holders of at least 662/3% of the voting power of all of the then-outstanding shares of the capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class. F. STOCKHOLDER ACTIONS. 1. The directors of the Corporation need not be elected by written ballot unless the Bylaws so provide. 2. No action shall be taken by the stockholders of the Corporation except at an annual or special meeting of stockholders called in accordance with the Bylaws and no action shall be taken by the stockholders by written consent. 3. Advance notice of stockholder nominations for the election of directors and of business to be brought by stockholders before any meeting of the stockholders of the Corporation shall be given in the manner provided in the Bylaws. VI. A. The liability of the directors for monetary damages shall be eliminated to the fullest extent permitted under applicable law. In furtherance thereof, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the DGCL as the same exists or may hereafter be amended. Any repeal or modification of the foregoing two sentences shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification. If applicable law is amended after approval by the stockholders of this Article VI to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director to the Corporation shall be eliminated or limited to the fullest extent permitted by applicable law as so amended. B. To the fullest extent permitted by applicable law, the Corporation is authorized to provide indemnification of (and advancement of expenses to) directors, officers, employees and agents of the Corporation (and any other persons to which applicable law permits the Corporation to provide indemnification) through Bylaw provisions, agreements with such agents or other persons, vote of stockholders or disinterested directors or otherwise. C. Any repeal or modification of this Article VI shall only be prospective and shall not adversely affect the rights or protections or increase the liability of any person under this Article VI as in effect at the time of the alleged occurrence of any act or omission to act giving rise to liability or indemnification. VII. A. Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware (or, if and only if the Court of Chancery of the State of Delaware lacks subject matter jurisdiction, any state court located within the State of Delaware or, if and only if all such state courts lack subject matter jurisdiction, the federal district court for the District of Delaware) and any appellate court therefrom shall be the sole and exclusive forum for the following claims or causes of action under Delaware statutory or common law: (1) any derivative claim or cause of action brought on behalf of the Corporation; (2) any claim or cause of action for breach of a fiduciary duty owed by any current or former director, officer or other employee of the Corporation, to the Corporation or the Corporationâ€™s stockholders; (3) any claim or cause of action against the Corporation or any current or former director, officer or other employee of the Corporation, arising out of or pursuant to any provision of the DGCL, the Certificate of Incorporation or the Bylaws; (4) any claim or cause of action seeking to interpret, apply, enforce or determine the validity of the Certificate of Incorporation or the Bylaws (including any right, obligation, or remedy thereunder); (5) any claim or cause of action as to which the DGCL confers jurisdiction on the Court of Chancery of the State of Delaware; and (6) any claim or cause of action against the Corporation or any current or former director, officer or other employee of the Corporation, governed by the internal-affairs doctrine or otherwise related to the Corporationâ€™s internal affairs, in all cases to the fullest extent permitted by law and subject to the court having personal jurisdiction over the indispensable parties named as defendants. This Section A of Article VIII shall not apply to claims or causes of action brought to enforce a duty or liability created by the Securities Act of 1933, as amended (the â€œ1933 Actâ€), or the Securities Exchange Act of 1934, as amended, or any other claim for which the federal courts have exclusive jurisdiction. B. Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, the federal district courts of the United States of America shall be the exclusive forum for the resolution of any complaint asserting a cause of action arising under the 1933 Act, including all causes of action asserted against any defendant named in such complaint. For the avoidance of doubt, this provision is intended to benefit and may be enforced by the Corporation, its officers and directors, the underwriters for any offering giving rise to such complaint, and any other professional entity whose profession gives authority to a statement made by that person or entity and who has prepared or certified any part of the documents underlying the offering. VIII. A. Any person or entity holding, owning, or otherwise acquiring any interest in any security of the Corporation shall be deemed to have notice of and consented to the provisions of the Certificate of Incorporation. B. The Corporation reserves the right to amend, alter, change or repeal, at any time and from time to time, any provision contained in the Certificate of Incorporation, in the manner now or hereafter prescribed by statute, except as provided in paragraph C. of this Article IX, and all rights, preferences and privileges of whatsoever nature conferred upon the stockholders, directors or any other persons whomsoever by and pursuant to the Certificate of Incorporation are granted subject to this reservation. C. Notwithstanding any other provisions of the Certificate of Incorporation or any provision of law that might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of any particular class or series of capital stock of the Corporation required by law or by the Certificate of Incorporation or any certificate of designation filed with respect to a series of Preferred Stock, the affirmative vote of the holders of at least 662/3% of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote in the election of directors, voting together as a single class, shall be required to alter, amend or repeal (whether by merger, consolidation or otherwise), or adopt any provision inconsistent with, Articles V, VI, VII and VIII. The Corporation has caused this Amended and Restated Certificate of Incorporation to be signed by a duly authorized officer of the Corporation on this 12th day of August, 2021. Â Â Â ELIEMÂ THERAPEUTICS, INC. Â Â By: /s/ Robert Azelby Name: Robert Azelby Title: Chief Executive Officer Â Â Â

Time-Based RSUs held by the Consultant that remain unvested at the time of such termination shall immediately vest. The Performance-Based RSUs shall vest upon the certification by the Companyâ€™s Board of Directors, or a committee thereof, of achievement of the Milestones. For purposes of this Section 3.3, the â€œMilestonesâ€ mean: both (i) acceptance, on or before September 30, 2025, by the U.S. Food and Drug Administration, the U.K. Medicines and Healthcare Products Regulatory Agency or the Australian Therapeutics Goods Administration, of an investigational new drug (IND) application (or similar local equivalent for the applicable territory) for the TNT119 subcutaneous formulation, and (ii) the dosing of a third patient on or before September 30, 2025 in either (1) the anticipated Phase 2 trial of TNT119 in systemic lupus erythematosus or (2) the anticipated Phase 2 trial of TNT119 in immune thrombocytopenia. The number of RSUs granted on the Grant Date shall be subject to adjustment in the event of any stock split, reverse stock split or other similar adjustment to the capitalization of the Company occurring between the Effective Date and the Grant Date. Â 3.4 Expenses. The Company shall reimburse the Consultant for all reasonable and necessary documented out of pocket expenses incurred or paid by the Consultant in connection with, or related to, the performance of the Consultantâ€™s services under this Agreement. The Consultant shall submit to the Company itemized monthly statements, in a form satisfactory to the Company, of such expenses incurred in the previous month. The Company shall pay to the Consultant amounts shown on each such statement within thirty (30) days after receipt thereof. Notwithstanding the foregoing, the Consultant shall not incur total expenses in excess of $500.00 per month without the prior written approval of the Company. Â 3.5 Benefits. The Consultant shall not be entitled to any benefits, coverages or privileges, including, without limitation, health insurance, social security, unemployment, medical or pension payments, made available to employees of the Company. Â 4.Termination. This Agreement may be terminated prior to the Termination Date in the following manner: (a) by either the Company or the Consultant upon not less than sixty (60) days prior written notice to the other party;(b) by the non-breaching party, upon twenty-four (24) hours prior written notice to the breaching party if one party has materially breached this Agreement; or (c) at any time upon the mutual written consent of the parties hereto. In the event of termination, the Consultant shall be entitled to payment for services performed and (subject to the limitation in Section 3.4) for expenses paid or incurred prior to the effective date of termination that have not been previously paid. Such payment shall constitute full settlement of any and all claims of the Consultant of every description against the Company. Notwithstanding the foregoing, the Company may terminate this Agreement effective immediately by giving written notice to the Consultant if the Consultant breaches or threatens to breach any provision of Sections 6, 7 or 10. Â 5. Cooperation. The Consultant shall use the Consultantâ€™s best efforts in the performance of the Consultantâ€™s obligations under this Agreement. The Company shall provide such access to its information and property as may be reasonably required in order to permit the Consultant to perform the Consultantâ€™s obligations hereunder. The Consultant shall cooperate with the Companyâ€™s personnel, shall not interfere with the conduct of the Companyâ€™s business and shall observe all rules, regulations and security requirements of the Company concerning the safety of persons and property. Â 6. Proprietary Information and Inventions. Â 6.1 Proprietary Information. Â (a) The Consultant acknowledges that the Consultantâ€™s relationship with the Company is one of high trust and confidence and that in the course of the Consultantâ€™s service to the Company, the Consultant will have access to and contact with Proprietary Information. The Consultant will not disclose any Proprietary Information to any person or entity other than employees of the Company or use the same for any purposes (other than in the performance of the services) without written approval by an officer of the Company, either during or after the Consultation Period, unless and until such Proprietary Information has become public knowledge without fault by the Consultant. Â (b) For purposes of this Agreement, Proprietary Information shall mean, by way of illustration and not limitation, all information, whether or not in writing, whether or not patentable and whether or not copyrightable, of a private, secret or confidential nature, owned, possessed or used by the Company, concerning the Companyâ€™s business, business relationships or financial affairs, including, without limitation, any Invention, formula, vendor information, customer information, apparatus, equipment, trade secret, process, research, report, technical or research data, clinical data, know-how, computer program, software, software documentation, hardware design, technology, product, processes, methods, techniques, formulas, compounds, projects, developments, marketing or business plan, forecast, unpublished financial statement, budget, license, price, cost, customer, supplier or personnel information or employee list that is communicated to, learned of, developed or otherwise acquired by the Consultant in the course of the Consultantâ€™s service as a consultant to the Company. Â (c) The Consultantâ€™s obligations under this Section 6.1 shall not apply to any information that (i) is or becomes known to the general public under circumstances involving no breach by the Consultant or others of the terms of this Section 6.1, (ii) is generally disclosed to third parties by the Company without restriction on such third parties, or (iii) is approved for release by written authorization of an officer of the Company. Â Â Â Â Â Â (d) The Consultant agrees that all files, documents, letters, memoranda, reports, records, data sketches, drawings, models, laboratory notebooks, program listings, computer equipment or devices, computer programs or other written, photographic, or other tangible material containing Proprietary Information, whether created by the Consultant or others, which shall come into the Consultantâ€™s custody or possession, shall be and are the exclusive property of the Company to be used by the Consultant only in the performance of the Consultantâ€™s duties for the Company and shall not be copied or removed from the Company premises except in the pursuit of the business of the Company. All such materials or copies thereof and all tangible property of the Company in the custody or possession of the Consultant shall be delivered to the Company, upon the earlier of (i) a request by the Company or (ii) the termination of this Agreement. After such delivery, the Consultant shall not retain any such materials or copies thereof or any such tangible property. Â (e) The Consultant agrees that the Consultantâ€™s obligation not to disclose or to use information and materials of the types set forth in paragraphs (b) and (d) above, and the Consultantâ€™s obligation to return materials and tangible property set forth in paragraph (d) above extends to such types of information, materials and tangible property of customers of the Company or suppliers to the Company or other third parties who may have disclosed or entrusted the same to the Company or to the Consultant. Â (f) The Consultant acknowledges that the Company from time to time may have agreements with other persons or with the United States Government, or agencies thereof, that impose obligations or restrictions on the Company regarding inventions made during the course of work under such agreements or regarding the confidential nature of such work. The Consultant agrees to be bound by all such obligations and restrictions that are known to the Consultant and to take all action necessary to discharge the obligations of the Company under such agreements. Â (g) The Consultantâ€™s obligations under this Section 6.1 shall not apply to any information that (i) is or becomes known to the general public under circumstances involving no breach by the Consultant or others of the terms of this Section 6.1, (ii) is generally disclosed to third parties by the Company without restriction on such third parties, or (iii) is approved for release by written authorization of an officer of the Company. Further, nothing herein prohibits the Consultant from communicating with government agencies about possible violations of federal, state, or local laws or otherwise providing information to government agencies or participating in government agency investigations or proceedings. In addition, notwithstanding the Consultantâ€™s confidentiality and nondisclosure obligations, the Consultant is hereby advised as follows pursuant to the Defend Trade Secrets Act: â€œAn individual shall not be held criminally or civilly liable under any Federal or State trade secret law for the disclosure of a trade secret that (A) is made (i) in confidence to a Federal, State, or local government official, either directly or indirectly, or to an attorney; and (ii) solely for the purpose of reporting or investigating a suspected violation of law; or (B) is made in a complaint or other document filed in a lawsuit or other proceeding, if such filing is made under seal. An individual who files a lawsuit for retaliation by an employer for reporting a suspected violation of law may disclose the trade secret to the attorney of the individual and use the trade secret information in the court proceeding, if the individual (A) files any document containing the trade secret under seal; and (B) does not disclose the trade secret, except pursuant to court order.â€ Â 6.2 Inventions Â (a) The Consultant will make full and prompt disclosure to the Company of all discoveries, ideas, inventions, improvements, enhancements, processes, methods, techniques, developments, software, and works of authorship, whether patentable or not, which are created, made, conceived or reduced to practice by the Consultant or under the Consultantâ€™s direction or jointly with others, either (i) during the Consultation Period in connection with the Consultantâ€™s provision of services as provided on Schedule A attached hereto or (ii) during or after the Consultation Period if resulting or directly derived from Proprietary Information, whether or not during normal working hours or on the premises of the Company(all of which are collectively referred to in this Agreement as â€œInventionsâ€). The Consultant acknowledges and affirms that all such Inventions shall be the sole property of the Company. The Consultant further acknowledges that each original work of authorship which is made by the Consultant (solely or jointly with others) within the scope of and during the period of the Consultation Period and which is protectable by copyright is a â€œwork made for hire,â€ as that term is defined in the United States Copyright Act. Â Â Â Â The Consultant agrees to assign and does hereby assign to the Company (or any person or entity designated by the Company)all of the Consultantâ€™s right, title and interest in and to all Inventions and all related patents, patent applications, copyrights created in the work(s) of authorship, trademarks, trade names, and other industrial and intellectual property rights and applications therefor in the United States and elsewhere. However, this paragraph shall not apply to Inventions which do not relate to the business or research and development conducted or planned to be conducted by the Company at the time such Invention is created, made, conceived or reduced to practice and which are made and conceived by the Consultant not during normal working hours, not on the Companyâ€™s premises and not using the Companyâ€™s tools, devices, equipment or Proprietary Information. The Consultant understands that, to the extent this Agreement shall be construed in accordance with the laws of any state which precludes a requirement in an agreement to assign certain classes of inventions made by a Consultant, this paragraph shall be interpreted not to apply to any invention which a court rules and/or the Company agrees falls within such classes. The Consultant also hereby waives all claims to moral rights in any Inventions. Â (b) The Consultant agrees that if, in the course of performing the services, the Consultant incorporates into any Invention developed under this Agreement any preexisting invention, improvement, development, concept, discovery or other proprietary information owned by the Consultant or in which the Consultant has an interest (â€œPrior Inventionsâ€), (i) the Consultant will inform the Company, in writing before incorporating such Prior Inventions into any Invention, and (ii) the Company is hereby granted a nonexclusive, royalty-free, perpetual, irrevocable, transferable worldwide license with the right to grant and authorize sublicenses, to make, have made, modify, use, import, offer for sale, sell, reproduce, distribute, modify, adapt, prepare derivative works of, display, perform, and otherwise exploit such Prior Inventions, without restriction, including, without limitation, as part of or in connection with such Invention, and to practice any method related thereto. The Consultant will not incorporate any invention, improvement, development, concept, discovery or other proprietary information owned by any third party into any Invention without the Companyâ€™s prior written permission. Â (c) The Consultant agrees to cooperate fully with the Company, both during and after the Consultation Period, with respect to the procurement, maintenance, and enforcement of copyrights, patents and other intellectual property rights(both in the United States and foreign countries) relating to Inventions. The Consultant shall sign all papers, including, without limitation, copyright applications, patent applications, declarations, oaths, formal assignments, assignments of priority rights, and powers of attorney, which the Company may deem necessary or desirable in order to protect its rights and interests in any Invention. The Consultant further agrees that if the Company is unable, after reasonable effort, to secure the signature of the Consultant on any such papers, any executive officer of the Company shall be entitled to execute any such papers as the agent and the attorney-in-fact of the Consultant, and the Consultant hereby irrevocably designates and appoints each executive officer of the Company as the Consultantâ€™s agent and attorney-in-fact to execute any such papers on the Consultantâ€™s behalf, and to take any and all actions as the Company may deem necessary or desirable in order to protect its rights and interests in any Invention, under the conditions described in this sentence. Â (d) The Consultant shall promptly disclose to the Company all Inventions and will maintain adequate and current written records (in the form of notes, sketches, drawings and as may be specified by the Company)to document the conception and/or first actual reduction to practice of any Invention. Such written records shall be available to and remain the sole property of the Company at all times. Â 7. Non-Solicitation. During the Consultation Period and for a period of six (6) months thereafter, the Consultant shall not, either alone or in association with others, (i) solicit, or permit any organization directly or indirectly controlled by the Consultant to solicit, any employee of the Company to leave the employ of the Company; (ii) solicit for employment, hire or engage as an independent contractor, or permit any organization directly or indirectly controlled by the Consultant to solicit for employment, hire or engage as an independent contractor, any person who is employed or engaged by the Company with the exception of William Bonificio and Naveen Daryani; and/or (iii) solicit, divert or take away, the business or patronage of any of the clients, customers or accounts or prospective clients, customers or accounts, of the Company that were contacted, solicited or served by the Consultant on behalf of the Company during the term of the Consultantâ€™s engagement with the Company. For the avoidance of doubt, nothing in this Section 7 hereof shall prohibit the Consultant from working with Tatyana Touzova or any entity affiliated with Tatyana Touzova pursuant to existing agreements in place as of the Effective Date. Â Â Â 8. Other Agreements; Warranty. Â 8.1 The Consultant hereby represents that, except as the Consultant has disclosed in writing to the Company, the Consultant is not bound by the terms of any agreement with any third party to refrain from using or disclosing any trade secret or confidential or proprietary information in the course of Consultantâ€™s consultancy with the Company, to refrain from competing, directly or indirectly, with the business of such third party or to refrain from soliciting employees, customers or suppliers of such third party. The Consultant further represents that Consultantâ€™s performance of all the terms of this Agreement and the performance of the services as a consultant of the Company do not and will not breach any agreement with any third party to which the Consultant is a party (including, without limitation, any nondisclosure or non- competition agreement), and that the Consultant will not disclose to the Company or induce the Company to use any confidential or proprietary information or material belonging to any current or previous employer or others. Â 8.2 The Consultant hereby represents, warrants and covenants that the Consultant has the skills and experience necessary to perform the services, that the Consultant will perform said services in a professional, competent and timely manner, that the Consultant has the power to enter into this Agreement and that the Consultantâ€™s performance hereunder will not infringe upon or violate the rights of any third party or violate any federal, state or municipal laws. Â 9. Independent Contractor Status. Â 9.1 The Consultant shall perform all services under this Agreement as an â€œindependent contractorâ€ and not as an employee or agent of the Company. The Consultant is not authorized to assume or create any obligation or responsibility, express or implied, on behalf of, or in the name of, the Company or to bind the Company in any manner. Â 9.2 The Consultant shall have the right to control and determine the time, place, methods, manner and means of performing the services. In performing the services, the amount of time devoted by the Consultant on any given day will be entirely within the Consultantâ€™s control, and the Company will rely on the Consultant to put in the amount of time necessary to fulfill the requirements of this Agreement. The Consultant will provide all equipment and supplies required to perform the services. The Consultant is not required to attend regular meetings at the Company. However, upon reasonable notice, the Consultant shall meet with representatives of the Company at a location to be designated by the parties to this Agreement. Â 9.3 In the performance of the services, the Consultant has the authority to control and direct the performance of the details of the services, the Company being interested only in the results obtained. However, the services contemplated by the Agreement must meet the Companyâ€™s standards and approval and shall be subject to the Companyâ€™s general right of inspection and supervision to secure their satisfactory completion. 9.4 The Consultant shall not use the Companyâ€™s trade names, trademarks, service names or service marks without the prior approval of the Company. Â 9.5 Except as set forth herein, the Consultant shall be solely responsible for all state and federal income taxes, unemployment insurance and social security taxes in connection with this Agreement and for maintaining adequate workersâ€™ compensation insurance coverage. Â 10. Non-Exclusivity and Non-Competition. The Consultant retains the right to contract with other companies or entities for the Consultantâ€™s consulting services without restriction; provided, that during the Consultation Period and for a period of one (1) year thereafter, the Consultant may not contract with any business or enterprise that develops, manufactures, markets, or sells any product or service that relates to any CD-19 targeting agent. The Company retains a right to contract with other companies and/or individuals for consulting services without restriction. Â 11. Remedies. The Consultant acknowledges that any breach of the provisions of Sections6, 7 or 10 of this Agreement shall result in serious and irreparable injury to the Company for which the Company cannot be adequately compensated by monetary damages alone. The Consultant agrees, therefore, that, in addition to any other remedy the Company may have, the Company shall be entitled to enforce the specific performance of this Agreement by the Consultant and to seek both temporary and permanent injunctive relief (to the extent permitted by law) without the necessity of proving actual damages or posting a bond. Â 12. Indemnification. The Consultant shall be solely liable for, and shall indemnify, defend and hold harmless the Company and its successors and assigns from any claims, suits, judgments or causes of action initiated by any third party against the Company where such actions result from or arise out of the services performed by the Consultant under this Agreement. The Consultant shall further be solely liable for, and shall indemnify, defend and hold harmless the Company and its successors and assigns from and against any claim or liability of any kind (including penalties, fees or charges) resulting from the Consultantâ€™s failure to pay the taxes, penalties, and payments referenced in Section 9 of this Agreement. The Consultant shall further indemnify, defend and hold harmless the Company and its successors and assigns from and against any and all loss or damage resulting from any misrepresentation, or any non-fulfillment of any representation, responsibility, covenant or agreement on the Consultantâ€™s part, as well as any and all acts, suits, proceedings, demands, assessments, penalties, judgments of or against the Company relating to or arising out of the activities of

the Consultant and the Consultant shall pay reasonable attorneysâ€™ fees, costs and expenses incident thereto. Â 13. Notices. All notices required or permitted under this Agreement shall be in writing and shall be deemed effective upon personal delivery or upon deposit in the United States Post Office, by registered or certified mail, postage prepaid, addressed to the other party at the address shown above, or at such other address or addresses as either party shall designate to the other in accordance with this Section 13. Â 14. Pronouns. Whenever the context may require, any pronouns used in this Agreement shall include the corresponding masculine, feminine or neuter forms, and the singular forms of nouns and pronouns shall include the plural, and vice versa. Â 15. Entire Agreement. This Agreement constitutes the entire agreement between the parties and supersedes all prior agreements and understandings, whether written or oral, relating to the subject matter of this Agreement, including any prior agreements, arrangements or understandings with Tenet Medicines, Inc. Â 16. Amendment. This Agreement may be amended or modified only by a written instrument executed by both the Company and the Consultant. Â 17. Non-Assignability of Contract. This Agreement is personal to the Consultant and the Consultant shall not have the right to assign any of the Consultantâ€™s rights or delegate any of the Consultantâ€™s duties without the express written consent of the Company. Any non-consented- to assignment or delegation, whether express or implied or by operation of law, shall be void and shall constitute a breach and a default by the Consultant. Â 18. Governing Law. This Agreement shall be governed by and construed in accordance with the laws of the State of Delaware without giving effect to any choice or conflict of law provision or rule that would cause the application of laws of any other jurisdiction. Â 19. Successors and Assigns. This Agreement shall be binding upon, and inure to the benefit of, both parties and their respective successors and assigns, including any corporation with which, or into which, the Company may be merged or which may succeed to its assets or business, provided, however, that the obligations of the Consultant are personal and shall not be assigned by the Consultant. Â 20. Interpretation. If any restriction set forth in Sections 6, 7 or 10 is found by any court of competent jurisdiction to be unenforceable because it extends for too long a period of time or over too great a range of activities or in too broad a geographic area, it shall be interpreted to extend only over the maximum period of time, range of activities or geographic area as to which it may be enforceable. Â 21. Survival. Sections 4 through 22 shall survive the expiration or termination of this Agreement. Â 22. Miscellaneous. Â 22.1 No delay or omission by the Company in exercising any right under this Agreement shall operate as a waiver of that or any other right. A waiver or consent given by the Company on any one occasion shall be effective only in that instance and shall not be construed as a bar or waiver of any right on any other occasion. Â 22.2 The captions of the sections of this Agreement are for convenience of reference only and in no way define, limit or affect the scope or substance of any section of this Agreement. Â 22.3 In the event that any provision of this Agreement shall be invalid, illegal or otherwise unenforceable, the validity, legality and enforceability of the remaining provisions shall in no way be affected or impaired thereby. Â Â Â Â Â Â Â Â Â IN WITNESSWHEREOF, the parties hereto have executed this Consulting Agreement as of the date and year first above written. Â Â COMPANY ELIEM THERAPEUTICS, INC By: /s/ Andrew Levin, M.D., Ph.D. Title Executive Chairman of the Board of Directors Â CONSULTANT Name: /s/ Stephen Thomas, Ph.D. Title: Stephen Thomas, Ph.D. Â Â Â Â Â Â Â Â Â

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A7)U[6&I9[L\;$U>>7*MD%%%%=9QA1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 :7AG_D9-
*_Z^XO_$,4>)O^1DU7_K[E M_P#0S1X9_P"1DTK_*^XO_0Q1XF_Y&35?^ON7_T,UG_R\^1I_P N_F9M%%%: M&84444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110!TG_-.? M^XM_[1KFZZ3_)IS_P!Q;_VC7-UG3Z^II4Z>@4445H9A1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %=)\.O^1RT_P#[:?\ HMJYNND^'7 (MY:?_ -M/_1;5G5_AR]&:4OXD?5'-T445H9A1110 4444 %%%% !1110 4444
M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !J?PW\8-J$8TJ\?=+<1K^YD8\NH_A/N!^GT MKO:^<[6ZEL[B*>%S'+&P=6'8BO?-
!U>/7=)MKV/ \Q?F4?PL."/SKR,52Y'S M+9GKX6KSKE>Z-"BBBN$[@HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "LSQ+ MJG]C:%>78.'CC(3_ 'CPOZD5IUP_Q:NC%H-M #@RS@GZ '^I%:TH\TTC*K+E M@V>3DEB23DFBBBOH#Y****
"BBB@ HHHH ***\H^,'[27ACX*ZS8Z9K=GJM MW2\B\Y!Z9II-Z(3:6YZO17@?A?]M?X<>)-4ALI7U/1# M*VU9]4MT6+/;+([[1[G]<5[EJ6HPZ7IEU?S$FWMX6G?8,DJJECCUX%-Q:W$
MFGL6J*^:_#AOCX?_P#0'\2_^ MO_P#'Z]7^%?QN*?&*UN)/#UY(;BVP9[* MZ3RYXP>C%X)%-QDM6@4D]F=[17GWQ@^-FA?!/3=/O=:EJ"@HK\6>+M'\"Z#IZ* .6)[# M)KQ!?
VZ/ANVHBV,.MK#G'VPV:>5>9OQ_P&]46]D2Y);GT/16-:^+M+U#PH M/$=CMN*+/<+GI5%>8_&+]H3PW\$;C3(-/M(^)GA2R\0Z))))8708!9EVR1LIPR,,G1!'J1W!(IV=KA
M=7L='17G/PY^.OA_XG>*O$'A_2K;4(+W169;AKN)%C?#E"4*NQ(R.X'45'\6 M/CYX=^#NJ:-8:U:ZE<3:KN\EK&*-U7#*I+;G7'+#IFCE=["YE:YZ5117C7Q$ M_:R\ ?
#C6)]*NKF\U;4;=MD\&E0K)Y3=U+,RKD=P"<=^:23>PVTMSV6BO-OA M/^T#X0^,DJDV1-S<1:C!%YTMA>P^7,L>0-W!*D98#ACC(:[S6M7MO#^CWVI MWLGE6=G
]Q,_]U$4LQ_(46:=F%T]47:*\:^%W[5G@[XL^+$\/:5:ZK97\D3R MQ'4(8D23:,E5*R,G0&O9:;3CN":>P45YKX8^/GAWQ9\4-6\!V=KJ4>L: M;YPEFFBC%NWEL%;:P3QE17I5)IK<+WV"BBBD,****
"BBB@ HHHH TO#/ M_(R:5_UJQ?\ H8H\3?\ (R:K_P!??(T_P"7?S,VBBBM#,**** "BBB@ HHHH **** "BBB@ HHK MS_XP?&S0O@GIFGWVN6U_=1WLK0Q)I\2.V0,DG>Z@#\::5]$)NVK/0**^=M+_
M &ZOASJ%XD,]MKFFQL<&XNK2,HON?+D9OR%>_:5]MGKFFVVH:?.%-/B1V&P L3O=0!\P[Z.5 MWL',K7/1**JZT]$6K:;:7T 80W4*3(\&#M901GWP:\\^,7[0?AGX)3:9#KD. MH7=Q?
J[QPZ=$CLJK@%FWNN 2<#KT/I22;=D.Z2NSTVBN:^'?Q TKXG^$;'Q' MHQE^PWx"X.K"k+&RL597) ([]3P0>]7O%GBS2? ^@W6M:Y>QZ?IML 9)I,G M&3@ 9NQ_P'-?
M0=E>0ZC9P7=N_F6\\:RQO@CBT451UK7-/\ #>EW&I:I>P:?86Z[Y;BX<(B#W)]"B]17D'P] :B\ M'?$_QRWA?0X=4DN=DDB7DUNB6\BIR2OS[^>V5'X5Z_3::W$FGL%%%%(84444 M %%%%
!1110 4444 %%%% !1110!TG_-.?\ N+?^T:YNND_YIS_W%O\ VC7- MUG3Z^II4Z>@4445H9A1110 4444 %%%% !1110 4444 %%%%?-C_M[?#Y78#2 M?$C@'
9;6#!]^9ZI1P75KGHM%55U*%M+%^=RVYA_DO#WQO_ +8_L&UU M*V_LLQ";^(HTW>9OVE=KMG_ %;=<=J5GN.ZV/2:*KZAJ$&E:?+K?PYIMMJUE??"NT+ZA#$DJ"Z6Y[5117C/Q'_:R\!?
#37))']NYK[5=2MVV7$.EP+)Y+?W69V5< MCN 3COS0DY;_VEN>S45Y]\(OCAX:^-5G?S>'S>1R6!C%S;WL(C>/?NV]"5.= MC="'>GTK-^,/[1GAKX)ZEI]CKEGJEW-?1--'_ &?
#&X50V/FWR+SGTSTHY7>P MN96N>IT5\\:'^W%X$U_6M/TRWTGQ$EQ>W$=M&TEM %#.P4$XF)QD]@:^AZ'% MQW!23V"BBO"?
&'[9WPY\):M)IZ3ZAKDD3;))=)@1XE/<;W=0WU7(H2-.D+^7/!,A26!CR R^XZ$9!YYX-=A2VW'N%%% M%(84444 %%%% !1110 4444 %%%% !72?#K_)'+3 \ MI_Z+:N;KI/AU.R. M6G_]M/\
T6U9U?X*=/AC= A=T&2\B\Y1NE8?A' M]M#X<^+-6@T]Y-2T269_+CDU2W1(BQZ LCN%SZG J^65KVJYE>USW>BJ.N:O M#X?T74-4N0[6UC;R7,HC +%44L< D&1>C(RAE/X@BFTUJPNGH
M6J*Y#XE?%;PW\)=&CU'Q'??9HYF*00QH7EF8#*)"J/3N3@#(R>17FW@W]LWP% MXT\2V&B00:S8W5]<):V[WEJ@C>1VVJ,I(Q&20,D=Z%%M72%S):'O0%%8?C;Q= M9>
O">]^(=12:2RT^$S2I;J&D8 @84$@9Y[D5X/_ ,\?#__* _B7_P%M__M (_0HN6P.26Y]*45ROPR^(VF_%;PA:^()@N[>QN'D18[U%20%&*G(5F'4>M M=52V&%%>??%3XZ^$O@[' /$%
[)]LN%WPV%I'YD[KDC=C(&01EB 2#CH:YGX M;_M:>_B9K\&BVZAI>HW!VV\6IP*@F;^ZK([#)[D9Z#FGRNU["YE>Q[/11 M14E!1110 4444 %%%% !1110 4444 %%%%
!7HWPCU4[[W36/RX\)/T5O_9? MRKSFNA^']T;3Q98'.%D+1GWRI _7%8UH\U-HWHRY:B9[?1117@'O!1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0
4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %><_&%CY>E+V)E\ Z!_C7HU>?_%Z#=IV MGS?W)63\QG_V6NG#_P 5'-
B/X3/+Z***]P\,**** "BBB@ HHHH *^,?VP+F M*S_:$^'=Q<2I!!%%:R22R,%5%%VQ+$G@ #O7V=7Q;^V1I]OJWQ\\ 6-W'YMK M=06\,L>2NY&NF5AD-O!GC2'PW:^';_3]J1ZCHOA>UM[Z)MT=Q-))
<@C((^ M5"O/3#$=:Z#]DOP[=:_\;O%?CC2M(ETCPA,+I+;S$*(?,E5DC0#@X R0.%X' MI5+]C?X8^&/B3X#\96VOZ-:7[M<1PQ74D*F> -&>8Y,.E.>>#VK1_9\5:C\ M,?BKX@^%.NW+F'S9/L2R-
\JSIDG8.PDC^;ZJ.Y-:RM[UMS*/V;FQ_P % \ MD4_"7_7]-_Z+%;'P_P#VT/!-U%X;\.+I>OB^D6VT\2&VA\OS#MCSD39VY]LX M[5C_/!0/_D4_"7_%_3?^BQ7<>%?VL?A5IOAC1[2Y\4^7<6]G#%
(G]G79VL MJ $9$6#R.U1:\%I[T5Q_Q"\Z/\9O KZ-?W5U'I5]Y5PL]BZI(0"' M4@LK#!XZBN)^%O[*OA/X1^+(_$.CZCK5S>I$\(COIXFCVL,'A8E.?QK+2VYK MK<\5_;&U"
[\:_&KP3X#262.QD^S@J#@&:XF,>['0X4+@GIEJ^L=/\!>'=+\+ MQ^'+?1;(:(B>7]A>%7C88QE@1\Q/D<5 MRT:EO(>*0R12.!_"=Q&>VT>HKO[#]MKX;S>&TO[JZO;;4O+R^E"T=I-^.0K@
M>61G@$L/<"M6FXKE,TTI.YZGJWAW3O"?PQU32-)MA9Z=::9<1PP*S,$7RV., MDD]_6OGS_@GY_P BGXM_Z_H?_19KW*S\72>//@O=:_)ILVDK_P!*N9A9SG+H MNQPI)P.H
;IWKY6_8]^-7@4S5>'?$5MXHUG^S)[NZCDA7[+--N4(03F-&QSZ MTDFXM#;7,F?:%\1M"76?#M]_:.FM(MT0F\J+YEZC:ZJ?TKY4_81_Y;Q@?[L7_HR2E'X9!+XD7/VUK>VN_B9\,H+Q M/-
LY9&29/[R&:(,/RS3OV:=6O/@K\9/$?PGUJ5OLEW,T^FRR'3=^)&@9BUSPS*CRO&/F: . M&5O?8_/T9O2M%*B^I/5R[')?LB?\EV^*/\ UTF_]*FJI^W=_P CM\/_/=E M_P#1D=1_L0ZK_;_Q4\?
ZH(CMY;C9G.S?.6QG\?TJ3]N[_D=OA__NR_^C(Z M/^7@OL'T?\=/%5UX)^$7BG6;)C'>6]FRPR*<&-W(C5Q[@L#^%>(_L+?#W3%\ M&W_C"ZM8[G6+J]>WAN)5#-%$@7.TGH2Q;)ZG
KWWXK>#6^(/PX\0^'HV5)K^ MT>.%F^Z)!\R9]MP6OD_]F?X[6/P+AUCP/X^@N]%\]\:>.9[=G\ER KHZJ"V/ ME!! .S>'_Q9WFH6%O:/"]+U$V%KH\)@-]'&7^SNJF663;N7)#;4X(Y4?
6B,7Sx>]T"37+H<[\2OA_M6L@FMKB-9H MI%Z.C %2//"*^._C)^RUXPL_A[JNK:A\3]6\8)I,1O5TV_BE93M'SL"T[A2$ M+G.WMCO7JW[&_CS_(3+X-V=E-)OO=#D<GDKY8&Z(_3:0O_ TY^]&XHZ.
MQY5\%?\ D]CQS_O:A Z-2OLJOA3P=\0- ^&O[7GCG5_$=_\V=IWGWT/G>3) M+\[2J0,(K'L>U?6WP]^,W@[XJ3WL/A?6/[4DLU5YU^S30[Q(4_O$7/0]*51 M/<<&MCM:***Q-0HHHH ****
"BBB@#2_\ (R:5_P!?7_H8H\3?\C)JO\ MU]R_^AFCPS_R,FE?]?<7_H8H\3?\C)JO_7W+_P"AFL_^7GR-/^?7S,VBBBM# M,**** "BBB@ KYO_X*! \BGX2_Z_IO\ T6**KZ^4/^"@
M?_(I^$O^OZ;_-%BM*?Q(SJ?"RE^T?\ $3P'K7[/6EZ5#JVEZQXC$%FMI'9S M)/+;,H3S"Q7.SY0ZD'')%>N?LF:3J&C? ;PW#J*-%)()IXHWSE8GE9D^F0=W MT857^'?[-/PSL='T35T*6TU]-03L]U-
-.AZFNK9%T^-'<-]IW9(=U&,*>] M- _:D_:$\._&ZQ\.PZ%9:I:-ITD[RG4(HT#!P@&W9(V?NGKBN^_9)_P"3C/B3 M_NW?_I8M:'_!0C_D$>"?^N]W_P"@Q5MISK0RUY&?3_@?_D2]_[!]O\ ^BUK MY.,1;?
\ :6_:H\2Q71\PYH=A-8HWWE&%:{$>_FR22#']P=HU2,>_SLOX9KYE_9W_9S\5>,O!)\5:9\0]4\%_VG,ZF* MQCDS:RAHFRY:V1U_[#_B:Y\VZQXP^'6J'RKNQG:Z MBB;.0Z-Y4ZC/N(SC_>-
>B_MC>"=:\]?.NN>']6_9< :(\-KJFO3^(8+PB>YU6="CS1R,TMCXI_97^/GA_P"!_P#PD\ ;MGJ5W_:GV7R?[.B MC?;Y?G;MV^1T:WO;:S%P]MLOXU23\)?"G_A+_\ A*=6_LO[?]C^S?Z---OV>?O_
-6C8QO7KCK7 MV-\/?B[X2^*RW[>%M6&J"Q,8N/\ 1Y83'OW;>)$7.=C=/2JJK5NQ-Z;G8UQ M/Q2^$FB_%ZPTNPUY[HV-C=B[-O;R[!,0C+M&_!]OX\/B+6M-
TB.X6R\M=0N4B\X*+C>%5CE\;AD#/WAZ MUJQ5\$?L:_"'PE\5?^$O/BG2?[4_L_[']F_TF:+9O_?_JW7.=B]<]/K6T+< MLKF4K\RL:G[.L-MXB_:RUS5_"MOY?AF$WDNZ-"D8A?
*I@=@SD$+QP.G%=3_P M4(_Y!'@G_KO=_P#H,5?3O@_P+X?\ Z:;#P]I-MI-JQW,ENF"YJ68\L?!/^$9_L[^R?$7G_&/[/N^S M0;=VS;G_%_3/M6#_P $\\ F?_N'_/MS7U-S(/_'#/_:5?+/\ P3S_M
.9__P"X?_[?\(?\'+JPAD"WNN2BP0=_*^]*?IM& MW_@8KYT^)7PXNOV?M/\ A)XQL8?+OHH4:_XS^5D:/Z1UUW[0D=W\ M>?VE-%^'^FWIM;;2XC$]RJ%Q!(5\V:3&YW>KC:*2;)E>3;1];Z/JMMKND
MV6I6;^;9WD'7

(]%M;FP\&^5/;VZSY.X/,K M0QY/5E13D@G'3^*I/VWKN*P^*W@&YG?RX(81)(V"<*)P2<#V%.*Y9V$W>%SU MOX?_ +8/@WXC^,--\-Z;IFNP7U^[)%)=6\(C!",QW%96(X4] :]TKR.Q_:Q^ M%6I7MO:6_BH/<7$BQ1J=/NE!9B !DQ8')ZFO7*RDO*QK'UN%>4?$?0O!'PH^ M!OB.T&DV5AH2V4D:VJH"9IF4K&,MRSEB,,22.N>*]3N+B.UMY9Y6VQ1J7=L$ MX &2: /GQ[\9--_:"^)D$/BGQ!)X4^'UBY>& 02RRR <9*QJW[UO4*,XR?O M.$7)DRDD>F?\$_\ PS?V]GXKUZ6-H].NC#:P,P($KIO9R/9=RC/J3Z5]?5Y; M\(?BU\,M?6U\(^!=4CD%C:EHK%+2>$+$I)S(B@G+9/)))]:J2I3;V^F_M:?#6[NYX[6UMX],EFGF<(D:+?REF9CP "23TQ6 M5^VMXO\ "'C4/#%KX8N[+7=>5Y%FN-+99LHP41SWF-LW-ZMU+.9+&"%X]K$8&6E M4YX]*^D_VCD>/X ^+DDD\V1=/PTF -QW+DX'3->'?LL_M!> ?AQ*8=&\1:] M_9VI+>32F['<2_*Q&#N2>AV]:4?@>EQR^+>Q]5>$?$UKXT\+Z5KUC'-%9ZC M;I>Q(]ZUZP/!/CK0_B-H*:SX=OAJ.FN[1B;RGC^93@C: MZAA^5;]8FIY%\:O&W@7X/ZQI/C+Q)H%QJ6KW"?V?;7EI DT<6D D=57EV M^9>3G'2OF30=>TS]H#]JC1/$-@EGX7LK>ZM;GRK5>GNWA8. %'WI'(XSP. MI/%? 4WCC]I+P3\./&4GASQ'W,'G3B1CY^, J%4KEV /R\]*WIF,S]$****YS<* M*** "BBB@ HHHH **** "BBB@ HHHH *T_##%?FE?_40_\?%9E;/@V W' MBK3$':97_P"^? F_I43^%EP^)'N]%%?.GT04444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !7.?$#3SJ/A6["KN>'$R_\ 3S_ ..YKHZ:Z+(C(P#*PP0>A%5& M7+)2[$RCS1<7U/G&BM+Q'HSZ#K%S9MDJC9C8_P 2'D'\JS:^B34E=*SK3B[, M****8@HHHH **** "L?5O!V@:]J-KJ&IZ'INHW]KC[/=7=I'++#@Y&QF!*X/ M/'>MBBF(*9-"EQ$\4J+)$ZE61QD,#P01W%/HI#,KP_X3T/PG!+#H>C:?HT,K M;Y(]/M4@5VQC)" 9.*BG\%>'KK7DUR;0=,EUM""NI26<;7*X&!B0KN&!QUZ5 MM44Q&5X@\)Z)XLMXH-']+\,V(L="TVSTJR5B MPM[&!(8PQZG:H R:KZ'X.T#PQ-FZ3-A^(+NTNM4T;3]2NK-MUM- >6L/05I7%O%=0203 MQI-#(I1XY%#*RD8((/4$=JDHH QO#W@OP]X1,QT+0=,T4SX\W^S[..#S,9QN MV*,XR>OK2ZYX.T#Q/-;3:SH>FZM-:',$E]:1S-%R#\I8';R!T]*V** "L;7_ M 7X? \5E#K>A:9K!C&$.H6<<^T=<#>IQ6S10!1T?0=-\.V8M-*TZUTRU!R(+ M.!8DS_NJ *K6'@ 0=*UBYU>RT33K/5;K=Y]];VD:3RY.3OD W-D@$Y/45KT4 M ,FACN(9[8UEBD4J\;@%64C!!!ZBLOP]X/T'PC',FA:)IVBI.095T^TC@$A M&<%M@&<9/7UK7HH Y;4OA7X*UB^GO;_P?H-]>3MOEN+G3()))&]68J23[FKW MA[P3X=\(O.^A:!I>BO.)6T^SC@,@&H6J3JC8QD!P<'%:M%,0R&%+>)(MHD6.)%"]B# 4#@ #L*?112&8^D^#M T'4;K4-,T/3=.O[K/VBZM+2.*6;)R= M[* 6R>>>].\0>$]#\60Q0ZYHVGZS%"Q>./4+6.=48C! (#@X./2M:BG<1G:IX M6;6<]M#/:,NQH)(PT97T*GC'M5BB@#GM'^'?A7P]>F\TKP MSH^F79ZW%G8112?]]*H-=#110!QS?!OP [%F\#>&V8G))TBW)\ XY6SX>\' M:!X16=="T/3=%6WC$<<:CHJJ. !Z"K%%%V(****0PHHHH **** M "BBB@ HHHH **** "BBB@#I/^:<_P#<6_\ :-!TK6HH 8L:+&(U11&!M"@< >F/2LKP_P"#]!\)_:/[#T33=&^T M$&;^S[2.#S2,X+, ,XR>OJ:V** ,>T\'Z!8:Y/K-KH>FVVL3Y\{4(;2-;B3/ M7=(!N.<#]>U:TD:31M'(JNC JRL,@@]013]*,?P_P"#= \)?:/[#'T3=%^T M;$-_9]I'!YNW.W=L SC<<9Z9-5]9^'OA7Q'>?:]6\,Z/U_SWO+"*9_^^F4 MFN@HHNP(+.RM]-M8[:T@BM;>,82&% B*/0 <"LOQ!X'\,>+9(9-<\/Z7K4D(M*Q/]%E!4!ZA2ZG /M6W10!R-O\ "'P):7$4\'@GP[#/$P>.2/2H%9&!R""$ MX(/>NNHHH ;(BR(R.H=&&"K#((]#7('X,_#\\GP+X:)_[!%O_P#$5V-%%P.? MT'X>^%O"MXUYHOAK1]'NV0Q-<6%A%!(4)!*ED4'&0#CV%=!110 4444AA111 M0 4444 %%%% !1110 4444 %=)\.O^1RT\ [:?^BVKFZZ3X=?\ (Y:?_P!M M/_1;5G5_AR]&:4OXD?5'-T445H9A1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M/]7@_0=8UBTU: T33; [5+3;]GOKFTCDGAVL678Y!9<,21@\$YK8HHIB([BWB MO+>6">))X)5*21R*&5U(P00>"". U9^@>%M%)VLEMHFD6&CV\C^8\.GVR0(S M8QN(0 $X YK4HH Q]0\&Z!J^L6NK7VAZ;>ZK: [3;WUQ:1R3P[3N78Y&Y<'D8 M/!I?$'A'0O%BVXUO1-.UD6Y+0C4+2.?RR<9*[P<$X'3T%:]%_ **H5O , < " ML:\\$^'=0UR'6KK0-+N=8A*F/4)K.-[A"OW=LA7<,=L'BMJB@"CK&@Z;XBLS M::KIUKJ=J3DP7D"RIG_=8$55T#P;H'A3?_8FAZ;H_F## .P!GVD<&[Z(,UL4 M4 5M1TVTUBQGLK^UAO;.=2DMO<1B2.13U#*1@CV-M:-I^KQI]U;^U2<#Z!@:;,H/A'0O"J.FBZ+IVCH_WEL+2. 'OSL K7 MHH$%%%%%(84444 %%%% !1110 4444 %%%% !1110 5VOPIT\W&O2W1'R6T1Y M_P!IN!^FZN*KVGX>Z&=&\/QM(NVXN3YS^H!^Z/R_F:Y<3/EIM=SJPT.:HGV. MGHHHKQ#VPHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@#D/B)X5.NZ>+ MJW3=>VP.%'5T[K]1U'X^M>/5](5YQX^\ M))+J>F1[BWS36ZCG/=E'\Q7HX: MMR^Y(\[$T7+WXGFU%%%>H>6%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110!I>&?\ D9-* P"ON+_T,4>)O^1DU7_K[E_]#-'AG_D9-* Z^XO_ M $,4>)O^1DU7_K[E_P#0S6?__"\^1I_R[^9FT445H9A1110 4444 %%%% !1 M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% '2?\TY_P"XM_[1KFZZ3_FG/_<6 M_P#:-%?"=UXFO-L8,=JA_>SD<#V'J:4I**NRHQY1I* ME&W4****P-PHHHH **** "BBN,^-+%?@YX[920PT&_((ZC_1Y*<5=I*;LKG9 MT5\0? \$I6)^$GC$$D@:V,#T_<1UXQ_P4$\+ZKX^_:VL=*TLO-?OX>22UA!)+ M-&EQ+L0?WFV8'N17;'"WK.DY;=3CEB;4554=^A^HU%?+/[&_QT;XR?LSWMO? MW33^)? #=I)IU^TCEI)4$3&*8D\G<@P23DM&YKSG_()/RNWP_P#'BL[%1JD# M!2>,F(Y/U.!^51+#N,9MOX2XUU)P27Q'W917YG?MI>#K3XD?MV^" "NISW,. MG:M;;=93/:N%E1))I Q0L& //<$>U=1\9?V$KWX ^"]2\=_"/QUXDM+_$., MWT]G<7"B22%!F1E>%4&54%BK*0P!'UT6&A:/-.SEY&;Q$[RM"ZCYGZ$T5X'^ MQ;\?KO\ :"^#<6J:OL_X2+2[AM.U%XUVB9U5668*.!N5AD#C<&Q@8%?-7@>1 M_P#AZMKHW-C=.*RCAWS3C)V<5;;T;:HX!XW,N$ MZS4_9PC=_+)/&0AU*1]+OYRYE2R,<82 M)]V2"'$AP&8 ,,'L/GC_(*3^,;W7+?P%\(]#%O$=WJ5EIZW<=X)-+ECCEWH M& &71QCYSV]*=2DJ53D;T[BIU75I\Z6O8]%HK\)?_(V?LQ^%_AO^UAX,^&.F M7^KSZ!K5QID5Q<7]:5:$*<5+GO?;3_@F=*M.I)QY M;6WU_P" >[45^=WCB1_^JVA#:NY%N) Q#D=]J((X/!*@'K42P[3A%.[DD_O+C734Y-646>TT5^=_MP._8GNOVF/ UK\1/BUXX\27=_K@>YL]:UG3='&6(1V:17&&P2$15 4KSV\.V M^M>,OV!? VDM"*7'B>]\0_#O63"YAO&ROV>1S&SA"2$EC8$Y7 8 9X.!K]6C M)N$)WDNEOU,OK,DE.<+1?6Y^F5%>%?MQ2O#^RG\0FC=D8VD*DJ<'!N(@1]"" M1^-?"W[$?Q$U3]GOXM>%;37)WB\'? $&R7RV9B(4E,K112X)VAEEC:,GLKY/: MHIX9U*3J)ZKH74Q"IU%!K1J3]7J*^!/VRII(_P!NCX!['9?))TL?*2.NI$'\ MQP:^K/VG/'TWPQ^ 7CCQ):R>3>6NG/';2YQLFE(AB;ZAY%/OBHE1:4+/XBU6 M3Y[KX32^'7QT\#?%K6M>TKPEKJZS>Z%((M06*VF1(F+.HP[H%?)C?E"1QGI7 M>U\C?\$R?!$?A[]GJ37RF;OQ%J<]PTI'BB/DJON R2GZL:\F_X*!?$G6=4^ M/GA#X9WOB>X\ (>!;B&UFU"ZMV9599IF22:3!&]45.%/ (8_37ZNI5W2@]$9? M6'&BJLUJS]$JXSXJ?&+PC\%-!M]:\9ZJVCZ7/<"UCN!:3W ,I5F"D1(Q&0K' MD=J\!^"_[#/AOX6^.?#?C;P)\1- :N=*AW2SVLDL5Q;ZBC1LN \6Q=N2#R\^[M^()* ;&\"Q_$#]FOQWI[1AY[73WU*W/<26_[X8]R$*_\"-96-LD6#9]$'LGL:^H*RJ0]G-P?0TIS]I! M3[A1169H%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 H #S0 M]0);[+]F<_Q6[;/TZ?I6'BO2/^%. M_P#47_\ ); [.C_A3O\ U%__"6_^SH^LTN_YA[6J]OR/-Z*[(_X4[_U%_\ R6_^SH^LTN_YA[6J]OR/-Z*[(_X4[_U%_P#R6_\ LZ/^ M%._]1?\ \EO_ +.CZS2[_F'U:KV_(\WHKTC_(4[_P!1?_R6_P#LZ/\ A3O_M %%__); _.SH^LTN_P"8?5JO;\CS>BO2/^%._P#47_\ ); [.C_A3O\ U%__ M "6_^SH^LTN_YA[6J]OR/-Z*[(_X4[_U%_\ R6_^SH^L MTN_YA[6J]OR/-Z*[(X4[_U%_\ R6_^SH^LTN_YA[6J]OR/-Z*[(X4[_U%_P#R6_\ LZ/^%._]1?\ \EO_ +.CZS2[_F'U M:KV_(\WHKTC_(4[_P!1?_R6_P#LZ/\ A3O_M %%__); _.SH^LTN_P"8?5JO M;\CS>BO2/^%._P#47_\ ); [.C_A3O\ U%__"6_^SH^LTN_YA[6J]OR/-Z* M)[_X4[_U%_\ R6_^SH_X4[_U%_\ R6_^SH^LTN_YA[6J]OR/-Z*)[_X4[_U% M_P#R6_\ LZ/^%._]1?\ \EO_ +.CZS2[_F'U:KV_(\WHKTC_(4[_P!1?_R6_P#LZ/\ A3O_M %%__); _.SH M^LTN_P"8? R6_^SH_X4[_U M%_\ R6_^SH^LTN_YA[6J]OR/-Z*)[_X4[_U%_P#R6_\ LZ/^%._]1?\ \EO_ M +.CZS2[_F'U:KV_(\WHKTC_(4[_P!1?_R6_P#LZ/\ A3O_M %%__); _.SH M^LTN_P"8? 5JO;\CS>BO2/^%._P#47_\ ); [.C_A3O\ U%__"6_^SH^LTN_MYA[6J]OR/-Z*)[_X4[_U%_\ R6_^SH_X4[_U%_\ R6_^SH^LTN_YA[6J]OR. M)\, \C)I7_7W%_Z&*/$W_(R:K_U]R_\ H9KO]- ^%/]G:E:?7]]>9Y$J2[/L^ M-VU@<9W<=*-2^%/]HZE=W?\ :GE^?*\NS[/G;N8G&=W/6H^L4N>]S3ZO5Y+6 MZGEU%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9U?UFEW_,S^K5>WY'F]%>D? M*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?*=_ZB_\MY+?_ &=' "G?^HO_.2W_P!G1]9I=_S#ZM5[?D>;T5Z1_P *=_ZB_P#Y+?\ MV=' IW_J+_ /DM_P#9T?6:7?\ ,/JU7M^1YO17I' "G?\ J+_^2W_V=' " MG?\ J+_^2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_P"2W_V=' "G?^HO_P"2 MW_V='UFEW_,/JU7M^1YO17I' "G?^HO_.2W_P!G1_PIW_J+_P#DM_\ 9T?6 M:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ -G1_P *=_ZB_P#Y+?\ V='UFEW_M ##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_9I=_S#ZM5[?D M>;T5Z1_PIW_J+_\ DM_J]G1]9I=_S#ZM5[?D>;T5Z1_PI MW_J+_P#DM_\ 9T?*=_ZB_\ Y+?_ &='UFEW_,/JU7M^1YO17I' _M /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I=_P P^K5>WY'F]%>D?*=_P"HO_Y+ M?_9T? *=_P"HO_Y+?_9T?6:7?\P^K5>WY'F]%>D?*=_ZB__)+?_9T?*=__MZB__)+?_9T?6:7?\P^K5>WY'F]%>D?*=_ZB_\ Y+?_ &=' "G?^HO_.2W M_P!G1]9I=_S#ZM5[?D>;T5Z1_P *=_ZB_P#Y+?\ V=' IW_J+_ /DM_P#9T?6:7?\P^K5>WY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?*=_ZB_\ Y+?_ &=' UFEW_,/JU7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_.2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ M"G?^HO\ ^2W_ -G1]9I=_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"H MO_Y+? 9T?6:7?\P^K5>WY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T? M6:7?\P^K5>WY'F]%>D?*=_ZB_\ Y+?_ &='UFEW_,/JU7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_M .2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ M -G1_P *=_ZB_P#Y+?\ V='UFEW_##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_ MPIW_*B__DM_J]G1]9I=_S#ZM5[? D>;T5Z1_PIW_J+_\ DM_J]G1_PIW_J+_P#DM_\ 9T?*=_ZB_\ Y+?_ &=' MUFEW_,/JU7M^1YO17I' IW_J+_ /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I= M_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"HO_Y+?_9T?6:7?\P^K5>W MY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?\ M*=_ZB_\ Y+?_ &=' "G?^HO_.2W_P!G1]9I=_S#ZM5[?D>;T5Z1_P *=_ZB_P#Y+?\ V=' IW_J+_ /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I= M_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"HO_Y+?_9T?6:7?\P^K5>WY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?\ M*=_ZB_\ Y+?_ &=' UFEW_,/JU7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_M .2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ M -G1_P *=_ZB_P#Y+?\ V='UFEW_##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_ MPIW_*B__DM_J]G1]9I=_S#ZM5[? D>;T5Z1_PIW_J+_\ DM_J]G1_PIW_J+_P#DM_\ 9T?*=_ZB_\ Y+?_ &=' MUFEW_,/JU7M^1YO17I' IW_J+_ /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I= M_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"HO_Y+?_9T?6:7?\P^K5>W MY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?\ M*=_ZB_\ Y+?_ &=' UFEW_,/JU7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_M .2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ M -G1_P *=_ZB_P#Y+?\ V='UFEW_##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_ MPIW_*B__DM_J]G1]9I=_S#ZM5[? D>;T5Z1_PIW_J+_\ DM_J]G1_PIW_J+_P#DM_\ 9T?*=_ZB_\ Y+?_ &=' MUFEW_,/JU7M^1YO17I' IW_J+_ /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I= M_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"HO_Y+?_9T?6:7?\P^K5>W MY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?\ M*=_ZB_\ Y+?_ &=' "G?^HO_.2W_P!G1]9I=_S#ZM5[?D>;T5Z1_P *=_ZB_P#Y+?\ V=' IW_J+_ /DM_P#9T?6:7?\ ,/JU M7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I M' "G?^HO_P"2W_V=' "G?^HO_P"2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_M .2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ M -G1_P *=_ZB_P#Y+?\ V='UFEW_##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_ MPIW_*B__DM_J]G1]9I=_S#ZM5[? D>;T5Z1_PIW_J+_\ DM_J]G1_PIW_J+_P#DM_\ 9T?*=_ZB_\ Y+?_ &=' MUFEW_,/JU7M^1YO17I' IW_J+_ /DM_P#9T?\ "G?^HO\ ^2W_ -G1]9I= M_P P^K5>WY'F]%>D?*=_P"HO_Y+?_9T?*=_P"HO_Y+?_9T?6:7?\P^K5>W MY'F]%>D?*=_ZB__)+?_9T?*=_ZB__)+?_9T?6:7?\P^K5>WY'F]%>D?\ M*=_ZB_\ Y+?_ &=' "G?^HO_.2W_P!G1]9I=_S#ZM5[?D>;T5Z1_P *=_ZB_P#Y+?\ V=' IW_J+_ /DM_P#9T?6:7?\ ,/JU M7M^1YO17I' "G?\ J+_^2W_V='UFEW_,/JU7M^1YO17I M' "G?^HO_P"2W_V=' "G?^HO_P"2W_V='UFEW_,/JU7M^1YO17I' "G?^HO_M .2W_P!G1_PIW_J+_P#DM_\ 9T?6:7?\P^K5>WY'F]%>D?\ "G?^HO\ ^2W_ M -G1_P *=_ZB_P#Y+?\ V='UFEW_##ZM5[?D>;T5Z1_PIW_*B__DM_J]G1_ MPIW_*B__DM_J]G1]9I=_S#ZM5[? D>;T5Z1_PIW_J+_\ MDM_J]G1]9I=_S#ZM5[?D>;T5Z

M_P!:@#2HK- MC_IE_P"/?_6H_MC_ *9?^/?_ %J -*BLW^V/^F7_ (]]:C^ MV/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8 P"F7_CW_P!:@#2HK- MC_IE M_P"/? 6H_MC_ *9?^/?_ %J -*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H T MJ*S?[8 Z9?\ CW_UJ/[8 P"F7_CW_P!:@#2HK- MC_IE_P"/? 6H_MC_ *9? M^/? _%J -*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_U MJ/[8_P"F7_CW_P!:@#2HK- MC_IE_P"/? 6H_MC_ *9?^/?_ %J -*BLW^V/ M^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8 P"F7_CW_P!: M@#2HK- MC_IE_P"/? 6H_MC_ *9?^/?_ %J -*BLW^V/^F7_ (]]:C^V/\ MIE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8 P"F7_CW_P!:@#2HK- MC_IE_P"/ M? 6H_MC_ *9?^/? _%J -*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S? M:[8 Z9?\ CW_UJ/[8 P"F7_CW_P!:@#2HK- MC_IE_P"/? _6H_MC_ *9?^/?_ M %J -*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8 M_P"F7_CW_P!:@#2H MK- MC_IE_P"/? 6H_MC_ *9?^/?_ %J -*BLW^V/^F7_ (]]:C^V/\ IE_X M] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8_P"F7_CW_P!:@#2HK- MC_IE_P"/? 6H M_MC_ *9? ^/? _%J -*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S?[8 Z M9?\ CW_UJ/[8_P"F7_CW_P!:@#2HK- MC_IE_P"/? 6H_MC_ *9?^/? _%J M-*BLW^V/^F7_ (]]:C^V/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8_P"M F M7_CW_P!:@#2HK- MC_IE_P"/? 6H_MC_ *9?^/? _%J -*BLW^V/^F7_ (] M]:C^V/\ IE_X] \ 6H TJ*S?[8 Z9?\ CW_UJ/[8_P"F7_CW_P!:@#2HK- M MC_IE_P"/? _6I?[8 Z9?^/?\ UJ - &BJ"ZM&?O(P^G-6(KR&;[KC/H>*)Z** M* "BBB@ HHHH **** "BBB@ HHHH *** !NSL=5\7W>L7XEEO+ZW@?4KF61RT MC@.N]\GJ1+$^@-?J'_P3W^+US\2O@JVE:I>R7NL^& [G(}+.Y>1[=AN@9B? M0;T'M$* /J&BO%OVPOBM)\(/@)XAU6TN&MM7O573-/D0X99I9F.]E&L /7.^%^?:@#]YJ*P/A_<2W?@+P MU//(TLTNF6SO(YRS,8E0)//*-%T!Y!E%U34(;8L/8.P MS0!T5%97AWQ9HGB^S-YH.LZ?K=H" 9].NDN(^>1\R$BH?%'C?PYX'M8;GQ'K M^E^['[:9_+CFU2\CMD=L9VJ78 G'84 ;=%8&L _$#POX+[0M7L-:L2=HN=.N4N(\^FY" M10!J45R4OQ=\"PZU_8\GC7P['J^_R_L#:K)]V<;?+WL[*VZV@#RSP_^U\1:P1IGBJ&X\3B:6V?Q&UN(P9(\[T^C1A"1M;HW.,UGZ7Y+_ C_)/T ML_\ L9M0_G/7Z=S?%[P);ZS_ &1+XU\,Q:MOV?8'U6 3[NFWR]^[/MB@#K:* M*YS1?B1X2\1ZE>Z=I/BG1=4U"Q5GN[6RU"&:6W53M8R(K$J >"2!@T ='17/ M^&OB#X6\9W%S!X?\2Z/KL]K_ *^/3;^*X:+G'SA&.WGUJ/Q-\2_"'@N98?$/ MBK1-!F;D1ZGJ,-NQ_!V% '245C>&_&GA_P 96[3Z!KNFZY N-TFFWD=PHSTR M4)I_B;Q=H7@O3AJ'B'6M/T&P,@B%UJ=U';Q%R"0NYR!D@'CV- &M16!>_ $'P MMIOA^WUV(\2Z1:Z'<*&AU*:_B2VD4]"LI;:1]#4WAGQIX?\ &MJ]SX>UW3=> MMHSAYM,O([E%)S@$H2!T/Y4 ;-%%\">%;YK+6_&OAW1[Q20UO?ZK!! M(".N5=P: .NHK/T3Q!I?B:Q0% [H^I6>JV3':+BQG2:,GTW*2.X_J?BGQSX;\ M#6\-QXD\0:7X?@G8I%+JE[';+(P&2%+L 3["@#9_<\K=NW>V,T =114-W>06%M)<7,T=M;QC<\LSA44>I)X KD+/XV_#O4+ M([':^/O#%S>9Q]GAUFV>3.<8VA\]: .UHHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ J*YNHK.W>>>1888QEG&YY^]5E\,> _F^R7_ 1ZN7Y? 4Q]2RTBMW_74WO%7Q8FN&DMM&'DQ=/M3#YV M_P!T=OQY^E>>9W%S+=S+/*\TK7_$>]:E>%V-]/IUU'<6\ABE0Y##^7TKUOPOXDB\ M166\ 1W,?$L?I[CV-?U!P=QM#/E]3QEHXA?=-=UV?=?-:72_/LTREX/][2QA M^7_ -FBBBOU8^<"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** +%O? 2P8&=R_P!UJU;>Z2Y7*GGNIZBL*G1R-$X93AA0!T-% M06ET+J//1AU%3T %%% !1110 4444 %%%% 'Y'?L$Z':>*/CT=&OT\RQU'1 M-0M+A! %')"48?D376?L5^)+SX#_ +5VI>!=8? RHM1FGT*X#?=^T1N3"XY[L MI4=?];^-87 !.G_DYG3?^P== P#H%=) P4-\%W7PU .:$TCQQI.;7^V8HKZ*= M$P$O+8JK$=B<"%C[L?J0#?\ ^"COCF[\> _%[PM\,]'W7$NGB,O O5[VY*B-/ MJ$\O'_74UY[^WUX+M/AS\0? /ABQ"BVTGP996BLHQO*W%T&<^[-EC[DUO?L: M:/J'[0/[6NH>/-;57&GO-KEP!]P3.=D$:_I[;(]HOSD_X*@?\E]T# _L6;?\ M]*KN@#['^*WQ;G^"? []MXGLMAU6/2+*VL!(NY?/DC1%8CN%!+X/7;BOA#]G MOX3>!UC>L+BOXN_%:WT*Y>[,2V]SJ]M;WUT^U6:9FGS\GS!1A3DAAD;:^L? MVP-#O-: 8AL)+2,RBPM=+O)E'41A44G\-X)]@37R]^QW^SK\+?V@-'U6U\4^ M)M6TOQ;:W>(-/L;RWA$UJ47:ZK)$[.P?S V#P-G'/(!SVJZI;?LA?M":???# MSQQ;>+O#X2&XDGT^[BG2>W9R);:?RF*%QM;T(RC XKZ3_X*DS)<> O ,L3K M)&^H3LKH.O&&J));/;?V=H=M9LC&"WMR8%W;P0%!C("* 3MR6R:^?O .B^._#/Q MAU;X7^&?$,VC:GJFH2^&[Z6WF,<[_\ ]*9J .C_ &K/V']{^ 7PKT[Q3HWB&^U6 MYCNH[34({Y$5)"X;$D0490 KC:Q;[V<\< 5? !/SXA:G\0/V>;7^UKJ2]NM% MOYM)6>9BSM&B1R1@D]=JRA1[**H?\%'O^3:[G_L*VG\VK# X)?\ _) M? [& M:X_]);2@#XU3P_P"&[TZ;K&I>(;ZUBNQ(8_)5I91(Q8Z?M.? L$:9\%_A"\WB_P]KVHZO]=DC9;._N[2TAN//6O!OV1_^3Z-'_["..K_^DMU0!]5_L_\ M[$NN? .Z\6WUEXSM[_4-8\/RZ;:RQVKVQM;I\)-VYB55E&",'O@5YA9_L&_ M#SPPKS_&#XP16VO7(\V9(=2M[,!B>IDN0S29_O%5SG_K#]JCQUJWPV_9_\ M&?B'0W:+5K6U2.WF1G5/V6OVR+30+'4Y;FVM=;BTFZD0;?M=I,Z [DSC M.UU;'9E&#QFOL[_@G#_R;7;?]A6[_FM?'7QW_P"3]+ &;3_YP4 ?6/ !0 M[%XU<\+/ FD>'/#M])IVK>(GE\Z\@)66&UC"APC#[K,SJ-PVQK],?$,JVMUK,;7-I:Z88U\M"2%>1I$?>6QNP, <$_$S0_&G[//A(6NHVOVG1 M-,BT^_M]ZJ]LT"!,N,\ JH;<>"#F@#X#M]0\2?L,_M-2Z7;ZM)=:5:W$/VH M%8M0L9 &RT>2-X5CC^ZZ\9'7W_\ X*J?\@'X=?\ 7S??^@0UX%^UGJUK\=?V ML[K3_",JZH+F:TT>WN+@I<0ZDUQ.J"U/GR.I?)X#(0P]#O%EA MXZ_;HTKQ#I9D;3=3\9I=6[2KM8QM<94D=LB@#VO_(*B^--=A\0>$_"T=U-# MX=ELFOY($)5)Y_,9?F_O;%48';>3WH^&O[#? P>^,G@6RO?"7Q-U&[UQK99+H M9@D$$A W!K7:LB $XY?\37UA>--^$7Q.O[+ X'=>)_X1_P_I>E^<;C[%:QGWG%=I?8@7=(C)QGO>M:- M>;_LY>..-4^)'P/\ !WB36P/[5OK%6N'50HD96*>9@<#=MW<:_%CQ4;BY&C6S M_NH\-<%3]YNH7\.OU^E><5+B[16R_P _.[/US!X6.#H11Z;^;"BBBO .T**** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ JSIS[+I/1N*K5+:G%S% O#^= &]1110 M 4444 %%%% !1110 45X7_PW!\$/[6.G'QW MR)?)+-8W8B#9Q_K3%LVY_BW M8[YKW&&:.YACFAD66*10Z2(0592,@@CJ* 'T5YGKG[27PX\-_$J#X?ZCXE2V M\733P6R:=]DN&S+,%,2&18S&"P=.K?Q#->F4 %%%% !1110 445\M?M(_MR0 M_L]?$B'PH_@V37@UI%=R7BZD+?:'9AM">4V2 OJ.M 'U+15?3[Y-2T^VNX@R MQW$2RJ'(# $9]^:L4 %%%% !1110 4444 %%%% !1110 4444 %%<3:OB8 MGP=^%^O^,7T]M572HED^QK-Y1E+2*@& :VWELYP>E<#^RO\ M11?M-:5K]TO MAQ_#DVD311O$;P72R"0,00VQ,'Y#QCTYH]THHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH *\W^-%N6L=,GQ\J M2.A/^\ ?_937I%$;DJ,O;LLX'TX/_CI-?(<7866-R+%T8J[Y;_^ M M2_0]/+*BI8RG)][??H>%T445_%)^L!1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% &KX7B\ [Q%IR^DRM^1S_2O9J\P^&]B;C7&N"N4MXR<_P"T M>!^F:J/K^I/#*RHY14KR_Y>3=O1)+\[GYYQ!44L4H+[*_,**** 83Y<**** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *FLU MW740_P!K-0UY@<966,M%E&'<' M K9^'LT_[%7[9\V@WTCIX5U.46?G2-A6L9V!@F)[F-P Q_V) .M "?'+_E)9 MIO\ V,WA[_T79U^F>K:O9:#I=UJ6I7<-A86L;33W-PX2.) ,EF8\ "OS,^.7 M_*2S3?\ L9O#W_HNSKV/_@J+XXU#1_ O@[PQ:RO%9ZW=W%Q=[#CS%MQ%M0^H MW3!L>]#*TH ['Q!_P4F^$>B:I):6T?B#6XD8K]LT^QC$)P<9'FRHQ' :JC^# M/[0G@CX\Z?H/\ >4D9XSFOS\^!GQL_9R^' M_P -;32?%GPXU/Q+XDF5CJ.H7&F6ER"Y8X$+23AD4+@#:%/&3SS7*_LW>--+ M\\ [8VA7O@F.^L?#.IZN]E;V=X%\U;6?*B.0!B#M)4_>/W B>#==LM8N-4U:&*>*6PMXGAC225XE+EI%/WD;HIXKEOB1_P4 ^%' MPYUZ?2#1%;'^R3_.OE/_ (*?DCX^^'R.#_PC M-O\ ^E5U7U/\)_V,?A=%\$=.TO4/#MIJVH:MIT<]UK5S$#=B62,-NB? K$%+< M!2!P,YY) /4O@Q\?O!GQZT>XO_">HM.]J0MU97,?E7%N3G;N3)X.#A@2#@\\ M&OSQ_P""E'_)QR_]@6U_]"EK+_8=UR\'^[O66EZ*L[O:WKWFD78BX64*CLIP M3T\R-#[-G_4H_P"3CE_[MK_.A2T ?56L_\% OA1\.X]/T1IM5\075K M;Q0W$NBVTW?&=KH>F1T(R#V)P:\7;]C[X7:+^SCJ%@#/#5K=:C_8KWC:Y/&&OOM @+B1 M9>J@-CY!A<#!!YS\W?\ !+O5KF'XR^*-,60BSN=:YDCSP7CN(50_@)G_.@# M['\>?M<>"OAW\8M+^&^K6VK?VS?R6T2WD4,7V.(SL%0N[2!@!D9(4X%86A_M MW_##Q-\4+'P1I+ZMJ%W>W:V5OJ<-JGV*25FV@!BX<@G^+9COG'-?$_\ P46) M'[36HD<'^SK/_P! K[/^$?[!_P .OAI'X9U.>WN=3\7:1/'>-J_VJ1%DG7G MB!V! W08W<J?%OXZ>"O@?I,=_XNUF.P,V?L]&IDN+@CKLC7D@9&6. M,C)%>#VW_!33X3SWH@?3?%-O%G'VF2Q@,?UPLY;'_:^3OB TW[3'[;TVB:C M=RMID^O'2(_+.#'96[LK!,_=+*CM_O.37W5\3_V0_A9J_P *]7TC3 !NDZ+< MV]C*UGJ5G;!+F*55+(S2_?D&0,AR?#+3/V>?$6GZ-X9LK#4M(TN M:]M-8\O-XTT,9?,DWWG#[2"#\HW'"C KY_X);^* [NW^(WB[PUYKFQNM*&H^ M7GY1)%-'GV)$_XX'H* /&C?O)MB?#+X+:I+I.M:O-?:U# &<$Y-TJ'SYHL@$! MSD(IP1P6!YZ5POA?_@!!\(Q>6IQ6=R=\V[CP;\'!'C M4?%NIFU-S=6:VMG ADN+DA9=VQ!V&1EB0!DC: M;::1EO:Q^&SL8%@ACS=1L=]* !DDG@=237R7_P3K^_A'XI:MXFU_Q5IL>M M_P!B-;QVNGW2A[8M()"7D0V@(%;(Y.0>, 'U1\+?V]?A;\5/%%KX?MI=5T M+4;R40VJZU;)&D\A^ZBO'(X!)X&XC)XZD5L_G]L#P;^SOXFT_0_$FF:]>75 M[:"]CETNVB>((79,%GE3YLH<@ X!'K7P7^WS\-]!^$WQYM(?"EC'HEI?:3!J M?V:S'EQPS&6:,F,#[H_.PD\L^P+=.: /L? POXCL?&'AO2]=TR7SJ.U*UCN[>3&"T;J&4D=C@ M]*\4;]M7P'_PNL?#*.QUV?7?[2_LHW<5M$UH)\[2"WF[\!L@G9Q@]N:\L_8F M^/UOI_[*/B675)Q)/X#2=MC]6MV1H?+^9&/]T"O%O^"=? @FY^(GQ\UGQQJ M@:Y&BP273SN,[KRY+*I/OM,S?4"@#].J*** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ IDL:S1O'(H9'!5E/<'J*?12:35F!\Z M^)=$D\:UX M_'UKQ,@J2",&OXQXN?GP_F,J:7[J=W!^7;UCM]SZGZKEF-6-H*3?O+1_P"? MS$HHHKXD]8**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBNH\$>&3K%Z+F=/ M]#A;)S_&W8?3UKU"PRO*3^Y=6_)=3FQ&(AAJ3JU'HCLO ^CG2= M$1I%Q/<'S7'<#^$?E_.NAHHK^WLMP%+*\'2P5'X8)+_-_-ZL_)*]:6(JRJSW M;"BBBO2, HHHH **** "BBB@ HHHH **** "BBB@ HHHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ K9T^#R;<$_>;DU1T^U\^3>P^1?UK8H **** "BBB@ HHHH **** M /RK_P"";')QS?]@6Z_]"CKZ>_X**?!%?'WPM3QGI\&[6_# +R;!\TMDQ'F M*?78<./0! 6O:/AM^S\-/A#XBN-=\)>%XM)U6>)H'N/M4\V$9@S*JR2,JY* MC[H' QTKTFYMH;RWEM[B))X)4,*;""2Y@\ M.W,\=XL8SY<5P(QYA]@T2# @8KVOP[^QS\'?"BJR\1Z5X+AM=7L[@7=O-]M MN72*4'*LL;2E!@\CY<# QTKV.:&.YADAFC66*12CQN 592,$$']*_/SG_9F^ M.G[.MC\,]+T7XC>$=!L/$6G(T4NI7OAM+T7HWDJ^(G?=M(!W#^'@\XKW7X0 M_&7]G;QA\6M+\)V @##PIB^()!-+:ZO9>&X+1(O+C9F(D*K(I*@XPO?G%=SK M_P"Q7\%%$NH27EYX"LXYY&+,+&YN+1,GK\D,BJ/P%=/_V=?AO*-0&H>%? M"5CI6H!#$MY\\TRJ>" \C,PR.N#S0!\# P#!4# DOF@?]BS; P#I5=U[5\./ M^"B7@/2?@K:+K45U:^,-*L5M%T>&WD9+J2--J,DN-JH<#.X@C)P@QSXK_P % M0\ DOF@?]BS;_\ I5=U]AVG[*OPI^)WAGPSK?B/P;:WNJR:7:&6ZAGFMFE/ MDKR_E.H<^[9- %?5_P $ _/ FI?$/]HP>+YX6>PT-9[^[N-N$-Q,CI&GU)=G M _P"F9IG_ 4H_P"3CE_[MK_.A2U^FO@OP'X>^'.AQ:-X9T>TT738R6%O:1 MA06/5F/5F]R2:XSXD?LQ_#/XN>)(M?\ %OAA-7U:.)8%N#>7$7R*254K'(JG M!)Z@]: -G7? ^2(ZA_P!B[)_Z3&OSX_X)?\ )?=?_P"Q9N/_ $JM*_3:XTVU MNM-ET^6WC:RDB,#6^W"&,KM*X';'%>=_##]FOX;_:URZUGP=X:71]2NK5_$'][EJX M8?%3Q4OB3Q3X6CU;60D<9N&O+B,,J?=# (DBHP'N#GO7JE 'Y+_&;]3_ &8/ MVR9O$LNGO)8C6CKUDJ_*ES;2R%W1#[;GC]BOIU^K?BA_?_&!^&.J-X9OKS M5/$=]920VVG26,D1MY74J&E=@$PI.2$9LXQWS7TQXY^'/ACXF:/_ &7XIT.R MURQSN6.\B#&-O:R-U0^ZD&O+]. 8?^'&EWZWD/@*V>53N"W%[=3Q]<\QO*5/ MTQ0!\O\ _!,7X3:D_B;?7B'>6[PZ5#:-I=B\@*^?*[HTC+ZA%0*>V9/53CQ' M]JS6IO#?[87BK5[>-)KC3]7MKN..3.UFCCB8 XYP2*_7C3].M-(L8+*QM8;* MS@4)%;V\8CCC4= J@8]A7Y0?'C_)/TO?\ L9M/_P#:%_'T5\8O^"@O@/Q1 M\!=7M- -X/%NMV$E@VES6[#[$94*2.TI&Q@ S;=I))QD#G'*? \$N_AO?+JWB MOQW/"T5@;8:1:R,I'G,7627;ZA?+C'U;VKZAUK]C7X,^(-?EUF]\"61OI7,C M^1//#SY),22+'R?]FO6M%T3/_#>DVNEZ38V^FZ=:H(X+6UC$<42CLJC@"@ M#\@O0!UWX9\-?M3:I+\;;.>]TV+5+W^TDDC>0?:"S[7D4?Z;B&P,YXX(X/3? MMB?%+X/^-4T+2/A3X9T_3X[%WEN]7L=)2P%P"H58\;%D?&"26 Z]^!UKX. 8I^+FA? +XWWU_XQDFTS3[C3;C2YYO(>0VTGFQ/\R("W6' M;P#C-?JUX*\%Z+\._"^G^'/#UD-.T:P0I;6PD>38I8L?F//@78>'-27?8ZKX>BLYOE!(5[=5W#/<9R#V(%4?BA M^S;\./C-K=IJ_C'PTFL:E:P"VBN/M=Q 1$&9@A$4BA@&9CSG[Q]:]$T^Q@TN MQMK*UC>K;QK#%&N<*B@!1SZ "@#\/+_P#$?PIN?!"@B5_LWVQO[+U2$@C< M8+A9 1_P#/KW5CZU^F?_3Y^&?@7[/MCJ<\034/$DS:G(2/F$)^2%?IL M7>/^NAKX:^,2VW[1W[8.HZ?X7MXXK;5]7CTZ.>W'$JIB.2Y/U"._T [YK]<- M%TFU\Z/8Z78Q^&RLH([:",=$C10JC\ !0!=HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ KS[Q]\.?[4:34M+0+>'Y MI8.@E_VA_M?S^O7T&BO$S?)\)GF%>$QD;Q>SZI]T^C_X9Z'7A<55PE15*3U_ M,^9)(WAD:.1&CD4X96&"#Z$4RO?_!)X)TSQ.NZXC,5UC N(N'I[_H^M>9:U M\+-8TLL]LJZC .C0\CW4_TS7\OYYP#FV4R9^@X/.<- MB4E-\NS_1G&T5-\FI*Z"BBBI M&%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %

M/,WQ'E\:2:=']J W[5/_ ";C\1?^ MP+=I_Z')7W;\3? \7Q*^'OB+PK-=/8QZO8RV9 MNHT#F(NI ;:<9P<'&1GID=:\>_97_9%3]F;4/$%W_P)4WB235HH8MO]G_91 M$$+' GJ^XG=[=* /SQ\2>"M$A :QUOPWX_OI]%T*;Q':H^ZLL;U?G]_P3I_Y.9TW_ +!UW_Z!7Z0_ OX,Z7\! M?A[;>$])O+K4+>*:2X>YO-N]Y'.6,% ' P/U->* LZ?L(P? 'XF+XN_X323 M7?+MIK>*S_LP6^-^!EG\U\X&> !S^5 '$?\ !4[_)$?P)_V$;C_-%+7L7[M!7_)I_@;_M^_]+[BM']];]F=/VE_#^B::?$3>"TNY>X6867VH2;E"E2OF)C MIUS79? KX4Q_!'X4Z%X*BU)M772UFS>O"(3*TDSRL=FYMHS(0!D\#K0!^;?@ MW_E(CW4E4NIGDD7=T!<\[M.U>A?M(?LK>&/VD+&Q;4[FXTC6K!62UU2U4,P0G)1T/#KGG&00ZJ=,EN-,EMKJWCL[ZZ\K,4<:&-G=3)@'#9VG) MVX]J; @E;_R-/Q! Z\K3_P!#DKL?"?\ P2UV\Z;JB3^(/&]YKEFN3]DM=/%G MNXX#/YKG&>N,$^HZUZW^RQ^R*O[,^J>(;Q?%1\1_VM%%$$.G_9?*",QSGS7W M9W>W2@#XH_;W7^S?VM-1NISB%H;"?(R2%$2 _P#H)K]-/%_V7QSX#US2-+OK M>YN-7T:=;;RIE)=)8F19!S]TEA\W2O*?VFOV._#O[1]U8ZK+J<_AWQ%:0_9E MU"&$3)+%DL$DC)7=@L2"&'4@YXQG_LN_L9VO[-?B+5=;_P"$JF\17E]:?8]O MV$6L:)O5\X\QR3E1W'>@#XW_ .">_C[3/AK\?KNR\13QZ4FJZ=+IB279\L1W M(EC=48G[N?+9>?XBHK[! ;\^(VA>&_V>=>T.XOH&UC7/(M[*R613(X$R2-)M MZ[J-\V,9*CO53XZ7L >"OC!X@NO$.FZC=>$=WG<]7,1*X8]] MK 'DD9.:\^*?\$L #^GZG'-XA\=7VM62L";6RT];,O[%S))Q] #[B@!G_!- M6S_X0KX1?$'QGK3_ @"N%D-U(IP(K:)WFDP,DJ _8=5(YQ6A\1/V./@]\? M-*U#QO\ #WQ9:: TX:XEFLY4DTX.>?WD1(: D@Y (QD_+QBOK&'X;^';/X>R M^"+33([/PQ)8R:::& E5$$BLKKG.\TQ+F0+GIYBRQ@_7;0!YQ_P $Z_B5XET+XT2^ %U)M1\,W<%R[VZR M&2"&6(;A/%GH&QM..&##(R!CC/VJC'X+_;@U/&;LL+.'5=-U%I&&,Q^5 [$> MP(8?A7WQ^SK^R9X1_9S2ZN]+EN-7U^\C\F?5;W:&\O.?+C0<(I(!/4D@9/ MSOVE/V.O#/[1ES:ZK/?W'A_Q';1? 9UU*WB659(P20LL9(W8)."&!Y[C& !G[M8GQ7*Z#^SEXB6;6+6:7Q%IS6NEQ6\]R/=&08#H >4 Y+= /<@'YM_X)6 \ M(T?$'_KSM\ T.2O1_A[_P $RO"/AF>>Y\1>)+KQ3<>4ZV\?V-;6WC<@A7>/ M>Y?:<$#< <<@UZ+^ NO\ LBI^S-J/B&\BIO$;ZM%#%M_L_[*(@A8_P#5)Q. M[VZ4 (_V:/VKK'PGH'B,/7[)]9MM+O!ITFZUU"*9D!&S) D4/CN5 M=2,D9S]/?$[_ ()G>&_&7BC4-8T#Q=>>>&A?3O" M6^M=G^S_/L&^$/@CXDM_$EWJ=SXJ\06N3:S7$*PP6[$$;UB!;+8)P68XZ@ MC- 'TY1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 R M2-)HWCD57C<%65AD$'J#7BWCOP#-X=G>[M$:73'.<]3#GLWMZ'\ ?VRFNBR(MR.H9&&"K#((]*^1XDX;PO$F&]C6]VZO)LM+=Y><%@,* M/J>@KO\ P[\X-.9)[XK=7 Y$8^XI_K7U^1*YGGTU]7I\M/K-Z17IW?DOG8 M\O&9CA\&O?=Y=EO_ ,Q_!?@QKR1+Z^C*VZG=$PYD)S[?SKT>BBOZPX?R#* MLI/>3_ ,NRZ>MV?G&-QM3'5/:5/DNP4445],>>%%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !110,G@YH ;:VRVT>T^^&OA^])/V+[.WK Y7].GZ5FM\'=%8Y%Q?+[*1/ B*[JBOF: "^28B7-4PD M+^44ORL=\,PQ<%:-5 _> <) PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 1 M7=T5S?ZGY! T"1 '_T_M3& \ 6<) PIW1?^?]__ . B? $4?*=T7_GZO\ M_OXG_P 17=T4?ZGY! T"1 '_ ##^U;, _ 6<) PIW1?^?]__P" B?\ Q%'_ M IW1?\ GZO _/OXG_Q%=W11_J?D' 0)'\?\P_M3& \ /UG"?*=T7_GZO\ M_OXG_P 11_PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 17=T4?ZGY! T"1 '_ M ##^U;, _ 6<) PIW1?^?]__P" B?\ Q%'_IW1?\ GZO _/OXG_Q%='G=% Y^K__ +^) P#$5W=%'^I^0?\ 0)'\?\P_M3& _M_6<) PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 17=T4?ZGY! T"1_' M ##^U;, _ 6<) PIW1?^?]__P" B?\ Q%'_IW1?\ GZO _/OXG_Q%=W11_M_J?D' 0)'\?\P_M3& \ /UG"?*=T7_GZO\ _OXG_P 11_PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 17=T4?ZGY! T"1 '_ ##^U;, _ 6<) PIW1?^?]__P" B?\ Q%'_IW1?\ GZO _/OXG_Q%='G=% Y^K__ +^) P#$5W=%'^I^0?\ 0)'\?\P_M3& \ /UG"?*=T7_GZO\ M_OXG_P 11_PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 17=T4?ZGY! T"1 '_ ##^U;, _ 6<) PIW1?^?]__P" B?\ Q%'_IW1?\ GZO _/OXG_Q%='G=% Y^K__ +^) P#$5W=%'^I^0?\ M0)'\?\P_M3& \ 6<) PIW1?^?]__ . B? $4?*=T7_GZO\ _OXG_P 11_PIW1?^?]__ . B? $5W=%'^I^0 M?] D?Q_S#^U;,_S]9PG_IW1?\ GZO _/OXG_Q%'_'G=% Y^K__ +^) P#$ M5W=%'^I^0?\ 0)'\?\P_M3& \ 6<) PIW1?^?]__ . B? $4?*=T7_GZO\ M_OXG_P 11_PIW1?^?]__ . B? $5W=%'^I^0?\ M0)'\?\P_M3& \ 6<) PIW1?^ M?]__ . B? $4?*=T7_GZO\ _OXG_P 17=T4?ZGY! T"1 '_ ##^U;, _ 6 M<) PIW1?^?]__P" B?\ Q%'_IW1?\ GZO _/OXG_Q%=W11_J?D' 0)'\?\P_M3& \ /UG"?*=T7_GZO\ _OXG_P 11_PIW1?^?]__ . B? $4?*=T7_GZO\ M_OXG_P 11_PIW1?^?]__ . B? $5W=%'^I^0?\ 0)'\?\P_M3& \ 6<-'\']$5LF>]?V:1?Z+6A9_#70;,@K:F!M0 69M_P"AXKJ:*Z\/PSDN%ES4L)!/_"G^=S*>88NHK2J/[R@FC6\:A4W*HX"K M@ ?I3O[)A_O/^8_PJ[17TJ22LC@*7]DP_PIY_P Q_A1_9,/]Y_S'^%7:*8%+ M^R8?[S_F\/*(]A_O/\ F/\ "KM% %+^R8? [S_F*/(]A_O/^8_PJ[10!2 _MLF'^_YC "C^R8?[S_F/*NT4 4O]A_O/\ F/\ "C^R8?[S_F/*NT4 4O[M)A_O/^8_PH_LF'^_P"8_P *NT4 4O]A_O/^8_PH_LF'^_YC "KM% %+^R M8? [S_F/*(]A_O/^8_PJ[10!2_LF'^_P"8_P *(]A_O/^8_PJ[10!2 LF M'^_YC "C^R8?[S_)C _J[10!2_LF'^_YC "C^R8?[S_F/*NT4 4O]A M_O/^8_PH_LF'^_YC "KM% %+^R8?[S_)C H_LF'^_YC "KM% %+^R8? M[S_F/*(]A_O/\ F/\ "KM% %+^R8?[S_F/*(]A_O/^8_PJ[10!2_LF'^ M_YC "C^R8?[S_F/*NT4 4O]A_O/\ F/\ "C^R8?[S_F*NT4 4O]A_O M/^8_PH_LF'^_P"8_P *NT4 4O]A_O/^8_PH_LF'^_YC "KM% %+^R8?[S M_F/*(]A_O/^8_PJ[10!2_LF'^_P"8_P *(]A_O/^8_PJ[10!2_LF'^_MYC "C^R8?[S_)C _J[10!2_LF'^_YC "C^R8?[S_F/*NT4 4O]A_O/^ M8_PH_LF'^_YC "KM% %+^R8?[S_)C H_LF'^_YC "KM% %+^R8?[S_F M/*(]A_O/\ F/\ "KM% %+^R8?[S_F/*(]A_O/^8_PJ[10!2_LF'^_YC M_"C^R8?[S_F/*NT4 4O]A_O/\ F/\ "C^R8? [S_F/*NT4 4O]A_O/^8_MPH_LF'^_P"8_P *NT4 4O]A_O/^8_PH_LF'^_YC "KM% %+^R8?[S_F/\ M*/(]A_O/^8_PJ[10!2_LF'^_P"8_P *(]A_O/^8_PJ[10!2_LF'^_YC " MC^R8?[S_)C _J[10!2_LF'^_YC "C^R8?[S_F/*NT4 4O]A_O/^8_PH_LF'^_YC "KM% %+^R8?[S_)C H_LF'^_YC "KM% %+^R8?[S_F/*(]A_O/\ F/\ "KM% %+^R8? [S_F/*(]A_O/^8_PJ[10!2_LF'^_YC_"C^ MR8?[S_F/*NT4 4O]A_O/\ F/\ "C^R8?[S_F/*NT4 4O]A_O/^8_PH_L MF'^_P"8_P *NT4 5%TR!>H9OJ:GCACB^X@7*DHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B

[I17YQ1_MA?'_]H7Q=>V'PET6/2[2W 80VUO!.\:$G:T\]P/+4 MG![*..,X)IEC^VM\;_@-X[AT3XNZ2FI0\-/#-:PP3^46QYD,D $;XP1T(.,9 M'6@#](**\;^/WQ8NM#_9EUWQ]X*U)(YVT^WO-.OO*60!99(P&V."":=KGAAP> MU?(/PW_;>^,_Q \+VW@[PQI?_"5_$2XN)99-6DM(46"V&W:!&@2,$'=EWPH! M P2<@ _2*BOS0L_VU/CE\#?B4FC?%:W&I0QNIO-.N+.WAE$+'[\$L"JK=#@Y M93@C/_CKXQ>'/ 7PIN/B#>W)FT%+..\@:'[]R) OE*@/=RR@?7)X!H [B MBOSCT?\ :: _:< _:(U+4KWX8Z3'INCVDFTQVEM:LD?&0C370P[XP2%P>1P :Z M_P#9_P#VVO'%C\6H?AO\8=/C@U"YN5L4O?LZVT]O@S7E% MO^U)=\}WX5>&FM=/TNVB2^U1;:W>6YG"#S"OG?N\ELD1QJS $4 ?37 MQQ^WU_PN;^T/"G_"MO\ A*/[\'F;[7_PBOG^;Y^Y<>9Y'S[=O3/&<]ZYW]CO M]M?Q9X^^)$7@#XA^1H+;+;3+/&I9HI44!>55L84$, ,'=QUG_!0+ MX^^.O@?'X$7P5K2Z,VJ&^-V_V2&]?L]_P#'6?\ M"E_"?_"G:OENV^,_[7GQDC;6/!OAK_M (1_1W^>$1V5K$KIC@JUZ29,^J]3T]* /T'KRG]ICXD>+?A9\+Y];\%>&Y?$ MVM_:8XA!';O.EO%AFDFD1"&*@)MX/!<$\ U\I? K]MWXCZ/\9+'X??%BVAF>MZODTR:>2U2VNK.X8[4+!,(R%BN>.AW XX/U;^TO:_$]\^%]POPJNEMO% N(] MRXBWRVY#*ZQM+\]MEE;=P0%.#G% 'P/X_P#VEO"?Q& .(^&'Q*U""^T3^Q;> M,:UIJH9'BGMY9)5$1P X+84 MN-5U5&,WV:>9WB@"E_FDVM&,DD9' V\&OM+]E7P7\;/ ^L^)-)^)6OKK7ANQ M5(-)GED6>2Y;@F59#^\"!0!MDYRW'0D@'T=1110 4444 %%%% !6+XRTDZWX M:OK51F4IOC &3N7Y@!]<8_&MJBN7%X:GC,/4PU7X9IQ?HU9FE.I*E.-2.Z=S MYAHKK/B/X;.@Z\\L:;;.()ECQT!_B7\"?R(KDZ_A;,LOK97C*F"KKWH.WKV? MHUJO(_7\/6CB*4:L-F%%%%>:= 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%200R7,R11*7D)E46VR]%_5PHHHKZP\T**** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HH MHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** *T-)BRSR$<#@5052S 9)X%;MM"+>%4'7O]: M):*** "BBB@ HHHH **** /D# _@]! R0+0/^QFM__26[J]_P31_Y-WN_^P[< M_P#HJ&KO_!13P1XA\>?_2;/PWHFH:_>V^OP7,EKIML\]QBWN$+[$!8@,ZC M@=ZN?\$^?!NO>!_@//8>(M&O]"OI-8N)UM=2MG@EV&.(!MC@$ E3V[4 5/\ M@H]_R;7<_P#85M/YM6! P2^AC7X$>(9A&HE;Q),C2 #<5%K:D GT&YOS/K7: M_M\>$=<\:?L^W6G>']{OMW&OSW,5KJ5N\$K1&WMT#[& 8 LCCD=] /D+]N8!?VPM4 M*C:2=.)(]?(BYKZP_P""EW_)N]I_V';_ P!%35X#^V5\& 'GBK]JJU;1?!N MNZOI5P+QWUCI\LT!VQ1JV9%4J,%3G)&,,5]+?\%!0!VO>-_@-!8>'=&O]=OH M]9MYFM=-MGN)=@24%MB D@%A[T QMO@7JNI16L2:A=:U-%//,:8A^/HD=?1?_!/MKP7K_@;X#36/B+1K[0KZ76+B=;74;=H)?+*1*&*, 0"5;J.U6OVT P!F.Z_: M&\'Z;/H3P1>*=%>1[5;AMB7$3A=\1;'!RBE2> 01QN)H]*_9UL[&P^ GP\B MTT*+3^P;)U*_Q,T*L['W+%B?_;3@CL_VS-6_LY!'<-<:=(1;_>\XP0G M.!_$>#[YSWKM?AW\1?VI?@/X8'@JQ^'FI:I96Q9+62ZT.XO?LH)Z1RPML*Y) M(W;@,^E=-^S?^R#X]\1_P#!2CX>^*/'FA>!!X:\:.KXA:UN;OSUTJRDN6B#+%M+!%) .T\GTKW' M]D;PWJGA']G/P3I.M:?<:7J=O;2>=9W49CECW3R, RGE3M8'!Y&: /SR^!-M M"W[=UA$8D,2>)[XJFT;5VF8K@=L$CTP*^N_^"EZAOV=[0D D:];$>W[J>OG MOX*_!?QJIO[;4&LWG@S7;/1HM?O[IM2N-/ECM?*/G%7$K*$(.1C!YR,5]. \ M%!O!NO>./@-#8>'=&O\ 7;^/6+>=K73;9YY=@24%MB D@%AV[T 9'_!->V;]MG6Y!8D+KMR '>@\N$X'XD_G7R1^P :PW7[8&D":&.81OJ$B>8H;:PAE(89Z$ M>M?9W_!/GP;KW@?X#SV'B+1K_6KZ36+B=;74K9X)=ACB ;8X!)4JNU?%?PS M_9A^_=]XTU[7?#^B:SX5U[0G;4--FU&SDM%NY/-V^7%)(I8J6.#E2 0>#0! M]G \%%X;:7]F;46G5#+'J5HUN6ZB3>02OOL+_@37S[^Q]J.IZ?\ L> 'B:RW M'R;:Y>$CC8QLV$C@^H4*?P%H3Z@DTNLM'GRYI9D M"2*O;]F74WG5&DBU&S> OU#^9M)7WVEQ]":^7-0_9S^-O[)?Q2E\1_#O M3;KQ+IRF2.VNM/M_M?GV[$'RKB!?GS@+G QD95LCBQ\0;\ :8_:^N=.T/7/ M!=QXWG$WDS:?+IMHDFTKYKF4R_O)% MW_/M]=?*]GO1?AC\#1\.92+^WO+6:+5KA1M^U23H5F8]!M.T?[*KG)KX1M M_@=\=OV0/BA=:QX&T2\3615H([O3[-KR&\MRP(2:%/G4Y"YZ8(X;'- 'ZC5 M^9/_4E^&\G@SXP:/XWTY&MX-?@!>6/ VWEOM4MQT)0Q'W*L?6O9O@MXB ;M5^+_ ,7O#FM>,-*F\%^"M+DDFN[%8'T^.XW1,JH8I&,LOS$'#95<9X.,^J?M MO?"T_%+]GW7([>'S=4T8C5K/RV8@?,4?6-I/QQ0!\9?MK_M#)\9O!OPILK) MPQFTL:QJ$<>"!=N3"4X_NM%-^#BOT#_9V^' ^$_P5\)>&6C\J[M;)9+L8P?M M$F9)<^N'=A] *_+#]COX:CXI?M!^%=-GB_3K&;^T[Q6&5\J'YPI'HS[%/\ MOU^RM 'Y/?L_?\@G27_W$?\ T3+7U[_P4?O+JV_9GKGCMR1%<:M:17&#C,8+. M,^OSHE?+/C#X&_&+]#'B]:Y\7>#/"VH^(H8[^XN].O+"QDO8I89=X,!_+9B MPQ(#G<@#B_^"8-G8Q__7[J$*;^;7I$N6_BVK!"47Z#$+GQ!87 MA ECM+&74K&Y*YVR@0D.AP2.=IP>1TJU=?!#X]?MB_$2PU7QI,WA72H%$)F MOK4V<=I#GY)-?!'[*L?Q=\,MKGC?X56BZP=,:& MUU/1]IE^TQR!V3,((+@%#RA#C/'!- 'L/_!4ZX&V7QSX%E14^V-IUPLC#[QC$ MH* ^V6DQ]34W[0EY>K_P3K^$BRR.#+?643C^]$+>Z* ^V%3\A7#77P3^.O[7 MGQ8AU?QIX?OO#EN0D$UWJ5E)96]E;*6[3Z_#5#\) M@!X2-W*1_P @OF;CS/\ CX_>>GMZ5*,G_@_IR ?AU_U\WW_H$->^?LO0QP_LM^!/+C5-\$ M[-M &6-S+DGWKR/_(*4?#WQ1X\T+P(/#7AS5?$+6MS=^>NE64ERT098MI8(MI(!VGD^E>X_LC>&]4\(_LY^'=)UK3[C2]3M[:3$K.ZC,Z>1@&4]J=K X/ M(S0!^?G@E1# _,%#IE0!%7QU?*%48 'VF88KV/\ X*M?\TN_[BG_ +9UQWA7 MX->/;3]O*XUV;P;KL6A?\)A>7PU1M/E%H8'GD=9/.V[-I5@>O>O4_P#@I=\. M?%?CV/X=/X9\-:MXB%F=1%Q_95C+RL+>38RV%G;>5%QD*TUV2I;')Y'TH,@5] Z9\"-7^(?["^D?#Z^MGT;MQ$=+C>*&^5HVAN(YO-19!U7..IR,C<>,BOESX/ZI^TM^S+:ZMX4T#X<7]]:W MEPTY%QHTUY#%,55#+'-"P3)5$ZL5^4<4 >7^(?\ A. ^&K-)_P"%E_\ ([?V MUI?]H?ZC_IAY7^H_=_ZKR_N_CSFOV3K\G;[X(?&Z^^/?A;Q/XS\+:WJNJ:IJ M5CJ5[?6MF\\4"B90%E>)3'&41!\F<*NT<8P/UBH P-2^'_A?6O$%IKVH>&\(MO]R6,]>S#LP/<&OI" ML;Q-X6LO%%GY-TNV1? \ 53K]Y#_4>U?F/&7!\>(:2Q&&M'$16G:2[/S[/Y/3 M5?097FCP4O9U-8/\,>^]*W/$G@_4?#,Q%S$7MR<)<1C*-^/8^QK#K^4\7@\ M1@:TL/BH.$UNGI_7J?HU.K"M%3INZ84445R&H4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M114UK:37TRPV\332MT5!DU<(2J24(*[>R6Y+:BKO8AKT?P'X4-BHU&\CQ<,/ MW4;=4'J?:1M-:PA MV_O2\^RZ;O7;X;-LW56+P^'>G5]_)!1117[N?!A1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !13D1I&"J"Q]!6G9Z<(\) MRW8=A0 FGV?E_O7'S=AZ5?HHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *\<_:TT+QQXL^" M.L^'_ &F?VGK6K,EG,GVF* QVK9,K!I&53D)C.<.?2O8Z* /DK]@S]F'Q!\ M#['Q'K?C*PCT_P 0ZD4M8+99XYC#+\(Q):-F7+N1P"]2)6/6OK6BB@ HHHH * M*** /+?VH/ ^L_$GX#>+O#?A^U6]UB_MXUMK=I5C#LLT;D;F(4<*>]%>0?L M_ ?QM\$=#\8IXTTE'GU*XMFMH1=0SLRQK)N8F)F &7'?/!XKZQHH **** " MB

C8_M/ZUX=\+>$].OFT>WNQ=ZA M?746Q$!7/!.,*S]3DE@ *ZW]HY6;XI?!@A20-:.<# _IO:_X4 '[1S,OQ2^" MX!
(!UHYY_P"F]K_C3OC]K6L^*/B%X4^&FDW\NEPZLGVF^N+L^$OB1X3^)>F6$NIVFE1_9; MZ&W&72/+Y/?@K+(,XP#C/6@#8TC]F33O!>OZ3K'A37M4TVYM;J-[J.XF$D=Y M""'F(V
,%ESZC/;N)OBK\./#6M^(9=6\<^-)K313$!::/)>+:PH0H#D9.7)(MSP ><<\56T_]IRR\9:KINE^#O#VJ:Q>W,\:SM<1B**VBW#>S,"W(7/M[GH?. M/&DVC^&?VA->U/XG:5!M1T M/X?_ ![T'2_
GB"35?"VLQ-'=62W!D2.3:^.W4$*P/7EAGFI_CW\)?#MO\6_ M Q2"8?\ "4:I,-2S,QW _#P _=_N_ZQNE9EOK&B^(?V@_ - X:\+?\(YH2/' M!(+-+7[8RABT@10.!N SST_"N_\
VI&N]#USX=^+$LIKS3]"U%Y;L0KDJ"T+ M#Z9$;#)XSB@#8\:?#/0OA;\#?&]GX?AFMXKFU>60R3,[%MH7J>@Q_.N;\.?$ M"X^&W[(^DZS9[3J'EO;VID 8+(]Q(Q!Z[1DX]AVKH/%OQ.TKXK?
WQQ?:+; MWRVUO:O$7NH0F\[0QVX)R #S7,Z+X"N?B)^R#I6E62;M12-[JUCSC>Z7$AV_ MBI8#W(H D\'_++NF>,/#%CKOBW6M7U#Q!J4*W;SI<@"$NH8 94DD9&><9'& M*O?
L^ZWK7AGX@>*_AKK%_-JD.D+]HL;BX)\P1;E&.(_B<&4J1JB @C_&YZT?&P/_#7 M7P^../[*N/\ T7=4 >\5\Z?$@ZE\8/CJOP[74KG3?#FEV@O-16S:\V55N3W
M_P!9&HSD#).#7T77S=\2)=2^#7QZ_P"%A/IUSJ'AK5K1;2^DM%W-%A$4@]@? MW<;#. >1GB@#M?!G[/MK\-O&6GZMX9US4+;30)$O]+N9/,CN%,;!2" ,$.5/ M(/0\CH>/^"__ "XY/X,(R_M*_$_*D?
>[>LJD4)O#WQB^)'B-_'?BK M^R?#&ESFUT[2EN3")\,5,AQG^[DGKE@ <#%6?"FO:'\,?C-X:MO(3M4CTY92#C. PS38=,T+X'_$3Q-#XY\(Q:OX.&
('.5!Q@YKT#P#XZ^%_BKQEIECX5\$PF[9FD&J(1:)%#' M;;$9MV_&X'*A1@=3UH U/BQ\.?#VO:Y_:WC?QG/8: (@EMI#7:VL.\#YVR3\ MY.1P #T&3TKR;PQ?
>'_AW\=/"UI\O$+:EX>U@_9[VQ%R941SD GU8=\@\X M.*L_$AM*\._M#:CJOQ)TNZU/PS+:HNER>2SVZ$*G!7.#@^8".>6SCD5F7FL:
M%XB^.'PZU#POX4_X1[0C>5%=+8I:K>NI4NP50,A=RC)]>U '1?M)6FIZE\< M/ =E!N]^=,U&YMS!#> D&$O(REQCD$ GISTKU7P!\"=(^&K:CK26,RVK+]
[S"AVX]#GH>QQ0!X+KGPE^%>EM)#XR\>S:EXD8MYUY&->TF\OVU2'2+[R;6[=RY:(@X)_A^4D>S8["O+ M_A7XI^&OA'PLNF^(?!=QJOC96D6>UNM,%S+/)O.T*'SMXVCH#D'K7??L@PRV
M[>/HYK+^S94U15>SP!Y##?F/C^[T_"@#S_X&_"^;XJ7GBJUU+6[VT\-VNHM) M-I]G)L:YF;< 6;'0!??KQCK7;>_#]Q\%_VB[;P;I>HW-SX@&X-$W('1N:L_L@*5/CT,""-34$$?[]:?BD'_AL/P><&\^/?
QSU3P?/J=U8>$O#\.Z>WM7V-<2?*&$U!.YB 3T53@9)KO? ?P)C^% M_BZ&^\.ZY?IH4D+I>:3=R>8COCY'4@ @^HSUYYQ7G7B2^O/@#\>-8\5WNF7 M5[X4\018DN;9-
QA<[2<\XR&4\$C(;CI7HO@;X[+\3O%UO8^'-!OI-"CC=[W5 M[Q/+2-MIV(@!.26P.3GKQQF@#Q>'Q)X:^,WCCQ%??$#Q6VEZ!8W!M]+T<77E M*Z@D&0XSV5)--\?^$8M5T6]N?
M&F:Q)IL=RJID_+\P..",@'@K MTYS7I'P[\X4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444
%%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% M %%%% !1110 4444
%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !45RTJ6\K0H))@A*
(QP&;')[ST"ST6!HX;>VN5E,S'=@_*[=WR_T44 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !65XLT5 MO$OA76=(6;[.VH64UH)L9V&1"N[\,YK5HH ^=
MG\7OA1X>$\-67@K2==LK M1Y/*O8;^.'S S%MS!F!/7N < 5T/PO\ AGXF?XD:I\0?&8L[+5;]#[-!IMBV MY8EPHW,V3DX4#J>I/' KV>B@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *\Y^/GPVO?BG\/Y=(TZYCM[Z*= M+J(39"2E0PV$CID,><=0/J/1J* /#[7Q5\;+73X[%/A]HZRQQB)+I=0B6$8& M ?+$F<>PKH?@+*;SX8Z#J#:K_#N?3-?LOL-
\^H M2SB+S4D^0I& 60BT74;?9:W(F1O, M8M$<;0VX?=;J!TKV:B@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH
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**** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** 8* "BBB@ HHHH ****
"BBB@ HHHH __9 end GRAPHIC 10 img208541110_1.jpg GRAPHIC begin 644 img208541110_1.jpg M_]C_X 02D9)1@ ! 0$ D "0 #_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$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!3_P 1" *;!FT# 2(A$!
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\)U-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$$!2$Q!A)!40=A<1,B,H$(%$*1H;'!"2,S4O 58G+1"A8D-.$E\1<8&1HF M)R@I*C4V-S@Y.D-$149'2$E*4U155E=865IC9&5F94VI:G-T=79W>'EZ@H.$
MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM;:WN+FZPL/$Q<;'R,G*TM/4 MU=;7V-G:XN/DY>;GZ.GJ\O/T]?;W^/GZ_]H # ,! (1 Q$ /P#]4Z*** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH *** M* Q$$!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&5F94VI: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@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H

47_RLH]FOYD'MG_(M_P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_R MLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T M6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#* MRC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX< M_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_R MLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T M6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#* MRC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX< M_P"%3?MW_P#1 M:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(M_P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX< M_P"%3?MW_P#1:? W_@%%_P#* MRC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX<_P"%3?MW_P#1 M:? W_@%%_P#*RC_A4W[=_P#T6GP-_P" 47_RLH]FOYD'MG_(P /\S[CHKX< M_P"%3?MW_P#1:? W_@%%_P#*ROG']H[]I3]K']F#QQ8^%O%/Q2TJ_P!0O-.C MU..31])LI(A$\LL8!,EFAW9A;C&,$<^E1HN3M&2(EB%!7E%_U\S])?VGO^3: M_BS_-BEJW_I'+7F? _!-S_DWRX=_]Q'_-.-U7IG[3W_ ";7\6?^Q2U;_P!(MY:\S_P"";G_)EOP[_P"XC_Z<;JI_Y=/U_0O_)?KT?YH^F****P.@**** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "OAS[@'_DY3]KG_L;5_P#2S4Z^XZ^'/V ?^3E/VN?^QM7_M -+-3K:'P3^7YG-4_B0^?Y'W'1116)TA1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 5^0G_!7 MS_DY3PU_V*5M_P"EE[7Z]U^0G_!7S_DY3PU_V*5M_P"EE[77A?XAPXS^$?I? M^T]_R;7\6?\ L4M6_P#2.6O,_P#@FY_R9;\._P#N(_\ IQNJ],_:>_Y-K^+/ M_8I:M_Z1RUYG_P $W/\ DRWX=_\ <1]-U6?_+I^OZ&W_+]>C_-'TQ1116! MT!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 5\.?L_\ )RG[7/\ V-J_^EFIUJQU\.?I_\ M)RG[7/\ V-J_^EFIUM#X)_+\SFJ?
Q(?/\C[CHHHK$Z0HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH *_(3_@KY_P G*>&O^Q2MO_2R]K]>Z_(3_@KY_P G*>&O^Q2MO_2R]KKP MO\0X<9 "/TO_&GO^3:_BS_V*6K?^D9_\$W/^3+?AW_W$?_3C=5Z9^T]_MR;7\6?\ L4M6_P#2.6O,_P#@FY_R9;\._P#N(_\ IQNJS_Y=/U_0V_Y?KT?Y MH^F****P.@**** "BBB@ HHHH **** "BBB@ HHHH **** M** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "OAS]@'_DY3]KG_L;5_\ 2S4Z^XZ^ M'/V ?^3E/VN?^QM7_P!+-3K:'P3^7YG-4_B0^?Y'W'1116)TA1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 5^0G_!7S_DY3PU_P!BE;?^EE[7ZJU^0G_!7S_DY3PU_P!BE;?^ MEE[77A?XAPXS^$?I?^T]_P FU_%G_L4M6_\ 2.6O,_\ @FY_R9;\._\ N(_^ MG&ZKTS]I[_DVOXL_]BEJW_I'+7F?_!-S_DRWX=_]Q'_TXW59_P#+I^OZ&W_+ M]>C_ #1],4445@= 5RGQ3C\8S?#_ %B+P!-I=KXPDC5-/N-:#&TB8NH9W"@D M[4+$#') !XKJZ\^^/OCOPE\.?
A'XCUGQV;I?"!@%EJ;V<4DCK#<,(&.(_G ' MF"Q(95;@8S6C\1/BM\>_'G[7WQ.^?@/XL>&_A_H7AFWT^:VAUW3K> M3S?/MXV94=HV9FW%CR>A%?.-
G=_#7P7^V#\)/^&/=6U35KO4[E8/$MHHN)[0 M69ECW;FN%W@>7YI!&_3\IQ\W% 'J7[2WQ\^) [+7[,O@^TOM6TOQ=\8_$6IH=O MJT5H(K0RR(/PF$(!VQ^6F,8+$$@C(/*>#?
B_P#"']GC]K#P#\+?BYXUTWXC MZ!X\LY&M=2MM,CLI+&Z4-\B[%7$_B-I'_!/WX(>. M/%-AJE[;>#_&G]J+#/$GQ0\-_MF?M^? MR\^&%U-XA\/^";.?5M8U:.VEBAMMWS+&V]0=VY(UZ=9,=C@ _1F2^MXF*O<1 M(PZJS@$4D>H6LTPACN87F*EA&L@+$#&3CTY'YUYAXN_91^#_(]\1WVO^(OA MSX?UG6KY@]S?7=ERKRL%@L>__ "O*]#^"_@7X. MH>!8O!A73/#$=_P" M H-<:Z738!$)BEUIP0MCKC^BM6)"RR(A**Q'(4MC)],UWE?3F@#\U]6^.W[2'PN^ G@;JI;5?BC9^>)! MUS4(3J'@<:1#%;0VLKN%5)5^;=A,=BI8>2=V!N).<9^B]>\:Z) M^Q7_
,%'/$WBOQ^UUI/@3Q;X2MK+3]:%K)/%YL,5JA0^6K'.;5@0 2-Z$\'- M'MO[!/[0?C7XD0_$_P-\3;^VU/Q?\.M9;3+G6(8E@6[AW2JLC*H"@AH).0! MD%G?^!? O_*)!X)_\$5M_\10!ZQ9:
MA:ZE#YUG%_B'#/C\1^E_[3W_)M?Q9_P"Q2U;_-(Y:\S_.."; MG_)EOP[_XC_P"G&ZKTS]I[_DVOXL_]BEJW_I'+7F?_3<_P"3+?AW_P!Q M'_TXW59_\NGZ_H;?\OUZ/\T?
3%%%%8'0%,FACN(7BEC66)P59' *L#U!!ZBG MT4 8^A>#]!\+M,^C:)IND--_K6L;2.$O_O;0,_C3=3\$^'=:U*/4-0T#2[^_ MBQY=U=6<-U#*RD8((/450T+POHW MA>"2'1M)L=(AD;>\=C;) K-
ZD*!DUIT4 %>$>+?^3UOAM_V)6O?^E>FU[O7A M'BW_)/6^&W_ &)6O?\ I7IM 'N]%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %?#G[/\ R# _LH?ZSXS?]E(UC_T&"O>*\'_ &4/]9\9O^RD M:Q_Z#!7O% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7Y"?\%?/^3E/#7_8I6W_I9>U^O=?D)_P5_Y.4\-?]BE;?^EE M[77A?XAPXS^$?I?^T]_R;7\6?^Q2U;_TCEKS/_@FY_R9;\._^XC_ .G&ZKTS M]I[_)-K^+/_ &*6K?\ I'+7F?\ P3<_Y,M^'?\ W$?_
$XW59_\NGZ_H;?\ MOUZ/\T?3%%%%8'0%%%% !1110 4444 %>$>+?^3UOAM_V)6O?^E>FU[O7A'B MW_D]X;?]B5KW_I7IM 'N]%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !7Y"?\%?/^3E/#7_8I6W_*67M?KW7Y"?\%?/^3E/#7_8I6W_ *67M=>%_B'#C/X1 M^E_[3W_)M?Q9_P"Q2U;_-(Y:\S_."; G_)EOP[_
.XC_P"G&ZKTS]I[_DVO MXL_]BEJW_I'+7F?_3<_P"3+?AW_P!Q' TXW59_\NGZ_H;?\OUZ/\T?3%%%%8'0%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !7Y"?\%?/^3E/#7_8I6W_*67M=>%_B'#C/X1 M^E_[3W_)M?Q9_P"Q2U;_-(Y:\S_."; G_)EOP[_
.XC_P"G&ZKTS]I[_DVO MXL_]BEJW_I'+7F?_3<_P"3+?AW_P!Q' TXW59_\NGZ_H;?\OUZ/\T?3%%%%8'0%%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !7Y"? M\%?/^3E/#7_8I6W_ *67M?KW7Y"?\%?/^3E/#7_8I6W_ *67M=>%_B'#C/X1 M^E_[3W_)M?Q9_P"Q2U;_ -(Y:\S_

!1110 4444 %%% !1110 4444 % M%% !1110 4444 %%% !1110 4444 %%% !1110 4444 %%% !1110 44 M44 %%% !1110 4444 %%% !1110 4444 %?D)_P5_Y.4\-?\ 8I6W_I9> MU^O=?D)_P5_Y.4\-?\ 8I6W_I9>UUX7^(<.,_A'Z7_M/?\ )M?Q9_[%+5O_ M $CEKS/_ ()N?\F6_#O_ +B/_IQNJ],_:>_Y-K^+/_8I:M_Z1RUYG_P3<_Y, MM^'?_<1_].-U6?\ RZ? K^AM_R_7H_P T6OVI-)_:#U#7]$?X-^//"/A'2EM7 M%]!XCB5I)IM_RLA:&3Y0O';GUKQ'_A&?VYO^BT_"[_OQ'_\ (=>__M'_ +$O MPU_:FUS2-7\<1ZLJYI5LUK;G3[XP+Y;-N.1M.3GO7P!X+^!?[&WQ&^/6G_"_ MPWI'Q$U.6^N[FQ@\1K>*NF23P1()(J2'YG&$/(7N#T.:P.@_2C]FVP^)NF_# M?ROBQXBT/Q1XI^V2L+[P_&$MOL^%V)@1H-P._/R]Q7JE?//[#>C?#+P]\&;S M3?A5'K-OH%IKM[;W=MKS9NX+V-E29&[?*A '8^I-?0U !1110 4444 %>$> M+?\ D];X;?\ 8E:]_P"E>FU[O7A'BW_D];X;?]B5KW_I7IM 'N]%%% !7D'[M40_XMS;/_LQMNC4^H!IU06#>98V[?WHU/Z"IZ[5L>0]'8****8@HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "OAS]@'_DY3]KG_ +&U?_2S4Z^XZ^&/V";A M+7]HS]KZ>0D1Q^*P[$#)P+S4R>*VA\$_E^9S5/XD/G^1Z%^V3\2OB):>-OA5 M*?AKXAL?!6N>/+J^$OB:^@646D-K$LACC5@09'WX'&<@ $9R/&/AG^TM\2- M*^%7[,][JGBXZYK'B3Q[>^&=:CNK:$RZE:"[GA$H^7$SX9UGQ[XK\9W%Y]CT,^)K93;6<\Q(WJL:J V6/S-D G. M >1B=)^M-*O&%U%Y]OH.EW.I/"#@R"*)GVY]]N/QKJ:X# M]H#P'=?%'X&^/O"-@RK?ZWH=Y86Q*O"-II,^K^'[%KMX[R&&VC;>,C M!9K7."1D2@C." >F?\ !/WXT^*IS\:/AY\2?%#Z_'!\2M?:]L=\U2+9.MF'F<&1#T#>>5P1SLST(S:_P#"N_"G_0LZ M/_X 1T\ Q- 'C7[&FN:=XFTOXM:MI%_;:II=[\0]6FMWXS66&>,K!AT=20P M/J#7T-7@7[(MK!8P_&*WMH8[>WB^(VKI'#"@5$4+!@ #@"O?: "BBB@ KX._ MX*@:#Y-Q\+O$BKCR;VYT^5O:01LH_P#''K[QKY6_X*3^'_[6_9KFU%4W2:+J MUI?!@.0"S0G_ -&BNO"RY:T?ZW)=1T6JJ^RU+[FG^AZS^S%K']N? 3P7<;MQ MCL1;'_MDS1?^R5ZA7SE^P7KBZM\!X[<-G[#J,\('H&"RC_T8:^C:RK+EJ27F M>OFM-4L?6@MN9_=>Z"BBBL3R@HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ** M** "OR$_X*^?\G*>&O\ L4K;_P!++VOU[K\A/^"OG_)RGAK_ +%*V_\ 2R]K MKPO\0X<9_"/TO_:>_P"3:_BS_P!BEJW_ *1RUYG_ ,$W/^3+?AW_-Q'_P!. M-U7IG[3W_)M?Q9_[%+5O_2.6O,_^";G_ "9;\._^XC_Z<;JL_P#ET_7]#;_E M^O1_FCZ4N(5N() (FSMD4J<'!P1BORL_X5'^TS\ /$GPU\\ A?X9Z7\0- ^& MFJZMQQK>QWB2)MNU,BLCIYI)R!TQDCYC^JDRO)#(L;^6[*0K8S@XX M-?EW\)?VLD_8B\#Z]*?B?\ "KQ? >^,EU>^N9]0L+1)X-=:9R1,9'8;@R[5R M X*J.^16!T'V'^P[\'?$WP>^#M\OC6XLYO%_B;7+WQ+JL>GR"2"">Y9*-&N/#2ZGK=]JFE:'=[A)I]C*R MF.(JV"HW!V (!PP..:^JZ "BBB@ HHHH *\(\6_\GK?#;_L2M>_]*]-KW>O" M/%O_ ">M\-O^Q*U[_P!*]-H]WHHHH *\K_:73=\)[_W;B _P#D0#^M>J5Y ME^T='YGPBU?CLENW_D9*X\;KAJGH_R/5REVS"@_[\?S._T*3S-#T]_[UO&? M_'15ZLGPE)YGA71G_O64)_\ (:UK5TPUBCSJBM.2\PHHHJS,**** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ KX._8=EOX?CU^V3)I4,5SJB>)6:TAG;;' M),+K5-BL>P+8!/I7WC7PY^P#_P G*?M<_P#8VK_Z6:G6T/@G\OS.:I_$A_R M/,_B!^TA^UQ\+=0\)>'M;^#7PUBO_$M^UEHVE6A$\EQ-C=(RHET=]@$%_ , M@DUUOA3X_*P8[1_@_X^_#;PA\4?AE\//!NE>*;_R(M3ME9M^SEXHI8YY%6#_LH?ZSXS?]E(UC_P!! M@KWBO!_V4/\ 6?&;_LI&L?\ H,%>\4 %%% !7E/[5?AH^+?V:+CW/ MC;_@F5XA^V^"_$NFEN8S:70'^\CHQ_\ (:UJU^=?_!-:^ET#XC>(?#ER2LJ MV=Q ZG_GI#<*,?DS5^BE=6,5JS/9S.7M*M.M_/"$OOBK_BF%%%%<1Y 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !7Y"?\ !7S_).4\-?]BE;?^EE[M7Z]U^0G_ 5_P"3E/#7_8I6W_I9>UUX7^(<.,_A'Z7_ +3W_)M? Q9_[%+5O M 2.6O,_^";G_ "9;\._^XC_Z<;JO3/VGO^3:_BS_ -BEJW_I'+7F?_!-S_DR MWX=_]Q'_ -.-U6?_ "Z?K^AM_P OUZ/\T7_VD-"_:,M?%5AXE^"GB#P[=Z9# M9+!>?_#_$5N ES*'=O.CF&"&*LJ[2Z#Y ,O\ M/?ME6#&RNOV9=/N;X?+ M]HM=57R"74?O6&/^!5]VR2)"I9V5%'5F.!7 _!OXY>$_CMX'B\6>%KN5](DN M)K4->1^1)OB=;V^FQ6 MYM4DE:(NNQ%9=A4L#DJRJ<@'IUFO?%#XZ?M2?M%?%;P9\)O'UG\-/#7PXV69 MF.F17DNIWQWC:Y<'8F^.097H%!PQ/ !]\T5^:-O_ ,%&O'^I?L7:+KEI;V/_ M M[4_%?_"%)VM\-O^Q*U[_P!*]-KVR;5K*WD:.6\MXY%ZJ]@C\,UX;XDO+>_;6^'!MY MXIPO@O7L^6X;'^EZ;UQ0![[1110!P/Q\U*[T?X,>,;VQN9K.\@TV5XKB!RCH MP'1SAR#]*_+_ %#XK>-=6LWM;[Q;KEW;28W0SZA,Z-@Y&06QU KJ6_B-X/\ M^$_\"ZYX<-UJB&IVKVWVCRJ_E]AUVY&?S%?G9\8/V:%^%/CK1_#S>(#]"C9 M27:W7V3R]K)N^3;O.?NCG/>O1P]2E3IR]ITN]NB6I^G<(8C"1C.A5M[1NZTZ M)=['W/\ LRWUSJ7P'\'7%W<2W5PUH0TLSEV.)' R3Z ?A7I]9MVYWY?&,GINQ^%=_7GREG;5KZI_;H^.WBS MP"O@7X;^_!FD^,O%WQ"N;BSMK?7XUDL$CA5&D\Q&*JQ^<'YC@!6)SP*\-^$ M'C?XM_LF_&CP/X<^)GPG^'>CZ#X^U%=&@USP+IT-I-%*\'_90_P!9 M\9O^RD:Q_P"@P5[Q0 5Y#\?/B%XJ^&L>G:CHZ6O5@>._"5OXX\)ZCHMQ@"YC(CD(SY<@Y1OP('ZUS8F$ZE*4:;M+H>AE M]6E1Q,)UXJ4+ZI]O^!N?-_AG]H_Q_P"*M>L-)LH-+:YNY5B3_1FP,GDGY^@& M2?85]6QJRQH';>X #,!C)]<5\Q?LL^%(+'QMXB;48RFLZ6H@2%QJPEF61OJ- MH'T8U]/UY^5^UE1=2M)MM_=8]OB+ZM3Q2H8:FHJ*UMUOKJUK?B?G5\&8_P#A M7O[?WBC2,>7!/KM[A?1+F%I4'YLM?HK7YZ_'^,^ ?V^M&UD#RXM132M19N@(M23R'_P#'8_UK]"J^GQ7OF?M/?\FU_%G_ +%+5O\ TCEKS/\ X)N?\F6_ M#0\ [B/_*<;JL_^73]?T-O^7ZJ'^:/4_CY\"?#G[1OP[N/!?BJ;4(-(GBN M6?2[@03;HVROS%6&,]017Y5Z5^S_ /L7_#*&Z\.?$7XVZKK'BNRNIHKJ;PVM MPMHN'(5!MMY5+*.&(E?LK/&)HD)(VW;64J=O!Y':OQ_\ VT^!]W)J'@V"^G22[G6832W>%,C2>:JL6P4[8 Z5VO[0WQJTS]G M?X.>)?B!JUI/?VNCP*RVEO\ ?GE=UCB3/\(+NH+=AD\XQ6%^RG\0M%^)GPK. ML:#\.KSX7V OYH/[#OM.2Q*ZA:*>))HFX:.1 M0RGZ@T ?DY^Q_P#M)?"/Q-\TT*%V\J. M-$97>0VW(.%5F))9V([+X7_ !P\,?L/_M;_ +2]G\49;01+7Q/?+K^B7'V2 M65;]-\\@2,HIY(G"@G"AD8$@BOTDC\.:3%(KII=DCJH-"=T1NH$E\L^J[@<'Z4 ?BY_P *>\7>#/V(/!'Q2O- O1#:_$IO M%US9"(^;%I[QQ1I,RXR%+P#!/:13T.:^D=8^*/A[]M;]OCX(:C\,9;K7? #/@ M:SGU36-8^R2PQ6[/\R1-O4'=N2-?A'I53 M2="TW087ATS3K73HG;M M:U>L'N;^]TZ.2:9@H4%F(R3@ ?A7E>B_!OP+\(/VT/ L7@GPGI/A:.^\&:XU MTNE6JP"8I=:<$+;1SC_I*]-H]WHHHH *^._ MVY(VL_B!\-KX# D2[MR?^^/_ (LU]B5\G?M\6^VS^'M]C_4ZG)%G_>$9_P#9 M*=N:,H]U)?@SZ?AJ7+FE+SYE_P"2L^@_A&V[X8^%S_U#H1^2@5UU<9\&7\SX M6^&CZ6BK^(_I79USX?6C!^2_(\7&JV*JK^_P PHHHK,Y?3>)'CM[W:&^ MSR&ZU0+)@]=IP<>U?>=?#'[!$,=U^T=^U[#*H>3Q6$=3T(-YJ8(K:'P3^7Y MG-4_B0^?Y'C_ (V_9M^(WC_3?#.O^)/VT?"M]9Z=J+76BZM*T$0BO(N',$RR MK\RY 8]QD=*ZKX:_!#Q/K7[0/PZ\6^*_P!K/P=\2[OP_?9L]'9[::20/Q(D M$8E($K+P'"EA@8Z"H?CG:_L>_"KQ)\/O@OJWAO2M3T:VUC4'U!V\0W41\-RR MQQ,\DV&+/YFR-0I8!?+%5-,_X8S^''QQ^$4/PK\,:9XQ\3:MXBAM8;K2=?O) M&TE]P\NY:-F99 &(^4D="><5B=)^EUVNK?2+N6*:-M MK1NL+E6!['$$ UT]8'C[6IO#O@?QUJMOH=QXFFLK">X31;10TU\50GR$!X+/C M:!WS0!^7G[&ITV_%2Q\ :EXB_:\\9G/CZXNEGN/!UQKSK'(Z7#;+?]XV\Q$ M7YS_%B[\5_M5_MUZW\%+?QEX\">!/!N@)J5[_P (O=FUN;VZD$+# M=(>!]H08(('EG RV1XK^TLUI^V5:^#/!/PB_9X\2>!_%EOJT5Q=^(M4\.1Z M3%IL 5E=&E3JNYE?DC_5C:"37J_Q&D\3?LB_MZ:[\6[WP5XD\:^!O&/AR'3I MSPU8F[F@NHT@4AU!&"3; \D B7@DJ10!V7_ 3Y^,'B6U;XW?#KXA^*I_$" M_##6GMXO$&L39E-D&G4F61CDA?LY;+$D!R,XKWC_ALKX$?]%?\ !?\ X.[? M_P"*KQ3_ Q)W_"_Q5:WGQB^*GC3P[<^&+KXDZ^VH6FBZE&4N(;0/,ZF1',KN M,Y&' 2$SC!%?7G_"+Z_T";'_P !D_PH * 8O\ $&F>+-'^+&LZ+?V^JZ3? M?$/5I[6^M)!)#/&5@PZ,."#ZBOHBO!/V2H8[=?C)%%&L42?$?5PJ(H"J-L' M KWN@ HHHH \9U)1X3_:4TVY4>7;>(=/:%R. 95_WS5X]^T="^F: M;X:\3P*3-HNIHY(Z[&()_P#'D4? C7KL$R7,,UCOWN&P^(\G%^L7_P#(M'PG_P %&M'?3O'_,-?$<(VM-;WE@TG MH4:.6/\ ]">ON'P_J:ZUH.FZBAREW;1W"GV=0W]:^8/^"C6@_;O@_P"']75? MGTK7X&9O2.6^P:LZ:Q_;WP-\$W1;>PTV* M[Q#RS^J5[E3WJ$\VN MC/X\L3_EJ/[I1B_SBST:BBBN(\D**** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHKYL^.GQ*\>_#?QBT%GJP72+Q/.M,VL1VCHR9*Y]!_0BN3$XF M.%A[2:;?D>GE^ J9E6]A2DE*U];Z,_E@O-6#:3:)Y MUWBUB&X=%3(7@D_H#7TG1A<3'%0]I!-+S#,,!4RVM["K).5KZ7T^](****ZS MS HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ K\A/\ @KY_R_Y-K^+/ M_8I:M_Z1RUYG_P $W/\ DRWX=_\ 1.J-U7IG[3W_)M?Q9_[%+5O_2.6O,_M^";G_)EOP[_[B/\ Z<;JL_\ ET_7]#;_)?KT?YH^EVSM..#VKX8U7X&W73T5GQDJH+6> 3P.3]37W.PW*1G%?D\)3]!^#W@+QSJ/ MAC7_ -M#XDMJ$5P\%[!9&\NX;=MQ#1O)&2F1R"!GL""!TK Z#[M_8&^+7BOX MS? 4:[XX\06^O>*8=6N[&^$%DEJ;*2(JIMW5 %9A][>O!#KZ5]'UXK^Q_P#" MGX>_"'X%Z-IGPSU=O$?AF^9]1&M/.LK7\LF \K%0 #\@7: -NS!Y!KV@ HH MHH **** "O"/%O\ R>M\-O\ L2M>_P#2O3:]WKPCQ;_R>M\-O^Q*U[_TKTV@ M#W>BBB@ KYC_ &-+4M\+/#]X.MMKL)S[&*7_ %?3E?/O[<]G]H^ -[-C_CV MOK:7Z98I_P"SUM1UJ'N9'+DS*@_[R7WZ'H_P,D\SX3^'&_Z8,/RD85W=>!KS7O%VIZC.UOHGA^VB9]>DV(K?:PX^=$S'C!!W,.#DXYG]GCXV?"2/XP^ M&;3PO^R5XA\$:QJ%VEG#XAET!(UL?,^4R&0C** 3D@CC->N?MZ?#/XH>*]?^ M$GBSX0^#K7Q%XO\ "_J7%\E]=7T,*6T;+&#"\\CCU34+34E:6WMR?G= +M\L!T&TYK$Z3[$HHHMH **** "BBB@#P?]E#_6?&;_ +*1K'_H,%>\5X/^RA_K/C-_V4C6/_08*]XH M **** .2^+&@_P#"2?#G7[$+OD:U:6-?5T^=?U454^">O?\ "0_"_0;@MNDB M@^S/GKF,E.?J%!_&NW90RD$9!X(KQS]GUCH.>,_";G'JF:DTD^G_GF^5&/; M"?^'5P5/W' MWL/)=FF3A?>P.)AVY)?W MM7NE>*> _P#BY7QDUOQ8_P"\TK1_9^G$\]7Y#./P+' +:+Z5YV-_>05!;S M=OENW_74]W*/W-:6,EM25_5O2*^;_"%^RBMG;^#]6M1;M;ZM#>XO%D&'QM^ M3(Z@##C'J#ZU[A7B]Q,Q;W]H:&7_ %>E^*[?8W91<+C]<@?]_37M%/ ^Y2]B M]X.W^3^:%G'[W$+%+:JE)?DU\FF@HHHKT#PPHHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ K\A/^"OG_)RGAK_L4K;_ -++VOU[K\A/^"OG_)RGAK_L M4K;_ -++VNO"_P 0X<9_"/TO_:>_Y-K^+/\V*6K?^D9_\$W/^3+?AW_W M$?\ TXW5>F?M/?\ )M?Q9_[%+5O_ $CEKS/_ ()N?\F6_#O_ +B/_IQNJS_Y M=/U_0V_Y?KT?YH^E+B-Y;>5(W\MV4A7_ +I(X-?DK\#/CI\'?V2/ VN?#'XX M_"*]N?B)::C>?;KR;0;>]_ME7D8QNLLK E2I51_"0 P/)K]:YF=89&C7?(%) M5)]4NM?,&OW]EIFM7 MT"Q37]DC*8I'"JHR"S(<#^#'4&OI^@ HHHH **** "O"/%O_ ">M\-O^Q*U[M_P!*]-KW>O"/%O\ R>M\-O\ L2M>_P#2O3: /=Z*** "O&_VOK'^T/V=_%RX MR8XX)1_P&XC/\LU]7G7[15G]N^!GCB/&=NE32X_W%W_ /LM:4G:<7YGH9=+ MV>-HR[2C^:,O]E6X^U? ;PL__3*0?^1&KUFO%?V.9O._9]\-?[/FK^4C5[56 M$(\L5'L:YLN7,*Z_OR-_A1115GE!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %?#G[(_)RG[7/_8VK_P"EFIU]QU\.?L _\G*?M<_]C:O._*6:G6T/ M@G\OS.:I_$A_P C9_;PC\2^_BE\"OA;8>--6\ ^&?&.H:@FJ:MHTQAGDD@ M@1X(X(^^2P"DX)(.#M KXT^!,=KX)^+7PBN;KXO^*O$?C(?$.X\-ZYX%N=7 ME\V"..>6."Y*Y.8QLB+JP(;>P!WW^\M^=+?X31> -(TGX=6WQ/^(VNZJS M>%](NHE9;>>!0S708@E60.N"NT\D[E)KP3X5_$G6/!_[4WAB^^.W[-_AWP# MXN\9W+66D^-M'V39O&3 23$D@#N#MWA@_P W((R1B=)^BM%%% !1110 4444 M >#_ +*'^L^,W_92-8_]!@KWBO!_V4/]9\9O^RD:Q_Z#!7O% !1110 5XU-_ MQ2?[2T3_ '+;Q%IVTGL94'\\1#_OJO9:\<_:(C;1?^$2\5Q@[](U)1(5Z^6V M&X?N\)?'RGWZ[H/\ Y>1E'YM77XI'L=?%G['L7_"& M_M(?%;PH?D19[MHEZ92.)C_ /)A7VC'(LL:NAW(PT.X-?'-G&/!?_ 4. MO$_U<.O6PE'OOLP/UDMS7M4-8SCY?D++?>=>E_-3E^%I?^VGV11117(>,%%% M% !1110 4444 %%%% !1110!P/QN\9-X-\ 7LMNQ&H7O M^AVH7[V]P02/<+N/U K1^%?@U? G@73-+*A;D)YMR1WE;EOR^[]%%<#JG_%S MOCQ:V _>Z+X43SYNZMUUY']]6G6Z+W5^K^_3Y'N8K_ &7" M4*OBE[\OG*^2U^9Y?^T-X=EU;P&=4L\JJ.B3+?PR+U 4_/^0^;_@ KM_!W MB*+Q;X7TO6(%_B'#C/X1^E_[3W_)M?Q9_P"Q2U;_ -(Y:\S_ .";G_)EOP[_XC_P"G M&ZKTS)I[_DVOXL_]BEJW_I'+7F?_ 3< _P"3+?AW_P!?\"KQONTU4_E:?^X7/:RGWZ[H/\ Y>1E'YM77XI'L=?%G['L7_"& M_M(?%;PH?D19[MHEZ92.)C_ /)A7VC'(LL:NAW(PT.X-?'-G&/!?_ 4. MO$_U<.O6PE'OOLP/UDMS7M4-8SCY?D++?>=>E_-3E^%I? ^VGV11117(>,%%% M% !1110 4444 %%%% !1110!P/QN\9-X-\ 7LMNQ&H7O M^AVH7[V]P02/<+N/U K1^%?@U? G@73-+*A;D)YMR1WE;EOR^[]%%<#JG_%S MOCQ:V _>Z+X43SYNZMUUY']]6G6Z+W5^K^_3Y'N8K_ &7" M4*OBE[\OG*^2U^9Y?^T-X=EU;P&=4L\JJ.B3+?PR+U 4_/^0^;_@ KM_!W MB*+Q;X7TO6(%_B'#C/X1^E_[3W_)M?Q9_P"Q2U;_ -(Y:\S_ .";G_)EOP[_ XC_P"G M&ZKTS)I[_DVOXL_]BEJW_I'+7F?_ 3< _P"3+?AW_P!?\"KQONTU4_E:?^X7/:RGWZ[H/\ Y>1E'YM77XI'L=?%G['L7_"& M_M(?%;PH?D19[MHEZ92.)C_ /)A7VC'(LL:NAW(PT.X-?'-G&/!?_ 4. MO$_U<.O6PE'OOLP/UDMS7M4-8SCY?D++?>=>E_-3E^%I? ^VGV11117(>,%%% M% !1110 4444 %%%% !1110!P/QN\9-X-\ 7LMNQ&H7O M^AVH7[V]P02/<+N/U K1^%?@U? G@73-+*A;D)YMR1WE;EOR^[]%%<#JG_%S MOCQ:V _>Z+X43SYNZMUUY']]6G6Z+W5^K^_3Y'N8K_ &7" M4*OBE[\OG*^2U^9Y?^T-X=EU;P&=4L\JJ.B3+?PR+U 4_/^0^;_@ KM_!W MB*+Q;X7TO6(%_B'#C/X1^E_[3W_)M?Q9_P"Q2U;_ -(Y:\S_ .";G_)EOP[_TXW59_\NGZ_H;? M\OUZ/\T?3%>0>//V0_@Q\3O$TGB'Q\ #C0=6UN5MTU];;))F]9-I'F'W;- M>,_MR:/I.I^+/#+:C^T_?? =ULI FF6MRT0OAYG^N(6:/D?=YST^M?,__")^ M%_\ I(MK'_@?)_\ )=8'0? J;H'A_3/"NBV>D:+I]KI.E6<8BMK*RA6*&%!T5 M44 ?2M"O"_V-;&RT[X/&&P^+UQ\;8/[1G/_ DUU,9&4X3-ODNYPO7!;^.O M4_B!X9O? &7@G6M"[T7;SPQ>ZA;/;Q:QIV/M%H6&/,CST8#.#VZT :-IXBTJ_ MU2[TRVU.SN-2M #<6<-PC30@]"Z Y7/N*I:IX]\,Z'>O9ZEXBTG3[M "UO=7 MT44BY&1E68$9%?G]^P7\.=-^$O[>G[0?A+2;B^O;'3-.M8TNM3G\^YF9C$[O M))@;F9F8DX[UY[^T=X5\ :+^VI\8_%'QG^$/C;QMX*EM=-:PU30K&Y^RVS): M1":1YDDB7: ,?>."IZ4 ? JI:ZSI]]I8U*VOK:XTXH9!>13*T)49RV\'&!@\Y M[50\-^-_#OC)9V\/Z_I>N+;G;,=-O(]@1GT;8QP?K7YM_M6>// FM_L?_!+P M/\%+R;2_AIXQ\4IZ3+##*)*)HX!*S36\GF$N#YTH8AB<[1C*D9V']"PF\,?LB M_P#!03]G]/ACIS>&M\(5VT^E:KIUO/(\5RH^3%_L?@W6U*^*-(>P:;==:<?I-U'CZPL*Z:JNJ6HO=+O+ M_ BI%-.SN:TI=U<)_X_G^M>]5\[?L)2$_ ^2)C MEH-6N(S[?+&?ZU]$U=6/+4DO-GJYTK9EB\ $PHHHK,\4**** "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ KX<_8!_Y.4 :Y_[&U?\ TLU.ON.OAS@'_DY M3]KG_L;5_P#2S4ZVA\$_E^9S5/XD/G^1WW[:OPAU[QUKGPR\4_#QAHOA_XL M>%[^YE\6NN3(D>J)+&JW%NJG)8[57HIX+ XR&'D>D_##]H'XN?&[X7:I^T3 MK_@GPAX=\-:P-3TC0M)N46XU;4(US&$!=BQ'!/S< D!>HW]Q'9V-I"]Q<7$S;4BC12S,Q[$D^U6J_^/WPG/QS^ M#OBGP%_;,WA]==M?LK:C;Q>8\2[U9AMW+N#!2I&1D,: /R^^(GQ*\??%;]H+ MX/?&=]>UC1/!?BSQ_;Z)X9T*.XDAC?2[6XA4W$B @$S.[Y!'9AR-M>]?%#2; M_P#:^_; /$/P?USQ1KNB?#SP3X>COY-/T&]-JUY=2" [W8 YQ]I Y!P(^,; MCGS'H3]A7XR>&-9^!VCZ)2O%'C[2M.UJ&VMKBUT-(X_"T2-"J70'.1A0_ M,0/W76O2?&?AXD_LE_ME7/Q:L?!/B+XO>&O$WA:VT?4[KP_;"2]%Y#' C2R M1+G:7:V1_P"[^]8 Y7! .A_X)W_$G6O"MQ>OAKXP\2WFN:3\,=;DCL]5U21 MIIH[(-.K!FY)51;[@.V]@.,"O=/^&Z/@'3_T473_^_%Q_\;KS7_@GQ\'?&?A6 M;XK_!-\?:))X8\0?$;7VU./0[@YFL[8/*Z"0?PL6G<;3SA02!G ^P: /G3] MBGQ+IGC+0?BKKNBW:7^DZA\0M6N+6ZC!"RQLL&& (!_,5]%UX/\ LH?ZSXS? M]E(UC_T&"O>* "BBB@ KC/C'H/\ PD7PSU^T"[Y%MS<1CONC(< ?7;C\:[.F MR1K-&R.NY&!4J>X-9U(*I"4'U5C>A5="K"K'>+3^XX_X/:]_PD?PTT"[+;Y% MMA!(>^Z,E"3]=N?QKYT_:<_M_Z;)#X,\'(H!^^TO6/+# MU$D;-G_OJ%*K*ZCJ0AS;M6?KM^]+2I1HYW[./PR;2])II?A(^J:*K:;?)J> MFVEY&"?".IZS+@FVB)C1OXY#PB_BQ%;]>+?%QV^('Q$\.> H&+6 MD;?VAJ>WL@'"GT^7/XNM%0%Z_N['4/^)9?MT'/" ML?P(/_;*O:*XKXQ^$_\ A,OAYJUBB;[J./[3;\ <^8GS #ZC*_P# JQQ<'.DW M'XEJO5?U8Z\LK1I8E*I\$KQEZ2T_#?Y':T5QGP?\6_\ ":?#W2;]WWW21_9[M@]_,3Y23]1AO^!5V==%.HJD%..SU.&O1EAZLJ,]XMK[@HHHK0P"BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ MHHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "B MBB@ HHHH **** "BBB@ HHHH *"_(3_@KY_RZ_(3_@K MY_R6FH^._!FD>);FQA:*"XU& . MT49.XJ#Z9YK_/ACJOP9^*WQT\':!IO[+&A:?_%E_J&GZ/XPO_)7OVM89 M'>2.$+]W,>.2>IYR"*_4>2-9HVC==R,"K*>X/:ORYL_V6_C'9ZUHUQ\"/C%X M*\1^ /AYK.J'0IM0<23:%+.C+(MOA?KEOX.\#VGP\M]%\2:AH]_H=E()(TNX'57D#A5W;EV'I[=LUZ_X^OO$.E^ M"]9N_"6F6VM>)8;9WT_3[R?R(;B8#Y4=_P"$$]Z\8_83^'\>B?#OX!VRZ/XVL MOB)<:SJ5WJ^)-/D#P7=]*^)BA]%*!>>25)(&<#F3K_.OX)_"JJ'P^U/ MXO\ BEJ'PQ\-I!XXEM;?581X@C9;&W1HP\D6&+,P5"<$=:]?^-WBS]JN35?& M'A;PC\+?">O^'-2$MKI7B&76$A,-O(FW,\$C@LZY/0 ' X/?ZUHN_.?6O\ M@FYXNT7]B[PCX*\/ZQ8W7Q.\-> (/^$KC=G*6DMRPVM;H[#@!1'AF !:/G:&X M[;P#\%?C9\>/VI/!7Q9^,_AC1_ 6E>!K&2+3=%T[4%O)+RZ<,#*2K,%7+!N3 MG]V@PM\-O^Q*U[_P!*]-KW>O"/%O\ R>M\-O\ L2M>M_P#2O3: /=Z*** "BB@#YI_87F,?@GQC8')=?$,V!Z QQC_V4U]+5\N_L M6S>1XB^+.G9QY&LK(%,WC,/ &45]15K5?-*_>WY'T&?1Y]>.]?$OA_2OV9?#O[77PE& ME_9^-WXO0$9 <$.J:?<"\:&W3@QW:O*%821'<^!N4A/F [_8W[3':[7,AFX M&D^,ETCXG:[ITDD<.BV.EQ:M)#*<*R!W'E1L2H!&\'CIQ7CW[,_Q\\8_&GXU MVI^$'[.WA3X<>"-+U..T\3:W/9P0ZC%<%XOE$15RO.P*^.,FL3I/T@HHHH M**** "BBB@#P?]E#_6?&;_LI&L?^@P5[Q7@_[*'^L^,W_92-8_\ 08*]XH * M*** "BB@#QJW_XI3]I:>/[EOXBTX.!V,J#^?[IO^^JA_;'T'^W?V>_$FT9E MLC!>)[;)DW' _XV+U/\ M *=!U+P7XL3C^S=1$4S#_GF^&.?;",/^!5WOQ,T M-?%7PW\3Z2!YGV[3+B!/=FB8*?SQ7)@I>RKSAVE?Y/7\[GTE:IRO!XWLDGZP M?^5C)^ NLG7O@OX^O2VYVTJWC<_[2(&;]5-=[7A/[%&L_P!K?L_:-$6W-8W% MS:GV_>EP/RD%>[5Z%5QQM:GVD_P PHHHK(**** "BBB@ HH MHH **** "BBB@ HHHH J:MJ=OHNEW>H7;^7;6L332N>RJ,G^5>5? '3+C6FU MWQUJ*8O=XU&VT;P3IK?\3#7KE5DQ_!"K DG MVS@_1&KU'1=)M]!TBRTVT39;6D*PQK_LJ,#\:_^-B?*'YO_ "7YGN?[IE_] MZL__"2+_67_ *27:***] \,**** /%_AC_Q07Q:\5>#G_=V-\?[3T]>@?O M*/P./^V1KVBO&_CY;2^&]2\,>.K1"9=)NEAN=HY:%ST/M]Y^VE>OVMS%>6T M5Q"XDAE02(Z]&4C((/Y5Y^%_=RG0_E=UZ/7\'=MYC^_A2QB^VK/_ !1T?WJS M^9+1117H'B!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %?D)_P5_Y.4\-? M]BE;? ^EE[7Z]U^0G_!7S_DY3PU_V*5M_Z67M=>%_B'#C/X1^E_[3W_)M?Q9_ M[%+5O_2.6O,_^";G_)EOP[_[B/\ Z<;JO3/VGO\ DVOXL_\ 8I:M_P"D9 M_P#!-S_DRWX=_P#<1_\ 3C=5G_RZ? K^AM_R_7H_S1]*31>=#\690ZE=RG!& M1U%?FW\+=;_::_8G\,WOPJT7X&Q_$K1[6_NIM\3:?=%4GCED9PTZJ"-RC;GSPV0>,= MNM8'0>6_L#_!7Q=\$?@7/8^.4M[3Q-KFM7FO7>G6K!HK$SE<0@J2O 3<0I(! M8C)QFOI"BB@ HHHH **** "O"/%O_)ZWPV_[$K7O_2O3:]WKPCQ;_P GK?#; M_L2M>_\ 2O3: /=Z*** "F[UW[-PW8SMSSCUI MD^

K0GPXRJW[MK0O^\N??]Z!(#U*HHKHHT95K\O0YZU:-&W-U/H']DV;['\> M/C%8YQON$E"_[LL@_P#9Z^L:^/?V=;I;7]KSXCVJN&2ZM;B5&4Y#8N(\$>O!
MK["K"]X0?]V/Y'UW$2_V[F[Q@_\ R5(****1\R%%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 5\.?L _\G*?M<_]C:O_
*6:G7W'7PY^P#_R*5 MO?\ A(=4@=Q<:9:W$HV[2P+ 1YYR9-P'8U]BZQ^U+\)= ^)4?@#Q<'$K8VQLV-JN9(]JLX(P17RI-XRUGX;_ +/_
,1[/2KY[*6O#>H(D%PJJS(CSHA.&!'. M).W\5<7+;&0M]M6^:U7YL^BP=&6.P;PT?BC.-O\ M_W7^/*;O[&8_L/_ (67 MX4/!T?
Q%+M0]E;*#_P!$U])5^2F@?'CQYX7U[6M:TOQ#-9ZGK+B2_G6&(^>P M)()!0@'+-T ZU^GOPBUF]\1?"WPEJFHSFZO[S2[:XN)F !>1HU+-@ 9)[5[
M>*HR@^=]3T^),KK82K];G)-3MM>]U%7Z=[G74445PQ04444 %%%% !1110 M4444 %%%% !2,P522< +9/#7@6:TL]S:IJ[BPMD3[QW\,1_P !
MR/JPK*M45&FZDNATX7#RQ5:%"&\G;_@_(YWX6*?B+\3O$7CF4;["T/\ 9VF9 MZ;0.6'_ 3G_MJ:]JKG/AWX2C\#^'#=,T= #)!$#,R_P 4KO$DNL> DTV[RNH:+,UA,C?> 7[GY#Y? M^
&O3Z\7M/\ BWO[0EQ!_J],\5V_FKV47"Y)_'(;_OZ*\^O^ZK0K=`[K^>WX M_F>W@_\ :,+6PO5>_'UC\7WQU^1[11117H'B!1110 4444 %%%% !1110 44 M44 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %?D)_P5_Y.4\-?\ 8I6W_I9>U^O=?
D)_P5_Y.4\-?\ 8I6W M_I9>UUX7^(<.,_A'Z7_M/?\ )M?Q9_[%+5O_$CEKS/_ ()N?\F6_#O_ +B/ M_IQNJ],_:>_Y-K^+/_8I:M_Z1RUYG_P3<`_Y,M^'?_<1_]._U6?\ RZ?K^AM_ MR_7H_P T?
0GBK19?$GAG5])@U*ZT:>^M)K6/4;%@MQ:LZ%1+&3T=2=P/J!7Y MQ>(/V)?'L?[87A32U^,'Q0O;*7PMV?\ M%&/B3XK\,Z?\+O!GAWQG_P *VL/&VO'3=5\7!MAL(552),C9N+$Y#*?
DQN M)KRZ;_@G_9Z-IKZS:_M<^+=/OD7SAJTVL*(P&=[?OP$>+?^3UOAM_V)6O?^E>FU[O7A'BW_D];X;?]B5KW_I7IM 'N]%%% 'G MWQZT?QAXD^%&OZ-X%>UA\1ZE
;2*XO)SD;\2.&"D[@FX#CJ0>U?E!XC_8M M^(/A?XL>&?AY?3:,-9\102W%DZ7;F#;&KLP9MF0<1GL>HK]H*^2?VFO^)3"V M!^SIJ>,";YO+,M]=@?
^137HX.O*FW"/F_P/.Q=&,TIR\OS/+OV/] \0_#W] MHZU\.>*9()M9MM,N=/DFMYC*L@C)(.X@G>/PS7Z#U\2V$_]F?MW:8_07%U M?1'_ (%'-_B*^VJ\]5/:TX3M:Z?X-
H^ZS^E[*>'2=_W4-]^J"BBBD?+!1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% ! M1110 4444 %%%% !1110 4444 %%%%
!1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !117D'Q8_ M:8\,_#2Z_L>T67Q/XLD/EPZ)I?[R3?V$C '9]%O:KC&4W:*.G#X:MBY^SH1 M;/,?
VMOVD/&/P:\=:5I7AV2R6TN=.6Y<7-OYC;S+(O!STPKHCO@!^ MUQX^^(_Q>\.^'-7DT\Z;?22K,(;4(^%A=Q@YXY45E_%+X!_&_P"/6M6OB;7- M+TRR=K<16^GK23SVZ"_^S[^R;\0?
AW\8/#OB+6+2RCT MVQDE:9HKM'8!H708 Z\L*]-1HQI6=N:Q^EQHY11RN5.HZ;K*+V:;YK.VO<^X MZ***\D_*PHHHH **** "BBB@ HHHH **** "OAS]@'_DY3]KG_L;5_\ 2S4Z
M^XZ^/V ?^3E/VN?^QM7_P!+-3K:'P3^77J+_B0^?Y'P3JWQ*^!UK\-?C9H M_C3POJVH_&O5/$>]7>F>(DM=WV:02Y@ E,@9!O#E@%.=W.>,>_\ [!WQC_9: M\+^(O
FC67A'Q!JWQAUN6*&Z\3:W8)6PRH&QRQ)R:ZR\ M_P"'E/QSUOQEXJUOPC\ SXL^%'A_4I+.\U:UMYGNBJ'YI#*JF-25P^TJ=H89 M;O7KVM_ML:1XPUC]GO4?
A9)I=UH/CCQ(VD:S'>6@^V66U8R82 W[J0;R<\@C M!&0CJ3N'N!6 MK6#X\U36]#\%:YJ/AO1U\0:_:V/[C5PNNWVI:G,T,L*NFYIGE5 Q(\S''_;$_X*$>)/A-XIUS6+/X=^!_#L=
[_9.DWC6PNKJ00'S*]2/M(&> MPC &,MGSC]I3P;\2OVT-0\%^'/#/[-FI?"27-/U,75[XOU1([=;9,$,JS(B> M8@8A^"6)1=JY->L?$OP;\3/V9_VC-2^,WAGX?:O\5/" _BKP[%I6HP:'@W<%S
M&D*[F3!.";>-LXQ\[<@CD N?\$Z_'VJ^";SX_?#+Q+X@OM9T'X9:Y(MA?:@[M3S16>ZX5ER 6(MPP4#J[8'05[Q_PW-\$O\ H *3\4OB1\0M(_P"$<\3_ !&UYM5_L5G#R65N'E=%/?
&RP8.UP&'T(!KZ+KP?]E#_6 M?&;_ +*1K'_H,%>\4 %%%% !1110 5\P??%SP#>^)OB!XQ\&Z?<063^,--@FA MDNMPC$D4J.<[03TAE[=6KZ?KQKX\?\4[XF]"^+%^5;*_ ^S3M_P!,WP?_
$$2 M?G7#BVZ<8UE]B2?Z/\&?09)5E3Q3A#>2=0\ $O>C_P"3)'PYXV_9FU_P+\6O M!O@&^U+3GO\ Q2DQL[V-I/LZ-&"2CDH&R<*. ?O"OL3]G'XO?88[7X5^+[+_ M
(1WQCH<"6<$,IQ'?1(N%:-NA;: <#AAR.X'&?MW'_A&/%'P.\<@;5T7Q5'! M+)_TSE*.P/MB%OSKVGXX? O2OC)HT1,ATKQ)8_O--UF#(E@<'(!(Y*9[=0>1
M@U]#4J*I'"M.OX,W_MV>:REAS9%?0->?.#@L,!7%X2K@ZGLZGJF MMFNC3ZH****@X@HHHH **** "BBB@ HHHH *\4M_^+G_ !DF_UNB^$DV+W5 MKHG^88'
_+]#UKT+XF>,$|'^"=3U8D">./9;J?XI6X0?F_ELOOU^1[F$_V7"U,6_B ME[D?G\3^2T^9Z%1117H'AA1110 4444 %>5?M$:%-=>$+;7['Y=2T"Y2\B<# MD)D!OR(5O^ UZK5?4;
/N;*Y3S+>XB:&1#W5@01^1K"O2]M2E3[G9@\0\ M)B(5ET?WKJOFM"IX9UZ#Q/X>T[5K?_4WD'3 ?WVX$_\ Q7L%3AZOMJ49O?KZ]?Q+QV'6%Q,Z4=N MGFGJG]P4445TG %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110
445&UQ$LZP&5!,P++&6&X@=2!Z< MB@"2BBB@ K\A/^"OG_)RGAK_ +%*V_\ 2R]K]>Z_(3_@KY_R9_P#!-S_DRWX=_P#< M1_\ 3C=5Z9^T]_R;7\6?^Q2U;_TCEKS/_@FY_P
F6_#O_N(_^G&ZK(\ Y=/U M_0V_Y?KT?YHL?MY?$3X-^ _@J8_C3HLGB30=2NE@L](M8]UU-%MZ>65 M7.7W+@'&3NP?C7]F#]FO]BG]JC5)XO"__"56&N6X,TGA?6M4\F8QCJR;
<^8H M[[9"1WQD5]??MJ_LYZ]\<+_X3:]X=L--UN[\%^)HM3NM%U:41P7MH24E3)!! M/[I.",$%OH<7]IC]DOP3|9M0M=>^'6MZ3X!^->@R"YTK6-
(ECAD>1.1%:C(EM.DR%9=F&RGRC)5CCMQTKZ,U?1[#Q M!IMQIVJ6-OJ6GW"|)K2[B66*5?[K(P((]B* / /V;_VY/ W[4?Q"\4^%_!VG MZPD>A6R7?]IZA L,5W&S!0T:;MX!SD;E!
(YP.E9'QN_;X\-?"?XC:GX&T3P9 MXJ^)'B+1;3[=K4/A>S$T>F0[0V96)ZA64GC R,G/%>5_LKQ+!_P4L_:9CC18 MXTLK)551@* L& !V&*;^P5)&?VM/VP#]94:A_P)%'GS>OV<3WF.O\.-
GZ4 M>Y3?MU_"R']FR+XV&_NSX7ED^RI9B ?;FO,E?LOE[L>9D$_>V[1NSMYK'^!_ M[>7AWXM?%"W^'FM^"_%7PV\6WUH;_3+'Q19B#[?"%+9C.M\-O^Q*U[_TKTVMGQCX1^-
>H>)K^ MX_$CPMHVA2.#:V-]X3DNYH5V@$-*+Q YSDYVCKCM7E_AW0_B!HO[9_@9?' MOBO1O%,LG@W6S:-I&BOIHA NM.WAPT\N_.5QR,8/7- 'U=1110 5\E?MO-_9
MOQ,_9YUGH+7Q=^6]GD@\ID-?6M?)7_1A38^_AWK(X.F^,+.0MZ#9*YJ* MZL-_%2_K8YL3_';_ *W.-|:3?V9^V=X9G^[NUWRB?]\/_9J^YZ^#?CQG3OV MD-)U$<"U\2V1+>@.QO|
V6OO*O.PVN'CY.:_\F9][Q$KTL'/O32_)_J%%%%; MGQ84444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%[_4+72K. M:|O;B*TM(5+RSSN$1%'4ECP!0-)MV18KE?B%\3_#/PMT&?
@WHK^(M04[9]>N$*V5KSC<,XS[%L M XX#5J?#W]E>SMM87Q1\1=3D|>>+'PY>\RUI 1R D9^]CMD >BBNCV:CK4=O M+K_P#WHY=3PJ53,9WF^'?@&&3AM9N@ M1>W<9Z^6
<@'_9(^V>E>N_"?X">$0@]:YT>R^T:K(N)I6O,27,I/7YL?*#Z M+@>N>BJH10J@*H& , 4M3*JVN6.B.?$9E.I3]A0C[.G_*NO\ B>|GZZ=D M%%%%BGD!1110 4444 %%%% !1110
4444 %%%% !7PY^P#_R1^;N.J,*F"0N O?-?&WC7X:_LTV M?[<7P[\1^"/B?9Z7XFN/$5O-<^$/#]H;^SN;W?@.)(V$=L6)PP)/7(4%H8GT?R?,.SS"A|M1MVJ%+^O->U_P#! M,'2_@Y
!SUK$Z3]*Z*** M"BBB@ HHHH |'_90_P!9\9O^RD:Q_P"@P5[Q7@_[*'^L^,W_ &4C6/\ T&"O M>* "BBB@ HHHH *_P#CQH/_ D'PMUN-5W2VT8NTXSCRR&;_P =##\:] KR
M7]I+P[]6I>!GU/2KRZM!]/W-/%;S,B5O,,& .#C@\]MU<>,_P!WGI?1GJ97 M_OU'WN7WEK^7W[^CYK{8T;?$'}B$:VGSW6GFQORPZ8+1#(?PWO7TU\. $2^+
MOA_X:UQ6W#4M,MKS(_Z:1*W]:_/CQ!:^(&/@G6O"VG7=[-%\2?| "4?LM^ YRVZ2UM9+%QZ>3*\8'_?*K59?B_KF#3:U MB[?>O^ :YWEO]EY@XJ5U--
KR5W_F=I\9O@KHGQG\.BRU$&TU.WR]AJD(_?6L MGJ#W4D##*]_8@$>;?";XU:WX)\41_#3XK$6NNIA-+UUS^YU*/.%!<_P 1Z!NY MX.&Z_1=
<1\6OA%H/at)+R:/K<.'7+VM|&!YUK)CAT/Y97H1^'HPFKB04445WGBA1110 4444 %%%% 'B_CG_BW_QP\.^)5_=Z3C:?V;>M MVW\!6&@ Y#/TC-
>T5P/QP\)GQ=\.=3AB3==VB_;+?'7>F20/?2_=8B=+I+WE^3_P_F>WB?]HP5+$= M8>X_SC^%U\CJZ***] !0**** "BBB@ HHHH **** "BB MB@ HHHH ****
"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "OD_P#X**_"[XB?%'X7^&[?P-I]WXDTW3]:BO/$7A>Q MU$V,VL6"@[X!("''0>.?M)?LZCX_:7X/OA-
+ MI/AFYU75?A/XI25[<+;J)9+RVDE=F9PJX^8J2&8@$@#(=|\ _@J)K6J:IX$U M'Q!-\/[CP]XKUB/2Y/#6@W%VVO:(DS%8I[AY/W,B@@;PJJ1N7'}XJ*'W[$M MY'\2-8\??
%OXDWWQ;\47^@3>&%>32H-)M8=/EW>9&((2020\GD8/VPQ2015 M\ _L6^-/ J^$_#D/Q\|3?|*S|+WRWFG^'-/L8["\D169EMKF_B ? NLQ6^HZQ>27,=X;1X6?9&BL MRO,2"=Q"
(%7&&)X\PC_;P^+^H?"2_P#CI[_@?PK-|$K+4S:MI37-S_PD,EJ+ M@6YN@X_<#YV'R%3C#&3?| !.*<^&;KX<6WQ;UBV^!EUJG]IR^!1IJD+L)R,Y)R: (_"OC/3-/
."A'Q1|62RL=&@^%UGJC2JOS0L MB2EL'OM'2NQKLFY7?+"U:=H%NI' M/[EQN4_(J@G*DWOA|>&=>|*RZ27<,OA:2V^&MGXQ@N5C@"Q[+V>-FLT+J"8@4"%V.3R1J2?"_X"^,O'?
C; MX:_&+XHWUKI_C*R|'3:#K/AF"R5HY7FD=BYE67"':P#(%(SNP<4 <=|(/VEO MVB?C9X;T+XG>%OAUX/U3K8ZQJDEM!H:ZC)#KZ6:7#PO,G Q MP+=2:YU+7)?+|QXK>TM9Q+
M ,J'F0 E6RT_1?!$WQ8UB\^"FCZR-;L_ LFFPB59!*THA>^# M;VAWNYV[,Y8G(.#6_P"-/V'=7U?XD?%3Q'X6^*M]X0TWXE626NOZ=R!8 M(7:RM]RAL#(# X.!QCBO ?\ @KY_RO/\ 4O\
@CC\)H?#!CT+Q'XKTSQ;#'OMM>> ^1B+@#(=H MQ&/EW=E(/HV>:[__ (?+)!?AUXX_#R#QWXH\1^&[W_ (2!;,0E\+0":]NK MR5-H15P2,8!W C!P.XKSS4/^"5.F:?
I]S=GXU_$ZX$$32^3;WBO(^T$[57'+ M'& .YK Z#V?_ /)Z_%3Q'\5_V:=+N/%UVVH^)-%O[K0KR^D;<]RUO)A78]VV M% 6/)()/KW7Q_X/C^(@K6O#J6OH:AI%QY%W;AAC?
%)@[6'8XK MPC_@GKX=^'_AW]G.U3X;>(-6\2>'[G4[NXDNM37$W7_E.K".X80AI$.T M @GI71?
&G_@GSX)^+WQ(U/QQ9>*/%G@+7=9MQ::TWA74!;1ZG%M"D2J4.V\)6;">VF@GQ>17();[2)2#F4 MEFR2""&(QCBLCX"_L+>#_@?X_/CFX\2>*/_ (PCM/L%G]WBR_%T]E;XQLA
M48X)&3G) QDY^DJ* "O"/%O_JZWPV_[$K7O_2O3:]WKPCQ;_P GK?#;_L2M M>_ | 2O3: /=Z*** "OEC_@I-9M/^S/<7*CYK+5[.X!]/F9/_ &>OJ>OGO]OK M3?[2_91\;#&3
+6%=&N|Y|^RAES_O(I_K7#AU:BUVG-?B?=YT_:9?@Y^5O_ "2FS5HH MHK8^,"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH
**** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BN4^(GQ2\,?"O1
MSJ/B358;",Y\J'.Z:8^@.6/Z#N17@[>)OBI^TVQB\.0S?#GP!+PVK7&?MMY M&>NP#! /^R0/|LJ*UC3& _MAQ>?V+IZ2^%O&LC>7#HNE_.XD["1@#M^@!;Y[UP=A\#_
!Y\>;R+5_BYJKZ3 MH8;S+?PEI;[% ZCS6!.#^+-[KTKUGX3_ '\)?!VSQHMCYVI2+B?5;O$ES*> M_P V/E!_NK@?6O1*TJI&GI3^_P#K8['CJ."7)E\?>_GE\7_;JVC^+\S)\, ^%
M='\%Z/#I>AZ=;Z7I\/W(+9 H^I]2>Y/)K6HHKGO?5G@RE*;#?A)X7_ &I/V<=5\"^'?"<>MZQXN"ZA>Z(X M1P$\LH2D#A,DL22RDG'UKYS^-EK^Q9X.^,WB;1+OP9X_|0-
8ZC(FMZWHU\&0L M[6X:0^8HW."P5]P/3D$#=7VC\"Q^"%>[.VCZEX. ^*/@2VU. \OR=8TB]?599 M(GR T;E3C/4?*>_']:L3I/L.BBB@ HJM'J5I-=R6L=U"]U&,O"L@+K]55D4Z M|OK?
3X3-=7$5M"@R3.$7\S0!/138PY%EC5T8.C#*LIR"/44Z@#P?]E#_ %GQ MF_I*1K' *#!7O%>#_LH?ZSXS?| 92-8_P#08*]XH **** "BBB@ J.>".Z@ MDAF19(I%*.C#(92,$&I** /G+2?
V6I%OO$4@U6XTN1)RNDW$+9 =E227PC[/_ ()Z6)S.6,Q-*ICUSQ5UIHU=+5/U5[/2]^Y]<:;]5IK%E%>6-S%= MVLHW)-"X96'L15FO%M2^%/B'X;WDNK?#]^9K9COGT"\?=')
[(2>OU(/^UVKH M_ ?QJTKQ9=?V5J,3^'_$49V2:?>?+N;T0G&?H<'V/6N>&)M)4ZZY9?2_1_IN M;5LOO!U\)+VD%O\ S1_Q+]5=&U\3/ACH/Q8|+SZ'K]KYT#_-%,N!+;R8XDC;
ML1^1Z'(KPOP)\2M?_9U\36OP_P#B7<-=^)CY>A^*6!V;.@.CE)Z <#GE/=<$ M?4%<]X||:)\2O#-UH6OV:WEA<#Z/&W9T;^%AV/]"17]0])+DGJA8/&QA!X;
M$KFI/[XO^:/GW6SV9OQR+(BNC!T89#*<@CU%.KY4\+^_$'[)_B*W\'^.YYM M6^'MT^S1_$>PL;0=HI0,G _N]NJY']5_P"&]/A3_P!#G9?]^Y?_ (BG*C)?
M"KHJME.)A).A%U(/52BFTU^C[IZH]6HJMIVH6^K:?:WUG*LJI=1+-#*O1T8 MJP^H(JS6!X33LPHHHH$%>.?'I_G\2:AX>\ Z?(5N-8G6:[*]4MU.P33);PO+(P2-%+,S'
R2:|:^#,,GCKQMXE\?W2MY,LAL=-5Q]V(< M9('T"CZEZ_%OVG+AU]O?T6_^7S/;RQ*BYXV6U-:?XGI'[M_D>P:?8P:786U
MG;1B*VMXUBC0=%51@#\A5BBBN_;1'BMMN["BBBF(**** "BBB@ HHHH 0@," M",BO&/A!GP-\1O%O@B3Y+5I/[1T]3TV-C(' $H/^ -7M%>,_'*)_"/BCPG MX\MU.+&X%G>
[1RT+9_H9!]6%>?B_<4:Z^R]?1Z/_ #^1[>6?OG4P;_Y>+3_$ MM8_Y?,]FHID4J31)&P>-P&5EZ$'H:?7H'B!1110 4444 %%%% !1110 444 M4 %%%% !1110 4444 %%%%
!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%?"&F_! PY\6O^"EGQ8/B
M5+V[M=#TC0=4MK&"^EMX'NHUC:*241LIDV$956.W).0>,?)_BZ+4_'_J?'CQ M/XV\1>!_#7CS0_%ES!:Z_P"*O$NIV>N:'#&R"V%A:6L,F^'!(4J"7^;(X4D M_9^BOSEU?
X;V'[0'[7.M3:Y\.?&%UI?A*0ZS=>5HUO%/: M.%@B|S8&)N),L06Z8((S0!^LTWQ(N(?BY;^!QX1|126TVE-J9\4): Z3&PD* M?9FFW9$W&[;CH0?7':U\&IJLMY^WSX4U*_U"XMII?
@,MQ/$,9EFC8W)-#_:5_:\UCP>MS%XE MM_AUI]Q8F%#Y\4@M@=RK@G>HR0/4"@#]#:*_)7P6O@/P3:_LI^*/@]XGDU+X MS>*M8TZ+QA;V6L2WD^HP2Q9U'!?$9&VB.0L
648&YL_("-B_^ _A/XG:;^W' MXG\1Q:A?:AX9U;5[[2(4U":&WM+]&UDG2<1P5I-R("7#?*N!C\R ?JE7Y"? M\%?/^3E/#7_8I6W_ *67M?2I!^R/KNH>)OV7_ (5!JUY-J.I77ANQDGN[AR|
MDK^2N6=CRS'N3R3R>:_-_P#X*^?\G*>&O^Q2MO\ TLO:Z\+_ !#AQG\(_2_] MI[_DVOXL_P#8I:M_Z1RUYG_P3<_Y,M^'?_<1_P#3C=5Z9^T]_P FU_%G_L4M M6_\ 2.6O,_|
@FY_R9;\._\ N(_^G&ZK/_ET_7#;_E^O1_FC!_X*$?#/QSK MVSB_#GXC_]TG_A(_$GPXUY=&AA2S7D!V[PJCEF!C3Y1S@MCD 'R*]_X*_6 M]QILFF:3\%/&$OCMD,<>D3H#$L^,!25'F,
>PC!/M7Z)TFT;IXY]:P.@^8O^ M"=GP=\5?!SJG=8/&UL=/\3>(-7NM?N]/88:T,^P+&P_A;;&&*]BV#R#7]J11 M0 4444 %%%% !7A'BW_D]:X;?]B5KW_I7IM>
[UX1XM_Y/6^&W_8E:]_Z5Z;0 M!]O1110 5Y#^UUI_I?]LS_$>'&=NCS3?]^\2?^RUZ]7FW[2'A?\ X2_X%^-] M/6:2"4Z345V.SZ<#BOT/_9/CC7]G_P (/&\DADMV+-(Y8Y$C+@>@ 4 #
MVKDP]3F]O"WPU)?B?=YE1YBLS_A*-&_Z"UC_X M$I_C7E_Q6_:<|- #V_L32HY?%OBZ4^7#HVE_O&#]A(P!V_[U|<82D]) M'70P>(Q_9TH-O\ K?LO-
GK6HZE::18S7M]6XG<(B*.Y8\ 5(\>) M/VF-:^(6L3>&O@UHKZ]>J=D_B"ZC*V5KSC<-W7V+=<<*U4]/^!?CGXZWT.I? M%[57TW1E;S+?PCI:P)Y_%F]UZ5]$>&_ "^D^#]
(ATO1-.M],T^$82W MMD"J/<^J///%SD.9;W+6L!!R D9^]CMD8'917O"J]%4*HP!P *6BL93E-WDSR\ M5C*^,GSUI7MMV7DELEZ!1114'&%%%% !1110 4444 %%%% !1110 4444 %%
M%% !1110 4444 %?#G[/)RG[7/_8VK_P"EFIUJQU\.?L _\G*?M<_]C:O_ M *6:G6T/@G\OS.:I_$\|_P CQ#P7I_[3GP8\)_$[X?Z7^SU;^*-$\4:UJEU/ MJEW=1[[A+G^D"3#*% (SZUZ-
^QKXP_:> ^%>C_#GX6Z[\#%M?!VGS+97GB&X MOE\Z"W>5G:4J)"/E#\ #H!7Z$3!FAD"?>*D#ZUX'^POX-|?> OV>-+T?XE)? M)XJCO[Z25=2O1=S>6UP[1YD#MD;2,#/ K$Z3Z
K(\8>'SXL)ZUH:ZA=:2VI M64UF+^Q?9<6WF(4\R-NSKG(/8@5KUSGQ(U'Q#I'P_P#$=]X2TR+6?%%OI\\N MEZ?-($ZXNA&3%&S$@ %L#J/]*/RC_:B_9D|+_LY_M%_ [0/@=]VO-
|4]4U M37OG:BUQ,T8DCV3RD ;0V)BP^Z41LC Y]L\?>"=-_;%_X*/>*OAOX_DO-1\ M>!/#4=S;:'#=R6\4MS(MN6E;8P.$_9[|+_M+?!GQUXF^(/B M'JG*X^(GQ+!03,;CQ-
J7BBSA:"$X_ZAJ&I>%_AUKTATM9)S-#;;[A6C15!9N+=2$?$>SMJ*\;?$36V MU>ZTFWE646,6Z1DC+J2"VZ:3@$XW&W.0/]^@#YT_8I\16GB[0?BKK5@MREE?
M_$+5KB%;RVDMI@I6#&^*15=#_LL 1Z5]%UX/^RA_K/C-_P!E(UC_ -!@KWB@ M HHHH **** "BBB@ KY(U[_BB_| @I%X=N1^[A|6>%1+9F[-)'O;'UQ;Q_G7 MUO7R1^V1_P
4I_&@^1+?7VTRXD_V)FB'_H/F_K75A]9./=/\CFQ&D5+ MLU^9];UR7CSX7Z#\1+7;J5MLNT&(KZ#"S1_1NXJCD5UM%<4Z<:D7&:NCOHUJ MF'FJE*3C)=4>&KKWC?X(L(MS+_
Y^^AMWK@Y*V&_A^]'I\UZ/KZ[SV/;87,-*ZJG4_F2 M]U_XDO05?-'/_MN*&_9YULD D7-J1QT_?+7YH+JX5^F__"Q/)UN-O!OQ:T"& MQFD9?GN8]UG^%/A2XTZ\A
MO84TRW@=X7#!9$B570^A!!!KM:^9O%7P)\3_!?7)_%_P;F8VSMYFH>$9V+0 M7"CKY0)Z^@SD?PG^&O2O@S\?_#WQBM'@@WZ3XCM@1>:)>'>/$PX8KG&Y0>X& M1W
I3IW]^&J_+U/D<9@E*,L7A9<]-[]XWZ27Z[,]/HHHKG/#/+OV@O$T^E^# MX]$T_+ZMKTPL8(U/S%20'XY"_| Z[;P7X9@\&^%=,T:WP4M(0C,!C>_5V_ M%B3^->7^'?|
BYOQTV'6F_>:-X93D):_W7G.06'KSO.?9*]KKS\/^?J$K]-E MZ+?[W^1[F._V;#TL&M_BEZRV7RC;YMA1117H'AA1110 4444 %%%% !1110 M5S_C_P +IXR\&ZMH[;KF B(M_#
(/F0_@P%=!14RBIQ<9;,TIU)49QJ0=FG= M?(\W^ /BA_$7P[M+>X)%]I;&PG5OO#9]S/\ P$J/]#7I%>+Z#_Q;W]H#5-+/ M[O3/$\/VN#^Z)QN)'Y^9_P!]+7M%GFE.,<1[6FO=J)
M27SW7R=U\@HHHKM/("BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HK,USQ-I/AFW_5=1MM/B[&XE"Y^@/)_"O-=2_:*TZ\NFLO"F
MC:CXIO>@^SQ,D7U)(+8_X#CWKFJXBE1TG*S[=?NW._#X'$X7I?0;7?9?>)/Q M/4-9M+B_TF\M[2Z:QNI(F6*Y0 F-\?*V#UP<5|8:Q\:/BH>J7>GWFOW$-U: MRM%
(ACCX8'|_AKW7^R?BUX\YOM1M/!>GO_RQM!ON,?4$G/\ P)?I7%^+?V9) MU\5^'EM+^\U2UOI2NI7ET'C_K&(2G0C*-O.U[^6Y] MADWU'
RE3QLX3OKMS6LKOWK6^2;U/3O@'<>)=7\&_P!L^>)-1FO9;Y]UM'(JJ M$B&0&X Y8Y/T"UZ;4-I:PV-K#;6\:Q00HL<<:C 50, #!*FKWZ--TJ<8-W:Z
MGQ>*K+$5YU8Q44WHEHDN@4445L<@4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% &/?+#]!T_Q)?\ B*UT33;;Q!]$207FK0VD:75S&@PB22@;G5>P M)(':LGQ!\(?
GBSQ';>(-<\$^'=9UZUV^1JFH:5!/=1;?N[)70LN.V#7744 M8[^#= D\6)XH?0]-;Q-':?V>FM-:1F\6VWE_($V-XCW$MLSC))QFLJ'X1^!; M?PWJWAV+P7X>B\/ZO<-=ZCI*:5
+6]F8J6EFBV;9'.Q,LP).Q?05+\0OBAX1 M^$^AMK'C+Q)IGAG31G%QJ=TD(+Y@-Q49(([4 =#;^ _#5KXBMM?A|.Z3 M#KUK8C2X-4CL8ENHK,-N%NDH7QTFWANY-
WWMTJH'.>^3S7?IXE_;>|>P_M2?#CP!9?#6?PSX(1Z MS?:.VM>*H'2[U%K8J));.-) $B&Y"LCAQO!(+M.>V_;H_:YNOV7/A_;MX8T MVUU_QYJ0DFL=.ND>2"""UA
>YNIU1T;RU7Y1AAEW7K@B@#VN\^#O@'4O%\?BR M[!#^'+KQ3&RNFN3:3;O>F,#_=(G*;P1VYXK7L_!^@(D MO-6AM(TNKF-!A$DE W.J]@20.U4/A?
XFNO&WPT\)>(KZ.&*]U72+2_GCMU(C M626%)&"@DD*"QQDDX[FOC+XA_MY7%*TU7XH^+?_@CPWJ_PD^&>L+HNM2ZA< MSIJNH2K((YWM2I\M%0L/OJWRE6&V\0V\7A?
1HK?Q$TC:U$FGPA-3,BE9 M#E:186NE:79Q+!;6-E"L,$$:C"HB* JJ!P !@5^2/_!7S_DY M3PU_V*5M_P"EE[7Z]U^0G_!7S_DY3PU_V*5M_P"EE[77A?XAPXS^$?I?^T]_ MR;7\6?|
L4M6_P#2.6O,_P#@FY_R9;\._P#N(_|IQNJ],_:>_Y-K^+/_8I: MM_Z1RUYG_P $W\ DRWX=_| <1_J.-U6?_+I^OZ&W_+]>C_-TQ1116!?11 M10 4444 %%%% !7A'BW_)/6^&W_ &)6O?|
I7IM>[UX1XM_Y/6^&W_8E:]_ MZ5Z;0!]O1110 5F>*+$:IX:U:S(R+BTFAQ_O(1_6M.D(# @\@TP/S#_97\,Q MR_#30KF^2.XLM0EU2P"./N3A#M!^AEC85JF_L7WWVSJGGP\I.3!+=1?

^1W(_ M1A7RO\ ;5K+]GWQ&$'[_ ,->/K@?1&BC&/\ OI5KZ,_81O%N/@G<0>+75[B M(#T&V-O_ &:DHJG7Q4%_,I?^!)_JC[#VDL5PW2J2?P.,?_ >9?DT?1E%%%!\ M>%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1 M110 4444 %%%% !1110 4444 %?_ P#P4 S_ ,*5L# _U&H?_ $5-7O/CGQUH MGPX\-W6NZ_>I9:?;CEFY:1NR(O5F/8#^5?-FD^"?$G[86J)XB\8_:_#GPW@9 MFTG1H7VS79P0)G)![?Q8]EXRQZ]"Y9*I+9'T>34_8UHYA6? +2IO5]W_*N[_) M:L^"U)9@,GDXK]8/@_\ |PE\(}B_L/3@VH31KY^IW6)+F7(YRV/E'^RN!7 MG7_#!WPP]-9_\8+5_^(KZ(BC$,21K]U0%&?:ML3B%524#VN(L^19E3ITL)*2C MKS)Z7VMUUZCZ***|\ ^"" BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH *^% _V"H!=?M&?M?0LS*LGBL(60X89O-3&0>QK[HKX< M_8!_Y.4_:Y_[&U? _ $LU.MH?!/Y?F$?\"3Z[J'C66_CAT9=6AO7BCNF.U&PRA0P)X+9 .#P1FL3I/U%HHHH M**** "BBB@#P?]E#_6?&;_LI&L?^@P5[Q7@_[*'^L^,W_92-8_| 08*]XH * M*** "BBB@ HHHH *^C^D27'[/":;C%SH&M6>H(XZK\S1?SE'Y5]3UY/ M^U?X;/BS]F_XAZ>$\Q_[(FN47U:$>63CV+A+FBI=PHHHJ"S)\2^%=*\8::]AJ]E%>VS=%D'*GU4]5/N* M\DE\ (^,_@O(]SX5GD\3>&02\FCW)S-$/^F9'_LOXJ>M>XT5RUL/"]^?:2ZK? M_@^C/2PV.JX>+IM*5-[Q>]_X#|U9G&> /BQH/Q^A*64YMM13_6Z?<_+,A'7 M_B'N/QQ7(_&3]G+2_B1=Q>(- &NG\+^-[0^9;:S9Y0NPZ"4+U]-P^B>XXKH?' M_P &=&\;3?VA"7T;7HSNBU*S^5]W8N!C=]>#[UR=G\3/%'PKNH]. ^(%FU]IA M;9!K]FI8$=O,'<_DWLW6LH8JKA7^_P!OYEM\UT_(]7#T^:?M\JFU/K![^:72 M:\M_)F#\/?VB]5\((^((?_Q@M%T'7_N6NM@ 6=^O0,6'RJ3_ 'A\N>H4\5ZM M\7/&R^"? .H:E% (!=2IY%HO>LKC"D>N!EO\ @-%B,AXW53M;!['20CJ*<5+KQDWEB\9Y:'I%)KMYX[^&.DW:W%NRH1 M-:J<$(0P&0N ,?=(SC;G%=-:M2KP<,/-*H]$KK\/\CUL+E<,PJQK^QE3<<91 ML^65OY6]K[>OF. <'_=&U?\ @-=Q M6)X-\::)\0-!M]9T#4(=2TZ5/=6'56'<'D5MU=.FJ,532VT/C,54JU M:\YUE:3;OZA1115G*%%%% !1110 4444 %%%% !1110!Y+^T3H\\?A_3/%-@ MO_$P\/W:7"L.OEE@"/IN"'Z UZ9H>L0>(-%L=3M3NM[N%)T^C "UYIVL:7! MKFDWNG72[[>[A>"0?[+ @_SKR_| 9WU6>UT;5_"5^W^G^'[QX<'O&S$@CVW! M_P "*_^%BO*:_%? YK\CV_| >@>(%%%% !1 M110 4444 %%%% !1110 4444 %%%% !15'5]=T[P_:FYU. ^M[" ?\M+B4(U(M/->:;0| M&:']J-EXX4BN>KB*5'^)*WV_<=V'P. M)Q7\&#: [I/F]D>LUGZUXATSP[;&XU34+;3X?[]Q*$S],]?PKRCR_BYX\(^_)9 M>"-.?LO[RXQ^IS^*5HZ+^SIX>ANA>Z]=7WB?4#RTM],=A/\ N@Y/T)-<_P!8 MJU/X-/YRT_#? \CM^I8:A_O5=7[0]Y_?I%?>R+5/VB])FNFLO#&E:AXION@6U MA98_Q0)!;'_ <>]5/L/Q;\>?\?%U9^"=/?^"#]Y<8^H).?^!+7K6EZ/8:':K; M:=96]C;KTBMXPB_D!5RCZO5]? QJC]%HO_Q#Z/AZ'^ZT%?O/WG]VD5]S/*]# M_9U\-6=QILUF6\|2WYY;+2)45J_W0>?^'$UZ5IVEV>CV]VUC:0V5NO2*WC"* M/P JU1732H4J\.-C@Q&,Q&*?*[Z;E^7R6R"BBBMSC"BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^=_CU^R?/\2OBIH_Q4|+ M^)+70_'NC:34[^RLY)H+%7CM C3R*I6,,5;!8C.TXZ M5XM^U=^S?^T3=ZK\=O&VFP>"/%VD^)]+&DVEHB:C=:]:Z3&P*6ME#'&(Q([8 M=Q\X9AG-?!!10!\Q?!GXB?%#X;>!?@5X,\7?#>YUK4-:L19ZAJWAJ*9+/08(MHD%OJL6<;EE\LJ) 2HWHX3=PM?*GC;X???%CX9Z%^T3\%-&^%GB3Q1+\3?$LF MJZ!XHT^W#Z4EM&O^Q2MO_2R]KKPO\0X<9_"/TO\ VGO^3:_BS_V*6K?^D M9_\!-S_),M^'?_ '$?_3C=5Z9^T]_R;7\6?^Q2U;_TCEKS/_@FY_R9;\._ M^XC_ .G&ZK/_)=/U_0V_P"7Z]'^:/IBBBBL#H"BBB@ K_/'GQ6^/?Q _:[M^*GP^\#_ !>\-_#W0O"Z:>]K;ZYIUM)YWGVR.RHS1EF.XL3D_P 0K] Z_.'] MKSQ)^Q=KVN?%%O'%J4^*ULLEG.4AOX[V2[CA"0M$5_>(!OA1\6?&]A\2=!\=6,DMGJD.F1V4EE=*'.P! -R[D M"\YR)% (VX(/RWXD\(_$7P_| L&? +QYXKT_5+RV\&>,O[4,%PK-<6^DLZM"[M!N0FZ/"YZ+)'T&*]UU;XG>'?VS/^"@OP6U+X97,WB#PSX'T^?4M8UA;66*&! MGW%(SO53NW")>G5SC[IP ?HTUS$C%6E12.H+"O"_%4J2_MK?#?8ZOCP7KV=I MS_R]Z;73^*_V7/A)XZ\07NN^(/AYX?UC6+U@]S?7=DKRRL%"@LQZ\ #|*\]T M? X.^"/A'^VAX$B|%^%M,\,QWW@S7&NETVW$0F*76G!2V.N-S8^IH ^IZ*** M*VI:E;Z39R75U((H8QDL?Y#U->4O\6+S_A(1_8(\(&;Y[@,5 M0A@TX4KIQE'5RG_*_P! ([2WUV7U^2X;!UJE_L!S[/!7C&Q)Y@UMGQZ;HU'_LEO+--?.5 MOT1]?T5R7_"VO!?_ $-.D_| @6G^-;^CZYI_B&S%WIE[#?VI8]K=PZ$CJ,B MIC4A-VC), ^?GAZU-K2:? <>)%DFC;:\EM;RS1 ^[5(/ M/X9JU'^TG\/9E5H]=9U;D,MI,0?_ !RLZE2%&SJ22OWT+PL)8YRCA5SM;\NM MO6QZ=15>PO8M2L;>[@W&&>-94WJ5.TC(R#R.#T-6*O? 5$M-.S"BBBF(**** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ KC_BE\5- ^$/A>;6]?NO*C&5@MDP9KF3'"(O<^_0#DUG_&3XTZ M%\&?#OV[4W-SJ%QE+'2X3^^NI/0#LH.,MV]R0#Y=\+_@KKOQ*\4P_$GXLH)] M0X??2#C#]Q81YRI=#_%T.T]^6R>!O"FK<\]OS/9PF#A[/ZWBWRTNG>3[1_5[M+U*/@;X7^(? VA_$=KX^^)\#6GA^$^9HOA0D[AY$DH/4'@!|MWPN%/T[&L, M:HBJB* JJHP !T %.HJ)S>+/B9X:T<_LA^)/!ZWM]' <?GTD1QV 8X,S-IF7" MKU)W"JWB+_@H]XJ^)'BS6?"'[/OP>UCQYJ^F7#6MS[VJD6JC;NK%=S!6^Z2# M@O)&3Z5R7[+|?[1O[2GQPUC6/B'\4!X8TSX<^)$L]2\(Z%"$@NYH_G:$M&P# MQ]B7:3//'>L3I/T;HHHH **K_P!H6HOA9FYA%X4\P6_F#S-O)[;UQ[U'JFL6 M&AVIN=2OK;3[;.WSKJ58DR>@RQ H N45';W$5Y!'/!*DT,@W))&P96!Z$$=1 M4E 'S9^S3KDNFWWQEB2-'' "QM7;+9_NP5[5_P);OU\UB,36A5E&,M#Y+%8RO"M*,9;)<[P[_MEPQ_SPB_6C_A+;C_ M)X1?K6%17/];K_S'+!>]>Q/\ .;O_ EMQ_SPB_6C_A+;C_GA%^M85%'UNO\ MS!]>Q/\ .;O_ EMQ_SPB_6C_A+;C_GA%^M85%'UNO\ S!]>Q/\ .;O_ EM MQ_SPB_6J6M:P^N:/?Z;/;Q&&\@DMW'/*NI4_H:SZ6G]Q'\Y_?!$] M? &-U8_N[\/2HC3Z#K=W9,K9RN2LG_H3M7T[_P);KT$7ZT?!);Q/\YN_\); M$7ZUA44?6Z_\P?7L3_;_O_"6W'_/"+]:@O/$']HVLMM=65M?9 EE0$XW(3SC..#G MK47[.GA..\UBYUZ]M([JTM5:"**==R/(RX.1W 4G_OH5[Q?6<.I6<]I<()O MT:.1#W4C!%4]#/"WANV\)Z%:Z7:9:*$'+L,%V)R6->;J7+552.EOS/NH\98MY-M4P523=9NRE_<>_STMZ/R/G+X]>%[SX QOXQ^6LW7A6#4KE;6[TFU;,!8AF# MH#D ?*>"#C/! XKQ8?M4?%7(SXTOP/\ =C_ ^)K["^/7PKO/B]X-M]%KLZ"PE MCO4NC)<*Q4A4= <<=_F'Y5_C]AGQ!G_D9=+_ ._7Q_MFK%UDVKRC=VZ7?*[GTA9?ME?#V:"((XA@63:-WF6MP.<< M_P %:,/6G@";[OB?31_OB5?YK3_ /A6OA.2%$F\.:+*P4 EM/B.>/\ =JI- M\&_ EQ]_P=H9^EA&/Y"O#^N4.\ OC_D?F_ :.4M_P#+Y?\ ;T'_ .V(U(_V HGO TWW?%6AC_ 'KH+_,U=A_:&\(W^K\4>'V_P"XA&/_&:N2F^ OP\F^]X/ MTL?]D.W^1JE-^S? !-9OO>%+5?]R65?Y/1]:H?SS^Z(OKF4/_)>UE\J;_5"? M&S]K-/AWH.GWWAYM$\03W%R89(DNQ)L7:3NPC9ZC'->2:;_P4(\47VH6MLWA M?2%$TJQDAY>,D#^]1^T!^S+80^']-?X? >%I'U$W1%R(+AW_=;#CAW(ZXZ5XE M8_LY_$N.]MV7PQ>0,LBD2DIA.?O?>[5])@YX2=!.4]=?B:3^ZY^IY#3X>KY< MIU:B9 /YJH]ZKP-\?//\Q *16&L1VM^W'V'4/W$V?0 \,?\ M=)KYBI'&P7/&7-'NM5_P/F?DN)R_-J%-UZ$7ZT?\); ^O8G^$7ZT?\);3:WKDO@GXW:=KR1I'9Z_#]CN1SM\ MP;0"?RC_ /'J[RN+^+WA]M>\$W;1 _:K$B[A9>H* >Q_P$M^(%8U<16E%/FU M6]/?R/,BQD:->?N54X/RYM$_D[/Y']_ '67'_/"+]:/^$MN/^>$7ZUQ'@OQ M OBCPMINI @O-$/- QVD'#C\P:VJV6,KM74SQZ^(QF&]SHU)-2BVGZK0W?^$M MN/\ GA%^M'_"6W'_#PB_6L*BCZW7_F,/KV)_G-W_A+;C_GA%^M'_"6W'_/" M+]:PJ*/K=?\ F#Z]B?YS=_X2VX_YX1? K1_PEMQ_SPB_6L*BCZW7_)@^O8G^ M$7ZT?\);(Y_ &IECJL=YGI8.GFN/=L-&4K=4M%ZO9?-GKG_"6W'_/"+]:K7_CY-*MS M/>O:6D(ZR3R;%_,FO'_M7Q&\6_ZFWM?"EDW\4OSSX_4Y_!:L6'P5TV2X%UKU M_>^(+OJ6N)2J?D#G]:CZ]B7\+?S/6]A#"ZX_&I/^6G:386<%E%_=@C"Y^N.M6Z3Q&(FK3J/Y:? \$F7$%'#+EP5#7^:H^=_=91 M7W,X72OA!I(N_MOB"XO/%-JU,EJ.P3\Q8BO2=(U"VT"U%MINE65A /\ MEG;Q(!^E4**5.I*CK3T_KN>/B,\S+%_QJS:[=/DEHC=_X2VX_P">$7ZT?\); M:(O/D'DK' MO/"[C@9/ SFOCSXB?MN_&+X->$;OQ7\0?V9+[PYX8L9(!>ZE;^,K&_ |)229 M(@=D: DDN .V2,D#)K[.KY5_X*C_ /)B?Q-_[AG_ *=+2OH3ZD^JJ*** /*O MCA\=/^%- :Y\)._L3^V/^$T\3V_ASS/M?D?8 -5V\[&QO,QL^YE_Y-K^+/ 8I:M_Z M1RUYG_P3<_Y,M^'?_<1_J.-U7IG[3W_)M?2Q_P"Q2U;_ -(Y:\S_ _?_6H_P E MOP[_XC_P"G&ZK/_ET_7]#;_E^O1_FCZ8HHHK Z HHHH *Q]0\':]JV1\ZA M?:'IM[?Q8\NZN+2.2\=,,_1D?G6Q10!'-#'D>&;=X-'TNRTJ&\1M[QV-ND*LW]OH&36E10 5X1XM_P"3UOAM_P!B5KW_ M *5Z;7N]>$>+?^3UOAM_V)6O?^E>FT >[T444 %<'\0+JTL]:T&Y$T*W<5RJ MNF\>85R#R.N.#^=8_P"TQX_U'X<_ ";4=1TES#J,\B6D-P!S#OSEQ[A0<'L2# M7YP3:C=W%ZUY+W=<^]>9FF6?VM@Y8;FY6VFG:]G%]2=M MJ[GF5LZ65XB-H92B M6P9,=\AVQ[XKR#1_$^K+XX]\;6\EW(1JYCGO5./WS!MX+>^YB? QKQ;QE\2O%C M?'!=;DZZ4M1L(L.:Y5MLC0"/9L)&,_ZM3D\D\YS3_MEQYS2^?+YK?>?>=Q M^IKWL5EDL5%RC4MS042Q3O\ A8_7. "%8"M5LK<^FFO26_W6[/4^@+>+S;B M.-W$2LP!=LX4>IQ7W]\.;71M/\&Z99Z#=P7VG\\003P,"';JS''0DDDCWKR; M]G_X7:+KG@_PCXMO$AU'2XT&*VFMYE$BM+C:TC9SEMN%Q6_K/P)ET6^?5O . ML3>'-0ZM:,Q:VE]B#G ^H8>PKY+"X&METYRI=2\.\PPN9S6%E4< M'!O=7C?;7JK='9[['K]%>-Z?\;M3\(WD>F?$/1)=)E8[4U2U00;R^_&?_'2? MH*]8TG6+'7K&.\TZ[AO;63[LT#AE/XCO7LTL13K:1>JZ;-?(^*Q.!KX6SJ+W M7LUK^C6A6)I%60_P#?!;\,UW7BCQ3I7@S0[G5]9O8[#3[=&[2ZL_"P?Y+6/B2ZP?ORMT"^V=H]SS43 MJ1I+GF]/ZT7=F%2%3$MX6@KSDGY67\S>R2ZMGS)7NG[*_@5_B!XNBM;E=^EV M4GVF<-T*+CY/Q8]/H37L'A_]A'1&MK>76];O5N2=TUO8[1&O^R&923[<5RG@ M/1K_ /9I_: T_0M2D9]U-V@L[]AA9HI#@\CT!5]F?0CT(K+%Q6)HQ3CI=-K MJE_6_E<\W(Z%;).%M8\4W_R:=HMOEI)6)B#D\G\2>!WQF_ M'3]H"+X'_B3X#\5:TEYXEO=21H-34'Y7N?F;EPO. [Y M^\-?=]%8G2%5-6MKF]TN\M[.[-A=S0O'#=! YA#Y;Z^UO7)0\]S<2#YR /N>P J<[0,9-=#XR\#Z/\ M>?!%*_%O@+X MA)<:QX&|">&8Y[+0Q9YN[.?;;7H_P 6OA1\9/@U^'U!>_ '?X M8>!;;XAV7B?0H]+UGP_ &G'9S6\RK$ P=^"O[B(Y /\8(&0: ,K_@G!K=S\ M,_$7[2'PR,^H:GX8^'_B"1])M@'N9XX"]RK11J,LQ(MT(5>K$X&6KZ' .&P M/#__ $(/Q1_\(74? _C5<;^PC^SWXQ^$MG\1/&WQ&BM;/QU\0M;;5[[3;.42I M91[I&2+>"06W32'@D ;1DG-?5- 'R/\ LIZ_%XJL_BIK$%K>V4-]X^U2=+;4 MK5[:YC!6#Y9(G 9&]5(R*]RKR#]GK_D+?&7_ +*)JW_H,%>OU\CBOXTO4^&Q MG^\3]0HHHKE.,**** "BBB@ HHHH **** %KA/' M7P1\%_$,.^K:+*+QO^7ZT_X$#'7=45K3J3I2YJ;L_(ZL-BJ^#J*K MAIN$EU3L_P #P+_A5'Q-^&'S^!? %PU_2X^FBZ]R0/[JN>/R*5:TW]IY-!O(] M-^(GAG4?!]\QV_:?+:6V<^H(&O@M?-JGA#4K_P3JXY6 M73Y6,.?=,@@>P8#VK,_X2OXQ_"OC7M$M_'^C1];[2_ENE7U90,GC_8_X%1]5 MI5MA' MI7F7@G]UXVD6V34_['U(G:,'5@('#*W0Q.TGV!5[Z:"& (.0>017%5HU M*+Y:D6GYGA8K!8K 5/9XFFX2\U[N_R/,OA6Q\ ^)?$?A&5B$MY?M=IN[QMC MI^!3]:]-KS'XG ^%?%WASQ;&-L*2?8KPCO&A@\NQ>/ERX6DY> MBT7J]E\SNZBN[R"P@:>ZGCMH5ZR3.%4?B:|W_M;XB>+O^/'3K?PO9MTFO#NF MQZX(_P#91]:FM? @O:WLZW7B35[[7[GKMDD*1CZ#)/Y$5'.W*_0]C^R<-A=< MPQ,8O^6'OR_"T%_X\|BUK'QI\/V,WV?3_M&N7AX6&QC)!/\ O'K^&:H?V&\1 M?%O_ !ZV5KX5LV_Y:7)WS8^A!/\ XZ/K7>Z1H&FZ!#Y6FV-O9)W\F,*3]3U/ MXU?HY92^)_<']I8#*:8"!O^:H^9_P#@^M%?-2/.K+X*V-Q<"Z\0ZG>^(;KO MYTA2/\!DG'XUW&E>)I^AP^3IUE!91^D,87/U/4_C5VBJC",=D>9C,UQV/7+B M*K<5TVBO2*LE]P44459Y04444 %%%% !1110 4444 %%%% !1110 4444 %% M%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %=)X1^[=?5?ZUS M==)X1^[=?5?ZUWX'_>(_/\CTLN_WF/S_ "9T5?*O_!4?_DQ/XF_]PS_TZ6E? M55?*O_!4?_DQ/XF_]PS_ -.EI7U)]F?55%%% 'RK^V_ ,CQ^S/_-E.T_| M]%2UJ55[]_MO_P#(/\2LS_P#93M/_/14M?55 !1110 5^0G_5_P"3E/#7 M_8I6W_I9>U^O=?D)_P %?/\ DY3PU_V*5M_Z67M=>%_B'#C/X1^E_P"T]_R; M7\6?^Q2U;_TCEKS/_@FY_P F6_#O_N(_^G&ZKTS]|_DVOXL_P#8I:M_Z1RU MYG_P3<_Y,M^'?_<1_P#3C=5G_P NGZ_H;?\ +]>C_-'TQ1116!T!1110 444 M4 %%%% !7A'BW_D]:X;?]B5KW_I7IM>[UX1XM_Y/6^&W_8E:]_Z5Z;0![O11 M10!S?Q$\\ZZ?\2O!^H^\M3W+;7: "6/[T3@Y5Q[@@??D=Z^%/BE^RAXK^&.B: MAKDMU8ZGHUF5W2VS,)=K,%#%"O')&>3C-?H?6=XBTU\4:!J.D7J:[2^MWMY M1_LLI!(]^:N,G$\O&Y?2QBYI+WDM&?"OAG_@G?I7Q$MJ.\:0_$*Z+74?FPP_ MV8I11@A5SYN<5POP1_9_TKQA\3/$WPU\>:E>>%?'.DR&2VMX5$X-0ML ^9$S M8)./FQW5@>S8^M_V1=>EM?#NO>!]0;&I^&;YS=OK"Q.TCZ,&_ K57]KCX ZA M\1- *T[QQX)=K#XF^%&^U:97X?_A.DZ<6[N.CUV:UN[JUOD8L?[,OC7X+PQZC\)O%| MT\J'#=:'K&#;WC .,6.O63"TUC2SD/:W(^!YV-@E<^XZ MJ:[7QU\.?#?Q*TEM- \2:3;ZG;8.PR+B2(GNCCYE/N*52E[SC66JZ]?\ @GLQ MS2ECDOK\.>_ VXV4U^DO1Z^9LWEE8ZJIS0W,,&H6,ZY*Z*)(W4]#Z&O*M6^!= MUX>OI- 5^'VM3>'[TGVE]CG./Q##TQ7!2_ "'XF_ &5[SX9:R_BKPRK% MW\+ZPVYT7/(B;@=/[NT^S5W'PQ_D\+>/+[^Q=66;P2XJ1O+ETG5_P!V2_\ M=1R "?8X;VKCKX*%9H6L-[:R##PSH'4_@:\GU3X&WWA>]DU3X>:W-H=RQW/I MUPY>VE]N<_\ CP;V(KS_ /:,/_?C]TO\G^!R?[#C?^G,_FX/]8_BO0]CHKQ[M2?CK<^'KZ/2OB#HLWA^]/RK?1(7MI? <8SC\"P^E>L:=J5IJ]G'=V-S%=VL@R MDT+AU;Z$5TTL13K?]5TZKY'!B<%7PEG5CH]FM4_1K0LT445T'"%%%% !111 M0 445YM\3OV@_!OPGO$LM9O99M190_V*RC\R55/0MR N?0G-.UJC*I5A1CSU M'9'I-TCP9KA_[J+_ #)X'>O*?$7]97AJ718% M\(6=YKWB*\?RK?39(&0HYZ%9W=>BDYJ14_P_9_O_$FM1^-?BI1/?A7J2",?;M.'VZUF'Y9"GW\=^4W<=|"O5*9- "EQ"| M4BAXW4JRMT(/!%7)-IJ+LP2A)I58\T>][KL>"?LO_'23QQI|*^(I=GBC3DP MDDAYO81QO'JX'7U'KCWZOCUOA3>WE]X<2T_0)6LO'/@^\-[IZ![FW)SY1] M? X6&>,R$'AC7O_P3^+EI\6O"WVDI]CUNS/D:EI[<-#*,@'G:V#CZ$=0:SP] M1UZ2J-6?7R:T9%>D\!BY8*3NMX2?HVM77S2>OWGH=%%%;%!1110 4444 %%% M% !1110 4444 %%%% !1110 4444 %%%% !7A?QL^/UW MHVM1^_A_;#7O'][\FV,!HM/!'+R'IN YP>!U;C .)\;/VB+NZUJOAY\.+FV ME\2S9COM9FF5+;3$Z,=YXWCN?X>@RW T7 A!IWPQ^ ^BS*/%%CJWB&|^?4M8\ MSSYKARAT/P-^ -I\+H[C6M7N3K_C?4LO?ZQ.2[MR4C)Y"YZGJV.<# 'KM>4 MWO[3/@BV;;!<7M^W9;>U8$_3?MJG_P -!W>H\:- X#U[4<_=9XBB_FJM7GSS" MA*5W.[\M?R,*^ S3&5'6KTW=][1_.UDNQJZU^T1X1\/ZM=Z;?/?07=K(T4B& MV/!!QQSR/0]ZM^$?CEX8\;ZY#I6DM>37<@9ANMR%4 $DL<\#C\R*<_CAIOB M3Q!??\)7J7A&3PJ;LJ02NO^]N=K,, @X &<8X%>M?LL> /[#\,S>(KJ/;>: MG\D&X59=AEE)-$:/M/9 MB#VKPUO^7OAU?@NWBA?&?BMOC/_ &/_ &B/%?\ :\@8WWE^9MQU\O=\F=V[M'.,,- M/<>[9/?%=Q\>/V#?#'[-_P [WXO?!SQ)XD\$^-?#EG#JK21ZDTD-W'E/,C= M2/1B0.5/*L"&R #],:^'/V ?^3E/VN?^QM7_ -+-3KZ;_9P^)MU\9?@/X$\; M7\"6VH:UI,%U=1Q#""8KB0J.RE@Q [BOF3[@'_DY3]KG_L;5_ | 2S4ZVA\$ M_E^9S5/XD/G^1]QT445B=(4444 %%%% !1110!\M?LJ?\A;XR_| 91-6_P#0 M8*]?KR#]GK_D+? &7_LFKH?,%>OU\CBOXTO4^&Q2\`3]0HHHKE.,**** " MBBB@ HHHH ^9OV^+62S^&/AKQ- /W_A_Q#:W88=E(8?^A!*^E;6ZCOK6&YB. MZ*9%D0^JD9'Z&O)/VNO#X\2? LX^.+?;N:"S%ZOMY,BRD_DAK>_9]\2+XN^"' M@?5%E69Y-)MXY64Y_>1H(W'UW(:]2I[^!R_EDU]Z3_S+?PGH-%%%>60%%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !(>-OA'X1^(M<;?VYHEO[A,[QN$A[%3YZ?\DTI1^Y[>]LSXY^ M-WQX\?V>BVV@:]X4A\/74I;SYI$,L-SM*E6A;.!@YSAF^\.EO=.L>- MXCVXSU^Z;^>O!/[,?B[5O&7V'4--A^Q:?>1)]0^U*O[HL-P4CJ2H)&/:OIL/ M++9X=2]*,9M/UZ]]3]MR2MP_C,E4\53IQY>:4H7ORMNU_>=U?2VO9=CZYE^- M6B6MG;*7_M/59(U+VNE@RJ'(Y4.>#CIQFJW]N? $+Q9QINDP>&K1NEQ?',N/4 M C_V7\:Y6;]C[PI:W'VC1-:U[0;@?=>UNPL6ORN?1EP[!MT5\|9Q9QINDP M9DN3F)MQ&T@=.,'GUK+^&/[76I^/O'FC>'Y_#UG9QZ\WE-.D]ED^4G(!'M6R MRO%.E[7ETWW_$.V'".<3PCQOLK02;U:3LKWT;OT['TW12CYNG/THVGT->2? M'"44M)0 4444 %%%8.N>/_#/AF\%GJ_B#3=,NB@D$-W=)&^TYP<$].# ^55&, MINT5HKGM'^(OA;Q%?I8Z7XCTO4;QP2MO:W:2.P R2 # MG@5T-.490=I*P5:-2C+EJQ<7YJP4445!D%%%% !1110 44N#Z4;3Z&@!*%[6 M^.'[1W_"F?$=CI1T#^U?M-J\%HZS%M7E;VC;W7W7^9)12X8S:M@_K]. MC>E9ROS1V6^E[].Q]%45A7GCSPSI^?M/B+2;?'7S+Z)?YM6+=?#X?V>?,\8 M:0<=1'77G[3OPSL\O$\< MI](::9_Y)6+=?M@?#F'B*ZU&[/80V3#/_?1%;QP.*EM2E]S/2I\9O4^'"5/ M_ 6OS1[717A)_:ZT&Y.-.|*^)M1/;R[- #^'3FC_AI+Q#>_\ (-^$WB:Y]&E1 MT'Z1FK_L[$]8V]6E^;.C_5G-E\5'E_Q2C'\VCW:BO"O^%Q?%>^_X\OA'-#GH M;N\Q_,+1_P)9\?-0_U'@O0-.![W%R&(_*;^E/ZA47Q2BO\ MY?YA_J[B8_Q M:M*/K5A^DF>ZT5X5]E:.$U#&;WPKI@/]U2Q'_CK4?*^-_ P ?7Q(TVS[Z MBTLE/_M):/<3?ZV(/[#I1_B8VBO^WI/_TF#/=]^=?%?[96E^%?$VJZ M-+X9O)Y-/NI+5I5NE M>MEV!PE6R;&5ZD,3B(UK):+GC;7>[4;GVW\%?CM9_&AM76TTF?3/[.$18S M3"3?OW],_8QL_6O4*^6OV(]#U+19?%_JH:?=6/F+:[/M,+1[&7.,CGJ/SKZ MEKR/V9_^RG:?_P"BI:^JJ^16_8W^*_BC MQWX"USX@?M#R^-M-\(Z[;Z;Z4W@VTL1)-$2,>;#*&&5+#D,!G.#7UU0 444 M4 %?D)_P5_Y.4\-?]BE;?\ I9>U^O=?D)_P5_Y.4\-?]BE;?\ I9>UUX7^ M(<.,_A'Z7_M/?\U_G_ +%+5O\ TCEKS(\X)N?!\F6_#O\ [B/_*<;JO3/ MVGO^3:_BS_V*6K?^D9_\ !-S_),M^'?_ '$?_3C=5G_RZ?K^AM_R_7H_ MS1],4445@ 4444 %%%% !14-Y>6^G6DUU=SQVMK"ADEFF<(B*!DLS'@ #N: MQ?"?Q"\+>/$N'\ ^)=')1);D+,VDW\5T(R>@;RV./QH Z"O"/%O_ ">M\-O^ MQ*U[_P!*]-KW>OG#XK>,M \#?MB?#34?$FN:;X7 T]O!^NPK=:K=QVT1#0!]'T5YU_P -'?"_HJ'@$S_PH+3_..4?\-'?"; _**AX,_\ M*"T_^.4 >BT5YU_PT=\)O^BH>#/_ H+3_XY7.^-OVA/ NH:?%9^'_B+X1O; MFY<0F&UUVVDG? <0%5%63)))QSXTS:ZQK$7PL :BL=?BE4:-X@E?3;YU/R!F8;6)Z<'8<^B-7UC7QO\4/ M#3>*O!FH6L:DW<2_:+?'7S$YP/J,C\:J3^'/QZ7;4OAE8WOXQ3HNF3V\8BD M.H:A%# ("O!+AV& >"#[U\)P7Q$\XP,82@^:,I1=M5%?%"_E:\4^\=3?,<$L MOQLXOK#P;XPTGQJX7TSQ%H5XE.LHP+/;SI_$I[$=B#D$'D M$$'I6!JGQ.^'>K>%[FXU#Q3X>NO#-U""T4UY/? PFQEC8E&0REO+.3E<9KXV^# MOQD\+?IJ_'"Z\ VGC?1O$OPD\22M=Z5?66JPW?\ 8T[$ QS%'.Q,X4D\?=?^ M_7ZI2K4\;]GJ2E#31WVW3\UVW/(E&6&G=JT9? AY^C/T!KA/B=\$_"Q=L3# MXBTJ.:Y5=L5_#^[N8O\ =<=>0]DY'M4#?M%?"F-06^)W@U0W0G7[09Q_VTI/^ M&BOA1Y8?.A9W@W83@-_;IC/I_K*RC)Q=T=&M4H352E)QDNJT/(O[#^,'[. M/S:-._Q/\$1#?BVHM]-OC8:TO5N MCZAB*Y5AU '1P/\ 9)?\59_X:.^$W_14/!G_ (4%I_\ '*\M^*P_9U^*[&]N M_B+X.TG7E.Z+6=-\0V<4X8="V),/SZ\ ^A%;!!*G\16?=?Y'M?7,+CM,;'EG_ M #Q7_I4=GZJS3Z+U;1['7K&2SU&TAO;63[T,Z!E/X'O[UY/J'P1U/PC>2:G M\/-;ETF4G<^EW3E[>7VYS_X\#]17@^G_ +55_P# B\@L-9\=^%/BMX59Q%#? MZ7KEL^HQ \,@D+,?8Y_WZ^C/#W[37PO\0:''JA\:Z/I$+':T6LWL=E*C?W2 MLC#\QD>AKCQ&'A47-)7[-;KY[HT]GC,M@ZE&2G1>[7OO?^)/9^J3[%#1? CO) MHM\FD^/M'F\-ZAT%TJEK:7W\&<#W!8>XKU>QU"VU2UCNK.XBN:092:%PZL/ M8BO.-8^-GP:\16+V>]_$#P1?6K]8IMW5>J/,Q6$K8.WME9/9[I^C6C.MHKG#\2/"83>? $^CA,9W?;XL8_[ZKQ/XK? MMH>'/"D=S:>%Q%KM[$/WE_-((K"#_:9R1N'T(7_:K52C)-I['!6E]7LJB:;V M5G=^BW9[XB\2:7X3TF?4]8OH=.L(1EYYVVCZ#U)C[@"X*

MYK[CKP[JN!MO[(_Q6).!_84_\A1}5P?_ #Z_%A_9-/\ F/%A^V1J+ $?!;X@ M$'_J&M_\37AW[5W[8-[XR\!R^"K;PCKO@V\OWCENSK4?DR/; DA57@X9U&3T MPI'\7W_(K\-1_;IS]FMVDN#]GM MU^6/_5=E SCJ3?6-I)/YA=6*<;ST9\3?|-D:C_P!$5^('_@M;_P")H_X;(U'_ *(K M\0/_ 6M_P#$U]LT5S_5<'_SZ_%FO]DT_P"8^)O^&R-1_P"B*_$#_P %K?| MQ-?/_P"UI^UYJ'CSPS;>#['PUKG@RX^TQW=\NK+Y,[HF&B55Z@;\-GU1<5^K M!SVZU^7?[67['?Q'CN/%7Q8\5>)=!O!=:A;A[:UDG+QK/K!2^AS^W5>>(_"5A)_PK/Q7XCO[>)(M+Z^T:U\Z!YPHW$%0<9X;!Z;JZ?\ X;(U'_HBOQ _|%K?_$UTG[&O[*OQ#_9G M\1ZRNK>(=$U3PS]L \ZSLY)C(EPA_=R*&C Z%E//.1Z5]:USUL'@8S?+3NO5 MET\LC.-YNS/B;_ALC4? ^B*_$#_P6M_|$T?|-D:C_P!$5^('_@M;_P")K[9H MK'ZK@_| GU^+-/)I_S'Q-_PV1)/_1%?B!_X+6_ ^)H_X;(U'_HBOQ _|%K?_ M !-?;-%'U7!_|^OQ8?V33_F/B;_ALC4? ^B*_$#_P6M_\3534/VWGTG[-]N^$ M7CBR^U3K;0?:++R_-E;.V-#)]# MOEU*X@U-?+N#YY=V)./W7 &< =@ *^COV,?V'|_O/EO\ X: U7_HB MGQ4_|$4/_P D4?| #0&J_P#1%/BI_P"""*`Y(KZDHH_L^CYA_9>'|_O/EO\ MX: U7_HBGQ4_|$4/_P D5EZQ^U0/#]I%GJ?PD^)UG=:O M4QI_I'+;(Y&^BFOKBO!_VC?^2H_L_ | 8[2_^FC4*/[/H^8? V7A_/[SD_P#A MH#5?^B*?%3_P10_ "11_P - :K_ -$4^*G_ ((H?_DBOJ2BC^SZ/F']EX?S M^|^6_P#AH#5?^B*?%3_P10_ "11_P - :K_ -$4^*G_ ((H?_DBOJ2BC^SZ M/F'|EX? S^|^6_P#AH#5?^B*?%3_P10_ "11_P - :K_ -$4^*G_ ((H?_DB MQJ2BC^SZ/F'|EX?S^|^6_P#AH#5?^B*?%3_P10_ "167??M4#3-?TO0[OX2 M_$ZWU?5$FDL;-]#A\RX6$*92H^T?+? _#0&J_| 1%/BI_X(H?\ Y(H_X: U7_HB MGQ4_|$4/_P D5]244?V?1\P_LO#^?WGRW_PT!JO_ $13XJ?^'*`_ .2*/^&@ M-5_Z(I\5/_!%#_|_)%?4E%'JGT?,/[+P_G]Y\M_|-:K_P!$4^*G_@BA_P#D MBLN7][@0>)K;P[)\)/B?+?_#0&J_| 1%/BI_X(H?\ Y(KMO@E\=K/QSXVU;PA<>$_%7A+7K;3H]5^S>)+!+;S+ M=I6B#IMD?/$G@C\|#7MU>$6Y'_ W5J SS_P *XMO_ $YSUK3P=*E)3CN;41YB%=_E[EW8SG&X9J17S+\&?V'?B]\' M;WP?:6W[3>J7O@[P_=V[GPTOAM(H;FUCE#O;;_M3%5=0R[L'&[.#TK[/HH ^ M&V_X)Z? $GP[\2OB'XK\!_M&ZAX&A\9ZY&EE"M+-)(J%S=#?L$K+N MVKGK@=*]&^+/[$:?%[PQ\/[S4?B!K&F_%GP9:I#9_$/381%!/ .J6NF^)_&OAWPYJ-T,V]GJV]P6LTP)Q\B2."W/H M*ZN.1)HUDC971@&5E.00>A!H ^3OA_| L):@QO:T#XB_%_XKZQ\8M>|-MYFA MV]Y81Z?96,N01*(4=P7!56!!7E5)!*C&?\1/V&_ 'FL?M(>-/B[X!^<_PYU' MQ1;6UI<6<'AF*^*Q0V\$6WS)+@ Y: /D(",XYQD_3WC3XF>#_AO':R>+?%>A M^%H[IS';OK6HPV8F8=50R,NX\C@>M=!:W4-]:PW-M-'<6\R+)%-$P9'4C(92 M.""#D$4 ?/\ ^S;^QSH_P$\4^(/&VJ^)M5^(?Q(U]!%J'BC6L"3RLJ3'$@)V M(2B9!9ON* 0!BO@G_@KY P G*>&O^Q2MO_2R]K]>Z_(3_@KY P G*>&O^Q2M MO_2R]KKPO\0X<9_"/TO_ &GO^3:_BS_V*6K?^D9_\$W/^3+?AW_W$?_3C M=5Z9^T]_R;7\6?| L4M6_P#2.6O_P#@FY_R9;\._P#N(_| IQNJS_Y=/U_0 MV_Y?KT?YH^F****P.@**** "BBB@ HHHH **** "BBB@ JK_ &59'5!J1L[? M^T1";<7GE+YPB+!C'OQG;N .W.,C-+J>I6VCZ;=W]|,MO9VL3SSS/]U(U4LS M'V !-?G]??\ !2SXB2>#[[XM:3\%A>? RSU/^SVUJ;5534)$\P1^<(L<#<0N M,$!CM+=2 #]"]*RO"GB;3_&GA?2/$&DS?:-+U6SAOK67&-\4]!T..V585JT M%%%% !1110 55ATJRM]1N-0BL[>._N$2..Z2)1+*B;MBLV,D+N; /3<<=:QO MB1X[T[X7_#_Q'XOU<2'3-"T^?4;E85W.T<2%R%'6]G;P7=X5:YN(XE62%/A_H/P!\U&]?4O$R>&;OQ-JX>TMGN!/'%,MH M-I\[R_&6))P!P*M=0[7XJ_#*2O!.F_9!<6=]IFM1WF MZ3> 8)$!)#;23NZ?+CO7N- !1110 4444 %5;+2[+39+N2TL[>UDNY?/N'AB M5#-)M"[W('S-M51D\X4#M7P/\6O^"AGQG^#\'B_Q#^SQ<:+\,I;\64=YJ6I MA+YP2=K-&!F(L%) =,=MW(-?5/Q._:0\-? #/]G>;XN77F3:-)I4.HV%JQ"37 M;SHK6\ '.&L7[Z7H]]>Q6DU_);023+:VXS+ M,54D(@[L<8'N: +E5=.TJRT>&2&PL[>RBDE>=X[>)8U:1V+.Y '+,Q))ZDDD MU*?$#]OSXQ? _4?"^N? %'X%O^?^A_K)\MG%-%K:7%_;]N'(HP'V ML*KG M:1D$5[+^T=!>O<#X%\41Z#*?@O=?$ 1ZM75VMM9QP[F<"",'!EEPF2H M;(#+PMZ/>_8=0L/.\V/<5#*Z,0# M@C(P1D%3XU)^BZ "BBB@ HHHH *JZ9I5EHMC'9Z=9V]A9QEBEO:Q+'&N26.% M4 #))))R:^*_&O\ P4?DTO\ :KT7X6^'/!\6M^&;GQ#;^&+KQ/)>,BB^9D$Z M1*$(;RO,4')Y.>@() ['XX_M> ^,M'^.O_ ISX._#Z#Q_XVL].&JZM)?WZVEK M8PD*54DXRQ#QGE@/WB 9R< 'U;17@G[_P"U-#^U)X'UB]NM"D\+>*?#^HOI M6M:+)+YOV>=1U5L E3AAR,@JPYQD^]T %%%% !112$A023@4 -FA2XB>*5%D MC=2K(XR&!X(((BHK#3[72K&WLK*VAL[.WC6*&WMXPD<2*,*JJ. .E?%' M@;_@H_+\1OVM=)^&&B>#8YO!.K7]Y86'BQ@;PVT+M)+$FS:R>9&5'S<@@Y MSQ6UXJ_;,^(^M_&CQWJV@U\,[#Q?)X%A236]0UG51:*SLN?+A3C)X89)Y*G M@#! (!]BT5XW^R7^T=9_M3_!?3?'=MI,FAS2S2V=WI\DGFB*>,@-L? W*05(. M!UP>E>R4 %%%% !117DG[5GQPN/VN7&D"WV6,TQA63S+B.+ MEP"1CS,]\U 'JE]8V^I6<]I>6\5U:7$;1303H'CD1AAE93P002"#US3[>WBM M8(X88TAAC4(D<:A550, #H *^8?@'\?/C_\1_&VC6WC3X$V_@SP=?6[SR:_ M'KT-R8AY1>+$0.X[FVK[:LJ]S/'W]8'CWQ%\9_$GPU^!GPVM_'NH^%0@U_6- M5U);.RM9FZO*3C<_##KU5A@A2:/K6BN9^&WK^_@)/$/@71]1\7^'X_"WB6>'= M?Z1%=+=);2!B-HE7A@0 .?R[YV[E#8SWQF MKU !1110 445XM^TA\3/BU\.H]!/PM^%D?Q+:[,PU /JL=E]CV[/+^_]!=N? MITV>] 'K^HZ79:Q"D-_9V]["DJ3I'<1+(JR(P9' (X96 ((4$ BK5?%G[/\ M^W%\1_B5^T9JGPG\:?"6#PGJ6DZ7+J6H_8]6%[); (C1JP5=N7\Q!C=GYA7$ M?$C_ (*.?&'X-G1O%/CO]GJX\,?#C5;P6L,]UJ8.H#(+#<@'R2;%9@CJN=I& M[O0!^A5%5-)U.WUK2[/4;1B]K=PI<1,1@E'4,JD]"*MT %%%% !17SI^U5^ MU5J?P~_ _'!A#PFGC'Q_XVN9(-,LK[\%I:Q*FT,\LA!]N, 8Z,?$K^5*N0LBY'RL,G##D9-6J^3O@C^VIK&L^.?B9X M%^+OA"V\"^*/ >E'7;^;3;W[9:2601'9P<9!"R(P&3D-V(Q7DS_\%+/B+I_A M#3?BSJ7P5^R_ W4-3^P0ZP-55M0$?F,GG&+'3/?M5_M(Z3^RS\([OQGJ5A+K%RUQ'8:=I<# MA'O+J3)1-V#M "LQ.#PIP"<"@#U?3]*LM)CECL;.WLHY97GD2WB6,/([%G<@ M#EF)))ZDG)JU7QS\,?VT_B%9?';PM\,?C7\,+?P!J'BZU:YT*JL-1%U&S $^ M3*!G#?*5ZY#%05PV:^QJ "BBB@ HHHH ***\$_:Z_:B;]F?PWX9_LWPZ_BOQ M9XJU5-'T;2OM MXI)FP-TDA4:VJ"RCW+#D#) ![CI>E6GB6,5EIUG;V%G%GR[M>UB6.,DDX50 ,DD_4U:KY1^"7[7'CK6/VB)_@M\6/ %CX1\62:4=8L+K1M1 M^V6TT(0K<94\/@YZH1@9!/U=0 4444 %%%% !3719$9'4,C#!5AD$>E8GCG MQEI_P]\&ZUXFU47#:;I-I)>7"VL+32E$4L0B#EF.. .]?-/[+O[;FI_M$?'G MQIX"U'X>W7@:VT/3{1(@35I6&H,KM%L$T.T",LDH?)QD#)ZT ?56FZ;::/8 M6]C86L-C96Z'"*&VMHQ''$@& JJ !V%6:^6_C3^UQXKTSXUM\'_ (.^ (_B M%XYL[)=1U>:JOUM+'3(6 *!W/5R&0XR/OKC<20/;/@WXB|>*/ EK>_$+PK; M^#?%/FRQW&EVE\MY$%5R$D61>,,N#CJ,T =Q1110 4444 %%175K#?6LUM$-0\=ZW T45IH.FG M;+4444 M %%%% !574]+L]:T^>QU"T@O[&X4I-;742R1R^>H96!!'L:X7XZ>/?%WP]\& M17O@;P+"_ 3]M#QMXF_ M:.OO@G\6/AU;^"O%XL6U"SFTS4!=P2H%W[3C(Y3)#!CRI! - 'UZ % &!2U M\&?'#]O?XU?!X:EXKN?V?)[/X8:?]1T\ZMJNI"*ZG42F-9?+ W1*Y'RDHRG< MOS'(K[_^&/C_ $_XJ_#OPUXQTE)8]-UW3X-1@CG&)$61 P5O<9P<>E '3T44 M4 %%%% !574M+LM:LWM-0L[>_M'*LT%S$LD;%6#*2K C(8 CT(IK.\;>,M(^ M'GA#6?$^O7:V.C:3:R7EW&] M8\#1^;32=+CUBVFDO&DE>"1D,9D4H -T\7Z((JOI.MV,-_;&08<)(@8*P[,,X(]0: .CHHHH **** "JM_ MI5EJGV?[;9V]Y]FF6X@^T1*_E2K]V1(O'/B M"39IFCVK3M&& :>3I'$F? XG20,K*I#*(.G?/;% 'UW17YYW' !27XGV?PSL_C--\&K!?@Q= M:C]B2[&N*=3V>:T7F>7C'WE88QC(QG'S5^@.DZE#K.EV>H6Q8V]W"D\188.U ME##([!'IH MT444 %%%% !56\TJRU">TFNK.WN9K.7SK:2:)7:"3:5WH2/E;: MS#(YPQ'>OFO]K+]JKQG\#?B'\.?!@/3X?P>/O$/C%+UK>UFU$6A!MU1B%)&T MY5F.21]WWKKO@K\8_B+K'@WQ9X@^,WP[@^%-MHB?:48:I'>K-;K&SS2$IG;L M^_CGVH]PHKXT^?&7?7QQ^.DUEX]\!? VVG^%=U?BW@U+5M";;#P1K5M=>5!%INII>P74 M.Q6\T$$[/F++M)S\N: /3J*^(/ __!1^7XB_M:Z3\,-#\&Q3>"=6O[S3[#Q8 M]VP-X;;%VEEB39M9/,C*CYN00CZ9H>C7IE%_(PCW.92GR)'Y@+-@@#N.: /L^BOB/X0_MZ>/+CJI32O@U\ M8OA9'X"UW6X3-ITUG?BY7[CNF_&596\MUW*W##!''7'VY0 4444 %%%% !57^ MR[(:H=2%G;C46A%N;SRE\XQ!BPCWXSMW$G;G&3FODKXA?MC?$?76/CEXR^&?P M9^&MAXPOO!EM'<:U?ZSJHLXRS]&$4*<;CSC)/4'@ FC9?\ !2?0)/V08_C- M<^%[F+5Y-4/A^'PS'/#?PL^-2PRM_ &J^*[1KO0[RPU$743D!CY,H&=K?*1UR&V@KA@:^Q* "BB MB@#X!_;0^"?P-^%FE_$OQAXKL[SQY\4_B5&UGX>TG42ES=I>>7Y,"6$<<:O& MB%XL2QPB#)) ;Z=_8_| ^)/A=^S/\//"WB]F/B+3=,6*[C>42FS$EF982PX/ MEHRIP2/DX)'-?/\ XT_X)\?$?Q%^T%K?Q;TW]H:;2M?NIIUTW[3X1AOFTFS= MV:.V@:6YPH13LWJJELL3]]L^I:Y^S+\2/%'@+P!H^J_'WQ /$'AS7/[5U#7] M+TY+)M8A#EEMI(8Y=JA5(4$EU/)9&R, '@&F?#/PU^TY_P %/(CCH_Q*TR+Q M#I7AGP[9Z?I&EWI)2V26*%GFC&1ALR2,&[&7(Y -=W_P21\3ZGK_ .R:;#4+ MJ2^MJ!\07NE6%P[$A[95BE7:3SM#3. #T QT KL/CU^Q->? $KXKW^Q)\ _$S M5\4NIXU+3/[&UFZT^R6[34+7 !4NA1PJ-XQL0@ KFO7/V>_@3X?\ V;_A M/HW@/PV9IK'3PSR75R09;J9V+22OCC)8\ < #M0!Z/7Y"?\%?/^3E/#7_8I M6W_I9>U^O=?D)_P5_Y.4\-?]BE;?^EE[77A?XAPXS^$?I?^T]_R;7\6?^Q2 MU;_TCEKS/_@FY_R9;\._ ^XC_ .G&ZKTS]I(_)-K^-+/_ &*6K?\ I'+7F?\ MP3<_Y,M^'?\ W$?_ $XW59_\NGZ_H;?\OUZ/\T?3%%%%8'0%%%% !1110 44 M44 %%%% !1110!P?Q^TV\UCX$;_$;R]6DOKKPYJ,$"1C+-(UM(%]R2*_-GP MS\1?#$/_ 1=U32I-4LTU)6FTTV1F7SC=9-Q]K*>=-]D\W=NW_ &;?Y77G&W'M0!V/[*.AWOAK M]F7X5Z7J4;17UKX9T^.:-QAD;[.F5([$=/PKU:DZ<#@4M !1110 4444 >9_ MM+^.-*^&_P ?'WB/6]7Q'I-CI$YN=(? [EXK+L\IC@X5MV&.. 2>U?D8WPU MUOX'? 3X4?':_P#$>C>,O JZ\-4M?A7>7D\EE8^<6*'$M*=\]!?F#+\'S;_ M)_MEK.C6'B+2;W2M4LX-0TV]A>WN;2YC#Q31L"K(RG@@@D$&OGOPW_ ,$Z M?V>?"BR#Q9I_P _;0W]O,+B".ZO+FXMXI 00PADD*<$#@]1QO!]#:3]"ZMI M=G?+')"MS"DPCE&'0,H.'/49JW110 4444 %%%% 'Y^_|%)->TR7XX?LLQIJ M-HSV?C4&Z43IF >?9\OS\O0]<=*S/^"F,+Z]\:?V7[NU\4R>&M%N=:NK5?$U M@Z,+&622U F5R=H8 $ACTVD]J^C?&'_!/OX >/O%6K>)- >^'MO?:UJMS)>7E MU_:%VAEF=BSOM64*,DD\ "NOU;]E/X4Z[\']/^%U_P"#K.Y\#:'RTR264F MV'X- 'YJ?M#?$JS_X*#?&*T^$GAS7[#0_@[X3U!+SQ-XINKN.'^7)UW*(;7<1 MO !%7=TO[7&J:W#\=?@_I5A\+?%7C_X*>#=/AUJVM/!]BUW;WM^N MZ.V1W&4,<*(K!0>&KVJ3_@F?^S7)(SGX96P+')VZE>@?EYU?07@CP3HO MPX\ (Z5X8\.6*Z9H6EP+;6=HCLXBC'1=S$L?J230!^>?_ 2U^*%[K7QJ^/.G M2>#M>1\(]=\0W.LS7US!B'39!-)_HEP?X9SYA^7_IFW17Z45P_P ./@IX+ ^5F MI>)[_P)Z(FD7?B:_;4]6D6:63[3<,6)E=0Q 4444 %5M2U* MTT;3KK4+^YALK&UB:>XN;APD<4:@LSLQX"@ DD] *LU4U?2;+7])O=,U&VCO M=/O8'MKFVF77,),:$E5(CD4<;CSC- '+_L&_ 3PY^SK\&%\.:9XAT[Q-XCNIO[0U^_T MZZ69#=.H 1<$D(JKM7.-V&; R0/I*O+?@^I^S%\,OV=I-7?X>>%XO#KZL(EO6 MCN9YC,(]VP?O7;&-[],=:]2H **** "O*_VI? %7C'P7^S_XUU;P!I%WK?C&. MR\K3+2QA:;;S9'6/S$102QC#F3&/X*]4HH _;Q1XSG^&LW[+FA1?!SQ]H=] MX3\1/JEW_;6GF*[\27TDMJ\YMP>7D+(% .2 T8KZM^ /B:VT'_@J%\:9O$;? MV!<>(/#%E?64.J.L+[##9NT7)QN4!@0#QY;>AK[5\??!7P9\4/$?A+7?$^D) MJFJ^$[PZAHUPTTJ&TG)0[P$8!N8T.&!'RBN5^.'[(OPF_:-OK&_|?>$8-9U& MR3RH;Z.>6VG$>2?++Q.I9A&V>(_|"%?>U(]2U,NLXDN(TZ-EI'D<^H?I7=>.?AKJ'[77[6OQYN/A M[XIM?@M<^%[-M#U:Z6\ECF\12?/&[SHKJ$A_/TD\0?!3P7XJ M^)OASXA:IHB7? C#P[#)\IFI&:53;HX8,-@8(V0[_'E.-U>>?%;]A/X'_&KQ M=-XH\5^!H+O7K@@W-Y:7=Q:-&AX3_M1?#/P MQ9O@OK/@? Q;XC7PKI&MRVT!U'SHHF$BSI*B(9/E+,8\8ZG)Q7K%UF=T^=3E65D(92/4$4 ? FG^(?'/[+7[:7PG^& MN@?&36?BMX6\4H+?4-#UNX2[ET^(94."N=@"C>,;> (V!!%>8?!_X9WWBOXA? MM8->_&CQ'!*M1\/^(K[4VL]'OULUN3YERR3SDD/)&NT#:"/OCGD5^B'P5_8W M^#W[/>L2ZOX&\%VNE:Q(C1'49II;JX5#U5'E=B@/?;C/>]/Q8_8<^"7QL\:? M\)7XO\#6VHZ^^%WSN&ZGMC<[0 OFB)U#D 9(S@ 9P* .=_X)S_%3Q;\8OV4 MO#'B+QK=2ZCK)GNK4:C.N)+N**5D21CW//4MW*9/)-23-9OAOPWI7@[0;#1- M#T^WTG2+"%;>ULK2,1Q0QJ,!54< 5I4 %%%% !7P)_P5\@NA\.?A/>+?2:5I M]OXSM_M&I1J&^R,8GV2X/!V0.1GCBOONN9^(WPU\,?%SPA?>%_&&BVVO:#>@ M>=9W2G:2#E6!!!5@1D,I'8T ? 6GZJXW_9O_;8\"^#/#GQ9\3_&31?$^AWF MH:GH^MWZWSJZ03R1M&5XCW-$A7 !QD<@BOE;XT>*O%=I^S-X_7QW*/'&D>/ M?&WB6#6-<\7ZQIC6^G@)(WV>TC++#(14.%4]V(Z 5^M/P1_9'*2&*2_EGEN9_+)!**\KL54D#(7&<#.<5V/Q8^$'A'XY>#IO"OC?1U MUS0998YWM'FDB!=#E3NC96X/O0!G_L_^-+CX@?!KPIKMUX>U3PM-<6:H=+UF M+R[F((3&&9?1@@=?56%>A5#9V<.GV<%K;H(K>!%BC0=%51@#\A4U !1110 5 MQ_Q@^)VE_!GX7^)O&^LMMT[0[&2[=E 'RE_P $P?A][*_# MKQ=\!M0%SJFLWEY' ^N78!&RW5B"5VEE#=E=G/)1:_1S3_!^C:7X M1M_"UIT-OX?M()=.BT^,$1;A/+$8[XV\5\|?\ #LWJFK_HF5O_ .#.^_| MC] 'TMIOV7^S[7["8FLO*7R# 08_+P-NTCC&,8Q5FLOPMX9TSP5X9TKP_HMH MMAH^EVL5E9VJ,6$,,:A$0$DDX4 %]'C5CN6'8R[W,%@1^@=>9_&S]FWX M;_M%:,967Q \+VVOK8EFM)VDDAGMJV-VR6-E8 X&1G!P..* /S8\-Z3K?POU MC]K3X*ZI:_.$#QC]'@Z\U]_'MN\DE_>1K"A^S7&YVG;+PH/# C+ KC0^(GQ M"\-7G_!&GPOI,&IVH&21=F^$'@ M;2K]&2_L="L;:X5NHD2W16!]\@UV-9% !1110 4444 %?#G[/\ R\??#_ ,.?%+PGJ'ACQ9H]MKN@WZA+BQNURCX((/'(((!# @@@ M$$4 ? #O[7&M:;\1/V[OV4--\,ZA:ZO>V=W-JMP;&59=EKOBE#DJ3\I2"4CV% M?H'7C'P2_8Z^$'[.^L76K^!/!UOI.KW,9A>_FN)KF=8R02B-*[%%.!D+C.!G M->ST %%%% !1110 5\+?\%4-7TO7/#/PQ^&,NDV+^(/&>OK!7B+4KAX(=#= M&C1KC>I!W?OU&"<8W$@D+7W37!_&'X%^!/C[X930?'WARU\1:;%)YT*SEDDA MDP1NCD0AT.#C@C/>@#X1_9IT76/\?\ @H%+\/\ Q=K5K\6=>\9:)[?QO-) M(^IV,,4;L()0TCA$86^,9R?W1SCY:_2JO'?@G^R'\)?V>-2NM2I">$+?2=5N M8S#+],T\MUE>Q4 %%%% !1110!'<7$5G;R3SRI## M&I=Y)&"]JCDDD]!7Y^_L[^(M)7_@J5^T'W@O;*=+F"3^TKQMDB,4X,Q!P0.",4 ?(FB_"^Y^(MO_!0+]HW0=0^*WB'X52%+?4%DT*]2SFO81&A0M*W/EQJZ,5'7/48KZ,_X)@? M%KQE\5O@9K[>,-;N/%+):XBN=*T_7XK+27MLD<;!F<\O@N?F))P0">*]:-? M[&_P?_:&UVUUOQUX.@U;6+>,0K?PW$UK,\8)(1VB==X&3C=G&>*)\!^ /#O MPO("MAX:*:/:Z%H5BI2WL;--J)DY)22226)))))H Z"BBB@ HHHH Y/X MJ?%#PW\&/ .L>,O%FH+INA:7#YL\Q&68D@*B+_$[,0JJ.(KX7_9=TT_M2_M M++^TK\0J0TO0K6&/^S_ OA.2_B-RL/SHDTB;LY_>2$#&6>0L %5,_#;CPKXUT>/7- N)(Y9+.262,%T;VEQ_:-X_E31N'1]K3$'# '!!'% 'P-\:?/C-8OVD_ M%'CSX.>/&\0>)[>70M,U!],9-+T71XI (U\QAT,/V2? J3^'M4T :190Z9&^11;!?I'$A%S]_>B;<0<0ZJ:]Y\=>!]$^)7A#5 M?"_B2Q74]"U2 VUY:,[)8SU&Y2&'3J"%^=+'^GA/2?AZR73M$TJV2 MTL[579Q%$@PJ[F)8X'N"2.E2?GK\$WU+]G_| X*80^$]8\26?2QICQAIF MV;Q?/N.I:8HBD?RB!{T: "W7%V@;P[IME M%96!MI1)'Y,:A% 8<-PO7US7@^H?!$V_V<=4U"YO;GX:6SW-S*TTK#4;U068 MDDX$V!R>@KW3X=? #OP[\)O!>F>$_ ">FII'A_349+2R21Y!&&=G;YG)8Y9F/) M/6@#I**** "BBB@#XH_X*47/C'7+'X=>#M,\#>*?&/@'4=3-_P"*X?"MF\]Q M;/V[1M':$@819&8DD_| /,$=,5\]Y_L^,%35/%W[<_P :H[#X:^)] N/%GAM= M+33;BS$(OB'I>B):^, M/$,_=OJ>IB:5FN(T"A1L+%%P$3]ZC[HH_-7]G_X@>&]'X)%_$W2K[4K.UU M.W.I:?+932JLWVB9D\E=A.])WKCC^$^AK[J_82T6]\/_ +'_,*+/4(WBN?[M$BG*2 A@LA:1 1_NNM4=>_X)_? 'Q-\0)O&>I?#FPN-:GN#=3@3S+;33$[B[MVX<1,2>2"N"C-_PD6JV?AC3WN!? WR,Z\\$IQM")M#%%3]X2= M.A'B'[' .T.OA_XK?M:Z_K7PW\1R:7]+7FOZC:W-L NGK MY(;*[SPDD@-=6T7P[!:WWC2X-SK[2223+?N=^=Z.S* ?-D MRJ@ [CQ0!^.C?"G6/#'[+NB_'F+Q!H=[\!XG_M=/@Y=7MQ+IL8-P853F7+R MCDE2,[.23@J?VK\!^)H_&G@?P[X@BM)+"+5M.M[]+67[\(EB5PAJQNQ^%>#6 M/_!.']G33O$ZZ[#\-K,W*2^>MM+=W,EH'SG/V=I#'C_9*X]J^E$18T5$4(BC M 51@ >E #J*** "BBB@#YJ_:A_9Q\+_'CXB>"M3NOBAJ7P\\7>%[6ZFT]M>0 MH8+ORYIJ-*_.SA1Y97A^=$=%N?[M+\3R8DFD7JXKH9 3O#(C'!+8*-@&OOCXY?LD?"GJI"^L+[X@>%8]:0[&+R+ M>\2ZGMY4CW%MFZ)URN23@YZGUKI/A7\"_ 7P2\)S>&O!/A>QT+1IR6N+>)2Y MN& (VDRNY+2'"'S$\<=* /R?>\|4?!/\ 8M^%OQA\%?'KQ+)X@^U6]A!X.-ZA MTU5#R![9;5?O%2F6W9W DX!(-?LAH]U/>Z397%U#]FN9H$DEA_YYN5!*_@"4'(>.!W,:D'D87C QC MKZ%H ***** "BBB@#\S/CEX%N_&W_ 5,;0KKQ_K7PUAUCP=&+35M$N%M]JXC M4$M!'*WW-S1R$D<_(1WKC_#OQA^-D/P?_:6^/A+62$7Q>&@ZY;:IHWB&%'O M[^.UG>XCN75TRSD1PJ 0<*TF00,5^AOQR_9;^&'[1\-@OQ!\+0:Y-8!A:W2S M2V]Q$I)Q421,K;21G:21GG%=')_@WX, ^!OA./PWX&\/VOA[1U>'[3P=I, ^G6WA[4=/$ M>I:F76<27$:=&RTCR.?4-TKJEZX? Q#\%/!?BKXF>'/B#JNB)=^+_ [%)!IF MI&:53;HX8,-@8(V0[?>4XS7<4 %%%% !1110!\A_\%-OCA=_"_| 9^?PIH#/ M)XQ\)?7 \/Z;;P']Z8WP)V4?[K",>\RUW7@&P\'? L%_LDZ1'XEOH[#2O+6G^^ MHW$8W/=7LAW2',?QN\K%5'ICH!D>@^-/@%W^'(GQ"\,>./$?A^/5$WAD[M) MNYIY=MJV[>&$8<(6#8.64G('H*O_ !8^#W@_XY>$7\+^.- %CU[0GF2X-I)+) M$/,3.6U@T;*P(R>_>@#XC_9)T%_VCOVC9?VF?B-J6E:/=7$7V#P1X2-_$UQ;V MQ5D661=V[<5>3 QEFD=L ;,_H=7SMX1X)[+/W@7Q1/B+0_AY;V6LZ5=1 MWMG<_P!H7;^5-&P9'VM,5.& /(XKZ)H **** "BBB@#\J_B'\.+_P#:X_; M^-2_#[Q1;_!?4/"FG-HVK:G'=2I<>(9"&B)F174+"!$59P#\HC)#$C'C_B7X M@6_B;]A_X/7*>& [+PJ'+XDII.J2:7N:UNV6'SOM>2227#-N))RW3 (_3O MXMP2L_!'XW^+)?$WBWP/!>:],%%Q?6MW/:/<8 \SRG4.< #)&< #-=E'^SE M\X_A*_PQ3P9I:^!'7:VBB(^43NW;RV=WF;@&$S.[(SG- 'R'^U=K&G_ !#_ M &__ -E?3?#6H6VK7M4+<:I=&QE64);;DD#,5)P"D,I'M]:_0.O&?@C^Q[\(MOV=M6N]5\!^#K?2-5NHS#)?RSS7,XC)!**\KL44D#(7&<#.<5[-0 4444 %% M%% !1110 5^0G_!?S_DY3PU_V*5M_P"EE[7Z]U^0G_!7S_DY3PU_V*5M_P"E ME[77A?XAPXS^$?I?^TJ_R;7\6?| L4M6_P#2.6O_P#@FY_R9;\._P#N(_| MIQNJ]_:>_Y-K^+/_8I:M_Z1RUYG_P $W/\ DRWX=_\ <1_]-.U6?_+^^OZ& MW_+]>C_-'TQ1116!T/1110 4444 %%%% !1110 4444 %%%% !1110 4444 M%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 <%X<'/"P_P#%VF>+-0TCQ5I][9>$Y)8M,M-'@1W\M=Z6.;/^]OO1^*URUMX M;U&V\5Z9^Q7*]Q=V]K\45U%[AUQYFC^0).?]A>7']: /U8^)W]4'PJ^#5CI- MWXS\;Z9H4>K0BXL4F9GEN(B 1(L:*7V\CYL8KH=%^,'@CQ%\/3X[T[Q5I5UX M.6%IWUM;I1;1HOWB[DX4@$'!!X-?G#\3K7O#O_ 4P\?&X\6>"_ LWAZU MBT*_]?V'VBQ:T\J -%;DNBQL7$W.> <2#N:7XR_"JY^&_P"P7\0X_#'Q"T+X M@Z)??$*WOM8;P@A_L[3T,>7APK,-HE:U.T' 2@#]+_A7^U=\(_C=K]QH?@C MQYI>OZQ"C2-8PL\3Q1X7B!7>S-MBN)"/OJ 60*>-S 'B0X /W(\+^)M+\;>'=-U[1+Q-0TC M4K=+JTNXP0LT3@,KC(!P00:U*R?">O:1XI\+Z3K'A^YgO-#OK6.XL;BUQY3P MLH*%<=!@CCM6M0 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %?#G[/_ ",=,T_PQK[Q1Z9JDTA$5TTBED" MG'=5)YZ8.<5T'Q*\$6?Q+^'GB7PEJ !LM;TVXT^7(SA98V3=]1G/X5^)^@:; MXD :6^&?A_X".+J*5Z3/I FS1,/LL6?:1FC]@U '3Z[\6O!_AGQ MUH'@S4]?M+/Q3KR22:9I;DF:Z5 2S* .@"MUQT/I7#>)/VS/@CX1\=/X.UCX ME:'8^(HYOL\MK),2L,F<;))0#&C \$,P([XKXD_8O\8:M^UO^T1J'Q25)7N/ M ?PZLM LI)AQ.:TL#"1QGU?[5^#+7AO[/?*

A]_'W[,/C'P5KWQ5^%_@2.ZU2X M.N6/C&PVZXEP'4^=YSRJQ.5P"%."&'7- 'Z]_%7XY> O@AH-OK/CKQ5I_AO3 M[E_+MY+J0EIVQDB-%!9\#D[0<9KQS]H#]IS2-
>_8Y^(GQ%^$'C2SU"YTNS M M]4T_;(UK-YD8(:.1?E;:W1UZ$&OC/XU6.M_#_P#:<_9KMKGQSX9CTBP^']M: M:-XP\6637&C37*QRJ\VTN K.IAPS-QNC)/2KWB3X9VWA?
X%_M:^)X/BEX+|< MWFOZ983:EI?@>,)9V4_GG;(55V52_P_ .2=Q- 'VW\&/VD/#UO\'?@H/'_C M"SB\;^-M%L9+:&XP+C4+F2./)\)_VF/AM/\6D MCU:3QEX'TR+X?^([C(@T^,0*/L2*?
E1SEHRWWMQ!_P"6YK]:* "BBB@ HHHH M **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@
HHHH *_(3_@K MY_RZ_(3_@KY_R:OI/VOSYM-M+9X&|V[FF7 M:SW",?ED4*CD'KUJ8QE.DU%=2YSC3K)R=M/U/U"HKX<_P"'OGP<_P"A:|<_ M^ %G_P#)=' _#WSX.?]"UXY_| +/_
.2ZGV-3^4OZQ2_F/N.BOAS_ (>^?!S_ M *%KQS_X 6?_,ET?\/?/@Y_T+7CG_P L_| Y+H]C4_E#ZQ2_F/N.BOAS_A[MY\'/^A:|<_| @!9__)=' _#WSX.?]"UXY_P#
"S_ ^2Z/8U/Y0^L4OYC[CHKX< M_P"'OGP<_P"A:|<_ ^ %G_P#)=' _#WSX.?]"UXY_| +/_ .

<:)-XGT2]^J]X\$:$W=Q(T6Q#S'^[.5C+ .1\G&CR%EL-#4[Y02"X \M0"VT L22!T%?<$4:0QI'&H1$ 55'0 =!1B91DH) M-77;86&C+DVG9]]QJ%%%<)W'SOJ'P_^,\M]ROM? BNK29=LD,EZS*P]QMKZ:HKR7EM.6\Y?>?31S^O"SC2IZ?W M$?G5K7AR_P##^OW.C7<)6_MYC"T:\Y;/&/4'@CU!%>X>&_@W\6O#6FBUTK5X M=-MG;S3!%>%?F(&2<+UX _"O7_$7P?L]>^*FC^+'">7:QEKB$C_62ICRF_#/ M/^XM>C5Y^&RA0G-S;6NEG;0]O,.)Y5*5*-&,6VKRNKJ_9?G\]T?-X^'?QMR,^ M)EQ_U_M_\37T!X?@O+70=- AU"3SK^.VC2XDW;MT@4!CGODYK0HKVJ&%CAVW& M3=^[N?)XS,:F-BHSA&-OY8V"BBBNP\H^7=,\6ZAX0^.WC2YTWP_=>(9Y!)'] MGM8AW'"MQD ?C76_##P-K%G-XS\7^*&_X1N75H9@ K!7MD8EVD_V=N!C M///S75>#?AGJ7AWXK>)?$UQ/;/8ZE&RPQQLQD&YT;Y@1@?=/%0PD[.<[W3DITNFMS['&9G2"*Y^<;?N(25&."2QKI9/@S\0]0\"_P#"(7.JZ-!H MJ]=T/E*Y><[RP#G;P,G.0,Y ZUT_Q!^#VJ>*/A[X9TNQO+>#6-%CB"O(3Y3E M8PK8.,CE00<=J_ZK5G3J?N[72TM;5/7J^G7J>[_ &EAZ5:B_;7M*2;O=\K6 MEW965[.RT1R?QZ\ (6GP_^$.FZ7IDJR]N-663=<2;GR8Y.,@#CCTJO\9O$GJ[M>//#7AC4?[0D\/K9IM$,(Y M.G&47RWER=2/UTK:7VN*KF:IQK3A-*I:"33YF[-W=VE=VW9X]X3M&\;?L[:_% MJEU<2? V#)/#6JW=NTFJM)MFM2S! T84'D#D$9Q5K MX,>!_&7@-'TO6=1L;C0+>-Q:PVX+2;V<-N)*@X^]QG^*GAL/**%2E.I#[-O1W MTO\ (6/QU.M0Q-*A523G>W>+6MM. ^IG_ +17BT6>FZ7X72[33SK$$1M<1ABH/4"O-;C]G^P/Q2L=9@T_3(_#4,!673]IR MTFUP&VXQU*GKVK7%8?$2K*I"SUCWT2_2^YSY=CL%3PKH5.:+Y9WVLV_UM9+H M>R4445[I\:0W:R26LRPG;*R,$;IAL'?'&XXU0 9X_?FO2J*^1U^64L64 M@=@?;_/6N>KZ/UO1;77]/DM+I-R-T8=5/8CWKR:W^%^HOXB:QD^6T7YS= ?* M4SV]_;_]=?SSQ1P-CL'CHRP*E6A5=DWK)2?23[=>9Z=_/[;+|WHU:+5:T7'[MK>7^10\%Z3KM_-/)H\K6X5=4&/^NY_PKO]+TNVT>QC MM+2,1M/2\ TNVT '<^Y]35NOU+*> :.#PD*=?$U.?=\DW&-_)? KUWTV/GL3G,JM5RA M3C;S5V(.@I:**_5SYP2O)?"NN7NCZCKBV6ERZC)+*.8\X0@MC. ?7VZ5ZW7, M>#_"]SX?O-4EN)(G6ZD5D$9)(*

+=O@ZU*C0K*HKWM9:ZZ^1C^'_#DFA^%]3EU:Y.G-=E6D>,_-&H/ ^IR1 MCWKE-:DTK2UL[W0?ML(]:T]VL[N[LDBM-HBCC!^; QDG'7'\Z^&S_A_$8>E# Y=AG.-. MFN2=N:7-SN3] [FBH=[J+,A:3K5YV;>JV5K66EG?MOH4_&GAVUN/ M&FFAFE OF4RX8<9...*N^-+%-'N/"UI \ABCF8 NV2?F0\ _G6QXP|*W^K76G MWVFSQQ7=H>!+T."'"#T--U9PX?M V'+//;M<6=N0#EE/RX'H/:NC&9'6A M/,H4,*^>I*G*,DE9QYJ;DKWWNI2:MT]"*6+BU0U&2S8!R1GWZ^PJ7PO)/:R:]:017D6D_99)(!JG%P3NJU;3LE; M8VEF$'4YG/15$U_AUO\ !$G\ :!;Z3HL%S"\K27D$3R!VR <9X&/]HT>,O#E M_K5UI=QI\T,,MF[/F8GKE2.Q_NU/X-TW6-)LS;ZI/#+%&JQP++#_"!G.3@>WY M4_Q%::[)<0S:/=PQ*JE7AF'#

<]>AK[J.$HOAVGAIX6HHI1O"-E--23NM?YES M;WMYZ'D.I/Z[*;]O75[;>G;0Q-&\4ZQ9>*$T36EAD:492:(8[$@_3C'2NYK MCO#_ (/OEUW^V=:NDN+Q1B-(ONKQCT'8]* [&N_AF&/AA:GU[FLYRY%-IS4-+ MZ+J1]C;97MM?R"BBBOKCS0HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB MB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** M "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH M**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BB @B@ HHHH **** "BBB@ HHHH **** "BBB@ GRAPHIC 11 img208541110_2.jpg GRAPHIC begin 644 img208541110_2.jpg M_JC_X 02D9)1@ ! 0$ D "0 #_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$!0D%!0D4#0L-%!04%!04%!04%!04%!04%!04%!04%!04%!04 M%!04%!04%!04%!04%!04%!04%!04%!04%!3_P 1")? SH# 2(A$! Q$!_\0 M'P 04! 0$! 0$ $" P0%!@<("0H+_\0 M1 @$# P($ P4% M! 0 %] 0(# 01!1(A,4$&$U%A!R)Q0%*!D:$((T*QP152T? D,V)R@D* M%A<&6AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ 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@ HHHH **** "BBB@ HHHH *** M* "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ KYJ_:0_;]_LKZA;1>. M?A_XX33;R9X;'6-/M]/GM+ME)V'[8'7@])$1C@8KZ5K\]V/^"W?_))?AO\ M]AN?_P!$&@#Z U#_ (*#^%]!^&^A_$36_AQ\0M&\ :PL;V_B26RL+BV17;;C M2K;WDDD0)X&] 2< $_C5X+L?%G@O6K?7="O,B.Y@RI5AJY'1@ M&1QW5@",CCFOSDUSX_> W_X);:'\.-.UFQ\5>/=5\/V^G0^&-'D%[>Q3>>I+ M2Q1[FBV#YQG R0H')%>@?\$Z?A-\3OV7?V4_'GB;6?#0?6M0N/[7L/"NL7S: M>1!%&!(\C"&1H%9'4,0K(<^7&#LW$@ _0BBO@'X,?\%6G^,GA7Q]?:=\'=4FU MSPS8IJ4.C:7JZW1N;8+*UQ-)*\,0B2()&, 2.YF4*AP:[2'_ (*<^!-/_9=T M3XO>(=$O-)O-8O+C3['PO;W"W%Q<3PMA]DA5 8U!4M(5&-P&"2H(!]E45\M? M$#*]M35/@# <>$;GXS_#Q?!GAWQ_.DP:MH^M?VM]@FVAO+O(S;PE"%.28C*.&P M3BO//^"H7[4GCOX(?":RLO!.E26=AXFQ9-XU2[A*PAT=C%;(KF3S&12?-*A5 M!^4EB"H!JP:?J-KJUE#>6-S#>6DR[XKBWD$D

*HHHH **** "BBB@ HHHH **** "BBB@ M HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** " MBBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ^'/V_O^3E/V1O^QM;_ M -+-,K[CKX<_;^_Y.4_9&_[&UO| TLTRON.MY_!#Y_F<]/\ B3^7Y'PY\)O^ M4LWQI_[%*W_]%:37W'7PY\)O^4LWQI_[%*W_ /16DU]QTJNZ]$*AM+U84445 MB=(5\:?\%;-,OM0_8SUR2SC>2.SU2QN+K8,XB$NW)]@SI7V75'6]#T_Q+I%Y MI6K65OJ6F7D30W%I=1B2*5&&"K*>""* /S(TC5+CX3_M\)?LZ#X9?&CQ+\2D\ M<./^$ATC5-4% ["MH5C)E$2_+" K2D#&5,/7&17W9XL_9[C\=^*+O6F^(7CK0 MC6\9:4*>]]S$E0>X7&:)1H ^4M!^%*?"_ \ ;&^'R)XK\3^*/MGA+7B6\27Z MW7DL[:CJ0J7A%VYW<]M>&KAC]I\.> (KS3V0]5'R MO_Z$SU]55\G?LHX*_M*?M#^$2-B-JT.L01_[,WF.Q'X21UTT]:4UZ/]/U.: MII5@_5?U]Q]8T445S'2%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 M 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?#G[?W_)RG[(W_ &-K?^EF MF5]QU\.?M_?\G*?LC?\ 8VM_Z6:97W'6_@A_S.>G_$G\OR/ASX3?\ *6;X MT_\ 8I6__HK2:^XZ^'/A-_REF^-/_8I6_P#Z*TFON.E5W7HA4-I>K^BBBL3I M"N#^->C^/]:\"S0_#/6]_T#Q9'<12P7&LO--:R(K9>)PH) 8<9'(KO** /C/ MP'^R;\5_'O[1/A;KM_'7Q5X=OKGPG"Z:+HGA:WE2 2-N_>-2-.()6W8!.2]] M.?LRBB@#PSQI_P GF?"[_L4?$/\ Z4:97N=>&>-/^3S/A=_V*/B'_P!*-,KW M.@ JO>7]MIZ*]S<1VZ,>V>5/LQK.I*48-P5V;T(TYU8QJRY8MZOMYFY_PDFD_]!*T_P"_R_XU>\D[B M*ZA66&198F^ZZ'(/XU^??A7PQJ7BCQ;9Z##YB74T_E,&S^[/$$CV)/TK[Z MT/1[;P_H]GIMFGEVUK$L2+WP!U/N>\/]:\S 8V>,YFX62|^]!G64I7]: ^L:^3OB MQCP?^WY\(/;_ -7#X@T:ZTB5NFYD$K+_./21_17UC7T-?7EEW2_#3]#X^CI MS1[-_CK^H4445RG2%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %%%% !1110 4444 %%%% !11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%%

?)W[9&/"_QF_9\)9#Y$M?$9TR>3_8G,8Y_P" B2O0P^LG'NG^_M1\KB-(J79K\SZQHHHHKF.D**** "BBLSQ-XBL/"/AW4M;U6=;73=.MY+]XF;H MD:*68_D*>^@'YR?M_6OCSXT? M&Z%\:M%T>:XBL[SZ,9I*F;@L"TUPW/RC]W ML&[^K)'WJ\B^$]Q\0OV9_BU_9&I6,NE:KIZ+>&WFD4KY,@<<'#HX."'T.>A M"VU^Q?X=O\ XB:_XR^//B2!H]2\5W++VNCPR\FVT^-MH" 4HJ^_E9_BJ?]N; MX7VU]H!%G\0((E2]TI!8WLN.M]JY0L?1)#_Y$/I7K2K**^K6V7XGS>,P\IT98 MF-^,=>G];G-.+ ^WAJW]M*=5\/VK:4S89+5V$]+Z@DX8_@/PK[T+6[(Q)HMC MJNGRB>QO(5GAD'\2L,CZ&OR;L[&?4)K>"-I&N'6./1F)P #7ZB?"/PE<^! M?AKX>T*\(Q$IQJNZ77S.OHHHK$ M^H"BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH M \\\;?!G2O$UU_:FFR/HI&O(=Z7UG\NYO]M1C/U&#SWKG;'XH>(OAS=1:9X_L M6EM"=D6NV:[HW]W _H ?;O7LM5[ZQMM3M);6[@CN;:0;7BF4,K#W!KAGAK2= M2B^67X/U7Z[GL4LPO!4<7'VD%M_,O\+_ _$=UY$>E:O9:Y8QWFGW45Y:R#*RP ML&!JY7CVK?"'5_!=]+]_P\U V;,=\NC7+;H)?9<]/Q_,5K>#?C98ZM??V/XA MMG\-Z(AV-;W0*(?}ECZ^A_#-*.)Y6H5URO\'Z/!J.IEZG!UL'+GBMU]J/ MOU5UZ'I=%(#DW'(I:[SQ@HHHH ***** "BBB@ HHHH ***** "M** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHH MI ***** "BBB@ HHHH ^/V_O^3E/V1O^QM;_ -+-,K[CKX<_;^_Y.4_9&_[& MUO\ TLTRON.MY_!#Y_F<]/\ B3^7Y'PY\)O^4LWQI_[%*W_]%.37W'7PY\)O M^4LWQI_[%*W_ /16DU]QTJNZ]$*AM+U84445B=(5X]^UC\5_%'P9^"&M^(_! M?AFZ\5^)P4M;&RMH6F"22':)G5>2B=2!U.!D9R/8;* /S5_8&\<6/@+Q@)/$ MWPX^).K?%GQU>!==\9ZOHP2UA+MN\M7+92%2!DX&<#@!5 _076/AGX/\1:A) M?ZKX4T/4[Z3 >ZO-.AFE? &6923@ #*Z6B@#YTU+P?H'A']LCX.)H6AZ;H MJS^O!E&G6<=OYF+C3<;MBC.,G&>F3ZU]%%%/\ 1110 4444 %%%% !1110 4444 %%%% !1110 4444 M4 %%%% !1110 4444 %<[XR\ Z)X\L?LVKV:S$##$6LGRRQ_5? ZCBNGKSGQK\%=,\0WG]]Z/_A[7T.];R MS^57;_;4>OC45XWI_Q5U[X?WD6E?$&P80L=D.N6J[HI?=@!U^G//2O6M,U2SUJRBO+&YB MN[64;DEA8,K#ZBNBCB(5KI:-;I[HX<5@JV%M*:O%[26]?H_TW+5%%%=)P!11 M10 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M !1110 4444 %%%% !1110 4444 %%%% !1110 4444 ?#G[?W_)RG[(W_8V MM_Z6:97W'7PY^W]_R9\+O^Q1\0_P#11E>YUX9XT_Y/_^%W_8H^(?_ M $HTRO+,)?I/\+ZO;WZ,.H4L%(_[[,9 M_"OH&N8^)WA5?''P[\1Z"5W-?Y/L,>>TA4[#^ #!3^%:TY01W$3>JNH8'\C5ME#*01D'@@UXU^R'XJ;Q M1\"=!24YNM+,FF3*>J^6WR _]LRE>S5,X\LG%F.+H/"XBI0?V6U]S/C&'3[S MP#_P4*\0VVB*ENOB/PQ'? +.]%E:,JI 'K^YHF[T.5O7<-J_C.O&OQ]UZW9 M)==G?J?#\)PYM[",A21]=[KD=T?^]7IY/F5#,*,D M]R36O117;>^K#=]1111Z&%.P_LT>/+KQ-X+FF'E=T?B3PU+_9U[%(? G*KD(Y_!2N>Y0GO7 MCOQZ4_LX_M0>$/B];#R/"WBC;H'B;,,(CD#RFF_!5;_MBW]ZNX^*0/P8^,VB M?$6U^7P]KI73=;"?=5B!LE/X '_MF?[U===9*3YUM+7Y]4>-)NA-57]GW9?X7 ML_E_F?1-%-1UD175@RL,A@<@CUIU<9[04444 %%9UYX@L-/(" WLI[A8[F;[J MG], ^F>U:.-<]/$4.TIPIS3<79I.]GO9]M'Y0E%)R5K[!111700%%%% !13&E1 M>KJ/J:@EU2S@_P!9=01.O.RG6ITU>+-'C.#]5MGT$@) MKDO&WQ(AM;4VNE2>9)(/FF .$'M[U\[F7$F5Y7AYUZU>+Y?LIR;[)7_-*ZG_M;0P.(Q$U",'KW6AZ!',DP)C=7"DJ=IS@CJ*?7@_A'QI=>&]0+,S3VLK?O8B> MON/>O<;&\U"SAN83NBE4,I(QP:[_A?BK#<2T9."Y*L?BCOT:?5?D_E2?,,_MNJ8"2OK%[,GHHHK[<\D**** "BBB@ HHHH ***** "BBB@ HHHH ***** /-O& M7P4T_6KW^U]!N'\..^AW+=6F51SU^=1Z]R/QS6+IGQ:UKP+>Q;3\0M/:W#'9 M#K-JNZ&7I+8[].GKR!7L=5=3TNSUJREL[^VBN[608>*90RG\ZX9X;EEST'RR M_!^J_5:GLTLPYX<(^T@MOYH^C_ $=T+I^HVNK6<5W97$=U;2CH M[S7C>H2"O7_(>WDFJ^=_8VY.^;0[MMT;CT0DJ?K@|=>U;W@GXTZ9XBN_[M*U>%_#WB!#L>QO/E#-Z(QQGZ'!HAB;25.NN67X/T?Z;BJY?S0=;"2]H!;_S+ M_$OU5T>C44E+7<>.%%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M444 %%%% !1110 4444 %?CXR_X3KX;_MF? M!?'3P-NOO\ A7.OV]MZ*NX M?;M+NXY1<9(|)]G0G(.W_|_Y9_L97SM\#/V;],^'?QS_:"\7>(9M(U'P_| M1;NQEL;.W>2258H8[A)4N$>-5&[SEP\9P1G..X!\]?:GXD:#\7_^"GR^,O#-MXM]HFL?#..YMY1U&9(0R,.SJP*LO8J1VK4TW]MCX[_%SPOXX^)GP!\">#;GX M4^%+JZB/]O7=R-4U2*W02220;&5$_=D-A@>NT%B"*T_V8/\ @GGJOL,O[7/B M;Q[I&]Z7-\.+O3[FTTS35/,VH6WG232-E,>PHA1U#>821M)&2:SM-_8I^.W MPC*\.OAE!*O'(@NW^%/BRZNI2VOVMR=5TJ*X01R1P,_8W_=@+ESVW*230! ML_%3_@H)KMC\&O@A\0OA]X7L=5C^(6M+IEUHVJ,WG*5D,4L$,H=%5_-1T61P M5Z,5QO4WQG_;N^.OP'L?@[9>(/!O@_4?&'C;Q#<:7-HFF3S^68RT*VL45P\@ M"2DS;7D960'D+C@R^//V"-4C^&/!//@CP3K&FFP^&OB&'6-0N=8DEB>[7SO. MG:)423YFD:0A6(R!NXS7H?[5G[-WB;XZ?OX^(M!OM)M++P'XIBUO4X]1F ME22::19K>OK*$VCF,^(6X8],D<^@!Y!I_[77[2&F_'K4O@QK7PX\#7WCF<'TL:M MHEQ!NISPV%M#EMSW3N6>4 *PQ&],64<8//BG#\:/#_CCPCI?_M GWPSN/)GM?#,S):ZDS+ <>7%$9W;;Q:V9=S-CYU)V\@=%??LW^)KK]N[3OC M4MJ{(*V_A8Z&]FTTOVXSEY&W!/+V;,,,=^>O%<'X=_8E\61ZC^U>FI>(M,T MZR^+LB'2+K39)I9[-0;LG[0C(@Y^T(^[,V1O&1QD \OUC_@HQ\3/AY?>$]6\ M8)\);S2=9UE--OO!OAG7'O/$>CQN3B6_X)W?&OQ1\&?!7@.XU+X4Z+9^$]3M;N'^Q,&ZBGU01"53 M/=71C++>;MD/R+'M9G8EAA:^@/&'[,?Q$TK]M2P^-WP]UWPI!NK6%KHOBC3- M<2;SGLEFB,S6Q16'F&."/;N*@,O)()OH X?\ ,^_Y.4_9&_[&UO\ TLTRON.O MAS]O[_DY3]D;_L;6_P#2S3*^XZWG\$/G^9ST_P")/Y?D?#GPF_Y2S?&G_L4K M?_T5I-?<=?#GPF_Y2S?&G_L4K?\ ]%:37W'2][KT0J&TO5A1116)TA7/^/O' MV@?"_P 'ZGX\4:E#I&A:,'YMU>39VH"0H&!R26(4 "

*WO(EEB)5@RDJP(R& (]" : /$OV7OVQ/"G[5UYXRB\++:5]V MGQ>&;B&"6;58EB^T>;YFUD4,6 _='A@#R.*]ZKX3_P"">[J/VDOVNQN49\9* M ,CG]_>]*<'EO'7@CXLZSXFNKOPO\3-(\.Z(X3R=.NO#'VR2,A0&)E^TINRP) M^Z,9QSC- &%XT_Y/, ^%W_8H^(?\ THTRO+W ME\):\;4V.C?V=Y %QIV_=^^DW[LKZ8VGKFOJN@ HHHH ***** "BBJV1$KI]T M0<'RFY'T-UJ['SU^SPR^!_C9\6? S$1VYO%UJR3/'ER\MCV >(?A7'T.K!AD M'(]J_&P>*M9CU)[]=6O5OF3RVN1 M+=0N5@LSX?M[Z[N)#A8PL"M*Q^A#?E7-+WJ,?)M?D? F"]RM)/LF>)_MQ>)++W MQFWA'Y(>''!U_P :7:&\D49-I8(V7<-@)5C[K&X[U'X9\.S /30M.T738FO M/"MC"MO$@'SP*HQD_7J3T/);O$_V/=)N_C\1/&OQJUV!T_M>=]++\.PS#F"Q MC.TL/<[57([K)_>KZW90RE6&0>"#7C9OESQ480H5'2]PU4E_,]U);25M+/Y- M'1@ZW*Y5)QYHRTL^WEV?4JZ9JEKK%JMQ:2K+$WIU'1LV-6ZX[4O"=UH]V=2\ M//Y+]9;(_'SI* MC42,YOL32W<6^O>+]Y>:U/3E@W5]_ "^\GTZKU_SV.NHK!\)^+K7Q39[X\17*M?ZR$G)'N/45O5]'@L;A\PP\<5A9J4);-?'UOW6Z.&K2G1FZ=16:"BBBNTR.!^_M.WPKL_C5*? $/A&['JJ];GL]-,P_U-POS1/\ @X&?;(U\C:3^T)_?{I(WA+ MQ-:?\/&FCWQ_C5[;W!^>)H>8YSWR%0+GNRMVK[WK$_P!O;PG9?!I[X6?B MVU9%TSQA;%KZTB8;X[F(JK2[/1@RG/ M]K[T?]?B2>$?VD/'W@^XL3!KLUU:6JI&<.ZP\,1J ISST Y!!]Z_0WP#XN@ M\>>#=\06\9BBU"W6;RR^&!'X5^:?@OX4^)?'VCIJNCV FTR2#[0E MW)*D<;J02,%B.3C&.N.^SO@\'7M*N_ &E>&M'TRY_MS2;<6]S!\A^=74X9SW MPS$GIQG%>+B\TP6'12]RJ)]_ +[SWMM&[WTVWT.#)*>+]K[&JFE);,/%4?AW2Y) (FCDNS\]1%QGGOCJ0*SO[,\3Z]_Q^7B:3;M_P LX.7Q_M]0?ZUH:;X$TG3V\QX3>3YR9+@[N?ITK¥BOCLVS2E*EE]'T5)6]H4?*UYQ@KR-MOVYN4^ZA2P^'DI5I\[UND=? O>WW7/#+[4+C4+R2YGD:29VW%F/+>E>$?$_B;4 M-)5+:.Q6\$[V*XE(&>.A)(S5[6/A7:ZAKD5$ XM[1SNGA4<_\!^OZ?I7,V=G# M]K';V\:Q0QC^1005^<<,<9S@(7'KLC_P_"*1? A M,,S9GUZ^E]MQ_F:[*BC_57*Y?Q(RG_BJ5)?G(/K^(7PM+T2_P CD3\;],D_MU]QO-3_[T@_PJQ#\.]#A4#[.[C,:E8?R(KIJ*VAPQDL'=82#?G%/\[D/'8J6G MM'[YB1>"]$A^[IT7_ B6_F:I>(_ .FZSIYBM[>*SN%YCDC0*,^C8ZBNHHKIK M9%E=:A+#2PT%&2L[12_):>1,<9B(34U-W7F>-:7\,M6$,]T\:+-,O^[MY1GS M<'G\YUZ/X7\3P:Y;F(]EO81MEMFX*XXX'I6]7-^)O"U'5=0TY_LFJQ$XC5QW]H/DQ6 MG9]O)^3^']2455GACQ6-69[*I3[)JL/$D+<,L=U_PKHZ^ZP..P^94%B,-*\7 M]Z?5-;IKJF>16HSH3<)K4****[S$**** "BBB@ HHHH ***** "BBB@ HHHH M**** "N8\;?#C0O'UIY6J6@,ZC$5W%\LT?T;ED5T]%1.$:D7&:NC6E5J4) MJI2DTUU1XE]K\,_!?/VI9/&'A1.DR#_2,=?^_P"OD>XKI'.:&\#0VMO-)JK(M9E)\L0.S(1U# X->DUXQ\8O@#I'B32,[5=&M?L.M11M*(K<8CN".2"O9CC@ MCOUKS*M/$8:#>&=UV>MO1_HSZ'#U\#CZL8X^/)) .C9)_P"}6LO5?-=3.3]H MP'(P5=5F9F. !:2Y\ X[7I<;>8BL 0&&<,,&OCC]FOX?'Q5XX&HW46[3](MQ,VX<-+G]VOY@M_P"WK{)IY?B*V%NK522Z6)SS!83+ZZP^&;;2UNUUV6B7K M\PHHHKU3YL**** "BBB@ HHHH ***** "BBB@ HHHH ***** "BBB@ HHHH ** MXKQM\;OAU\-=5BTSQ=X^\+ ^%=2FA%S'9ZWK-M9S/$691($D=25+(XW8QE2.Q MKJ=*UBP\0:39ZIH=[;ZEIE["EQ:WEG*LL,\3@,DB.I(96!!!!P0: +E%%?,G M_#P/X^9C6/AO::!XPU+Q7I>NKHL>%]%%S8:0ZG#K/*\B8 M*X;=M!QL?^Z:W/B-^W)\,/AGX#^\/C74;G4KWPIXZNH[?3]4L;962V5@"9;A M7=75$&=P56<;2-I/% 'T#17SS\&_VXO ?QF^*EQ\/+31_%?A?Q,MHU]:V_BG M238?;X%/,D(+EB,9(WJI(5O0UQ_Q&_X*1^!?!ND>+M5T7PAXR\9Z)X;N7TZ[M\1Z7IR+HRWP^40-=/("N7*+O$;*-ZGG<,@'UM17SIX@_;(TSX:"^?!$WC7PU MJ<_Q!\5V[W5EX'\$J-=O98P2=\31[5=/+VMNR ?FQG:<=?\ ;]H[PC^T%)K MMCH]HK7A[Q)H+QIJOAKQ/8-8ZE9;QE#)$21@X/(QQCG&1D)NJHH ^7_A;_ ,$[?A?\'UEXP\/ZEXM75K>Y%VXN-;=XKF0;N9 MU"CS/O'Q[U]0444 >&>-/\D\SX7?\ 8H^(?_2C3*]SKPSQI_R>9\+O^Q1\ M0_| H1E>YT %%%% !1110 5'<0BX@DB8D"121(QBI** /EK_AWSX(_Z=6L M?J]1_P#Q->C>%_V5_A_X?\'IX?O-&AUR%)7D%W>QJ+CYL<>8F&P,<U6SG,*\5&I6>FO;!CYG\=?L5^'/\ A'=:_P"$6UC6-">UE#V$=R9 M+>X&P_NV4X)#=#DGK7QIX8^)/C3Q]\&_"_PJT+6(KNV\5?:+"'0K-1]KL8X) M S+(^ %C<9.23\H8<"OT-_:_^,-M\"_@_K_BN8HUY#%Y%A"__+:Z? Y8UQW / MS'_95J_-?_@G?\0=&\)_M(VXUR"]KC7+>73[.]DX^SW#LK+CL-^TH]7]FO2 MP[G*E*1+6VQY]?/<3[2%*ORU$]'SQ3T]=)?B?9_@CX]W7P3\:/X7\3_ OU MKPW1>EV\=G#<6:^?#M48WEB\R3U.">237]WA/]!?X;^,"B6?B>UMKACM\O?Y MMWW>@#X$^%>GLH92K %2,$'H:X/Q7\/ '<0,=5*Z?)*W6:"+R), ^W,$GZ MUYW-3EK)6]/^">DJV6UE:I1=/_[K[I?_)'<6]W!>1B2":.>,C(:-@P/XBO& MOB=I>HV^N27=UB2";B*2-<#:.BGW%85Q^R!!H,GG^\?&^O\ A.4$I(/,9H"? M0KE>/KFJ&H:+^T!X5LWM;@Z%\1=;_B#X@N,=B#\@#?3-?&\5<-QXDRJ6G6Y M9I\T;Z*.:7E^6_D 4RZ&'P],VF'KQDGI:2Y\F[Q_P#)C@\%V:JWNLQ_V4YA MF7EI? X5'J?:OJ/%\7'KK=N/!_JC7BWAO\ :.A'-O%IWC+X?:JX4D8_O+K MR3-$QI=V%)'I@&O5_"?07P]\>6NF>*+$SR?=M[E_(E/_'P.^,X?X$EE6! M4,56J<\M7R3E&*?9-UD4]&4Y%/KZ+_5K"=:M7_P=4_^2/FO MKU3^6/\X#'_"_0_P"$<\2?Q>(/_(?_-:OR;_:Q?QU\5/C!K&KR:#KEUH]M\(;'3H+&4**$CS "/XSEOH0.U?LI574M-M]6LY+6Y3S(G'/]/<>]>C@LLI M93*6*PBFZ7XF\0> +NUA^U6INK:0V-P 0&0]WRALLIQ@Y!;TKW?Q)\-_V MC/!/C33?$W0 M1PQC 'I37%>.OCIX& ^'*NNM^(;6*Y49^R0MYLY_X N37M8=-SE7G2C[6=N:R M79:*5E)^OO7U,]*FMJ-\=6N8> M$]4_U4TDUJ$V_FCAERN63GLP']:]O\'_ !4\'_$*"U^T^'/\9VEZS%C)-I=(Y7 MZ@'(_&ODCXD377[1GBJPUKP)\-+R22W?]_JVJ0QK;7: $!71QL,V).<<8Z8Y M?X(_LL^&_B=XHUV\U/4T!*^(;>619M!TVH\B2$?=W+N/"YX(^/OC(KO]E3Y? M?? *_O.FCA*V%Q'U7,ZD:>ET]W)=K1NE+NFXJRM^T;^T!XUT'XU>*-/I#Q7*

-K9/L<>HSJ@: M3?SMSC)Q7B_[4W[,"_LU>$[37F\3P:Y#=70M8;6>(P7,A(+':!N4A5')R.WK M7DOP)\:7GB[Q_L_ZJY>_P L5I#WKZ>5K]_>^9^R=O=0W48>&5)D/(:-@P_2 MI:_ -:W^$/[1_AO4DN/"W@N]\-VX.XVMMXBC=,_3:]B\$>,/VIM#[\N/5O M",>]QC[WVU[X>9%/T8(5/YURNA?\% OB1X@U V=I\-=' M-QG 2761%N]AN S26$JM75OO1C7R_&8=E%?)U/[1G[04 MT8>+X$0W"$9#PZN&!)32G]H!H).O([DC?3S#^\,J?]\ ^Z^]?YGCNO%-/[MG_D?6>?)O\ PTQ\? 4^]^SO=',=U,G_VG1_PU!\=%^]^SIJ)_P!W4&/_ +2I M?5Y^^7WK_ #%]8AY_<_\ (^LJ*^3O^&L C:OWOVXN&TO54^RZ!%QAN!+ [CW_GVKYV_P"&L_B\OWOVW_+/IFOE,=DN+PU=YCE2 M7M'\<&THU%]^DUTE\:,>C1Q]&!:4,1?EZ.SO'\-5W7'W'V/17QUI_P"V?\2= M,C@L=5^ WBHWW &596?T.-G6M?\ X;&^("_?_9]9K](/\ [)?T\.YL1'Z2 M36ZYHMQ?9V;5_F<4ZL(6N]GK^:]4W-S%9V\MQ/(L,$2EY))"%55 R22> @ MIZLLBAE(96&01T(K\5Y+V%L?W>$_K_#34/!,W@#6O NHZY& (WGU;,UKG]X$4 M@$[L,">F"U>A_LC?MU^"KGX8Z#X8\>Z^NC>)--B^Q?:KU6$-Q"G$;F7&T';A M3N(R5)[UW/!U53Y{'.L73=3DN?;-%9VA^{]*\36,=YI&I6NIVD@W\)-:3+(A' MJ"#6C7%L=H4444 %%%% !1110 4444 %%%% !1110 4444 8WAGPEIOA&&&JC MTV#R$O+J2[E_WW/('H:T [5LT45,8J*Y8JR+G.523G-W;"BBB@('BBB@ HHH MH ***** "BBB@ HHHH ***** /C7QM(/"OQ*_X*<1:9XN M\,Z/5XTV'X/BYCL]:(KR%)1K3*) DBL P5W&[&<,1W-?7VCZ/8>`)]L]+TN MRM]-TRRA2WM;.SB6*&*) %2-$4 *J@ 8 %?,/_ #E--P"Z,_\ NN>*=0DU*+P]:^%IS8>%&LF MBD\IY6B=$N".OE-YC2?*A&YFJYJWP<\>S?LP.L:Z/ _B-]2T'Q;&KI_BAI7P.U^Q M3?7VLV@WP?;.UI=O#'.K,(],-P, (!%&6(C*@ ?>R2W[7R1I-&TT3Q[\2O#7@?4FE-SX.TGQ$(]+=9/J9'L:)GV M..&7?R.#P30!\[_M&?"'71_B;X^^'"QN\)^!-=^+?P3@*IH5QH?A>6XBU.'" M(S^2Z+')',S*TV"H/6$]Q&X&O8A/%?A?,:1\3OT OC/1_@EJ/PC\+W=M%8:7-_MXHO;]]"XN95C563C'@X90&.&S],>-? ?FA?#'P]I/SPSIZ:7H.DV MZVUI:1DL$0>I))8DDDDDDDGDUOT %%%% 'PY^W1_P G*?LC?]C:W_19IE?<=M=?#G[?W_ "K"BBBL3I" MBBB@ HHHH \;:?\GF?"[_L4?$/_ *4:97N=>&>-/^3S/A=_V*/B'_THTRO<MZ "BBB@ HHHH ***** "BBB@#Q?\ :._9CTO]2WT:TUO7]2TS3],9Y4M+'9L MDD8 ;VW Y((*!N;UKQ6S_X) <^!M.O(+NU\6^(+>Y@D66*:,Q:!D=3D,#MX((-M!K[2HKHAB*M./+&5D<\L/2G+FE'4ALX9++S@BEF:XEC15>9@_78#!8@=,;:F MHHHKG.@**** &30QW$312QK+&PPR. 01Z$&O.?%G[.?QV9[VO_"UE%.W_+>R M4V[@^OR8!/U!KTFBJC*4=]NQT4<16P\N:C-Q?D'SK)^R;]A5\ _$37?# MNP?)9W$>K_#34/!,W@#6O NHZY& (WGU;*,UKG]X$4 M@$[L,">F"U>A-LC?MU^"KGX8Z#X8\>Z^NC>)--B^Q?:KU6$-Q"G$;F7&T';A M3N(R5)[UW/!U53Y{'.L73=3DN?;-%9VA^{]*\36,=YI&I6NIVD@W\)-:3+(A' MJ"#6C7%L=H4444 %%%% !1110 4444 %%%% !1110 4444 8WAGPEIOA&&&JC MTV#R$O+J2[E_WW/('H:T [5LT45,8J*Y8JR+G.523G-W;"BBB@('BBB@ HHH MH ***** "BBB@ HHHH ***** /C7QM(/"OQ*_X*<1:9XN M\,Z/5XTV'X/BYCL]:(KR%)1K3*) DBL P5W&[&<,1W-?7VCZ/8>`)]L]+TN MRM]-TRRA2WM;.SB6*&*) %2-$4 *J@ 8 %?,/_ #E--P"Z,_\ NN>*=0DU*+P]:^%IS8>%&LF MBD\IY6B=$N".OE-YC2?*A&YFJYJWP<\>S?LP.L:Z/ _B-]2T'Q;&KI_BAI7P.U^Q M3?7VLV@WP?;.UI=O#'.K,(],-P, (!%&6(C*@ ?>R2W[7R1I-&TT3Q[\2O#7@?4FE-SX.TGQ$(]+=9/J9'L:)GV M..&7?R.#P30!\[_M&?"'71_B;X^^'"QN\)^!-=^+?P3@*IH5QH?A>6XBU.'" M(S^2Z+')',S*TV"H/6$]Q&X&O8A/%?A?,:1\3OT OC/1_@EJ/PC\+W=M%8:7-_MXHO;]]"XN95C563C'@X90&.&S],>-? ?FA?#'P]I/SPSIZ:7H.DV MZVUI:1DL$0>I))8DDDDDDDGDUOT %%%% 'PY^W1_P G*?LC?]C:W_19IE?<=M=?#G[?W_ "K"BBBL3I" MBBB@ HHHH \;:?\GF?"[_L4?$/_ *4:97N=>&>-/^3S/A=_V*/B'_THTRO<MZ "BBB@ HHHH ***** "BBB@#Q?\ :._9CTO]2WT:TUO7]2TS3],9Y4M+'9L MDD8 ;VW Y((*!N;UKQ6S_X) <^!M.O(+NU\6^(+>Y@D66*:,Q:!D=3D,#MX((-M!K[2HKHAB*M./+&5D<\L/2G+FE'4ALX9++S@BEF:XEC15>9@_78#!8@=,;:F MHHHKG.@**** &30QW$312QK+&PPR. 01Z$&O.?%G[.?QV9[VO_"UE%.W_+>R M4V[@^OR8!/U!KTFBJC*4=]NQT4<16P\N:C-Q?D'SK)^R;]A5\ _$37?# MNP?)9W$>K_#34/!,W@#6O NHZY& (WGU;*,UKG]X$4 M@$[L,">F"U>A_LC?MU^"KGX8Z#X8\>Z^NC>)--B^Q?:KU6$-Q"G$;F7&T';A M3N(R5)[UW/!U53Y{'.L73=3DN?;-%9VA^{]*\36,=YI&I6NIVD@W\)-:3+(A' MJ"#6C7%L=H4444 %%%% !1110 4444 %%%% !1110 4444 8WAGPEIOA&&&JC MTV#R$O+J2[E_WW/('H:T [5LT45,8J*Y8JR+G.523G-W;"BBB@('BBB@ HHH MH ***** "BBB@ HHHH ***** /C7QM(/"OQ*_X*<1:9XN M\,Z/5XTV'X/BYCL]:(KR%)1K3*) DBL P5W&[&<,1W-?7VCZ/8>`)]L]+TN MRM]-TRRA2WM;.SB6*&*) %2-$4 *J@ 8 %?,/_ #E--P"Z,_\ NN>*=0DU*+P]:^%IS8>%&LF MBD\IY6B=$N".OE-YC2?*A&YFJYJWP<\>S?LP.L:Z/ _B-]2T'Q;&KI_BAI7P.U^Q M3?7VLV@WP?;.UI=O#'.K,(],-P, (!%&6(C*@ ?>R2W[7R1I-&TT3Q[\2O#7@?4FE-SX.TGQ$(]+=9/J9'L:)GV M..&7?R.#P30!\[_M&?"'71_B;X^^'"QN\)^!-=^+?P3@*IH5QH?A>6XBU.'" M(S^2Z+')',S*TV"H/6$]Q&X&O8A/%?A?,:1\3OT OC/1_@EJ/PC\+W=M%8:7-_MXHO;]]"XN95C563C'@X90&.&S],>-? ?FA?#'P]I/SPSIZ:7H.DV MZVUI:1DL$0>I))8DDDDDDDGDUOT %%%% 'PY^W1_P G*?LC?]C:W_19IE?<=M=?#G[?W_ "K"BBBL3I" MBBB@ HHHH \;:?\GF?"[_L4?$/_ *4:97N=>&>-/^3S/A=_V*/B'_THTRO<MZ "BBB@ HHHH ***** "BBB@#Q?\ :._9CTO]2WT:TUO7]2TS3],9Y4M+'9L MDD8 ;VW Y((*!N;UKQ6S_X) <^!M.O(+NU\6^(+>Y@D66*:,Q:!D=3D,#MX((-M!K[2HKHAB*M./+&5D<\L/2G+FE'4ALX9++S@BEF:XEC15>9@_78#!8@=,;:F MHHHKG.@**** &30QW$312QK+&PPR. 01Z$&O.?%G[.?QV9[VO_"UE%.W_+>R M4V[@^OR8!/U!KTFBJC*4=]NQT4<16P\N:C-Q?D'SK)^R;]A5\ _$37?# MNP?)9W$>K_#34/!,W@#6O NHZY& (WGU;*,UKG]X$4 M@$[L,">F"U>A-LC?MU^"KGX8Z#X8\>Z^NC>)--B^Q?:KU6$-Q"G$;F7&T';A M3N(R5)[UW/!U53Y{'.L73=3DN?;-%9VA^{]*\36,=YI&I6NIVD@W\)-:3+(A' MJ"#6C7%L=H4444 %%%% !1110 4444 %%%% !1110 4444 8WAGPEIOA&&&JC MTV#R$O+J2[E_WW/('H:T [5LT45,8J*Y8JR+G.523G-W;"BBB@('BBB@ HHH MH ***** "BBB@ HHHH ***** /C7QM(/"OQ*_X*<1:9XN M\,Z/5XTV'X/BYCL]:(KR%)1K3*) DBL P5W&[&<,1W-?7VCZ/8>`)]L]+TN MRM]-TRRA2WM;.SB6*&*) %2-$4 *J@ 8 %?,/_ #E--P"Z,_\ NN>*=0DU*+P]:^%IS8>%&LF MBD\IY6B=$N".OE-YC2?*A&YFJYJWP<\>S?LP.L:Z/ _B-]2T'Q;&KI_BAI7P.U^Q M3?7VLV@WP?;.UI=O#'.K,(],-P, (!%&6(C*@ ?>R2W[7R1I-&TT3Q[\2O#7@?4FE-SX.TGQ$(]+=9/J9'L:)GV M..&7?R.#P30!\[_M&?"'71_B;X^^'"QN\)^!-=^+?P3@*IH5QH?A>6XBU.'" 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M(S^2Z+')',S*TV"H/6$]Q&X&O8A/%?A?,:1\3OT OC/1_@EJ/PC\+W=M%8:7-_MXHO;]]"XN95C563C'@X90&.&S],>-? ?FA?#'P]I/SPSIZ:7H.DV MZVUI:1DL$0>I))8DDDDDDDGDUOT %%%% 'PY^W1_P G*?LC?]C:W_19IE?<=M=?#G[?W_ "K"BBBL3I" MBBB@ HHHH \;:?\GF?"[_L4?$/_ *4:97N=>&>-/^3S/A=_V*/B'_THTRO<MZ "BBB@ HHHH ***** "BBB@#Q?\ :._9CTO]2WT:TUO7]2TS3],9Y4M+'9L MDD8 ;VW Y((*!N;UKQ6S_X) <^!M.O(+NU\6^(+>Y@D66*:,Q:!D=3D,#MX((-M!K[2HKHAB*M./+&5D<\L/2G+FE'4ALX9++S@BEF:XEC15>9@_78#!8@=,;:F MHHHKG.@**** &30QW$312QK+&PPR. 01Z$&O.?%G[.?QV9[VO_"UE%.W_+>R M4V[@^OR8!/U!KTFBJC*4=]NQT4<16P\N:C-Q?D'SK)^R;]A5\ _$37?# MNP?)9W$>K_#34/!,W@#6O NHZY& (WGU;*,UKG]X$4 M@$[L,">F"U>A_LC?MU^"KGX8Z#X8\>Z^NC>)--B^Q?:KU6$-Q"G$;F7&T';A M3N(R5)[UW/!U53Y{'.L73=3DN?;-%9VA^{]*\36,=YI&I6NIVD@W\)-:3+(A' MJ"#6C7%L=H4444 %%%% !1110 4444 %%%% !1110 4444 8WAGPEIOA&&&JC MTV#R$O+J2[E_WW/('H:T [5LT45,8J*Y8JR+G.523G-W;"BBB@('BBB@ HHH MH ***** "BBB@ HHHH ***** /C7QM(/"OQ*_X*<1:9XN M\,Z/5XTV'X/BYCL]:(KR%)1K3*) DBL P5W&[&<,1W-?7VCZ/8>`)]L]+TN MRM]-TRRA2WM;.SB6*&*) %2-$4 *J@ 8 %?,/_ #E--P"Z,_\ NN>*=0DU*+P]:^%IS8>%&LF MBD\IY6B=$N".OE-YC2?*A&YFJYJWP<\>S?LP.L:Z/ _B-]2T'Q;&KI_BAI7P.U^Q M3?7VLV@WP?;.UI=O#'.K,(],-P, (!%&6(C*@ ?>R2W[7R1I-&TT3Q[\2O#7@?4FE-SX.TGQ$(]+=9/J9'L:)GV M..&7?R.#P30!\[_M&?"'71_B;X^^'"QN\)^!-=^+?P3@*IH5QH?A>6XBU.'" M(S^2Z+')',S*TV"H/6$]Q&X&O8A/%?A?,:1\3OT OC/1_@EJ/PC\+W=M%8:7-_MXHO;]]"XN95C563C'@X

*[L!7T#X2^(^AKQY8K>>'=>T_6K9NDEE<+(/T-6O$GA+1/&%BUEKND6.L M6A!'DWUNDR\^@8'!JQ7S[XM_8$^`FHWS:GX1NM7^`NL]4NM!O'5 ?4H3G\%8 M4_W$^\?Q7^8? OH=I?@_\CZ8HKY(_X1#]J'X.\Z)XCT?XK:-&>+75$%O>;!V# M$CG_ ($QJUIG[>5IX7O(}.^*O@+Q!\/;X_>GEMFGM3[A@ Q'T4T?5Y/6#4O3 M_+'_ ->7JQ^(--KWT. MPHHHJ"PHHHH **** "BBB@ HHJ.XN({6%YIG6.)!N9V. !4RDHHRD]}#2;=D M245FZX@LO$%NTMG+O"MM93PP_"M*L3EJ_1ROR5M_B;_PQ? #1+2R>6#4UNHYHX\..NT21$[=W(=<[EY /T;_9E^ M-$?[0WP\"?$)+1;&36K0E+2HG:)(WQGG&*}/KX<-^!?[,GQX M\&_LM?"PSX- ^)\7PFU6QL[NZURQN_#]MJ;S37-RT\:MYH/EM&C["%ZG.>17 MKWB']H27]G2^^#OP]^(+ZSX\|9>,;C^RV\0Z/I<4-NTX=%,LL:LH0?O0Q5 < M*CG''(!Q/QH?]IWQ-\3O%'_"- ^+O#WP3^&FAVZ-IFMZM;V5^VMR>7ND,@$?M6?M(_"+Q+XF\4_"7]I?X=ZYH'A_1[V/4/#>K6LUU-%K#^ M5(BSQ- D>QU28C8QD3G_$G\OR/ASX3?\I9OC3_ M _BE;_| HK2:^XZ^\/A-_ P 19OC3_P!BE;_^BM)K{CI5=UZ(5$:7]PHHHK$Z M0HHHH **A@O(+IF$,\O\ Q\:,?7\/_ EEK_SSE_(?XUX4\6_^3N/A;_V^SB8 _\5HU M.6&Q_CL;6H5>2#T.K_X2RU_YYR_D/\ &C_A++7_)YR_D/\:Y2BN+Z_7[GG M_P!IXGNON.K_ .$LM?\ GG+^0_QH M_P"$LM?^>Z^X MZO\ X2RU_P">)[K{CJ_P#A++7_ M)YR_D/\:/\ A++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH M_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A++7_)YR_D/\:/\ A++7_GG+^0_QKE** M/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_)YR_D/\:/\ A++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^ M0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_)YR_D/\:/\ A++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_)YR_D/\:/\ A++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^ M0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_)YR_D/\:/\ A++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^0_QH_P"$LM?^>Z^XZO\ X2RU_P">)[K{CJ_P#A M++7_GG+^0_QKE**/K]?N'!IXGNON.K_ .$LM?\ GG+^

_*RCV:_F0>V?\C_#_,^XZ*^'/^%3?MW_/1:? W_(1!?_*RC_A4 MW[=__1:? W_@%%_\K*/9K^9!{9_R/\/\S{CHKX<_X5-^W?\ ]%I\#?\ @%%_M\K*/^%3?MW_]%I\#?^ 47_RLH}FOYD'MG_(_P_S/N.BOAS_A4W[=_P#T6GP-_M_P" 47_RLH_X5-^W?_T6GP-_X!1?_*RCV:_F0>V?\C_#_,^XZ*^'/^%3?MW_ M /1:? W_(1!?_*RC_A4W[=__1:? W_@%%_\K*/9K^9!{9_R/\/\S{CHKX<_ MX5-^W?\ ]%I\#?\ @%%_\K*/^%3?MW_]%I\#?^ 47_RLH}FOYD'MG_(_P_S/ MN.BOAS_A4W[=_P#T6GP-_P" 47_RLH_X5-^W?_T6GP-_X!1? _*RCV:_F0>V? M\C_#_,^XZ*^'/^%3?MW_/1:? W_(1!?_*RC_A4W[=__1:? W_@%%_\K*/9 MK^9!{9_R/\/\S{CHKX<_X5-^W?\ ]%I\#?\ @%%_\K*/^%3?MW_]%I\#?^ 4 M7_RLH}FOYD'MG_(_P_S/N.BOAS_A4W[=_P#T6GP-_P" 47_RLH_X5-^W?_T6 MGP-_X!1?_*RCV:_F0>V?\C_#_,^XZ*^'/^%3?MW_/1:? W_(1!?_*RC_A4 MW[=__1:? W_@%%_\K*/9K^9!{9_R/\/\S{CHKX<_X5-^W?\ ]%I\#?\ @%%__M\K*/^%3?MW_]%I\#?^ 47_RLH}FOYD'MG_(_P_S/N.BOAS_A4W[=_P#T6GP-_M_P" 47_RLH_X5-^W?_T6GP-_X!1? _*RCV:_F0>V?\C_#_,^XZ*^'/^%3?MW_ M /1:? W_(1!?_*RC_A4W[=__1:? 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100050 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss link:presentationLink link:calculationLink link:definitionLink 100060 - Statement - Condensed Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100070 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 100080 - Statement - Condensed Consolidated Statements of Stockholders' Equity (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 100090 - Statement - Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 995455 - Disclosure - Description of Organization and Summary of Significant Accounting Policies link:presentationLink link:calculationLink link:definitionLink 995465 - Disclosure - Asset Acquisition and Private Placement with a Related Party link:presentationLink link:calculationLink link:definitionLink 995475 - Disclosure - Investments link:presentationLink link:calculationLink link:definitionLink 995485 - Disclosure - Certain Balance Sheet Accounts link:presentationLink link:calculationLink link:definitionLink 995495 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 995505 - Disclosure - License Agreements link:presentationLink link:calculationLink link:definitionLink 995515 - Disclosure - Redeemable Convertible Preferred Stock link:presentationLink link:calculationLink link:definitionLink 995525 - Disclosure - Redeemable Convertible Preferred Stock Tranche Liability link:presentationLink link:calculationLink link:definitionLink 995535 - Disclosure - Commitments and Contingencies link:presentationLink link:calculationLink link:definitionLink 995545 - Disclosure - Stock-Based Compensation link:presentationLink link:calculationLink link:definitionLink 995555 - Disclosure - Net Loss Per Share link:presentationLink link:calculationLink link:definitionLink 995565 - Disclosure - Restructuring Costs link:presentationLink link:calculationLink link:definitionLink 995575 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 995585 - Disclosure - Description of Organization and Summary of Significant Accounting Policies (Policies) link:presentationLink link:calculationLink link:definitionLink 995595 - Disclosure - Description of Organization and Summary of Significant Accounting Policies (Tables) link:presentationLink link:calculationLink link:definitionLink 995605 - Disclosure - Asset Acquisition and Private Placement with a Related Party (Tables) link:presentationLink link:calculationLink link:definitionLink 995615 - Disclosure - Investments (Tables) link:presentationLink link:calculationLink link:definitionLink 995625 - Disclosure - Certain Balance Sheet Accounts (Tables) 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link:definitionLink 995705 - Disclosure - Description of Organization and Summary of Significant Accounting Policies - Schedule of Fair Value Measurements (Details) link:presentationLink link:calculationLink link:definitionLink 995715 - Disclosure - Asset Acquisition and Private Placement with a Related Party (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995725 - Disclosure - Asset Acquisition and Private Placement with a Related Party - Summary of Total Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 995735 - Disclosure - Asset Acquisition and Private Placement with a Related Party - Summary of Purchase Consideration For The Acquisition Based On The Fair Value Of The Net Assets Acquired By The Company (Details) link:presentationLink link:calculationLink link:definitionLink 995745 - Disclosure - Investments - Investments consists of available-for-sale securities (Details) link:presentationLink link:calculationLink link:definitionLink 995755 - Disclosure - Investments - Investments in a continual unrealized loss position (Details) link:presentationLink link:calculationLink link:definitionLink 995765 - Disclosure - Investments - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995775 - Disclosure - Certain Balance Sheet Accounts - Summary of Prepaid Expenses and Other Current Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995785 - Disclosure - Certain Balance Sheet Accounts - Summary of Other Long-Term Assets (Details) link:presentationLink link:calculationLink link:definitionLink 995795 - Disclosure - Certain Balance Sheet Accounts - Summary of Accrued Expenses (Details) link:presentationLink link:calculationLink link:definitionLink 995805 - Disclosure - Redeemable Convertible Preferred Stock - Schedule of Convertible Preferred Stock (Details) link:presentationLink link:calculationLink link:definitionLink 995815 - Disclosure - Redeemable Convertible Preferred Stock - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995825 - Disclosure - Redeemable Convertible Preferred Stock Tranche Liability - Additional Information - (Details) link:presentationLink link:calculationLink link:definitionLink 995835 - Disclosure - Redeemable Convertible Preferred Stock Tranche Liability - Schedule of Valuation of The Redeemable Convertible Preferred Stock Tranche Liability (Details) link:presentationLink link:calculationLink link:definitionLink 995845 - Disclosure - Redeemable Convertible Preferred Stock Tranche Liability - Schedule of The Rollforward Redeemable Convertible Preferred Stock Tranche Liability (Details) link:presentationLink link:calculationLink link:definitionLink 995855 - Disclosure - Related Party Transactions (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995865 - Disclosure - License Agreements (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995875 - Disclosure - Commitments and Contingencies - Future Minimum Lease Payment (Details) link:presentationLink link:calculationLink link:definitionLink 995885 - Disclosure - Commitments and Contingencies - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995895 - Disclosure - Stock-Based Compensation - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995905 - Disclosure - Stock-Based Compensation - Summary of Stock Option Activities (Details) link:presentationLink link:calculationLink link:definitionLink 995915 - Disclosure - Stock-Based Compensation - Summary of Stock Option Activities (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Stock-Based Compensation - Summary of Assumptions Used in Black-Scholes Model (Details) link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Stock-Based Compensation - Summary of Restricted Stock Awards (Details) link:presentationLink link:calculationLink link:definitionLink 995945 - Disclosure - Stock-Based Compensation - Summary of Share-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 995955 - Disclosure - Net Loss Per Share - Schedule of Basic and Diluted Net Loss Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 995965 - Disclosure - Net Loss Per Share - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995975 - Disclosure - Net Loss Per Share - Schedule of Antidilutive Securities Excluded from Computation of Net Loss Per Share Attributable to Common Stockholders (Details) link:presentationLink link:calculationLink link:definitionLink 995985 - Disclosure - Restructuring Costs (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995995 - Disclosure - Restructuring Costs - Summary of restructuring costs in statement of operations (Details) link:presentationLink link:calculationLink link:definitionLink 996005 - Disclosure - Restructuring Costs - Schedule of restructuring liability (Details) link:presentationLink link:calculationLink link:definitionLink Underwritten Public OfferingUnderwritten Public Offering [Member]Underwritten public offering.Statement [Line Items]Statement [Line Items]Blackbird Clinical Agreement [Member]Blackbird Clinical Agreement [Member]Blackbird Clinical Agreement [Member]Percentage of outstanding sharesPercentage Of Temporary Equity Shares OutstandingPercentage of temporary equity shares outstanding.Entity Address, Address Line ThreeLiabilities:Liabilities, Fair Value Disclosure [Abstract]Asset Acquisition, Consideration Transferred, Transaction CostDirect transaction costsResearch and development, related partyResearch And Development Expense Related PartiesResearch and development expense related parties.Entity Addresses, Address Type [Axis]Plan NamePlan Name [Domain]Temporary Equity, Liquidation PreferenceTemporary Equity, Liquidation PreferenceEntity Address, Postal Zip CodeEntity Address, Postal Zip CodeFair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Fair Value, Recurring and Nonrecurring [Table]Entity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeRestructuring ChargesRestructuring CostSubsidiary Or Equity Method Investee Sale Of Stock By Subsidiary Or Equity Investee [Table]Subsidiary or Equity Method Investee, Sale of Stock, Type [Table]Redeemable Convertible Preferred Stock Tranche LiabilityRedeemable Convertible Preferred Stock Tranche Liability Disclosure [Text Block]Redeemable convertible preferred stock tranche liability.Sera Services Agreement [Member]Sera Services Agreement [Member]Sera Services Agreement [Member]Number of Operating SegmentsNumber of operating segmentsOther comprehensive lossOther Comprehensive Income (Loss), Tax [Abstract]Weighted average exercise price, options exercisableShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise PriceResearch and development asset acquired in processResearch And Development Asset Acquired In ProcessAcquired in-process research and development, related partyIn-process research and developmentBusiness Combination Consideration Transferred Settlement Of Pre-Existing LoanBusiness Combination Consideration Transferred Settlement Of Pre-Existing LoanSettlement of pre-existing loanReserve stock split, conversion ratioStockholders' Equity, Reverse Stock SplitBeginning balance, sharesEnding balance, sharesShares, OutstandingFair Value Hierarchy and NAVFair Value Hierarchy and NAV [Axis]Option Indexed to Issuer's Equity, Type [Axis]Option Indexed to Issuer's Equity, TypeBusiness Acquisition, Percentage of Voting Interests AcquiredAcquisition percentageIn-process research and development.In Process Research and DevelopmentIn-process research and development, related partySchedule of the Rollforward Redeemable Convertible Preferred Stock Tranche LiabilitySchedule Of The Rollforward Redeemable Convertible Preferred Stock Tranche Liability Table [Text Block]Tabular disclosure for rollforward of redeemable convertable preferred stock tranche liability.Temporary Equity, Shares IssuedTemporary Equity, Shares IssuedLevel 2 [Member]Fair Value, Inputs, Level 2 [Member]Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Business Combination, Consideration TransferredTotal considerationTotal considerationSchedule of restructuring liabilitySchedule of restructuring liabilitySchedule of restructuring liability [Table Textblock]2024 (remaining 3 months)Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal YearCommitments and ContingenciesCommitments and Contingencies Disclosure [Text Block]Marketable Securities [Member]Marketable Securities [Member]Marketable Securities [Member]Restructuring Cost [Table]Temporary equity issue price.temporary equity issue priceTemporary Equity, Issue PriceProduct and Service [Axis]Share-based payment award, award vesting rights, percentageShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, PercentageCollaborative Arrangement and Arrangement Other than Collaborative [Domain]Payments to Acquire Productive Assets, TotalPayments to Acquire Productive AssetsCash paid in connection with asset acquisition, net of cash acquiredCash paid in connection with asset acquisition, net of cash acquiredRelated Party Transaction [Line Items]Document Information [Table]Title and Position [Axis]Number of Shares of Common Stock Outstanding PercentageNumber of shares of common Stock outstanding percentageAward Date [Axis]Sale of StockSale of Stock [Domain]Cash and Cash Equivalents [Domain]Investments in a continual unrealized loss positionDebt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value [Table Text Block]Entity Central Index KeyEntity Central Index KeyDebt Securities, Available-for-Sale [Line Items]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in PeriodNumber of options, cancelled and forfeitedPreferred dividend, per sharePreferred Stock, Per Share Amounts of Preferred Dividends in ArrearsChanges in operating assets and liabilities:Increase (Decrease) in Operating Capital [Abstract]Fair Value, Inputs, Level 1, Level 2, and Level 3 [Member]Fair Value Inputs Level 1, 2 and 3 [Member]Common stockCommon stock, shares issuedCommon Stock, Shares, IssuedCommon Stock, Shares, Issued, TotalOther AssetsOther Assets, TotalOther assetsRisk-free interest rate, MinimumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MinimumAward Date [Domain]Income Statement [Abstract]Entity Address, State or ProvinceEntity Address, State or ProvinceOrganization, Consolidation and Presentation of Financial Statements Disclosure and Significant Accounting Policies [Text Block]Description of Organization and Summary of Significant Accounting PoliciesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Assets [Abstract]Assets acquiredpayment to, related partyOther ExpensesRisks and UncertaintiesRisks And Uncertainties Policy [Text Block]Risks and Uncertainties.Long Term Marketable Securities [Member]Long Term Marketable Securities

*[Member]Long Term Marketable Securities [Member]Budoprutug Service [Member]Budoprutug Service [Member]Budoprutug Service [Member]Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current LiabilitiesTotal liabilities assumedTotal liabilities assumedSchedule of Investments [Table]LiquidityLiquidity Policy [Text Block]Liquidity.Accounts liabilities, related partyIncrease Decrease In Accounts Payable And Accrued Liabilities RelatedPartiesIncrease Decrease In Accounts Payable And Accrued Liabilities RelatedPartiesAggregate intrinsic value options exercisableShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Intrinsic ValueLiability ClassLiability Class [Axis]Restructuring and Related Cost, Incurred CostRestructuring costs incurred during the periodCover [Abstract]Other AssetsOther Long Term AssetsOther long term assets.Earnings Per Share, Basic, TotalEarnings Per Share, BasicNet loss per share, basicMilestone PaymentsMilestone PaymentsMilestone PaymentsOperating expenses:Operating Expenses [Abstract]Asset Acquisition, Contingent Consideration [Table Text Block]Summary of Total Consideration Comprised of FollowingBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, OtherAccrued expenses and other current liabilitiesAccrued expenses and other current liabilitiesAoife Brennan [Member]Aoife Brennan [Member]Aoife Brennan MemberStock Based Compensation ExpenseTotal stock-based compensation expenseShare-Based Payment Arrangement, ExpenseAmount of income taxIncome TaxIncome tax.June Twenty Seven Two Thousand Twenty Five [Member]June Twenty Seven Two Thousand Twenty Five [Member]June 27, 2025 [Member]Schedule of Business Acquisitions, by Acquisition [Table Text Block]Summary of Purchase Consideration For The Acquisition Based On The Fair Value Of The Net Assets Acquired By The CompanyBrett Kaplan [Member]Brett Kaplan [Member]Brett Kaplan MemberUnderwriting discount.Underwriting DiscountAccumulated deficitRetained Earnings (Accumulated Deficit)Retained Earnings (Accumulated Deficit), TotalRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), Ending BalanceForeign currency gain (loss)Foreign Currency Transaction Gain LossForeign Currency Transaction Gain LossPlan NamePlan Name [Axis]Unrealized LossSale Securities Gross Unrealized LossSale Securities Gross Unrealized LossUnrealized LossNumber of options outstanding, beginning of periodNumber of options outstanding, ending of periodShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, NumberCurrent assets:Assets, Current [Abstract]Common Stock, Capital Shares Reserved for Future IssuanceCommon stock reserved for future issuanceSummary of Prepaid Expenses and Other Current AssetsDeferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block]Net cash used in operating activitiesNet Cash Provided by (Used in) Operating ActivitiesRecoverable research and development tax creditsRecoverable Research And Development Tax Credits NoncurrentRecoverable research and development tax credits noncurrent.Forfeited, weighted average grant date fair value per shareShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair ValueVesting of restricted stock awards.Vesting Of Restricted Stock Awards SharesVesting of restricted stock awardsProduct and Service [Domain]Accumulated other comprehensive income (loss)Accumulated Other Comprehensive Income (Loss), Net of TaxAccumulated Other Comprehensive Income (Loss), Net of Tax, TotalOperating lease, term of contractLessee, Operating Lease, Term of ContractShare-Based Compensation Arrangement by Share-Based Payment Award, DescriptionShare-based payment award, descriptionSchedule of Redeemable Convertible Preferred StockTemporary Equity [Table Text Block]Cash flows from operating activities:Net Cash Provided by (Used in) Operating Activities [Abstract]Type of Restructuring [Domain]Restructuring and Related Activities [Abstract]Temporary equity, automatic conversion, sale of common stock, price per shareTemporary Equity Automatic Conversion Sale Of Common Stock Per ShareTemporary equity automatic conversion sale of common stock price per share.Common stock, par valueCommon Stock, Par or Stated Value Per ShareAccounts Payable and Other Accrued Liabilities, CurrentTotal accrued expensesConsultant [Member]Consultant [Member]Prepaid research and development deposits and expensesPrepaid research and development expenses.Prepaid Research And Development ExpensesRedeemable convertible preferred stock, $0.0001 par value, 10000000 and 12,909,389 shares authorized, 7140157 shares issued and outstanding with aggregate liquidation preference of $0 and $49,891 at September 30, 2021 and December 31, 2020, respectivelyTemporary Equity, Carrying Amount, Attributable to ParentBeginning balanceEnding balanceTemporary Equity, Carrying ValueComprehensive Income (Loss), Net of Tax, Attributable to Parent [Abstract]Comprehensive loss:Statement of Cash Flows [Abstract]Antidilutive Securities, NameAntidilutive Securities, Name [Domain]Schedule of Other Assets, Noncurrent [Table Text Block]Summary of Other Long-Term AssetsRestructuring CostsTotal restructuring costsRestricted StockRestricted Stock [Member]Convertible preferred stock, carrying valueConvertible Preferred Stock Reclassified to Common Stock Carrying ValueConvertible Preferred Stock Reclassified to Common Stock Carrying ValueBalance Sheet Related Disclosures [Abstract]Equity ComponentsEquity Components [Axis]Dividends preferred stockPreferred Stock, Amount of Preferred Dividends in ArrearsEntity Address, Address Line OneEntity Address, Address Line OneSchedule of Earnings Per Share, Basic and Diluted [Table Text Block]Schedule of Basic and Diluted Net Loss Per ShareEmployee Severance [Member]Related Party Transaction [Table]Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in PeriodNumber of shares, GrantedProceeds from issuance initial public offering netProceeds From Issuance Initial Public Offering NetProceeds from Issuance Initial Public Offering Net.Subsequent Event TypeSubsequent Event Type [Axis]Adam Rosenberg [Member]Adam Rosenberg [Member]Adam Rosenberg MemberConversion of Redeemable Convertible Preferred Stock to Common Stock.Conversion of redeemable convertible preferred stock to common stockConversion of redeemable convertible preferred stock to common stockSchedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Schedule of Antidilutive Securities Excluded from Computation of Net Loss Per Share Attributable to Common StockholdersPresent value adjustmentPresent value adjustment for minimum lease commitmentsPresent value adjustment for minimum lease commitmentsRisk-free interest rateShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest RateAccretion of redeemable convertible preferred stock to redemption valueTemporary Equity, Accretion to Redemption Value, AdjustmentShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, NumberNumber of shares, UnvestedNumber of shares, UnvestedAmendment FlagAmendment FlagOperating lease liabilitiesIncrease (Decrease) in Operating Lease LiabilityOperating lease liabilities, net of current portionOperating Lease, Liability, NoncurrentAccretion of redeemable convertible preferred stock to redemption value and cumulative preferred stock dividendsAccretion Of Redeemable Convertible Preferred Stock To Redemption Value And Cumulative Preferred Stock DividendsAccretion of redeemable convertible preferred stock to redemption value and cumulative preferred stock dividends.Expires of stock options , sharesShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpiresInPeriodShareBasedCompensationArrangementByShareBasedPaymentAwardOpti
Debt Securities [Member]Corporate Debt Securities [Member]Additional paid-in capitalAdditional Paid in Capital, Common StockAdditional Paid in Capital, Common Stock, Beginning BalanceAdditional Paid in Capital, Common Stock, Ending BalanceRestructuring Plan [Domain]Sale of stock, price (in dollars per share)Sale of Stock, Price Per ShareSale of Stock, Price Per ShareNet lossNet loss attributable to common stockholdersLessee, Lease, Description [Table]Number of options exercisedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodExercise of stock options , sharesNumber of options exercisable, end of periodShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, NumberResearch and Development ExpenseResearch and Development Expense [Member]Equity ComponentEquity Component [Domain]Statistical MeasurementStatistical Measurement [Domain]General and Administrative ExpenseGeneral and Administrative Expense, TotalGeneral and administrativeGeneral and administrative expenseSupplemental Balance Sheet Disclosures [Text Block]Certain Balance Sheet AccountsTotal other income (expense)Other Nonoperating Income (Expense)Total other income (expense)Temporary equity discount rate.Temporary Equity Discount RateDiscount rateShare-based payment award, expiration periodShare-Based Compensation Arrangement by Share-Based Payment Award, Expiration PeriodNet Income (Loss), Including Portion Attributable to Noncontrolling InterestNet loss and comprehensive lossNet loss and comprehensive lossNet lossTemporary equity, per shareTemporary Equity Value Per ShareTemporary equity value per share.Non-cash operating lease expenseOperating Lease, ExpenseTotal prepaid expenses and other current assetsPrepaid expenses and other current assetsPrepaid Expense and Other Assets, Current2024 (remaining 3 months)Operating Lease Sublease Income Due Remainder Of Fiscal YearOperating Lease Sublease Income Due Remainder Of Fiscal YearRisk-free interest rate, MaximumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, MaximumWeighted average exercise price, options cancelled and forfeitedShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise PriceProceeds from Issuance of Redeemable Convertible Preferred StockProceeds from issuance of redeemable convertible preferred stock, net of issuance costsProceeds from issuance of redeemable convertible preferred stock and related tranche rights, net of issuance costsSummary of Significant Accounting Policies [Policy Text Block]Summary of Significant Accounting Policies [Policy Text Block]Summary of Significant Accounting PoliciesProceeds from issuance of common stock sold in initial public offering, net issuance costsProceeds from Issuance of Common Stock Sold in Initial Public Offering, Net Issuance CostsProceeds from issuance of common stock sold in initial public offering, net issuance costs.Collaborative Arrangement and Arrangement Other than Collaborative [Axis]Class of StockClass of Stock [Domain]Other comprehensive lossOther Comprehensive Income (Loss), Net of TaxOther Comprehensive Income (Loss), Net of Tax, TotalCollaborative Arrangement Disclosure [Text Block]License AgreementsComprehensive Income (Loss), Net of Tax, Attributable to ParentComprehensive lossCommon stock, shares outstandingCommon Stock, Shares, OutstandingCommon Stock, Shares, Outstanding, Beginning BalanceCommon Stock, Shares, Outstanding, Ending BalanceAccrued expenses with related partiesAccrued expenses with related partiesAccrued expenses, related partyFair Value MeasurementFair Value Measurement, Policy [Policy Text Block]Workforce reduction number of employeesWorkforce reduction number of employeesAntidilutive Securities [Axis]Corporate bondsCorporate Bond Securities [Member]Corporate Bonds [Member]Increase decrease in non current liabilities.Increase Decrease in Non Current LiabilitiesLong-term liabilitiesAsset Acquisition [Abstract]Summary of Restricted Stock AwardsShare-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]Entity Interactive Data CurrentEntity Interactive Data CurrentBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Liabilities [Abstract]Liabilities assumedUnvested Restricted Stock AwardsUnvested Restricted Stock Awards [Member]Unvested restricted stock awards member.Other Operating IncomeOther income, netDocument Quarterly ReportDocument Quarterly ReportVested, weighted average grant date fair value per shareShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair ValueCash and cash equivalents at end of periodCash and cash equivalents at beginning of periodCash, Cash Equivalents, Restricted Cash, and Restricted Cash EquivalentsCash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, TotalRelated Party TransactionsRelated Party Transactions Disclosure [Text Block]Statement of Financial Position Location, Balance [Axis]Statistical MeasurementStatistical Measurement [Axis]Assets, Fair Value DisclosureAssets, Fair Value Disclosure, TotalAcquisition AgreementAcquisition Agreement [Member]Acquisition Agreement [Member]Related and Nonrelated Parties [Domain]Future Minimum Lease Payments Under Non-Cancelable Operating LeasesLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Series A1 Redeemable Convertible Preferred Stock [Member]Series A1 Redeemable Convertible Preferred Stock [Member]Series A1 redeemable convertible preferred stock member.Commercial paperCommercial Paper [Member]Commercial Paper [Member]Granted, weighted average grant date fair valueShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair ValueUnrecognized compensation, weighted average amortization periodShare-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for RecognitionProceeds from Issuance of Private PlacementIssuance of common stock in private placement, net of issuance costsProceeds from issuance of common stock in private placement, net of issuance costsShort Term Marketable Securities [Member]Short Term Marketable Securities [Member]Short Term Marketable Securities [Member]Income Statement LocationStatement of Income Location, Balance [Axis]Cash and Cash Equivalents [Axis]Total assetsAssetsExpected term (in years)Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected TermRestructuring Type [Axis]Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in PeriodNumber of shares, VestedRSUs, vestedBusiness Acquisition [Line Items]Settlement of promissory loan in connection with asset acquisitionSettlement Of Promissory Loan In Connection With Asset AcquisitionSettlement of promissory loan in connection with asset acquisitionRecent Accounting PronouncementsRecently Adopted Accounting PronouncementsNew Accounting Pronouncements, Policy [Policy Text Block]Entity Address, City or TownEntity Address, City or TownAOCI Attributable to Parent [Member]Accumulated Other Comprehensive Loss [Member]Assets:Assets, Fair Value Disclosure [Abstract]Number of shares, ForfeitedShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in PeriodPayments for RestructuringPayment related to continuation of health careRestructuring costs paid during the periodSummary of Share-based Compensation ExpenseShare-Based Payment Arrangement, Cost by Plan [Table Text Block]Weighted average remaining contracted terms (in years), vested and expected to vestShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Weighted Average Remaining Contractual TermRestructuring Cost and Reserve [Line Items]Private Placement [Member]Private Placement [Member]Stock-Based CompensationShare-Based Payment Arrangement [Text Block]Noninterest Expense Offering CostOffering CostShare-based payment award, number of shares authorizedShare-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares AuthorizedAmortized CostSale Securities Amortized CostSale Securities Amortized CostWeighted-average incremental borrowing rateOperating Lease, Weighted Average Discount Rate, PercentRecoverable research and development tax creditsRecoverable Research And Development Tax CreditsRecoverable research and development tax credits.Stock Issued During Period, Value, Stock Options ExercisedExercise of stock optionsLessee, Lease, Description [Line Items]Current liabilities:Liabilities, Current [Abstract]Lease Contractual Term [Axis]2019 Equity Incentive PlanTwo Thousand Nineteen Equity Incentive Plan [Member]Two thousand nineteen equity incentive plan.Cash equivalents [Member]Cash and Cash Equivalents [Member]Document TypeDocument TypeUS Government Agencies Debt Securities [Member]U.S. Government Agency Debt Securities [Member]Cash paid for leases included in operating cash outflowsCash paid for leases included in operating cash outflowsPerformance-Based RSUs [Member]Performance-Based RSUs [Member]Deferred Revenue Arrangement Type [Axis]Series A Redeemable Convertible Preferred Stock [Member]Series A*

Redeemable Convertible Preferred Stock [Member]Series A redeemable convertible preferred stock member.Right-of-use asset impairmentAsset Impairment ChargesAsset Impairment Charges, TotalTitle of 12(b) SecurityTitle of 12(b) SecurityAccrued restructuring expensesAccrued Restructuring ExpensesAccrued Restructuring ExpensesUS Government Treasury Securities [Member]U.S. Government debt securitiesUS Government Debt Securities [Member]Cash and cash equivalentsCash and Cash Equivalents, at Carrying ValueCash and Cash Equivalents, at Carrying Value, Ending BalanceCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, TotalAccounts Payable Related PartiesAccounts Payable Related PartiesAccounts payable, related partyStatement of Financial Position Location, Balance [Domain]Statement of Stockholders' Equity [Abstract]Document Fiscal Period FocusDocument Fiscal Period FocusAggregate intrinsic value options exercisedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period, Intrinsic ValueResearch and Development ExpenseResearch and Development Expense, TotalResearch and developmentResearch and development expensePercentage of fair market value of common stockPercentage of fair market value, common stockFair market value, common stock percentageOption GrantedNumber of options grantedShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, GrossAddress Type [Domain]Asset Class [Domain]Basis of Presentation and Principles of ConsolidationConsolidation, Policy [Policy Text Block]Subsequent Event TypeSubsequent Event Type [Domain]ProBioGen Sales Milestones MemberProBioGen Sales Milestones (Member)LeasesLessee, Leases [Policy Text Block]Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]Summary of Stock Options Valuation AssumptionsMarch Twenty Seven Two Thousand Twenty Five [Member]March Twenty Seven Two Thousand Twenty Five [Member]March 27, 2025 [Member]Sublease Income [Member]Sublease Income [Member]Temporary equity, automatic conversion, sale of common stock, gross proceedsTemporary Equity Automatic Conversion Sale Of Common Stock Gross ProceedsTemporary equity automatic conversion sale of common stock gross proceeds.Business Acquisition, Share PriceShare priceTemporary Equity By Class Of Stock [Table]Temporary Equity, by Class of Stock [Table]Continuous unrealized loss position, 12 months or longerDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or LongerFinancial Instruments [Domain]Business Combination, Consideration Transferred, Equity Interests Issued and IssuableEquity considerationFormer Address [Member]Sale of StockSale of Stock [Axis]Cash flow from investing activities:Net Cash Provided by (Used in) Investing Activities [Abstract]Reduced Milestone PaymentReduced Milestone PaymentReduced Milestone PaymentMarketable Securities, CurrentMarketable Securities, Current, TotalShort-term marketable securitiesIncremental ShareBasedCompensationExpenseIncremental ShareBasedCompensationExpenseIncremental Share Based Compensation ExpenseAccrued research and development expensesAccrued Research And Development ExpensesAccrued research and development expenses.Series B Preferred Stock [Member]Aggregate Loan Commitment AmountAggregate Loan Commitment AmountAggregate principal amountStock Option Award OutstandingShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Period Increase (Decrease)Share-based Compensation Arrangement by Share-based Payment Award, Options, Outstanding, Period Increase (Decrease), TotalDebt Securities, Available-for-Sale [Table]Accretion of Series A and A-1 Preferred StockTemporary Equity Accretion Reduction To Redemption ValueTemporary equity accretion (reduction) to redemption value.Redeemable convertible preferred stock accretionOther accrued expensesOther Accrued Liabilities, CurrentAccounts payableIncrease (Decrease) in Accounts PayableIncrease (Decrease) in Accounts Payable, TotalTemporary equity, per shareTemporary equity liquidation preferenceTemporary Equity, Liquidation Preference Per ShareEntity Address, Address Line TwoEntity Address, Address Line TwoLiabilities and stockholders' equityLiabilities and Equity [Abstract]Document Period End DateDocument Period End DateNet cash provided by financing activitiesNet Cash Provided by (Used in) Financing ActivitiesRedeemable Convertible Preferred Stock Tranche Liability [Member]Redeemable Convertible Preferred Stock Tranche Liability [Member]Redeemable convertible preferred stock tranche liability.ProBioGen Manufacturing Service MemberProBioGen Manufacturing Service (Member)Series A Athenen Acquisition Redeemable Convertible Preferred Stock [Member]Series A Athenen Acquisition Redeemable Convertible Preferred Stock [Member]Series A Athenen acquisition redeemable convertible preferred stock member.Redeemable convertible preferred stockAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountRestructuring Reserve, TotalRestructuring ReserveRestructuring Liability, Beginning BalanceRestructuring Liability, Ending BalanceStock-based compensationAPIC, Share-Based Payment Arrangement, Increase for Cost RecognitionAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalTotal accrued expensesAccrued Liabilities, CurrentAccrued expenses, related partyAccrued expenses and other current liabilitiesOperating Leases Rent ExpenseOperating Leases Rent ExpenseRent expenseOperating Lease Sublease Income Due.Operating Lease Sublease Income DueTotal undiscounted sublease incomeIncome Tax Expense (Benefit), TotalIncome Tax Expense (Benefit)Income taxNet Operating Lease Payments [Member]Net Operating Lease Payments [Member]Stock OptionsStock Options[Member]Stock Options.Operating lease total space of the office.Operating Lease Total Office SpaceOperating lease, total space of the officeTrading SymbolTrading SymbolTotal stockholders' equityBeginning balanceEnding balanceEquity, Attributable to ParentSummary of Investment Holdings [Line Items]Schedule of Investments [Abstract]Other long-term liabilitiesOther Liabilities, NoncurrentOther Liabilities, Noncurrent, TotalRelated Party Transactions [Abstract]Restructuring Costs [Member]Restructuring Costs [Member]Restructuring Costs [Member]Temporary Equity, Shares AuthorizedTemporary Equity, Shares AuthorizedOption Indexed to Issuer's Equity, TypeOption Indexed to Issuer's Equity, Type [Domain]Accrued PayrollAccrued payroll.Accrued payroll expensesOrganizationNature of Operations [Text Block]Temporary Equity [Line Items]Temporary Equity [Line Items]Reserve Stock SplitReserve Stock Split Policy [Policy Text Block]Reserve Stock Split PolicyUnrecognized compensation costShare-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, AmountLeases [Abstract]Restructuring and Related Costs [Table Text Block]Summary of restructuring costsInitial Public OfferingInitial Public Offering Policy [Text Block]Initial Public Offering.Use of EstimatesUse of Estimates, Policy [Policy Text Block]Related Party Transactions [Member]Related Party [Member]Schedule of Business Acquisitions, by Acquisition [Table]Expected volatility, MinimumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MinimumDividend yieldShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RatePercentage of Workforce ReductionPercentage of Workforce ReductionWorkforce reduction, percentageSecurity Exchange NameSecurity Exchange NameFair Value by Liability ClassFair Value by Liability Class [Domain]Business Acquisition, Acquiree [Domain]Operating ExpensesTotal operating expensesAdditional operating lease, term of contractAdditional Lessee Operating Lease Term Of ContractAdditional lessee operating lease term of contract.Class of Stock [Axis]Class of StockOptions grants in period, weighted average grant date fair valueShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair ValueSubsequent Event [Member]Subsequent Event [Member]Maximum [Member]Maximum [Member]Restructuring CostsRestructuring and Related Activities Disclosure [Text Block]Total liabilities and stockholders' equityLiabilities and EquityOperating lease right-of-use assetsOperating Lease, Right-of-Use AssetPrepaid Expense, CurrentPrepaid Expense, Current, TotalPrepaid expensesShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested, Number of SharesNumber of options vestedSupplemental disclosure of cash operating activities:Supplemental Cash Flow Information [Abstract]InvestmentsInvestment [Text Block]Earnings Per Share, Diluted, TotalEarnings Per Share, DilutedNet loss per share, dilutedAsset Acquisition [Line Items]Entity Ex Transition PeriodEntity Ex Transition PeriodTotal liabilitiesLiabilitiesFair value transfer amountFair Value Level1 Level2 And Level3 Transfer AmountFair Value Level 1 Level 2 and Level 3 Transfer Amount.Aggregate restructuring costsRestructuring and Related Cost, Expected CostRestructuring and Related Cost, Expected Cost, TotalFair Value Hierarchy and NAVFair Value Hierarchy and NAV [Domain]Total current assetsAssets, CurrentNet cash (used in) provided by investing activitiesNet Cash Provided by (Used in) Investing ActivitiesProceeds from issuance of common stock in initial public offering, SharesStock Issued During Period, Shares, New IssuesIssuance of common stockRedemption datePreferred Stock, Redemption DateShare-based payment award, option vesting periodShare-based payment award, option vesting periodEntity Filer CategoryEntity Filer CategoryNet of tax, InvestmentDerivatives used in Net Investment Hedge, Net of TaxDerivatives used in Net Investment Hedge, Net of Tax, Ending BalanceDerivatives used in Net Investment Hedge, Net of Tax, Beginning BalanceAcelyrin, Inc. [Member]Acelyrin, Inc. [Member]Purchase of marketable securitiesPurchase of marketable securitiesPayments to Acquire Marketable SecuritiesPayments to Acquire Marketable Securities, TotalStock-based Compensation [Member]Stock-based Compensation [Member]Stock-based Compensation MemberCurrent Fiscal Year End DateCurrent Fiscal Year End DateFair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]Fair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Share-Based Payment Award, Options, Vested in Period, Fair ValueShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested in Period, Fair ValueTemporary Equity, par valueTemporary Equity, Par or Stated Value Per ShareTemporary equity, par valueStock-based compensationShare-Based Payment Arrangement, Noncash ExpenseShare-based Payment Arrangement, Noncash Expense, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current AssetsTotal assets acquiredTotal assets acquiredAggregate intrinsic value outstanding, beginning of periodAggregate intrinsic value outstanding, end of periodShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic ValueRelated and Nonrelated Parties [Axis]Entity Registrant NameEntity Registrant NamePreferred Stock, Conversion Basis Unit conversion ratioSchedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Earnings Per Share [Text Block]Net Loss Per ShareEntity Emerging Growth CompanyEntity Emerging Growth CompanyMoney Market Funds [Member]Other Liabilities, CurrentOther current liabilitiesWeighted Average Number of Shares Outstanding, Basic, TotalWeighted Average Number of Shares Outstanding, BasicWeighted-average number of shares outstanding used to compute net loss per share, basicInvestments [Abstract]Expected volatility, MaximumShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, MaximumCommon stock, shares authorizedCommon Stock, Shares AuthorizedSublease IncomeSublease incomeProceeds from the exercise of stock optionsProceeds from Issuance of Common StockProceeds from maturities of marketable securitiesProceeds from Sale and Maturity of Marketable SecuritiesProceeds from Sale and Maturity of Marketable Securities, TotalLevel 1 [Member]Fair Value, Inputs, Level 1 [Member]Weighted average exercise price, options vested and expected to vestShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise PriceWeighted average exercise price, options grantedShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise PriceFinancial Instrument [Axis]Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual TermWeighted average remaining contracted terms (in years) outstandingGross Operating Lease Payments [Member]Gross Operating Lease Payments [Member]Schedule of Valuation of the Redeemable Convertible Preferred Stock Tranche LiabilitySchedule Of Valuation Of The Redeemable Convertible Preferred Stock Tranche Liability Table [Text Block]Tabular disclosure of information about valuation of redeemable convertible preferred stock tranche liability.General and Administrative ExpenseGeneral and Administrative Expense [Member]Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other AssetsPrepaid expenses and other current assetsEstimated Fair ValueAvailable Sale SecuritiesAvailable Sale SecuritiesShare-Based Payment Arrangement [Abstract]Collaborative Arrangement and Arrangement Other than Collaborative [Table]Estimated fair value of redeemable convertible preferred stockTemporary equity estimated fair value of redeemable convertible preferred stock.Temporary Equity Estimated Fair Value Of Redeemable Convertible Preferred StockSeries A1 Tranche Call Option [Member]Series A 1 tranche call option.Series A 1 Tranche Call Option [Member]Restructuring Plan [Axis]Accounting Policies [Abstract]Common Stock OptionsCommon Stock Options [Member]Common stock options member.Summary of Stock Option ActivitiesShare-Based Payment Arrangement, Option, Activity [Table Text Block]Long-term assetsIncrease Decrease In Non Current AssetsIncrease decrease in non current assets.Long-term marketable securitiesMarketable Securities, NoncurrentStockholders' equityEquity, Attributable to Parent [Abstract]Effect of exchange rate changes on cash and cash equivalentsEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Including Disposal Group and Discontinued OperationsEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, Including Disposal Group and Discontinued Operations, TotalSupplemental disclosure of non-cash investing and financing activities:Cash Flow, Noncash Investing and Financing Activities Disclosure [Abstract]Total Restructuring Cost Recorded [Member]Total Restructuring Cost Recorded [Member]Statement [Table]Statement [Table]SegmentsSegment Reporting, Policy [Policy Text Block]Prepaid expenses and other assetsIncrease (Decrease) in Prepaid Expenses, OtherSeries A 1 Redeemable Convertible Preferred Tranche LiabilitySeries A1 Redeemable Convertible Preferred Tranche Liability [Member]Series A 1 redeemable convertible preferred tranche liability.Emily Pimblett [Member]Emily Pimblett [Member]Emily Pimblett [Member]Entity File NumberSecurities Act File NumberNet change in cash and cash equivalentsCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectWeighted average exercise price, options expiredShare Based Compensation Arrangement By Share Based Payment Award Options Expired In PeriodShare Based Compensation Arrangement By Share Based Payment Award Options Expired In PeriodIPR&D [Member]IPR&D [Member]Earnings Per Share [Abstract]Investment interest receivableInterest ReceivableLease Contractual Term [Domain]Statement of Financial Position [Abstract]IPO [Member]IPO [Member]Entity Incorporation, Date of IncorporationEntity incorporation dateTemporary equity expected term.Temporary Equity Expected TermExpected term (years)Loss from operationsOperating Income (Loss)Shares issued price per shareShares Issued, Price Per ShareExpected volatilityShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility RateJanuary One Two Thousand Twenty Five [Member]January One Two Thousand Twenty Five [Member]January 1, 2025 [Member]Entity Shell CompanyEntity Shell CompanyEntity Tax Identification NumberEntity Tax Identification NumberEntity Current Reporting StatusEntity Current Reporting StatusNet Income (Loss) Available to Common Stockholders, BasicNet loss attributable to common stockholdersNet loss attributable to common stockholdersWeighted average remaining contracted terms (in years), exercisable at end of periodShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual TermSchedule of Fair Value MeasurementsFair Value, Liabilities Measured on Recurring Basis [Table Text Block]Realized gain or loss on available-for-sale securitiesDebt Securities, Available-for-Sale, Realized Gain (Loss)Debt Securities, Available-for-sale, Realized

Gain (Loss), TotalAsset Acquisition [Text Block]Asset Acquisition and Private Placement with a Related PartySummary of Accrued ExpensesSchedule of Accounts Payable and Accrued Liabilities [Table Text Block]Temporary Equity Stock Issued During Period Shares New IssuesTemporary equity stock issued during period shares new issues.Stock issued during period shares new issuesSubsequent Events [Abstract]Document Fiscal Year FocusDocument Fiscal Year FocusCash, Cash Equivalents, and Short-Term InvestmentsCash, Cash Equivalents, and Short-term Investments, TotalAccrued expenses, related partyAccrued Expenses and Other Liabilities Related Parties CurrentAccrued Expenses and Other Liabilities Related Parties CurrentBusiness Acquisition [Axis]City Area CodeCity Area Code2021 Equity Incentive PlanTwo Thousand Twenty One Equity Incentive Plan [Member]Two thousand twenty one equity incentive plan.Total current liabilitiesLiabilities, CurrentWeighted average remaining contracted terms (in years) outstanding, end of periodSharebased Compensation Arrangement By Sharebased Payment Award Options Outstanding Weighted Average Remaining Contractual Term3Sharebased compensation arrangement by sharebased payment award options outstanding weighted average remaining contractual term 3.Organization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberLocal Phone NumberAntidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Cost, Direct MaterialMaterial costsSubsidiary Sale Of Stock [Line Items]Subsidiary, Sale of Stock [Line Items]Commitments and Contingencies Disclosure [Abstract]Temporary equity strike priceTemporary Equity Strike PriceStrike priceOperating Lease, Liability, CurrentOperating lease liabilitiesTemporary Equity Disclosure [Abstract]Document Information [Line Items]Issuance Of Promissory Loan In Connection With Asset Acquisition To Related PartyIssuance Of Promissory Loan In Connection With Asset Acquisition To Related PartyIssuance of promissory loan in connection with asset acquisitionConvertible preferred stock, shares issued upon conversionConvertible Preferred Stock, Shares Issued upon ConversionAccumulated Deficit [Member]Retained Earnings [Member]Prepaid Expenses and Other Current Assets [Member]Prepaid Expenses and Other Current Assets [Member]Document Transition ReportDocument Transition ReportDeferred Revenue [Domain]Gross ProceedsGross proceeds.Share based payment award, purchase price of common stock, percentShare-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, PercentFair value of share of common stockSale Securities Gross Unrealized GainSale Securities Gross Unrealized GainUnrealized GainRight of use asset impairment lossRight-Of-Use Asset Impairment lossRight-Of-Use Asset Impairment lossRedeemable Convertible Preferred StockTemporary Equity Disclosure [Text Block]Temporary equity disclosure text block.Change in fair valueChange in fair value of redeemable convertible preferred stock tranche liabilityChange in fair value of redeemable convertible preferred stock tranche liabilityChange In Fair Value Of Redeemable Convertible Preferred Stock Tranche LiabilityChange in fair value of redeemable convertible preferred stock tranche liability.Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]Antidilutive Security, Excluded EPS Calculation [Table]Cash Cash Equivalents and Marketable Securities.Cash Cash Equivalents and Marketable SecuritiesCash, cash equivalents and marketable securitiesWeighted average exercise price, options exercisedShare-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise PriceConcentration of Credit RiskConcentration Risk, Credit Risk, Policy [Policy Text Block]Minimum [Member]Minimum [Member]Unrealized Gain (Loss) on InvestmentsUnrealized Gain (Loss) on Investments, TotalUnrealized gain on investments, net of tax of $0Common Stock [Member]Common Stock [Member]Aggregate intrinsic value options vested and expected to vestShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic ValueSeries B Redeemable Convertible Preferred Stock [Member]Series B Redeemable Convertible Preferred Stock [Member]Series B redeemable convertible preferred stock member .Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and EquivalentsCash and cash equivalentsUnvested, weighted average grant date fair value per share, beginning balanceUnvested, weighted average grant date fair value per share, ending balanceShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair ValueAdditional Paid-in Capital [Member]Additional Paid-in Capital [Member]Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts PayableAccounts payableAccounts payableAdjustments to reconcile net loss to net cash used in operating activities:Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]Income Statement LocationStatement of Income Location, Balance [Domain]Lessee, Operating Lease, Liability, to be Paid, Year One2023 (remaining 9 months)2025Temporary equity expected volatility.Temporary Equity Expected VolatilityExpected volatilityTotal other long-term assetsTotal other long-term assetsOther Assets, NoncurrentROU Asset Impairment [Member]ROU Asset Impairment [Member]ROU Asset Impairment MemberPerformance Shares [Member]Entity Common Stock, Shares OutstandingTemporary equity fair value of each tranche feature.Temporary Equity Fair Value Of Each Tranche FeatureFair value of each tranche featureDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 MonthsContinuous unrealized loss position, less than 12 monthsProBioGen Agreement [Member]ProBioGen Agreement [Member]Title and Position [Domain]Adjustments to Additional Paid in Capital, Stock Issued, Issuance CostsStock issuance costOperating Lease, Sublease Payments to be ReceivedOperating Lease, Sublease Payments to be ReceivedOperating lease sublease paymentCommon stock, $0.0001 par value per share, 250,000,000 shares authorized; 67,223,760 and 27,699,446 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectivelyCommon Stock, Value, IssuedCommon Stock, Value, Issued, TotalCommon Stock, Value, Issued, Beginning BalanceCommon Stock, Value, Issued, Ending BalanceAsset Acquisition [Table]Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]Derecognized deferred rent and other lease liabilitiesDerecognized deferred rent and other lease liabilities.Settlement upon issuance of Series A-1 redeemable convertible preferred stockReclassification of redeemable convertible preferred stock tranche liability upon settlement.Reclassification of redeemable convertible preferred stock tranche liability upon settlementReclassification Of Redeemable Convertible Preferred Stock Tranche Liability Upon SettlementOther Nonoperating Income (Expense) [Abstract]Other income (expense):Total operating lease liabilitiesTotal operating lease liabilitiesOperating Lease, LiabilityInvestments consists of available-for-sale securitiesDebt Securities, Available-for-Sale [Table Text Block]Impairment loss on available for sale investmentOther-than-temporary Impairment Loss, Debt Securities, Available-for-SaleOther-than-temporary Impairment Loss, Debt Securities, Available-for-sale, TotalCommitments and ContingenciesCommitments and contingencies (Note 7)Series A - 1 Preferred StockSeries A1 Preferred Stock [Member]Series A - 1 preferred stock member.Cumulative dividends receive.Cumulative Dividends ReceivePercentage of cumulative dividends receiveWeighted Average Number of Shares Outstanding, DilutedWeighted Average Number of Shares Outstanding, Diluted, TotalWeighted-average number of shares outstanding, DilutedWeighted-average number of shares outstanding used to compute net loss per share, dilutedEmployees Including Executive Officers Earning ContributionEmployees Including Executive Officers Earning ContributionEmployees Including Executive Officers Earning ContributionRedeemable Convertible Preferred Stock [Member]Redeemable Convertible Preferred Stock [Member]Temporary equity probability of milestone achievement.Temporary Equity Probability Of Milestone AchievementProbability of milestone achievementNumber of options, vested and expected to vestShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, NumberTotal undiscounted lease paymentsLessee, Operating Lease, Liability, to be PaidNote Purchase AgreementNote Purchase Agreement [Member]Redeemable convertible preferred stock tranche liabilityRedeemable Convertible Preferred Stock Tranche LiabilityRedeemable Convertible Preferred Stock Tranche LiabilityBeginning BalanceEnding BalanceDebt Conversion, Original Debt, Interest Rate of DebtInterest rateEntity Small BusinessEntity Small BusinessESPPESPP [Member]ESPP MemberUS Treasury Securities [Member]US Treasury Securities [Member]Foreign currency gain from remeasurementGain (Loss), Foreign Currency Transaction, before TaxForeign Currency Transaction Gain (Loss), before Tax, TotalSeverance and Benefits Costs [Member]Severance and Benefits Costs [Member]Severance and Benefits Costs MemberBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, NetNet assets acquiredOperating Lease Sublease Income Due Next Twelve MonthsOperating Lease Sublease Income Due Next Twelve Months2025Accretion (Amortization) of Discounts and Premiums, InvestmentsAccretion of discounts and amortization of premiums on investments, netAccretion of discounts and amortization of premiums on investments, netCash flows from financing activitiesNet Cash Provided by (Used in) Financing Activities [Abstract]Weighted average exercise price outstanding, beginning of periodWeighted average exercise price outstanding, end of periodShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise PriceCRH Agreement [Member]CRH Agreement [Member]CRH Agreement [Member]Asset Class [Axis]Right-of-use assets obtained in exchange for lease liabilitiesRight-of-Use Asset Obtained in Exchange for Operating Lease LiabilityTemporary Equity, Shares OutstandingBeginning balance (in shares)Ending balance (in shares)Temporary Equity, Shares OutstandingTemporary equity dividend yield.Temporary Equity Dividend YieldDividend yieldLevel 3 [Member]Fair Value, Inputs, Level 3 [Member]Weighted-average lease termOperating Lease, Weighted Average Remaining Lease TermSubsequent Events [Text Block]Subsequent EventsAccounts payableAccounts Payable, CurrentAccounts Payable, Current, TotalDeferred offering costsDeferred Offering CostsLiabilities fair valueLiabilities, Fair Value DisclosureLiabilities, Fair Value Disclosure, TotalIssuance of common stock in exchange for in-process research and developmentIssuance Of Common Stock In Exchange For In-Process Research And DevelopmentIssuance of common stock in exchange for in-process research and developmentAccrued liabilitiesIncrease (Decrease) in Accrued LiabilitiesIncrease (Decrease) in Accrued Liabilities, Total XML 14 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	9 Months Ended Sep. 30, 2024	Nov. 07, 2024
Document Information [Line Items]		
Document Type	10-Q	
Amendment Flag	false	
Document Period End Date	Sep. 30, 2024	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q3	
Entity Registrant Name	CLIMB BIO, INC.	
Entity Central Index Key	0001768446	
Current Fiscal Year End Date	--12-31	
Entity Filer Category	Non-accelerated Filer	
Entity Shell Company	false	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Small Business	true	
Entity Emerging Growth Company	true	
Entity Ex Transition Period	false	
Entity File Number	001-40708	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	83-2273741	
Entity Address, Address Line One	20 William Street	
Entity Address, Address Line Two	Suite 145	
Entity Address, City or Town	Wellesley Hills	
Entity Address, State or Province	MA	
Entity Address, Postal Zip Code	02481	
City Area Code	866	
Local Phone Number	857-2596	
Document Transition Report	false	
Title of 12(b) Security	Common Stock, par value $0.0001 per share	
Trading Symbol	CLYM	
Security Exchange Name	NASDAQ	
Document Quarterly Report	true	
Entity Common Stock, Shares Outstanding		67,223,760

Former Address [Member]	
Document Information [Line Items]	
Entity Registrant Name	Eliem Therapeutics, Inc.
Entity Address, Address Line One	PMB #117
Entity Address, Address Line Two	2801 Centerville Road
Entity Address, Address Line Three	1st Floor
Entity Address, City or Town	Wilmington
Entity Address, State or Province	DE
Entity Address, Postal Zip Code	19808-1609

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Condensed Consolidated Balance Sheets - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 146,175	$ 93,112
Short-term marketable securities	47,176	13,686
Prepaid expenses and other current assets	4,260	3,457
Total current assets	197,611	110,255
Operating lease right-of-use assets	12	199
Long-term marketable securities	24,576	0
Other long-term assets	0	15
Total assets	222,199	110,469
Current liabilities:		
Accounts payable	291	66
Accrued expenses and other current liabilities	3,045	2,433
Accrued expenses, related party	29	
Operating lease liabilities	58	334
Total current liabilities	3,423	2,833
Operating lease liabilities, net of current portion	0	22
Other long-term liabilities	0	15
Total liabilities	3,423	2,870
Commitments and contingencies (Note 7)		
Stockholders' equity		
Common stock, $0.0001 par value per share, 250,000,000 shares authorized; 67,223,760 and 27,699,446 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively	7	3
Additional paid-in capital	440,028	263,577
Accumulated other comprehensive income (loss)	201	(2)
Accumulated deficit	(221,460)	(155,979)
Total stockholders' equity	218,776	107,599
Total liabilities and stockholders' equity	$ 222,199	$ 110,469

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Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands	3 Months Ended	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]			
Common stock, par value	$ 0.0001	$ 0.0001	$ 0.0001
Common stock, shares authorized	250,000,000	250,000,000	250,000,000
Common stock, shares issued	67,223,760	67,223,760	27,699,446
Common stock, shares outstanding	67,223,760	67,223,760	27,699,446
Income tax	$ 0	$ 0	

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Condensed Consolidated Statements of Operations and Comprehensive Loss - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Operating expenses:				
Acquired in-process research and development, related party	$ 0	$ 0	$ 51,659	$ 0
Research and development	6,087	2,876	8,224	12,284
Research and development, related party	153	0	153	0
General and administrative	5,492	2,125	11,073	22,869
Total operating expenses	11,732	5,001	71,109	35,153
Loss from operations	(11,732)	(5,001)	(71,109)	(35,153)
Other income (expense):				
Foreign currency gain (loss)	52	(228)	17	404
Other income, net	2,785	1,261	5,611	3,271
Total other income (expense)	2,837	1,033	5,628	3,675
Net loss	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)
Net loss per share, basic	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)
Net loss per share, diluted	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)
Weighted-average number of shares outstanding used to compute net loss per share, basic	67,014,183	27,071,053	41,759,931	26,803,468
Weighted-average number of shares outstanding used to compute net loss per share, diluted	67,014,183	27,071,053	41,759,931	26,803,468
Comprehensive loss:				
Net Income (Loss)	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)
Other comprehensive loss				
Unrealized gain on investments, net of tax of $0	201	24	203	347
Comprehensive loss	$ (8,694)	$ (3,944)	$ (65,278)	$ (31,131)

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Condensed Consolidated Statements of Operations and Comprehensive Loss (Parenthetical) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Income tax	$ 0	$ 0	$ 0	$ 0

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Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($)	Total	Related Party [Member]	Private Placement [Member]	Common Stock [Member]	Common Stock [Member] Related Party	Common Stock [Member] Private Placement	Common Stock [Member] Private Placement [Member]	Additional Paid-in Capital	Additional Paid-in Capital [Member] Related	Additional Paid-in Capital [Member] Private	Accumulated Other Comprehensive	Accumulated Deficit [Member]

$ in Thousands		[Member]	[Member]	Related Party [Member]	[Member]	Party [Member]	Placement [Member]	Loss [Member]	
Beginning balance at Dec. 31, 2022	$ 128,715	$ 3			$ 249,930			$ (358)	$ (120,860)
Beginning balance, shares at Dec. 31, 2022		26,390,186							
Vesting of restricted stock awards		19,608							
Exercise of stock options	1				1				
Exercise of stock options , shares		406,194							
Stock-based compensation	10,171				10,171				
Other comprehensive loss	263							263	
Net loss	(22,290)								(22,290)
Ending balance at Mar. 31, 2023	116,860	$ 3			260,102			(95)	(143,150)
Ending balance, shares at Mar. 31, 2023		26,815,988							
Beginning balance at Dec. 31, 2022	128,715	$ 3			249,930			(358)	(120,860)
Beginning balance, shares at Dec. 31, 2022		26,390,186							
Issuance of common stock in private placement, net of issuance costs	0								
Proceeds from the exercise of stock options	553								
Net loss	(31,478)								
Ending balance at Sep. 30, 2023	109,742	$ 3			262,088			(11)	(152,338)
Ending balance, shares at Sep. 30, 2023		27,370,508							
Beginning balance at Mar. 31, 2023	116,860	$ 3			260,102			(95)	(143,150)
Beginning balance, shares at Mar. 31, 2023		26,815,988							
Vesting of restricted stock awards		44,038							
Exercise of stock options	24				24				
Exercise of stock options , shares		23,526							
Stock-based compensation	777				777				
Other comprehensive loss	60							60	
Net loss	(5,220)								(5,220)
Ending balance at Jun. 30, 2023	112,501	$ 3			260,903			(35)	(148,370)
Ending balance, shares at Jun. 30, 2023		26,883,552							
Vesting of restricted stock awards		27,272							
Exercise of stock options	529				529				
Exercise of stock options , shares		459,684							
Stock-based compensation	656				656				
Other comprehensive loss	24							24	
Net loss	(3,968)								(3,968)
Ending balance at Sep. 30, 2023	109,742	$ 3			262,088			(11)	(152,338)
Ending balance, shares at Sep. 30, 2023		27,370,508							
Beginning balance at Dec. 31, 2023	107,599	$ 3			263,577			(2)	(155,979)
Beginning balance, shares at Dec. 31, 2023		27,626,435							
Vesting of restricted stock awards		24,579							
Exercise of stock options	15				15				
Exercise of stock options , shares		10,999							
Stock-based compensation	465				465				
Other comprehensive loss	2							2	
Net loss	(1,697)								(1,697)
Ending balance at Mar. 31, 2024	106,384	$ 3			264,057			0	(157,676)
Ending balance, shares at Mar. 31, 2024		27,662,013							
Beginning balance at Dec. 31, 2023	$ 107,599	$ 3			263,577			(2)	(155,979)
Beginning balance, shares at Dec. 31, 2023		27,626,435							
Exercise of stock options , shares	2,663,606								
Issuance of common stock			5,560,047						
Issuance of common stock in private placement, net of issuance costs	$ 119,750	$ 119,700							
Proceeds from the exercise of stock options	10,938								
Net loss	(65,481)								
Ending balance at Sep. 30, 2024	218,776	$ 7			440,028			201	(221,460)
Ending balance, shares at Sep. 30, 2024		67,223,760							
Beginning balance at Mar. 31, 2024	106,384	$ 3			264,057			0	(157,676)
Beginning balance, shares at Mar. 31, 2024		27,662,013							
Vesting of restricted stock awards		32,453							
Exercise of stock options	8,652				8,652				
Exercise of stock options , shares		2,248,504							
Stock-based compensation	512				512				
Issuance of common stock			5,560,047	31,238,282					

Issuance of common stock in private placement, net of issuance costs		$ 119,750	$ 3		$ 119,747	
Proceeds from the exercise of stock options	$ 41,868		$ 1		$ 41,867	
Net loss	(54,889)					(54,889)
Ending balance at Jun. 30, 2024	222,277	$ 7		434,835	0	(212,565)
Ending balance, shares at Jun. 30, 2024		66,741,299				
Vesting of restricted stock awards		78,358				
Exercise of stock options	2,271			2,271		
Exercise of stock options , shares		404,103				
Stock-based compensation	2,922			2,922		
Issuance of common stock			5,560,047			
Other comprehensive loss	201				201	
Net loss	(8,895)					(8,895)
Ending balance at Sep. 30, 2024	$ 218,776	$ 7		$ 440,028	$ 201	$ (221,460)
Ending balance, shares at Sep. 30, 2024		67,223,760				

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Condensed Consolidated Statements of Stockholders' Equity (Unaudited) (Parenthetical) $ in Thousands	3 Months Ended Jun. 30, 2024 USD ($)
Common Stock [Member]	
Stock issuance cost	$ 250

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Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands	9 Months Ended Sep. 30, 2024	Sep. 30, 2023
Cash flows from operating activities:		
Net loss	$ (65,481)	$ (31,478)
Adjustments to reconcile net loss to net cash used in operating activities:		
Stock-based compensation	3,899	11,604
Right-of-use asset impairment	0	180
Non-cash operating lease expense	187	318
Accretion of discounts and amortization of premiums on investments, net	(232)	(1,985)
In-process research and development, related party	51,659	0
Foreign currency gain from remeasurement	(99)	(634)
Changes in operating assets and liabilities:		
Prepaid expenses and other assets	1,429	5,826
Long-term assets	15	114
Accounts payable	(1,377)	(14)
Accrued liabilities	421	(3,283)
Accounts liabilities, related party	(149)	0
Operating lease liabilities	(291)	(334)
Long-term liabilities	(22)	34
Net cash used in operating activities	(10,041)	(19,652)
Cash flow from investing activities:		
Issuance of promissory loan in connection with asset acquisition	(5,000)	0
Cash paid in connection with asset acquisition, net of cash acquired	(4,645)	0
Purchase of marketable securities	(71,789)	(58,448)
Proceeds from maturities of marketable securities	13,751	90,681
Net cash (used in) provided by investing activities	(67,683)	32,233
Cash flows from financing activities		
Proceeds from issuance of common stock in private placement, net of issuance costs	119,750	0
Proceeds from the exercise of stock options	10,938	553
Net cash provided by financing activities	130,688	553
Effect of exchange rate changes on cash and cash equivalents	99	634
Net change in cash and cash equivalents	53,063	13,768
Cash and cash equivalents at beginning of period	93,112	43,585
Cash and cash equivalents at end of period	146,175	57,353
Supplemental disclosure of cash operating activities:		
Cash paid for leases included in operating cash outflows	306	376
Supplemental disclosure of non-cash investing and financing activities:		
Issuance of common stock in exchange for in-process research and development	41,867	0
Settlement of promissory loan in connection with asset acquisition	5,036	0
Right-of-use assets obtained in exchange for lease liabilities	$ 0	$ 313

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024 shares
Trading Arrangements, by Individual	
Material Terms of Trading Arrangement	

Director and Officer Trading Arrangements

On August 16, 2024, Adam Rosenberg, a director of our company, entered into a Rule 10b5-1 trading arrangement for the sale of our common stock that is intended to satisfy the affirmative defense conditions of the Exchange Act Rule 10b5-1(c) (Rule 10b5-1 Trading Plan). Mr. Rosenberg's Rule 10b5-1 Trading Plan provides for the sale of up to 40,000 shares of common stock. The estimated selling start date is January 1, 2025, and Mr. Rosenberg's Rule 10b5-1 Trading Plan will terminate on June 30, 2025 or such earlier date upon which all transactions are completed or expire without execution.

The following individuals entered into a Rule 10b5-1 Trading Plan that is intended to qualify as an "eligible sell-to-cover transaction" (as described in Rule 10b5-1(c)(1)(ii)(D)(3) under the Exchange Act). The sell-to-cover arrangement applies to restricted stock units (RSU) granted on June 27, 2024 and August 26, 2024 respectively, that vest based on the passage of time. The arrangement provides for the automatic sale of shares of our common stock that would otherwise be issuable on each settlement date of a covered RSU in an amount necessary to satisfy the applicable withholding obligation, with the proceeds of the sale delivered to us in satisfaction of the applicable withholding obligation. The number of shares that will be sold under this arrangement is not currently determinable as the number will vary based on the extent to which vesting conditions are satisfied and the market price of our common stock at the time of settlement.

- August 30, 2024 - Aoife Brennan, Chief Executive Officer
- August 30, 2024 - Brett Kaplan, Chief Operating Officer

None of our directors or officers terminated a Rule 10b5-1 Trading Plan or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period covered by this report.

Resignation of Director

On November 7, 2024, Liam Ratcliffe, M.D., Ph.D., notified us of his decision to resign as a member of our board of directors, which resignation was effective on November 8, 2024 (the Effective Date). With the resignation, Dr. Ratcliffe also resigned as Chair of the compensation committee of our board of directors and as a member of the nominating and corporate governance committee of our board of directors. Dr. Ratcliffe informed us that his resignation was not related to any disagreement with our company on any matter relating to our operations, policies or practices.

Appointment of Director and Chair of Board

On the Effective Date, our board of directors, upon the recommendation of the nominating and corporate governance committee of our board of directors, appointed Douglas E. Williams, Ph.D., as a director to serve until our 2026 annual meeting of stockholders and thereafter until his successor has been duly appointed and qualified or until his earlier death, resignation or removal. As of the Effective Date, Dr. Williams will also serve as the chair of our board of directors, as the chair of the compensation committee of our board of directors, and as a member of the nominating and corporate governance committee of our board of directors.

Dr. Williams will receive compensation for his service as a non-employee director in accordance with our non-employee director compensation program, which is described in the definitive proxy statement for our 2024 annual meeting of stockholders that was filed with the SEC on June 4, 2024, including a grant to him on November 11, 2024 (the Grant Date) of an option to purchase 26,291 shares of our common stock at an exercise price equal to $4.06 per share, the closing price of our common stock on the Grant Date, which option will vest (i) with respect to 20,000 shares underlying the option, in equal monthly installments from November 8, 2024 (the Vesting Commencement Date) until the third anniversary of the Vesting Commencement Date, and (ii) with respect to 6,291 shares underlying the option, on the earlier of (a) June 26, 2025 or (b) the day immediately prior to our 2025 annual meeting of stockholders, in each case, subject to his continued service. Dr. Williams will also be entitled to receive annual cash retainers for his service as a director, plus additional cash compensation for his service as the chair of our board of directors, as the chair of our compensation committee, and as a member of our nominating and corporate governance committee, and annual equity grants in accordance with our non-employee director compensation program.

There are no arrangements or understandings between Dr. Williams and other persons pursuant to which he was appointed as a director. Dr. Williams has no family relationships with any of our directors or executive officers. There are no related-party transactions and no proposed transactions between Dr. Williams or us that would require disclosure under Item 404(a) of Regulation S-K.

In connection with his appointment as a director, Dr. Williams will enter into an indemnification agreement with us, pursuant to which we may be required, among other things, to indemnify Dr. Williams for certain expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by Dr. Williams in any action or proceeding arising out of his service to and activities on behalf of our company.

Non-Rule 10b5-1 Arrangement Adopted	false
Rule 10b5-1 Arrangement Terminated	false
Non-Rule 10b5-1 Arrangement Terminated	false
Adam Rosenberg [Member]	
Trading Arrangements, by Individual	
Name	Adam Rosenberg
Title	director
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	August 16, 2024
Rule 10b5-1 Arrangement Terminated	true
Termination Date	June 30, 2025
Aggregate Available	40,000
Aoife Brennan [Member]	
Trading Arrangements, by Individual	
Name	Aoife Brennan
Title	Chief Executive Officer
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	August 30, 2024
Brett Kaplan [Member]	
Trading Arrangements, by Individual	
Name	Brett Kaplan
Title	Chief Operating Officer
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	August 30, 2024

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

1. Description of Organization and Summary of Significant Accounting Policies

Organization

Climb Bio, Inc. (the Company), formerly known as Eliem Therapeutics, Inc. (Eliem), is a clinical-stage biotechnology company focused on developing therapeutics for patients with immune-mediated diseases. The Company's lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP), and systemic lupus erythematosus (SLE). The Company was incorporated on October 18, 2018 in Delaware and in October 2024 relocated its corporate headquarters to Massachusetts.

On June 27, 2024, the Company completed its acquisition of Tenet Medicines, Inc. (the Acquisition). In connection with the closing of the Acquisition, the Company issued and sold 31,238,282 shares of its common stock at a price of $3.84 per share in a private placement to several accredited institutional investors (the Private Placement). The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. For additional information on the Acquisition and Private Placement, please refer to Note 2, *Asset Acquisition and Private Placement with a Related Party*, in these interim condensed consolidated financial statements.

In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.

Basis of Presentation and Principles of Consolidation

The accompanying interim condensed consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for Quarterly Reports on Form 10-Q. All intercompany transactions and balances have been eliminated in consolidation.

The accompanying condensed consolidated balance sheet as of September 30, 2024, and condensed consolidated statements of operations and comprehensive loss, condensed consolidated statements of cash flows, and condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023, are unaudited. The consolidated balance sheet as of December 31, 2023 was derived from the audited financial statements as of and for the year ended December 31, 2023, but does not include all disclosures required by U.S. GAAP. The unaudited interim condensed financial statements have been prepared on a basis consistent with the audited annual financial statements as of and for the year ended December 31, 2023, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Company's financial position as of September 30, 2024, the condensed results of its operations as of the three and nine months ended September 30, 2024 and 2023, and its cash flows for the nine months ended September 30, 2024 and 2023. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are also unaudited. The condensed consolidated results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or any other period. These interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.

Liquidity

Since inception, the Company has experienced recurring losses from operations and generated negative cash flows from operations. The Company has an accumulated deficit of $221.5 million as of September 30, 2024 and expects to incur additional losses from operations in the future. The Company received net proceeds of $119.7 million from the sale and issuance of shares in the Private Placement.

The Company estimates the available cash, cash equivalents and marketable securities of $217.9 million as of September 30, 2024 will be sufficient to meet its projected operating requirements for at least the next twelve months from the filing date of these unaudited condensed consolidated financial statements and the Company anticipates that it will need to raise substantial financing in the

future to fund its operations.

The Company may finance future cash needs through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, the Company may continue to rely on capital markets for funding. There are no assurances that the Company will be able to raise sufficient amounts of funding in the future on acceptable terms, or at all.

Use of Estimates

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Key management estimates include those related to the accrual of research and development expenses, recoverable research and development tax credits, and the valuation of stock-based awards. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates.

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, and marketable securities. The Company's cash is held by two financial institutions in the United States (U.S.) and one financial institution in the United Kingdom (U.K.). The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Company's deposits held in the U.S. and U.K. may exceed the insured limits of the Federal Depository Insurance Corporation and Financial Services Compensation Scheme, respectively. As of September 30, 2024, the Company had investments in money market funds and marketable securities, which are held in segregated accounts at a third-party custodian. The Company has established guidelines relative to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Through September 30, 2024, and the date of this filing, the Company has not experienced any losses on such investments.

Risks and Uncertainties

The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, reliance on single-source vendors and collaborators, availability of raw materials, patentability of the Company's product candidates and processes and clinical efficacy and safety of budoprutug or any product candidate the Company may develop, compliance with government regulations and the need to obtain additional financing to fund operations. Budoprutug or any product candidate the Company may develop will require significant additional research and development efforts, including extensive preclinical studies, clinical trials, and regulatory approval, prior to commercialization. These efforts will require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting.

There can be no assurance that any future research and development will be successfully completed, that adequate protection for the Company's intellectual property will be obtained or maintained, that any product candidates developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid technological change and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties.

Segments

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (the CODM). The Company's CODM is its chief executive officer who reviews financial information together with certain operating metrics principally to make decisions about how to allocate resources and to measure the Company's performance. Management has determined that the Company operates as a single operating and reportable segment. The Company's CODM evaluates financial information on a consolidated basis. As the Company operates as one operating segment, all required segment financial information is found in the interim condensed consolidated financial statements.

Fair Value Measurement

Assets and liabilities recorded at fair value on a recurring basis in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company measures fair value based on a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:

- ***Level 1***—Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- ***Level 2***—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liabilities. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- ***Level 3***—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value.

There were no transfers into or out of Level 3 for any of the periods presented.

The Company's fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands):

	September 30, 2024		
	Level 1	**Level 2**	**Balance**
Assets:			
Cash equivalents:			
Money market funds	$ 139,280	$ —	$ 139,280
U.S. Treasury securities	3,495	—	3,495
Total cash equivalents	142,775	—	142,775
Marketable securities:			
U.S. Treasury securities	30,475	—	30,475
Corporate bonds	—	41,277	41,277
Total marketable securities	30,475	41,277	71,752
Total assets	$ 173,250	$ 41,277	$ 214,527

	December 31, 2023		
	Level 1	**Level 2**	**Balance**
Assets:			
Cash equivalents:			
Money market funds	$ 89,197	$ —	$ 89,197
Marketable securities:			
U.S. Treasury securities	8,962	—	8,962
U.S. government agency debt securities	—	4,724	4,724
Total marketable securities	8,962	4,724	13,686
Total assets	$ 98,159	$ 4,724	$ 102,883

Summary of Significant Accounting Policies

Asset Acquisitions

In accordance with the guidance in Topic 805, *Business Combinations*, in the Financial Accounting Standards Board's (the FASB) Accounting Standards Codification (ASC), the Company evaluates acquisitions of assets and related liabilities and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. The Company accounts for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. In-process research and development acquired in an asset acquisition is expensed provided there is no alternative future use.

The Company accounts for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product.

There have been no other material revisions in the Company's significant accounting policies described in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Recently Adopted Accounting Pronouncements

In August 2020, the FASB issued Accounting Standards Update (ASU) No. 2020-06 (ASU 2020-06), *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting For Convertible Instruments and Contracts in an Entity's Own Equity.* The standard simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The standard also simplifies the diluted net income per share calculation in certain areas. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption is permitted for fiscal years beginning after December 15, 2020 and interim periods therein. The Company adopted ASU 2020-06 on January 1, 2024, which did not have a material impact on its consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU No. 2023-07 (ASU 2023-07), *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* which requires, among other things, the following: (i) enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included in a segment's reported measure of profit or loss; (ii) disclosure of the amount and description of the composition of other segment items, as defined in ASU 2023-07, by reportable segment; and (iii) reporting the disclosures about each reportable segment's profit or loss and assets on an annual and interim basis. The provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company expects ASU 2023-07 to require additional disclosures in the notes to its consolidated financial statements which will be included in its Annual Report on Form 10-K for the fiscal year ending December 31, 2024.

In December 2023, the FASB issued ASU No. 2023-09 (ASU 2023-09), *Income Taxes (Topic 740): Improvements to Income Tax Disclosures,* which requires, among other things, the following for public business entities: (i) enhanced disclosures of specific categories of reconciling items included in the rate reconciliation, as well as additional information for any of these items meeting certain qualitative and quantitative thresholds; (ii) disclosure of the nature, effect and underlying causes of each individual reconciling item disclosed in the rate reconciliation and the judgment used in categorizing them if not otherwise evident; and (iii) enhanced disclosures for income taxes paid, which includes federal, state, and foreign taxes, as well as for individual jurisdictions over a certain quantitative threshold. The amendments in ASU 2023-09 eliminate the requirement to disclose the nature and estimate of the range of the reasonably possible change in unrecognized tax benefits for the 12 months after the balance sheet date. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2025; early adoption is permitted. The Company expects ASU 2023-09 to require additional disclosures in the notes to its consolidated financial statements.

There were no other significant updates to the recently issued accounting standards other than as disclosed herewith for the nine months ended September 30, 2024. Although there are several other new accounting pronouncements issued or proposed by the FASB, the Company does not believe any of those accounting pronouncements have had or will have a material impact on its financial

position or operating results.

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Asset Acquisition and Private Placement with a Related Party

9 Months Ended
Sep. 30, 2024

Asset Acquisition [Abstract]

Asset Acquisition and Private Placement with a Related Party

2. Asset Acquisition and Private Placement with a Related Party

Background

The Company entered into (i) an Agreement and Plan of Merger and Reorganization, dated as of April 10, 2024 (the Acquisition Agreement), by and among the Company, Tango Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (Transitory Subsidiary), Tenet Medicines, Inc. (Tenet), a Delaware corporation, and, solely in his capacity as Tenet equityholder representative, Stephen Thomas, providing for the acquisition of Tenet by the Company through the merger of Transitory Subsidiary into Tenet, with Tenet surviving as a wholly owned subsidiary of the Company, (ii) a Securities Purchase Agreement, dated as of April 10, 2024 (the Securities Purchase Agreement), by and among the Company and several accredited institutional investors (the PIPE Investors) including funds affiliated with RA Capital Management, L.P. (RA Capital Management), pursuant to which the Company agreed to issue and sell to the PIPE Investors in the Private Placement an aggregate of 31,238,282 shares (the PIPE Shares) of the Company's common stock , and (iii) a registration rights agreement with the PIPE Investors, pursuant to which the Company agreed to register for resale the PIPE Shares.

On June 27, 2024, the Company completed its acquisition of Tenet in accordance with the terms of the Acquisition Agreement. Tenet was a private, development stage biotechnology company that was majority-owned by funds affiliated with RA Capital Management prior to the closing of the Acquisition. Immediately prior to the closing of the Acquisition and Private Placement, RA Capital Management beneficially owned approximately 43.9% of the Company's outstanding common stock. The Private Placement closed immediately following the closing of the Acquisition. The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. The offering costs were recorded as a reduction of additional paid-in capital generated in connection with the Private Placement.

At the effective time of the Acquisition, by virtue of the Acquisition and without any action on the part of the holders of common stock of Tenet, (i) all issued and outstanding shares of the common stock of Tenet and (ii) all securities convertible into shares of common stock of Tenet were converted into the right to receive, in the aggregate, 5,560,047 shares of the Company's common stock.

Basis of Presentation

In accordance with the ASC Topic 805, *Business Combinations*, the Company first evaluated the initial screen test to determine if substantially all of the fair value of the gross assets acquired of Tenet was concentrated in a single asset or a group of similar assets. The Company concluded that substantially all of the fair value of the gross assets being acquired of Tenet was concentrated in the in-process research and development related to the budoprutug asset (IPR&D). Accordingly, the Company accounted for the Acquisition as an asset acquisition. In accordance with the asset acquisition method of accounting, the cost of the asset acquisition, which reflects the consideration transferred, (i) was allocated to the assets acquired and liabilities assumed on a relative fair value basis, (ii) no goodwill was recorded and (iii) all direct transaction costs were included in the total consideration transferred.

As illustrated further below, the amount of the consideration transferred that was allocated to the IPR&D was $51.7 million, which was expensed on the condensed consolidated statements of operations and comprehensive loss, as the IPR&D was determined to have no future alternative use at the closing of the Acquisition.

Consideration Transferred

The fair value of the total consideration was approximately $52.8 million and is comprised of the following components (in thousands):

Equity consideration	$ 41,867
Settlement of pre-existing loan	5,036
Direct transaction costs	5,849
Total consideration	$ 52,752

- *Equity consideration:* Based on: (i) the issuance of 5,560,047 shares of the Company's common stock issued to the equityholders of Tenet and (ii) the closing stock price of the Company's common stock on the Nasdaq Global Market on June 27, 2024, which was $7.53 per share.
- *Settlement of pre-existing loan:* In May 2024, the Company and Tenet entered into a Senior Secured Promissory Note (the Note) providing for the Company to make short-term loans to Tenet up to an aggregate principal amount of $15.0 million. Pursuant to the Note, the Company made a loan (the Loan) of $5.0 million to Tenet in order to provide it with sufficient cash to fund its operations prior to the consummation of the Acquisition. The Loan included simple interest at a fixed rate per annum of 6%. Upon closing of the Acquisition, the Loan and accrued interest were eliminated in the interim condensed consolidated financial statements as the preexisting relationship was effectively settled and included in consideration transferred. Further, as the carrying value of the Loan was determined to approximate fair value at the time of the Acquisition, no gain or loss was recorded upon the effective settlement.
- *Transaction costs*: Represents the direct transaction costs, primarily legal and advisory services incurred by the Company in connection with the Acquisition.

Purchase Price Allocation

The following is the allocation of the purchase consideration for the Acquisition based on the fair value of the net assets acquired by the Company (in thousands):

Assets acquired	
In-process research and development	$ 51,659
Cash and cash equivalents	1,204
Prepaid expenses and other current assets	1,861
Total assets acquired	$ 54,724
Liabilities assumed	
Accounts payable	(1,603)
Accounts payable, related party	(101)
Accrued expenses and other current liabilities	(192)
Accrued expenses, related party	(76)
Total liabilities assumed	$ (1,972)
Net assets acquired	$ 52,752

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Investments

9 Months Ended
Sep. 30, 2024

Investments [Abstract]

Investments

3. Investments

Investments consisted of the following available-for-sale securities (in thousands):

	September 30, 2024			
	Amortized Cost	Unrealized Loss	Unrealized Gain	Estimated Fair Value
Cash equivalents				
U.S. Treasury securities	$ 3,495	$ —	$ —	$ 3,495
Total cash equivalents	$ 3,495	$ —	$ —	$ 3,495
Short-term marketable securities:				
U.S. Treasury securities	$ 23,589	$ —	47	23,636
Corporate bonds	23,477	—	63	23,540
Total short-term marketable securities	$ 47,066	$ —	$ 110	$ 47,176
Long-term marketable securities:				
U.S. Treasury securities	$ 6,803	$ —	36	6,839
Corporate bonds	17,682	(1)	56	17,737
Total long-term marketable securities	$ 24,485	$ (1)	$ 92	$ 24,576

	December 31, 2023			
	Amortized Cost	Unrealized Loss	Unrealized Gain	Estimated Fair Value
Short-term marketable securities:				
U.S. Treasury securities	$ 8,962	$ —	$ —	$ 8,962
U.S. government agency debt securities	4,726	(2)	—	4,724
Total short-term marketable securities	$ 13,688	$ (2)	$ —	$ 13,686

All of the Company's U.S. Treasury securities, corporate bonds, and U.S. government agency debt securities designated as short-term marketable securities have a contractual maturity date that is equal to or less than one year from the respective balance sheet date. Securities designated as long-term marketable securities have a contractual maturity date that is more than one year from the respective balance sheet date.

The unrealized losses on the Company's available-for-sale securities as of September 30, 2024 and December 31, 2023 were not material and were caused by fluctuations in market values and interest rates as a result of the economic environment. The Company concluded that an allowance for credit losses was unnecessary as of September 30, 2024 and December 31, 2023 because the decline in the market value was attributable to changes in market conditions and not credit quality, and that it is neither management's intention to sell nor is it more likely than not that the Company will be required to sell these investments prior to recovery of their cost basis or recovery of fair value. There were no material realized gain or loss on available-for-sale securities in the periods presented.

The Company excludes accrued interest from both the fair value and the amortized cost basis of its available-for-sale debt securities for the purposes of identifying and measuring an impairment and to not measure an allowance for expected credit losses for accrued interest receivables. Accrued interest receivable is written off through net realized investment gains (losses) at the time the issuer of the bond defaults or is expected to default on payment. The Company presents the accrued interest receivable balance in prepaid expenses and other current assets in the condensed consolidated balance sheets. Accrued interest receivable related to marketable securities was $0.4 million and $0.1 million as of September 30, 2024 and December 31, 2023, respectively.

Investments in a continual unrealized loss position for less than 12 months consisted of the following (in thousands):

	September 30, 2024	December 31, 2023
	Fair Value	Fair Value
Corporate bonds	$ 2,943	$ —
U.S. Treasury securities	—	5,967
U.S. government agency debt securities	—	2,234
Total available-for-sale securities	$ 2,943	$ 8,201

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Certain Balance Sheet Accounts

9 Months Ended Sep. 30, 2024

Balance Sheet Related Disclosures [Abstract]

Certain Balance Sheet Accounts

4. Certain Balance Sheet Accounts

Prepaid Expenses and Other Current Assets

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

	September 30, 2024	December 31, 2023
Prepaid research and development deposits and expenses	$ 2,172	$ 34
Investment interest receivable	990	440
Prepaid expenses	737	847
Other assets	361	112
Recoverable research and development tax credits	—	2,024
Total prepaid expenses and other current assets	$ 4,260	$ 3,457

Accrued Expenses and Other Current Liabilities

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

	September 30, 2024	December 31, 2023
Other accrued expenses	$ 1,175	$ 90
Accrued payroll expenses	879	1,111
Accrued restructuring expenses	722	1,066
Accrued research and development expense	247	28
Other current liabilities	22	138
Total accrued expenses	$ 3,045	$ 2,433

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Related Party Transactions

9 Months Ended Sep. 30, 2024

Related Party Transactions [Abstract]

Related Party Transactions

5. Related Party Transactions

As a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company.

Services Agreement with Sera Services, Inc.

In November 2023, Tenet entered into an agreement (the Sera Services Agreement) with Sera Services, Inc. (Sera Services), a wholly-owned subsidiary of Sera Medicines, LLC (Sera Medicines), which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, pursuant to which Sera Services provides research and other services to the Company. Sera Medicines is an entity controlled by RA Capital Management. Dr. Stephen Thomas, a current board member of the Company, owns a minority ownership in and is also a board member of Sera Medicines.

Under the terms of the Sera Services Agreement, the Company compensates Sera Services on a fully burdened cost basis for personnel time devoted to Company projects. In addition, the Company reimburses Sera Services on a cost basis for any subcontractor costs incurred. The Company pays Sera Services on a monthly basis, in arrears, for services performed and costs incurred. The Sera Services Agreement has a term of two years and will automatically renew on its anniversary date for additional one-year terms. The Company may terminate the Sera Services Agreement by giving 30 days' prior notice to Sera Services. The Company paid approximately $0.1 million to Sera Services for services provided under the Sera Services Agreement for the three and nine months ended September 30, 2024.

Services Agreement with Blackbird Clinical, Inc.

Tenet was a party to a service agreement with Blackbird Clinical, Inc. (Blackbird), an entity controlled by RA Capital Management (the Blackbird Services Agreement). Under the terms of the Blackbird Services Agreement, Blackbird provided consulting services to Tenet in connection with its clinical trials, including study strategy, clinical operations and patient operations. For the three and nine months ended September 30, 2024, the Company paid approximately $0.1 million to Blackbird under the Blackbird Service Agreement. In October 2024, the Company terminated the Blackbird Service Agreement.

Refer to Note 2, *Asset Acquisition and Private Placement with a Related Party*, in these interim condensed consolidated financial statements for additional related party transactions.

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License Agreements

9 Months Ended Sep. 30, 2024

Organization, Consolidation and Presentation of Financial Statements [Abstract]

License Agreements

6. License Agreements

As a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company.

Acelyrin Asset Purchase Agreement

On January 11, 2024, Tenet entered into an asset purchase agreement (the Asset Purchase Agreement) with Acelyrin, Inc. (Acelyrin) and WH2, LLC, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, providing for the acquisition of certain assets of Acelyrin related to budoprutug (the Transferred Assets), including certain assigned contracts. Under these assigned contracts, the Company (i) received worldwide licenses (with the right to sublicense) to certain patents, know-how and other intellectual property rights to develop, manufacture, use and commercialize budoprutug for any non-oncology indication, and (ii) assumed certain liabilities of Acelyrin arising from (1) governmental authority action or notification relating to budoprutug, (2) contracts assigned to the Company pursuant to the Asset Purchase Agreement and (3) the Company's ownership, lease or operation of the Transferred Assets.

In addition, the Company inherited the rights and obligations, including financial obligations, under the CRH Agreement (as defined below) and the ProBioGen Agreement (as defined below). In consideration for the license and other rights the Company received under the Asset Purchase Agreement, the Company is obligated to (i) make total payments of up to $157.5 million to Acelyrin upon the achievement of various development, regulatory and commercial milestones, (ii) pay royalties in the single-digit percentages, subject to specified reductions, to Acelyrin on worldwide net sales in a given calendar year, and (iii) make non-refundable and non-creditable payments to Acelyrin on sublicense income with rates ranging from the low single digit to mid teen percent depending on the stage of development of the most advanced Products (as defined below) at the time of such sublicense. The royalty term continues for each licensed product incorporating or comprising budoprutug (a Product) on a country-by-country and Product-by-Product basis beginning on the first commercial sale of such Product and ending on the latest of (a) the date when such Product is no longer covered by a valid claim of a royalty-bearing patent in such country, (b) the expiration of any regulatory exclusivity period for such Product in such country, and (c) the twelfth anniversary of the first commercial sale of such Product in such country.

The Company is obligated to use commercially reasonable efforts to commercialize at least one Product in the United States and to achieve specified development, regulatory and commercial milestones set forth in the Asset Purchase Agreement. If Acelyrin asserts that the Company has failed to meet one or more of these diligence obligations within specified time periods, and such failure is finally determined through a dispute resolution process, Acelyrin shall have the right to repurchase the Transferred Assets at the then-fair market value of such Transferred Assets, as Acelyrin's sole and exclusive remedy for such breach.

If, within a specified period, the Company receives a bona fide offer or proposal from a third party to sell, transfer or otherwise divest all or substantially all of the rights to the Transferred Assets or Products, or grant an exclusive license or exclusive sublicense to such third party to develop and commercialize Products under specified terms, then prior to entering into any discussions or negotiations with any third party in relation to such a transaction, the Company shall provide written notice to Acelyrin of such intent or receipt of proposal. Acelyrin shall have the right to negotiate with the Company the terms for a definitive agreement with respect to such sale, transfer or grant of the rights to Products for a specified period of time. If Acelyrin does not exercise its right to negotiate or the parties are unable to agree on the terms of a definitive agreement, the Company shall have the right to negotiate or enter into an agreement with a third party with respect to such transaction, subject to specified conditions.

For a specified period after the Asset Purchase Agreement closing date, the Company shall not solicit, induce, or attempt to induce any employees of Acelyrin to become employees or independent contractors of the Company. If the Company does hire or engage an employee of Acelyrin during such period, the Company is obligated to make a certain payment to Acelyrin.

The Company may not sell, assign or transfer all or substantially all of the rights to develop or commercialize a Product unless, as a condition to such sale, assignment or transfer, the purchaser, assignee or transferee (as applicable) assumes in writing all obligations of the Company as set forth in the Asset Purchase Agreement with respect to the applicable Products.

As of September 30, 2024, the Company has not recognized milestone payments under the Asset Purchase Agreement as the underlying milestones were not achieved and are not assessed as probable.

CRH Agreement

In connection with the Asset Purchase Agreement, in January 2024 Tenet was assigned a license agreement with Cancer Research Technology Limited (CRH) and, in connection with such assignment, Tenet entered into an amended and restated license agreement with CRH (the CRH Agreement) which was subsequently transferred to the Company by operation of law upon the closing of the

Acquisition. The CRH Agreement granted the Company a worldwide exclusive license (other than specified patent rights and materials, which are licensed to the Company on a non-exclusive basis) under certain know-how, patents and materials, or the licensed rights, to research, develop, test, manufacture or sell certain licensed products related to budoprutug, for all therapeutic uses except for oncology indications. The Company is permitted to grant a sublicense under these licenses with CRH's prior written consent.

CRH retains, on behalf of itself and the charitable company Cancer Research U.K., a worldwide, fully paid-up, perpetual and irrevocable right in the licensed rights and in certain intellectual property owned or controlled by the Company that is necessary to exploit the licensed products and used, conceived or generated in the course of exercising the license or exploiting any licensed product, or product-specific foreground intellectual property, for the purpose of non-commercial, non-clinical scientific research.

The Company is obligated to use commercially reasonable efforts to perform all activities set forth in a mutually agreed-upon development plan within the timelines set forth therein. The Company is also obligated to develop at least one licensed product in an autoimmune indication and to pursue worldwide regulatory authorization for licensed products. The Company must use commercially reasonable efforts to commercialize each licensed product throughout each of the specified major markets as soon as practicable following receipt of regulatory authorization for such product in such market. Additionally, the Company must make the licensed product available through the U.K. and negotiate with relevant regulatory authorities to make each licensed product available through the National Health Service in England and Wales within a specified time of the licensed product being made available elsewhere in the territory. If the Company fails to meet one or more of these diligence obligations, and such failure is not remedied within the specified cure period, CRH shall have the right to terminate the CRH Agreement with respect to the relevant licensed product.

The Company is obligated to pay CRH a mid-five figure digit fee on each anniversary of the effective date. The Company is obligated pay up to an aggregate of £106.8 million ($142.8 million) upon the achievement of specified development, regulatory, commercial and sales milestone events, including: (i) payments of up to mid-six figure digits in pounds sterling for certain development milestones, (ii) payments of up to low-eight figures in pounds sterling per indication (for up to three indications) for certain regulatory and commercial milestones and (iii) payments up to mid-eight figures in pounds sterling for certain sales milestones. The Company is also obligated to pay tiered royalties ranging from a rate in the mid-single digit to high-single digit percentage on net sales. The royalty term continues for each licensed product on a country-by-country basis beginning on the first commercial sale of such licensed product and ending on the latest of (a) the date when such licensed product is no longer covered by a valid claim of a licensed patent in such country, (b) the expiration of the exclusivity period for such licensed product in such country, and (c) the tenth anniversary of the first commercial sale of such licensed product in such country. The Company is also responsible for a sublicensing revenue payment ranging from a rate in the mid-single digit to mid-double digits for any sublicense revenue.

The CRH Agreement shall remain in effect in each country in the territory until the expiry of the Company's obligation to pay royalties in such country. Either party may terminate the CRH Agreement if the other party is in material breach that has not been remedied within the specified cure period or if the other party becomes insolvent. CRH also has the right to terminate the CRH Agreement if the Company or one of the Company's sublicensees or affiliates challenges a licensed patent, or if the Company is acquired by a tobacco company.

As of September 30, 2024, the Company has not recognized milestone payments under the CRH Agreement as the underlying milestones were not achieved and are not assessed as probable.

ProBioGen Agreement

Under the Asset Purchase Agreement, Tenet was assigned a cell line development, manufacturing services and license agreement (the ProBioGen Agreement) originally entered into by ValenzaBio, Inc. and ProBioGen AG (ProBioGen) in February 2021, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition.

The ProBioGen Agreement granted the Company a non-exclusive license under certain know-how, patents and materials, to use cell lines in which ProBioGen's proprietary technology is applied, to research, develop, manufacture, use, sell, offer to sell, import or export budoprutug. This license includes a non-exclusive sublicense by ProBioGen of certain third-party patent rights, limited to the use of budoprutug.

The Company is obligated to (i) make payments of up to €10.0 million ($11.2 million) upon the achievement of certain development, manufacturing and commercial milestones, including the start of a Phase 2 clinical trial for budoprutug, and (ii) make milestone payments of up to €7.0 million ($7.8 million) upon the achievement of certain sales milestones.

If the Company elects to contract ProBioGen to perform certain manufacturing services for budoprutug, the milestone payments would be reduced by €1.1 million ($1.2 million).

The ProBioGen Agreement will remain in effect until the services are completed for the service-related component and until the payment obligations expire in connection with the commercial license component. Both parties have the right to terminate the ProBioGen Agreement if the other party becomes insolvent, or materially breaches the ProBioGen Agreement and fails to remedy such default within the specified cure period.

As of September 30, 2024, the Company has not recognized milestone payments under the ProBioGen Agreement as the underlying milestones were not achieved and are not assessed as probable.

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Commitments and Contingencies	9 Months Ended Sep. 30, 2024
Commitments and Contingencies Disclosure [Abstract]	
Commitments and Contingencies	

7. Commitments and Contingencies

Facility Leases

The Company leases office space in the U.S. under a non-cancelable operating lease and leased office space in Cambridge, U.K. from May 2021 until June 30, 2024.

In November 2021, the Company agreed to lease approximately 5,000 square feet of office space in Bellevue, Washington. The term of this lease is 39 months, which commenced on November 1, 2021. The lease contains rent escalation clauses and an option to extend the term of the lease for an additional 3-year period at a market rate determined according to the lease. At the lease's inception and as of December 31, 2023, the Company does not expect that it will exercise its option to extend the lease, and therefore the period covered by this option is not included in the lease term.

In July 2023, the Company entered into a non-cancellable sublease agreement for the Bellevue office space, under the terms of which the Company is entitled to receive $0.2 million in lease payments over the term of the sublease, which commenced in July 2023 and ends concurrently with the original lease in January 2025. In advance of the sublease, the Company ceased use of and vacated the Bellevue office space in June 2023. The Company considered these circumstances to be an indicator of impairment and recorded an ROU asset impairment loss during the second quarter of 2023 of $0.2 million, which was the amount by which the carrying value of the lease ROU asset exceeded the fair value. The fair value is based on the discounted cash flows of anticipated net rental income for the office space subleased.

As of September 30, 2024, the remaining lease term was 0.3 years and the incremental borrowing rate used to determine the operating lease liability was 7.5%.

For the three months ended September 30, 2024, rent expense was not material. For the three months ended September 30, 2023, the Company incurred $0.1 million in rent expense. For the nine months ended September 30, 2024 and 2023, the Company incurred $0.1 million and $0.2 million in rent expense, respectively. Sublease income for the three and nine months ended September 30, 2024 was $33,000 and $66,000 respectively, which was classified as a reduction in rent expense.

As of September 30, 2024, the annual future minimum lease payments due under the Company's non-cancelable operating lease were as follows (in thousands):

Year Ending December 31,	Operating Lease Payments	Sublease Income	Net Operating Lease Payments
2024 (remaining 3 months)	$ 44	(33)	11
2025	15	(11)	4
Total undiscounted lease payments	$ 59	$ (44)	$ 15
Present value adjustment	(1)		
Total operating lease liabilities	$ 58		

Legal Proceedings

From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when it is probable that future expenditures will be made and that such expenditures can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. As of the date of these condensed consolidated financial statements, the Company is not party to any material legal matters or claims.

Indemnification

In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless, and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company intends to enter into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by Delaware corporate law. The Company currently has directors' and officers' insurance coverage that reduces its exposure and enables the Company to recover a portion of any future amounts paid. The Company believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is immaterial.

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Stock-Based Compensation	9 Months Ended Sep. 30, 2024
Share-Based Payment Arrangement [Abstract]	
Stock-Based Compensation	

8. Stock-Based Compensation

2019 Plan

In 2019, the Company adopted the 2019 Equity Incentive Plan (the 2019 Plan). The 2019 Plan provided for the Company to grant qualified stock options, non-qualified stock options, and restricted stock awards to employees, non-employee directors and consultants of the Company under terms and provisions established by the Company's board of directors. Under the terms of the 2019 Plan, options were granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to employees outside of the U.S. Option awards granted typically had 10-year terms measured from the option grant date. While no shares are available for future issuance under the 2019 Plan, it continues to govern outstanding equity awards granted thereunder.

2021 Plan and ESPP

The compensation committee of the Company's board of directors adopted and the Company's stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (the ESPP), which became effective in August 2021. The 2021 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The Company's employees, officers, directors and consultants are eligible to receive awards under the 2021 Plan. Under the terms of the 2021 Plan, options are granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to significant corporate transactions. Option awards granted typically have 10-year terms measured from the option grant date. As of September 30, 2024, the total number of shares authorized for issuance under the 2021 Plan was 6,773,963.

Any shares that are returned under the 2019 Plan as a result of cancellation or forfeiture become available under the 2021 Plan. Further, the number of shares of common stock reserved for issuance under the 2021 Plan automatically increases on January 1 of each year, beginning on January 1, 2022, and continuing through and including January 1, 2031, by 5% of the total number of shares of

common stock outstanding on December 31 of the immediately preceding calendar year, or a lesser number of shares determined by the Company's board of directors prior to the applicable January 1st.

The ESPP allows employees, including executive officers, to contribute up to 15% of their earnings, subject to certain limitations, for the purchase of the Company's common stock at a price per share equal to the lower of (a) 85% of the fair market value of a share of common stock on the first day of the offering period, or (b) 85% of the fair market value of a share of common stock on the last day of the offering period. As of September 30, 2024, there were 1,064,225 shares of common stock reserved for future issuance under the ESPP. The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each calendar year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (1) 1% of the total number of shares of the Company's common stock outstanding on December 31 of the preceding calendar year or (2) a number of shares determined by the Company's board of directors. Shares subject to purchase rights granted under the ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the ESPP.

As of September 30, 2024, no shares have been granted or purchased under the ESPP.

Stock Options

Awards with vesting conditions under both plans typically include either: (i) vesting 25% on the first anniversary of the grant date with the remainder vesting monthly over the following three years or (ii) monthly vesting over four years.

The activity for stock options is as follows:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contract Terms (in years)	Aggregate Intrinsic Values (in thousands)
Balance as of December 31, 2023	4,586,476	$ 5.40	2.28	$ 1,060
Options granted	1,814,050	7.20		
Options expired	(866,962)	7.89		
Options forfeited	(37,789)	9.04		
Options exercised	(2,663,606)	4.11		6,347
Balance as of September 30, 2024	2,832,169	$ 6.96	7.40	$ 937
Vested and expected to vest as of September 30, 2024	2,832,169	$ 6.96	7.40	$ 937
Options exercisable as of September 30, 2024	971,646	$ 6.61	2.88	$ 879

The aggregate intrinsic value disclosed in the above table is based on the difference between the exercise price of the stock option and the fair value of the Company's common stock as of the respective period-end dates. The weighted-average grant date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $5.91 and $2.25 per share, respectively.

The Black-Scholes option pricing model for employee and nonemployee stock options incorporates the following assumptions:

- *Fair Value of Common Stock* — The fair value of each share of common stock is based on the closing price of the Company's common stock on the date of grant as reported on the Nasdaq Global Market.
- *Volatility* — The expected stock price volatilities are estimated based on the historical and implied volatilities of comparable publicly traded companies as the Company does not have sufficient history of trading in its common stock.
- *Risk-free Interest Rate* — The risk-free interest rates are based on US Treasury yields in effect at the grant date for notes with comparable terms as the awards.
- *Expected Term* — The expected term represents the period that the Company's stock options are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term).
- *Dividend Yield* — The expected dividend yield assumption is based on the Company's current expectations about its anticipated dividend policy.

The fair value of the Company's stock option awards was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023:

	Nine Months Ended September 30,	
	2024	2023
Expected term (in years)	5.50 - 6.08	5.50
Expected volatility	103.70% - 105.03%	92.90%
Risk-free interest rate	3.52% - 4.32%	3.69%
Expected dividend yield	0.00%	0.00%

Restricted Stock

The Company has: (i) restricted stock awards (RSAs) with service conditions that vest 25% on the first anniversary of the grant date and the remainder vesting monthly over the following three years, (ii) restricted stock units (RSUs) with service conditions that vest quarterly over a two year or two-and-a-half-year period, or vest 25% annually over a four year period, and (iii) RSUs with performance-based vesting conditions. The RSAs are subject to repurchase by the Company at the original purchase price in the event that the award recipient's employment or relationship is terminated prior to the shares vesting. As of September 30, 2024, all RSA awards were fully vested.

Upon the closing of the Acquisition, the Company granted a total of 803,000 RSUs to certain consultants. Of these RSUs, 401,500 are subject to service conditions, with 50% of such RSUs vesting on January 1, 2025, 25% of such RSUs vesting on March 27, 2025 and the remaining 25% of such RSUs vesting on June 27, 2025. The remaining 401,500 RSUs will vest subject to the satisfaction of performance conditions, including the achievement of specific operational milestones before September 30, 2025 (Performance-Based RSUs). For the Performance-Based RSUs, no stock-based compensation expense has been recognized because the vesting conditions are not probable of being achieved.

The activity for restricted stock awards and units is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2023	149,975	$ 6.03
Granted	1,233,500	7.18
Vested	(135,390)	6.54
Unvested at September 30, 2024	1,248,085	$ 7.11

The fair value of restricted stock awards and units vested during the nine months ended September 30, 2024 and 2023 was approximately $1.0 million and $0.2 million, respectively.

Modifications & Accelerations

Certain equity awards are subject to provisions in which the vesting of these awards is automatically accelerated upon the occurrence of events such as an involuntary termination in connection with a reduction in force. Further, in connection with the restructuring plans approved by the Company's board of directors in February and October 2023 and the U.K. headcount reduction in the third of 2024, the Company modified the terms of certain equity awards for impacted employees including partial or full acceleration of vesting of stock options and restricted stock awards upon separation and extension of exercise periods for stock options post-separation.

As a result of: (i) the contractual acceleration and (ii) the discretionary modification of equity awards in connection with the U.K. headcount reduction in the third quarter of 2024, the Company recorded incremental stock-based compensation expense of $1.1 million for the nine months ended September 30, 2024, of which $0.9 million and $0.2 million was included in research and development expense and general and administrative expense, respectively.

As part of the restructuring plan in 2023, the Company recorded incremental stock-based compensation expense of $9.2 million for nine months ended September 30, 2023, of which $0.5 million and $8.7 million was included in research and development expense and general administrative expense, respectively.

Stock-Based Compensation

The following table sets forth stock-based compensation expense for stock options, restricted stock awards, and restricted stock units included in the Company's condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Research and development expense	$ 1,758	$ 429	$ 2,313	$ 1,889
General and administrative expense	1,164	227	1,586	9,715
Total stock-based compensation expense	$ 2,922	$ 656	$ 3,899	$ 11,604

As of September 30, 2024, there was $10.2 million of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 3.66 years. Further, there was $4.9 million of unrecognized compensation cost related to unvested RSUs, which is expected to be recognized over a weighted average period of 2.23 years.

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Net Loss Per Share

Earnings Per Share [Abstract]

Net Loss Per Share

9 Months Ended
Sep. 30, 2024

9. Net Loss Per Share

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

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Net loss	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)
Weighted-average number of shares outstanding used to compute net loss per share, basic and diluted	67,014,183	27,071,053	41,759,931	26,803,468
Net loss per share, basic and diluted	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because their effect would have been anti-

dilutive:

	Three and Nine Months Ended September 30,	
	2024	2023
Common stock options	2,832,169	4,890,452
Unvested restricted stock awards and units	1,248,085	186,163
Total potentially dilutive shares	4,080,254	5,076,615

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Restructuring Costs

9 Months Ended
Sep. 30, 2024

Restructuring and Related Activities [Abstract]

Restructuring Costs

10. Restructuring Costs

In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.

The Company incurred restructuring costs of $3.3 million in connection with this headcount reduction, which related to severance payments, benefits, and stock-based compensation. The employees who were notified of their termination had no requirement to provide future service beyond a minimum retention period, and the Company recognized the liability for the full termination benefits at fair value in the third quarter of 2024.

The activity in the restructuring liability was as follows for the three and nine months ended September 30, 2024 (in thousands):

	Restructuring Liability 2024
Restructuring liability as of December 31, 2023	$ 1,077
Restructuring costs incurred during the period	20
Restructuring costs paid during the period	(782)
Restructuring liability as of March 31, 2024	315
Restructuring costs incurred during the period	—
Restructuring costs paid during the period	(281)
Restructuring liability as of June 30, 2024	34
Restructuring costs incurred during the period	2,233
Restructuring costs paid during the period	(1,545)
Restructuring liability as of September 30, 2024	$ 722

The remaining restructuring liability as of September 30, 2024 was paid in October 2024.

A summary of the restructuring costs recorded in the interim consolidated condensed statement of operations and comprehensive loss for the three and nine months ended September 30, 2024 were as follows (in thousands):

	Three Months Ended September 30, 2024		
	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 455	$ 161	$ 616
Research and development expense	1,778	944	2,722
Total restructuring costs	$ 2,233	$ 1,105	$ 3,338

	Nine Months Ended September 30, 2024		
	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 475	$ 161	$ 636
Research and development expense	1,778	944	2,722
Total restructuring costs	$ 2,253	$ 1,105	$ 3,358

On February 7, 2023, the Company's board of directors approved a restructuring plan to conserve financial resources and better align the Company's workforce with current business needs. As part of this plan, the Company's workforce was reduced by approximately 55%, with substantially all of the reduction in personnel completed in the first half of 2023. The Company further reduced its workforce by 10 employees in October 2023.

The Company incurred aggregate restructuring costs of $18.8 million in connection with these prior year developments, substantially all of which were recognized in 2023 and were fully recognized as of March 31, 2024. These costs primarily related to severance payments, healthcare benefits and stock-based compensation. In addition, substantially all of the related restructuring payments were paid by April 2024.

A summary of the restructuring costs recorded in the interim consolidated condensed statements of operations and comprehensive loss for the three and nine months ended September 30, 2023 were as follows (in thousands):

	Three Months Ended September 30, 2023			
	ROU Asset Impairment	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ —	$ 189	33	$ 222
Total restructuring costs	$ —	$ 189	$ 33	$ 222

	Nine Months Ended September 30, 2023			
	ROU Asset Impairment	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 180	$ 6,025	$ 8,707	$ 14,912
Research and development expense	—	1,342	488	1,830
Total restructuring costs	$ 180	$ 7,367	$ 9,195	$ 16,742

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Description of Organization and Summary of Significant Accounting Policies (Policies)

9 Months Ended
Sep. 30, 2024

Accounting Policies [Abstract]

Organization

Organization

Climb Bio, Inc. (the Company), formerly known as Eliem Therapeutics, Inc. (Eliem), is a clinical-stage biotechnology company focused on developing therapeutics for patients with immune-mediated diseases. The Company's lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP), and systemic lupus erythematosus (SLE). The Company was incorporated on October 18, 2018 in Delaware and in October 2024 relocated its corporate headquarters to Massachusetts.

On June 27, 2024, the Company completed its acquisition of Tenet Medicines, Inc. (the Acquisition). In connection with the closing of the Acquisition, the Company issued and sold 31,238,282 shares of its common stock at a price of $3.84 per share in a private placement to several accredited institutional investors (the Private Placement). The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. For additional information on the Acquisition and Private Placement, please refer to Note 2, *Asset Acquisition and Private Placement with a Related Party*, in these interim condensed consolidated financial statements.

In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.

Basis of Presentation and Principles of Consolidation

Basis of Presentation and Principles of Consolidation

The accompanying interim condensed consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for Quarterly Reports on Form 10-Q. All intercompany transactions and balances have been eliminated in consolidation.

The accompanying condensed consolidated balance sheet as of September 30, 2024, and condensed consolidated statements of operations and comprehensive loss, condensed consolidated statements of cash flows, and condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023, are unaudited. The consolidated balance sheet as of December 31, 2023 was derived from the audited financial statements as of and for the year ended December 31, 2023, but does not include all disclosures required by U.S. GAAP. The unaudited interim condensed financial statements have been prepared on a basis consistent with the audited annual financial statements as of and for the year ended December 31, 2023, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Company's financial position as of September 30, 2024, the condensed results of its operations as of the three and nine months ended September 30, 2024 and 2023, and its cash flows for the nine months ended September 30, 2024 and 2023. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are also unaudited. The condensed consolidated results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or any other period. These interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.

Liquidity

Liquidity

Since inception, the Company has experienced recurring losses from operations and generated negative cash flows from operations. The Company has an accumulated deficit of $221.5 million as of September 30, 2024 and expects to incur additional losses from operations in the future. The Company received net proceeds of $119.7 million from the sale and issuance of shares in the Private Placement.

The Company estimates the available cash, cash equivalents and marketable securities of $217.9 million as of September 30, 2024 will be sufficient to meet its projected operating requirements for at least the next twelve months from the filing date of these unaudited condensed consolidated financial statements and the Company anticipates that it will need to raise substantial financing in the future to fund its operations.

The Company may finance future cash needs through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, the Company may continue to rely on capital markets for funding. There are no assurances that the Company will be able to raise sufficient amounts of funding in the future on acceptable terms, or at all.

Use of Estimates

Use of Estimates

The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Key management estimates include those related to the accrual of research and development expenses, recoverable research and development tax credits, and the valuation of stock-based awards. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates.

Concentration of Credit Risk

Concentration of Credit Risk

Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, and marketable securities. The Company's cash is held by two financial institutions in the United States (U.S.) and one financial institution in the United Kingdom (U.K.). The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Company's deposits held in the U.S. and U.K. may exceed the insured limits of the Federal Depository Insurance Corporation and Financial Services Compensation Scheme, respectively. As of September 30, 2024, the Company had investments in money market funds and marketable securities, which are held in segregated accounts at a third-party custodian. The Company has established guidelines relative to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Through September 30, 2024, and the date of this filing, the Company has not experienced any losses on such investments.

Risks and Uncertainties

Risks and Uncertainties

The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, reliance on single-source vendors and collaborators, availability of raw materials, patentability of the Company's product candidates and processes and clinical efficacy and safety of budoprutug or any product candidate the Company may develop, compliance with government regulations and the need to obtain additional financing to fund operations. Budoprutug or any product candidate the Company may develop will require significant additional research and development efforts, including extensive preclinical studies, clinical trials, and regulatory approval, prior to commercialization. These efforts will require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting.
There can be no assurance that any future research and development will be successfully completed, that adequate protection for the Company's intellectual property will be obtained or maintained, that any product candidates developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid technological change and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties

Segments

Segments

Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (the CODM). The Company's CODM is its chief executive officer who reviews financial information together with certain operating metrics principally to make decisions about how to allocate resources and to measure the Company's performance. Management has determined that the Company operates as a single operating and reportable segment. The Company's CODM evaluates financial information on a consolidated basis. As the Company operates as one operating segment, all required segment financial information is found in the interim condensed consolidated financial statements.

Fair Value Measurement

Fair Value Measurement

Assets and liabilities recorded at fair value on a recurring basis in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company measures fair value based on a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows:

- ***Level 1***—Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date.
- ***Level 2***—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liabilities. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active.
- ***Level 3***—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities.

In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value.

There were no transfers into or out of Level 3 for any of the periods presented.

The Company's fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands):

	September 30, 2024		
	Level 1	Level 2	Balance
Assets:			
Cash equivalents:			
Money market funds	$ 139,280	$ —	$ 139,280
U.S. Treasury securities	3,495	—	3,495
Total cash equivalents	142,775	—	142,775
Marketable securities:			
U.S. Treasury securities	30,475	—	30,475
Corporate bonds	—	41,277	41,277
Total marketable securities	30,475	41,277	71,752
Total assets	$ 173,250	$ 41,277	$ 214,527

	December 31, 2023		
	Level 1	Level 2	Balance
Assets:			
Cash equivalents:			
Money market funds	$ 89,197	$ —	$ 89,197
Marketable securities:			
U.S. Treasury securities	8,962	—	8,962
U.S. government agency debt securities	—	4,724	4,724
Total marketable securities	8,962	4,724	13,686
Total assets	$ 98,159	$ 4,724	$ 102,883

Summary of Significant Accounting Policies

Summary of Significant Accounting Policies

Asset Acquisitions

In accordance with the guidance in Topic 805, *Business Combinations*, in the Financial Accounting Standards Board's (the FASB) Accounting Standards Codification (ASC), the Company evaluates acquisitions of assets and related liabilities and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. The Company accounts for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. In-process research and development acquired in an asset acquisition is expensed provided there is no alternative future use.

The Company accounts for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product.

There have been no other material revisions in the Company's significant accounting policies described in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

Recently Adopted Accounting Pronouncements

Recently Adopted Accounting Pronouncements

In August 2020, the FASB issued Accounting Standards Update (ASU) No. 2020-06 (ASU 2020-06), *Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging — Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting For Convertible Instruments and Contracts in an Entity's Own Equity*. The standard simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The standard also simplifies the diluted net income per share calculation in certain areas. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption is permitted for fiscal years beginning after December 15, 2020 and interim periods therein. The Company adopted ASU 2020-06 on January 1, 2024, which did not have a material impact on its consolidated financial statements.

Recent Accounting Pronouncements Not Yet Adopted

In November 2023, the FASB issued ASU No. 2023-07 (ASU 2023-07), *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures* which requires, among other things, the following: (i) enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included in a segment's reported measure of profit or loss; (ii) disclosure of the amount and description of the composition of other segment items, as defined in ASU 2023-07, by reportable segment; and (iii) reporting the disclosures about each reportable segment's profit or loss and assets on an annual and interim basis. The provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company expects ASU 2023-07 to require additional disclosures in the notes to its consolidated financial statements which will be included in its Annual Report on Form 10-K for the fiscal year ending December 31, 2024.

In December 2023, the FASB issued ASU No. 2023-09 (ASU 2023-09), *Income Taxes (Topic 740): Improvements to Income Tax Disclosures,* which requires, among other things, the following for public business entities: (i) enhanced disclosures of specific categories of reconciling items included in the rate reconciliation, as well as additional information for any of these items meeting certain qualitative and quantitative thresholds; (ii) disclosure of the nature, effect and underlying causes of each individual reconciling item disclosed in the rate reconciliation and the judgment used in categorizing them if not otherwise evident; and (iii) enhanced disclosures for income taxes paid, which includes federal, state, and foreign taxes, as well as for individual jurisdictions over a certain

quantitative threshold. The amendments in ASU 2023-09 eliminate the requirement to disclose the nature and estimate of the range of the reasonably possible change in unrecognized tax benefits for the 12 months after the balance sheet date. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2025; early adoption is permitted. The Company expects ASU 2023-09 to require additional disclosures in the notes to its consolidated financial statements.

There were no other significant updates to the recently issued accounting standards other than as disclosed herewith for the nine months ended September 30, 2024. Although there are several other new accounting pronouncements issued or proposed by the FASB, the Company does not believe any of those accounting pronouncements have had or will have a material impact on its financial position or operating results.

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Description of Organization and Summary of Significant Accounting Policies (Tables)

9 Months Ended

Sep. 30, 2024

Accounting Policies [Abstract]

Schedule of Fair Value Measurements

The Company's fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands):

	September 30, 2024		
	Level 1	Level 2	Balance
Assets:			
Cash equivalents:			
Money market funds	$ 139,280	$ —	$ 139,280
U.S. Treasury securities	3,495	—	3,495
Total cash equivalents	142,775	—	142,775
Marketable securities:			
U.S. Treasury securities	30,475	—	30,475
Corporate bonds	—	41,277	41,277
Total marketable securities	30,475	41,277	71,752
Total assets	$ 173,250	$ 41,277	$ 214,527

	December 31, 2023		
	Level 1	Level 2	Balance
Assets:			
Cash equivalents:			
Money market funds	$ 89,197	$ —	$ 89,197
Marketable securities:			
U.S. Treasury securities	8,962	—	8,962
U.S. government agency debt securities	—	4,724	4,724
Total marketable securities	8,962	4,724	13,686
Total assets	$ 98,159	$ 4,724	$ 102,883

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Asset Acquisition and Private Placement with a Related Party (Tables)

6 Months Ended

Jun. 30, 2024

9 Months Ended

Sep. 30, 2024

Asset Acquisition [Abstract]

Summary of Total Consideration Comprised of Following

The fair value of the total consideration was approximately $52.8 million and is comprised of the following components (in thousands):

Equity consideration	$ 41,867
Settlement of pre-existing loan	5,036
Direct transaction costs	5,849
Total consideration	$ 52,752

Summary of Purchase Consideration For The Acquisition Based On The Fair Value Of The Net Assets Acquired By The Company

The following is the allocation of the purchase consideration for the Acquisition based on the fair value of the net assets acquired by the Company (in thousands):

Assets acquired	
In-process research and development	$ 51,659
Cash and cash equivalents	1,204
Prepaid expenses and other current assets	1,861
Total assets acquired	$ 54,724
Liabilities assumed	
Accounts payable	(1,603)
Accounts payable, related party	(101)
Accrued expenses and other current liabilities	(192)
Accrued expenses, related party	(76)
Total liabilities assumed	$ (1,972)
Net assets acquired	$ 52,752

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Investments (Tables)

9 Months Ended
Sep. 30, 2024

Investments [Abstract]

Investments consists of available-for-sale securities

Investments consisted of the following available-for-sale securities (in thousands):

	September 30, 2024			
	Amortized Cost	Unrealized Loss	Unrealized Gain	Estimated Fair Value
Cash equivalents				
U.S. Treasury securities	$ 3,495	$ —	$ —	$ 3,495
Total cash equivalents	$ 3,495	$ —	$ —	$ 3,495
Short-term marketable securities:				
U.S. Treasury securities	$ 23,589	$ —	47	23,636
Corporate bonds	23,477	—	63	23,540
Total short-term marketable securities	$ 47,066	$ —	$ 110	$ 47,176
Long-term marketable securities:				
U.S. Treasury securities	$ 6,803	$ —	36	6,839
Corporate bonds	17,682	(1)	56	17,737
Total long-term marketable securities	$ 24,485	$ (1)	$ 92	$ 24,576

	December 31, 2023			
	Amortized Cost	Unrealized Loss	Unrealized Gain	Estimated Fair Value
Short-term marketable securities:				
U.S. Treasury securities	$ 8,962	$ —	$ —	$ 8,962
U.S. government agency debt securities	4,726	(2)	—	4,724
Total short-term marketable securities	$ 13,688	$ (2)	$ —	$ 13,686

Investments in a continual unrealized loss position

Investments in a continual unrealized loss position for less than 12 months consisted of the following (in thousands):

	September 30, 2024 Fair Value	December 31, 2023 Fair Value
Corporate bonds	$ 2,943	$ —
U.S. Treasury securities	—	5,967
U.S. government agency debt securities	—	2,234
Total available-for-sale securities	$ 2,943	$ 8,201

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Certain Balance Sheet Accounts (Tables)

9 Months Ended
Sep. 30, 2024

Balance Sheet Related Disclosures [Abstract]

Summary of Prepaid Expenses and Other Current Assets

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

	September 30, 2024	December 31, 2023
Prepaid research and development deposits and expenses	$ 2,172	$ 34
Investment interest receivable	990	440
Prepaid expenses	737	847
Other assets	361	112
Recoverable research and development tax credits	—	2,024
Total prepaid expenses and other current assets	$ 4,260	$ 3,457

Summary of Accrued Expenses

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

	September 30, 2024	December 31, 2023
Other accrued expenses	$ 1,175	$ 90
Accrued payroll expenses	879	1,111
Accrued restructuring expenses	722	1,066
Accrued research and development expense	247	28
Other current liabilities	22	138
Total accrued expenses	$ 3,045	$ 2,433

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Commitments and Contingencies (Tables)

9 Months Ended
Sep. 30, 2024

Leases [Abstract]

Future Minimum Lease Payments Under Non-Cancelable Operating Leases

As of September 30, 2024, the annual future minimum lease payments due under the Company's non-cancelable operating lease were as follows (in thousands):

Year Ending December 31,	Operating Lease Payments	Sublease Income	Net Operating Lease Payments
2024 (remaining 3 months)	$ 44	(33)	11
2025	15	(11)	4
Total undiscounted lease payments	$ 59	$ (44)	$ 15
Present value adjustment	(1)		
Total operating lease liabilities	$ 58		

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Stock-Based Compensation (Tables)

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of Stock Option Activities

The activity for stock options is as follows:

	Options Outstanding	Weighted Average Exercise Price	Weighted Average Remaining Contract Terms (in years)	Aggregate Intrinsic Values (in thousands)
Balance as of December 31, 2023	4,586,476	$ 5.40	2.28	$ 1,060
Options granted	1,814,050	7.20		
Options expired	(866,962)	7.89		
Options forfeited	(37,789)	9.04		
Options exercised	(2,663,606)	4.11		6,347
Balance as of September 30, 2024	2,832,169	$ 6.96	7.40	$ 937
Vested and expected to vest as of September 30, 2024	2,832,169	$ 6.96	7.40	$ 937
Options exercisable as of September 30, 2024	971,646	$ 6.61	2.88	$ 879

Summary of Stock Options Valuation Assumptions

The fair value of the Company's stock option awards was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023:

	Nine Months Ended September 30, 2024	2023
Expected term (in years)	5.50 - 6.08	5.50
Expected volatility	103.70% - 105.03%	92.90%
Risk-free interest rate	3.52% - 4.32%	3.69%
Expected dividend yield	0.00%	0.00%

Summary of Restricted Stock Awards

The activity for restricted stock awards and units is as follows:

	Number of Shares	Weighted-Average Grant Date Fair Value
Unvested at December 31, 2023	149,975	$ 6.03
Granted	1,233,500	7.18
Vested	(135,390)	6.54
Unvested at September 30, 2024	1,248,085	$ 7.11

The fair value of restricted stock awards and units vested during the nine months ended September 30, 2024 and 2023 was approximately $1.0 million and $0.2 million, respectively.

Summary of Share-based Compensation Expense

The following table sets forth stock-based compensation expense for stock options, restricted stock awards, and restricted stock units included in the Company's condensed consolidated statements of operations and comprehensive loss (in thousands):

	Three Months Ended September 30, 2024	2023	Nine Months Ended September 30, 2024	2023
Research and development expense	$ 1,758	$ 429	$ 2,313	$ 1,889
General and administrative expense	1,164	227	1,586	9,715
Total stock-based compensation expense	$ 2,922	$ 656	$ 3,899	$ 11,604

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Net Loss Per Share (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Basic and Diluted Net Loss Per Share

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

	Three Months Ended September 30, 2024	2023	Nine Months Ended September 30, 2024	2023
Net loss	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)
Weighted-average number of shares outstanding used to compute net loss per share, basic and diluted	67,014,183	27,071,053	41,759,931	26,803,468

Net loss per share, basic and diluted	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)

Schedule of Antidilutive Securities Excluded from Computation of Net Loss Per Share Attributable to Common Stockholders

The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because their effect would have been anti-dilutive:

	Three and Nine Months Ended September 30,	
	2024	2023
Common stock options	2,832,169	4,890,452
Unvested restricted stock awards and units	1,248,085	186,163
Total potentially dilutive shares	4,080,254	5,076,615

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Restructuring Costs (Tables)	9 Months Ended Sep. 30, 2024
Restructuring and Related Activities [Abstract]	

Schedule of restructuring liability

The activity in the restructuring liability was as follows for the three and nine months ended September 30, 2024 (in thousands):

	Restructuring Liability 2024
Restructuring liability as of December 31, 2023	$ 1,077
Restructuring costs incurred during the period	20
Restructuring costs paid during the period	(782)
Restructuring liability as of March 31, 2024	315
Restructuring costs incurred during the period	—
Restructuring costs paid during the period	(281)
Restructuring liability as of June 30, 2024	34
Restructuring costs incurred during the period	2,233
Restructuring costs paid during the period	(1,545)
Restructuring liability as of September 30, 2024	$ 722

Summary of restructuring costs

A summary of the restructuring costs recorded in the interim consolidated condensed statement of operations and comprehensive loss for the three and nine months ended September 30, 2024 were as follows (in thousands):

	Three Months Ended September 30, 2024		
	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 455	$ 161	$ 616
Research and development expense	1,778	944	2,722
Total restructuring costs	$ 2,233	$ 1,105	$ 3,338

	Nine Months Ended September 30, 2024		
	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 475	$ 161	$ 636
Research and development expense	1,778	944	2,722
Total restructuring costs	$ 2,253	$ 1,105	$ 3,358

	Three Months Ended September 30, 2023			
	ROU Asset Impairment	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ —	$ 189	33	$ 222
Total restructuring costs	$ —	$ 189	$ 33	$ 222

	Nine Months Ended September 30, 2023			
	ROU Asset Impairment	Severance and Benefits Costs	Stock-based Compensation	Total Restructuring Cost Recorded
General and administrative expense	$ 180	$ 6,025	$ 8,707	$ 14,912
Research and development expense	—	1,342	488	1,830
Total restructuring costs	$ 180	$ 7,367	$ 9,195	$ 16,742

XML 43 R30.htm IDEA: XBRL DOCUMENT

Description of Organization and Summary of Significant Accounting Policies - Additional Information (Details) $ / shares in Units, $ in Thousands	3 Months Ended	9 Months Ended					
	Jun. 27, 2024 USD ($) $ / shares shares	Jun. 30, 2024 USD ($)	Sep. 30, 2024 USD ($) Segments	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($)	Oct. 31, 2023 Employee	Feb. 07, 2023
Subsidiary Sale Of Stock [Line Items]							
Proceeds from the exercise of stock options			$ 10,938	$ 553			
Proceeds from Issuance of Private Placement			119,750	$ 0			
Workforce reduction, percentage							55.00%
Workforce reduction number of employees | Employee						10	
Accumulated deficit			(221,460)		$ (155,979)		
Cash, cash equivalents and marketable securities			$ 217,900				
Number of operating segments | Segments			1				
Fair Value Inputs Level 1, 2 and 3 [Member]							
Subsidiary Sale Of Stock [Line Items]							
Fair value transfer amount			$ 0				
Private Placement [Member]							
Subsidiary Sale Of Stock [Line Items]							
Proceeds from Issuance of Private Placement		$ 119,750	$ 119,700				
Private Placement [Member] | Acquisition Agreement [Member]							
Subsidiary Sale Of Stock [Line Items]							
Sale of Stock, Price Per Share | $ / shares	$ 3.84						
Proceeds from the exercise of stock options	$ 120,000						
Offering Cost	$ 300						
Proceeds from issuance of common stock in initial public offering, Shares | shares	31,238,282						

XML 44 R31.htm IDEA: XBRL DOCUMENT

Description of Organization and Summary of Significant Accounting Policies - Schedule of Fair Value Measurements (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Assets:		
Assets, Fair Value Disclosure, Total	$ 214,527	$ 102,883
Cash equivalents [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	142,775	
Cash equivalents [Member] | Money Market Funds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	139,280	89,197

Cash equivalents [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	3,495	
Marketable Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	71,752	13,686
Marketable Securities [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	30,475	8,962
Marketable Securities [Member] | US Government Agencies Debt Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total		4,724
Marketable Securities [Member] | Corporate Bonds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	41,277	
Level 1 [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	173,250	98,159
Level 1 [Member] | Cash equivalents [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	142,775	
Level 1 [Member] | Cash equivalents [Member] | Money Market Funds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	139,280	89,197
Level 1 [Member] | Cash equivalents [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	3,495	
Level 1 [Member] | Marketable Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	30,475	8,962
Level 1 [Member] | Marketable Securities [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	30,475	8,962
Level 1 [Member] | Marketable Securities [Member] | US Government Agencies Debt Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total		0
Level 1 [Member] | Marketable Securities [Member] | Corporate Bonds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	0	
Level 2 [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	41,277	4,724
Level 2 [Member] | Cash equivalents [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	0	
Level 2 [Member] | Cash equivalents [Member] | Money Market Funds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	0	0
Level 2 [Member] | Cash equivalents [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	0	
Level 2 [Member] | Marketable Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	41,277	4,724
Level 2 [Member] | Marketable Securities [Member] | US Government Treasury Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	0	0
Level 2 [Member] | Marketable Securities [Member] | US Government Agencies Debt Securities [Member]		
Assets:		
Assets, Fair Value Disclosure, Total		$ 4,724
Level 2 [Member] | Marketable Securities [Member] | Corporate Bonds [Member]		
Assets:		
Assets, Fair Value Disclosure, Total	$ 41,277	

XML 45 R32.htm IDEA: XBRL DOCUMENT

Asset Acquisition and Private Placement with a Related Party (Additional Information) (Details) - USD ($) $ / shares in Units, $ in Thousands	**3 Months Ended**						**9 Months Ended**	
	Jun. 27, 2024	**May 31, 2024**	**Apr. 10, 2024**	**Sep. 30, 2024**	**Jun. 30, 2024**	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Asset Acquisition [Line Items]								
Issuance of common stock in private placement, net of issuance costs							$ 119,750	$ 0
Total consideration							52,752	
Acquired in-process research and development, related party				$ 0		$ 0	51,659	0
Issuance of promissory loan in connection with asset acquisition							$ (5,000)	$ 0
Note Purchase Agreement [Member]								
Asset Acquisition [Line Items]								
Aggregate principal amount		$ 15,000						
Issuance of promissory loan in connection with asset acquisition		$ 5,000						
Interest rate		6.00%						
Related Party [Member] | Common Stock [Member]								
Asset Acquisition [Line Items]								
Issuance of common stock					5,560,047		5,560,047	
Private Placement [Member]								
Asset Acquisition [Line Items]								
Issuance of common stock in private placement, net of issuance costs					$ 119,750		$ 119,700	
Private Placement [Member] | Common Stock [Member]								
Asset Acquisition [Line Items]								
Issuance of common stock					31,238,282			
Issuance of common stock in private placement, net of issuance costs					$ 3			
Private Placement [Member] | Related Party [Member] | Common Stock [Member]								
Asset Acquisition [Line Items]								
Issuance of common stock				5,560,047				
Acquisition Agreement [Member]								
Asset Acquisition [Line Items]								

Total consideration			$ 52,800
Share price		$ 7.53	
Acquisition Agreement [Member] | Private Placement [Member]			
Asset Acquisition [Line Items]			
Issuance of common stock			31,238,282
Acquisition percentage		43.90%	
Issuance of common stock in private placement, net of issuance costs		$ 120,000	
Offering Cost		$ 300	

XML 46 R33.htm IDEA: XBRL DOCUMENT

Asset Acquisition and Private Placement with a Related Party - Summary of Total Consideration (Details) $ in Thousands	**9 Months Ended**
	Sep. 30, 2024 USD ($)
Asset Acquisition [Abstract]	
Equity consideration	$ 41,867
Settlement of pre-existing loan	5,036
Direct transaction costs	5,849
Total consideration	$ 52,752

XML 47 R34.htm IDEA: XBRL DOCUMENT

Asset Acquisition and Private Placement with a Related Party - Summary of Purchase Consideration For The Acquisition Based On The Fair Value Of The Net Assets Acquired By The Company (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Assets acquired				
In-process research and development	$ 0	$ 0	$ 51,659	$ 0
Cash and cash equivalents	1,204		1,204	
Prepaid expenses and other current assets	1,861		1,861	
Total assets acquired	54,724		54,724	
Liabilities assumed				
Accounts payable	(1,603)		(1,603)	
Accrued expenses and other current liabilities	(192)		(192)	
Total liabilities assumed	(1,972)		(1,972)	
Net assets acquired	52,752		52,752	
Related Party [Member]				
Liabilities assumed				
Accounts payable	(101)		(101)	
Accrued expenses and other current liabilities	$ (76)		$ (76)	

XML 48 R35.htm IDEA: XBRL DOCUMENT

Investments - Investments consists of available-for-sale securities (Details) - USD ($) $ in Thousands	**9 Months Ended**	**12 Months Ended**
	Sep. 30, 2024	**Dec. 31, 2023**
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	$ 3,495	
Unrealized Loss	0	
Unrealized Gain	0	
Estimated Fair Value	3,495	
US Treasury Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	3,495	
Unrealized Loss	0	
Unrealized Gain	0	
Estimated Fair Value	3,495	
Short Term Marketable Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	47,066	$ 13,688
Unrealized Loss	0	(2)
Unrealized Gain	110	0
Estimated Fair Value	47,176	13,686
Short Term Marketable Securities [Member] | US Treasury Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	23,589	8,962
Unrealized Loss	0	0
Unrealized Gain	47	0
Estimated Fair Value	23,636	8,962
Short Term Marketable Securities [Member] | Corporate Debt Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	23,477	
Unrealized Loss	0	
Unrealized Gain	63	
Estimated Fair Value	23,540	
Short Term Marketable Securities [Member] | U.S. Government Agency Debt Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost		4,726
Unrealized Loss		(2)
Unrealized Gain		0
Estimated Fair Value		$ 4,724
Long Term Marketable Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	24,485	
Unrealized Loss	(1)	
Unrealized Gain	92	
Estimated Fair Value	24,576	
Long Term Marketable Securities [Member] | US Treasury Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Amortized Cost	6,803	
Unrealized Loss	0	
Unrealized Gain	36	

Estimated Fair Value	6,839
Long Term Marketable Securities [Member] | Corporate Debt Securities [Member]	
Debt Securities, Available-for-Sale [Line Items]	
Amortized Cost	17,682
Unrealized Loss	(1)
Unrealized Gain	56
Estimated Fair Value	$ 17,737

XML 49 R36.htm IDEA: XBRL DOCUMENT

Investments - Investments in a continual unrealized loss position (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Debt Securities, Available-for-Sale [Line Items]		
Continuous unrealized loss position, less than 12 months	$ 2,943	$ 8,201
Corporate Bonds [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Continuous unrealized loss position, less than 12 months	2,943	0
US Treasury Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Continuous unrealized loss position, less than 12 months	0	5,967
U.S. Government Agency Debt Securities [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Continuous unrealized loss position, less than 12 months	$ 0	$ 2,234

XML 50 R37.htm IDEA: XBRL DOCUMENT

Investments - Additional Information (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Summary of Investment Holdings [Line Items]		
Investment interest receivable	$ 990	$ 440
Available Sale Securities	3,495	
Marketable Securities [Member]		
Summary of Investment Holdings [Line Items]		
Investment interest receivable	$ 400	
Prepaid Expenses and Other Current Assets [Member]		
Summary of Investment Holdings [Line Items]		
Investment interest receivable		$ 100

XML 51 R38.htm IDEA: XBRL DOCUMENT

Certain Balance Sheet Accounts - Summary of Prepaid Expenses and Other Current Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Balance Sheet Related Disclosures [Abstract]		
Prepaid research and development deposits and expenses	$ 2,172	$ 34
Investment interest receivable	990	440
Prepaid expenses	737	847
Other assets	361	112
Recoverable research and development tax credits	0	2,024
Total prepaid expenses and other current assets	$ 4,260	$ 3,457

XML 52 R39.htm IDEA: XBRL DOCUMENT

Certain Balance Sheet Accounts - Summary of Other Long-Term Assets (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Balance Sheet Related Disclosures [Abstract]		
Total other long-term assets	$ 0	$ 15

XML 53 R40.htm IDEA: XBRL DOCUMENT

Certain Balance Sheet Accounts - Summary of Accrued Expenses (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Other accrued expenses	$ 1,175	$ 90
Accrued payroll expenses	879	1,111
Accrued restructuring expenses	722	1,066
Accrued research and development expenses	247	28
Other current liabilities	22	138
Total accrued expenses	$ 3,045	$ 2,433

XML 54 R41.htm IDEA: XBRL DOCUMENT

Redeemable Convertible Preferred Stock - Additional Information (Details) - shares	Sep. 30, 2024	Dec. 31, 2023
Temporary Equity [Line Items]		
Common stock	67,223,760	27,699,446

XML 55 R42.htm IDEA: XBRL DOCUMENT

Related Party Transactions (Additional Information) (Details) - USD ($) $ in Thousands	3 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2024	Dec. 31, 2023
Related Party Transaction [Line Items]			
Accrued expenses, related party	$ 29	$ 29	
Sera Services Agreement [Member]			
Related Party Transaction [Line Items]			
payment to, related party	100	100	
Blackbird Clinical Agreement [Member]			
Related Party Transaction [Line Items]			
payment to, related party	$ 100	$ 100	

XML 56 R43.htm IDEA: XBRL DOCUMENT

License Agreements (Additional

Information) (Details) - Sep. 30, 2024 € in Millions, £ in Millions, $ in Millions	USD ($)	GBP (£)	EUR (€)
CRH Agreement [Member]			
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]			
Milestone Payments	$ 142.8	£ 106.8	
ProBioGen Agreement [Member]			
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]			
Milestone Payments	11.2		€ 10.0
ProBioGen Agreement [Member] | ProBioGen Sales Milestones (Member)			
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]			
Milestone Payments	7.8		7.0
ProBioGen Agreement [Member] | ProBioGen Manufacturing Service (Member)			
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]			
Reduced Milestone Payment	1.2		€ 1.1
Acelyrin, Inc. [Member]			
Collaborative Arrangement and Arrangement Other than Collaborative [Line Items]			
Milestone Payments	$ 157.5		

XML 57 R44.htm IDEA: XBRL DOCUMENT

Commitments and Contingencies - Future Minimum Lease Payment (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Jun. 30, 2024
Gross Operating Lease Payments [Member]		
Lessee, Lease, Description [Line Items]		
2024 (remaining 3 months)	$ 44	
2025	15	
Total undiscounted lease payments	59	
Present value adjustment	(1)	
Total operating lease liabilities		$ 58
Sublease Income [Member]		
Lessee, Lease, Description [Line Items]		
2024 (remaining 3 months)	(33)	
2025	(11)	
Total undiscounted sublease income	(44)	
Net Operating Lease Payments [Member]		
Lessee, Lease, Description [Line Items]		
2024 (remaining 3 months)	11	
2025	4	
Total undiscounted lease payments	$ 15	

XML 58 R45.htm IDEA: XBRL DOCUMENT

Commitments and Contingencies - Additional Information (Details)	Nov. 30, 2021 SquareFeet	3 Months Ended Sep. 30, 2024 USD ($)	3 Months Ended Sep. 30, 2023 USD ($)	3 Months Ended Jun. 30, 2023 USD ($)	9 Months Ended Sep. 30, 2024 USD ($)	9 Months Ended Sep. 30, 2023 USD ($)	Jul. 31, 2023 USD ($)
Commitments and Contingencies Disclosure [Abstract]							
Operating lease, term of contract	39 months						
Right of use asset impairment loss				$ 200,000			
Operating lease sublease payment							$ 200,000
Operating lease, total space of the office | SquareFeet	5,000						
Additional operating lease, term of contract	3 years						
Weighted-average lease term		3 months 18 days			3 months 18 days		
Weighted-average incremental borrowing rate		7.50%			7.50%		
Rent expense			$ 100,000		$ 100,000	$ 200,000	
Sublease income		$ 33,000			$ 66,000		

XML 59 R46.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Additional Information (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended Sep. 30, 2024	3 Months Ended Sep. 30, 2023	9 Months Ended Sep. 30, 2024	Sep. 30, 2023
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Option Granted			1,814,050	
Employees Including Executive Officers Earning Contribution			15.00%	
Percentage of fair market value, common stock	85.00%		85.00%	
Share-based payment award, option vesting period			3 years	
Share-Based Payment Arrangement, Expense	$ 2,922	$ 656	$ 3,899	$ 11,604
Restricted Stock				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-Based Payment Award, Options, Vested in Period, Fair Value			$ 1,000	200
Share-based payment award, award vesting rights, percentage			25.00%	
Number of shares, Granted			1,233,500	
Unrecognized compensation cost	4,900		$ 4,900	
RSUs, vested			135,390	
Stock Options				
Share Based Compensation Arrangement By				

Share Based Payment Award [Line Items]				
Share-based payment award, award vesting rights, percentage			25.00%	
Share-based payment award, option vesting period			4 years	
Incremental Share Based Compensation Expense			$ 1,100	$ 9,200
Options grants in period, weighted average grant date fair value			$ 5.91	$ 2.25
Unrecognized compensation cost	10,200		$ 10,200	
Unrecognized compensation, weighted average amortization period			3 years 7 months 28 days	
Unvested Restricted Stock Awards				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Unrecognized compensation, weighted average amortization period			2 years 2 months 23 days	
Performance-Based RSUs [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-Based Payment Arrangement, Expense			$ 0	
Consultant [Member] | Restricted Stock				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Number of shares, Granted			803,000	
RSUs, vested			401,500	
Consultant [Member] | Performance-Based RSUs [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
RSUs, vested			401,500	
January 1, 2025 [Member] | Restricted Stock				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, award vesting rights, percentage			50.00%	
March 27, 2025 [Member] | Restricted Stock				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, award vesting rights, percentage			25.00%	
June 27, 2025 [Member] | Restricted Stock				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, award vesting rights, percentage			25.00%	
Research and Development Expense				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-Based Payment Arrangement, Expense	1,758	429	$ 2,313	$ 1,889
Incremental Share Based Compensation Expense			900	500
General and Administrative Expense				
Share Based Compensation Arrangement By Share Based Payment				

Award [Line Items]				
Share-Based Payment Arrangement, Expense	$ 1,164	$ 227	1,586	9,715
Incremental Share Based Compensation Expense			$ 200	$ 8,700
2019 Equity Incentive Plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, description			Under the terms of the 2019 Plan, options were granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to employees outside of the U.S. Option awards granted typically had 10-year terms measured from the option grant date. While no shares are available for future issuance under the 2019 Plan, it continues to govern outstanding equity awards granted thereunder.	
Share-based payment award, expiration period			10 years	
2021 Equity Incentive Plan				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, description			The compensation committee of the Company's board of directors adopted and the Company's stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (the ESPP), which became effective in August 2021. The 2021 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The Company's employees, officers, directors and consultants are eligible to receive awards under the 2021 Plan. Under the terms of the 2021 Plan, options are granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to significant corporate transactions. Option awards granted typically have 10-year terms measured from the option grant date.	
Share-based payment award, number of shares authorized	6,773,963		6,773,963	
Number of Shares of Common Stock Outstanding Percentage			5.00%	
ESPP				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Share-based payment award, description			The ESPP allows employees, including executive officers, to contribute up to 15% of their earnings, subject to certain limitations, for the purchase of the Company's common stock at a price per share equal to the lower of (a) 85% of the fair market value of a share of common stock on the first day of the offering period, or (b) 85% of the fair market value of a share of common stock on the last day of the offering period. As of September 30, 2024, there were 1,064,225 shares of common stock reserved for future issuance under the ESPP. The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each calendar year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (1) 1% of the total number of shares of the Company's common stock outstanding on December 31 of the preceding calendar year or (2) a number of shares determined by the Company's board of directors. Shares subject to purchase rights granted under the ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the ESPP.	
Number of Shares of Common Stock Outstanding Percentage			1.00%	
Common stock reserved for future issuance	1,064,225		1,064,225	
Number of shares, Granted			0	

XML 60 R47.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Summary of Stock Option Activities (Details) $ / shares in Units, $ in Thousands	**9 Months Ended Sep. 30, 2024 USD ($) $ / shares shares**	**12 Months Ended Dec. 31, 2023 USD ($) $ / shares shares**
Share-Based Payment Arrangement [Abstract]		
Number of options outstanding, beginning of period | shares	4,586,476	
Number of options granted | shares	1,814,050	
Expires of stock options , shares | shares	(866,962)	
Number of options, cancelled and forfeited | shares	(37,789)	
Number of options exercised | shares	(2,663,606)	
Number of options outstanding, ending of period | shares	2,832,169	4,586,476
Number of options, vested and expected to vest | shares	2,832,169	
Number of options exercisable, end of period | shares	971,646	
Weighted average exercise price outstanding, beginning of period | $ / shares	$ 5.4	
Weighted average exercise price, options granted | $ / shares	7.2	
Weighted average exercise price, options expired | $ / shares	7.89	
Weighted average exercise price, options cancelled and forfeited | $ / shares	9.04	
Weighted average exercise price, options exercised | $ / shares	4.11	
Weighted average exercise price outstanding, end of period | $ / shares	6.96	$ 5.4
Weighted average exercise price, options vested and expected to vest | $ / shares	6.96	
Weighted average exercise price, options exercisable | $ / shares	$ 6.61	
Weighted average remaining contracted terms (in years) outstanding		2 years 3 months 10 days
Weighted average remaining contracted terms (in years) outstanding, end of period	7 years 4 months 24 days	
Weighted average remaining contracted terms (in years), vested and expected to vest	7 years 4 months 24 days	
Weighted average remaining contracted terms (in years), exercisable at end of period	2 years 10 months 17 days	
Aggregate intrinsic value outstanding, beginning of period | $	$ 1,060	
Aggregate intrinsic value options exercised | $	6,347	
Aggregate intrinsic value outstanding, end of period | $	937	$ 1,060
Aggregate intrinsic value options vested and expected to vest | $	937	
Aggregate intrinsic value options exercisable | $	$ 879	

XML 61 R48.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Summary of Assumptions Used in Black-Scholes Model (Details)	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Expected term (in years)		5 years 6 months
Expected volatility		92.90%
Risk-free interest rate		3.69%

Dividend yield	0.00%	0.00%
Minimum [Member]		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Expected term (in years)	5 years 6 months	
Expected volatility	103.70%	
Risk-free interest rate	3.52%	
Maximum [Member]		
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]		
Expected term (in years)	6 years 29 days	
Expected volatility	105.03%	
Risk-free interest rate	4.32%	

XML 62 R49.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Summary of Restricted Stock Awards (Details) - Restricted Stock [Member]	**9 Months Ended**
	Sep. 30, 2024 $ / shares shares
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Number of shares, Unvested | shares	149,975
Number of shares, Granted | shares	1,233,500
Number of shares, Vested | shares	(135,390)
Number of shares, Unvested | shares	1,248,085
Unvested, weighted average grant date fair value per share, beginning balance | $ / shares	$ 6.03
Granted, weighted average grant date fair value | $ / shares	7.18
Vested, weighted average grant date fair value per share | $ / shares	6.54
Unvested, weighted average grant date fair value per share, ending balance | $ / shares	$ 7.11

XML 63 R50.htm IDEA: XBRL DOCUMENT

Stock-Based Compensation - Summary of Share-based Compensation Expense (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total stock-based compensation expense	$ 2,922	$ 656	$ 3,899	$ 11,604
Research and Development Expense				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total stock-based compensation expense	1,758	429	2,313	1,889
General and Administrative Expense				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Total stock-based compensation expense	$ 1,164	$ 227	$ 1,586	$ 9,715

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Net Loss Per Share - Schedule of Basic and Diluted Net Loss Per Share (Details) - USD ($) $ / shares in Units, $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Earnings Per Share [Abstract]				
Net Income (Loss)	$ (8,895)	$ (3,968)	$ (65,481)	$ (31,478)
Weighted-average number of shares outstanding used to compute net loss per share, basic	67,014,183	27,071,053	41,759,931	26,803,468
Weighted-average number of shares outstanding, Diluted	67,014,183	27,071,053	41,759,931	26,803,468
Net loss per share, basic	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)
Net loss per share, diluted	$ (0.13)	$ (0.15)	$ (1.57)	$ (1.17)

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Net Loss Per Share - Schedule of Antidilutive Securities Excluded from Computation of Net Loss Per Share Attributable to Common Stockholders (Details) - shares	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Redeemable convertible preferred stock	4,080,254	5,076,615	4,080,254	5,076,615
Common Stock Options [Member]				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Redeemable convertible preferred stock	2,832,169	4,890,452	2,832,169	4,890,452
Unvested Restricted Stock Awards [Member]				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Redeemable convertible preferred stock	1,248,085	186,163	1,248,085	186,163

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Restructuring Costs (Additional Information) (Details) $ in Millions	**9 Months Ended**	**12 Months Ended**		
	Sep. 30, 2024 USD ($)	**Dec. 31, 2023 USD ($)**	**Oct. 31, 2023 Employee**	**Feb. 07, 2023**
Restructuring Cost and Reserve [Line Items]				
Workforce reduction, percentage				55.00%
Workforce reduction number of employees | Employee			10	
Restructuring Costs [Member]				
Restructuring Cost and Reserve [Line Items]				
Restructuring Cost | $	$ 3.3	$ 18.8		

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Restructuring Costs - Summary of restructuring costs in statement of operations (Details) - USD ($) $ in Thousands	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Restructuring Cost and Reserve [Line Items]				
General and administrative expense	$ 5,492	$ 2,125	$ 11,073	$ 22,869
Research and development expense	6,087	2,876	8,224	12,284
ROU Asset Impairment Member				
Restructuring Cost and Reserve [Line Items]				
General and administrative expense		0		180
Research and development expense				0

Total restructuring costs		0		180
Severance and Benefits Costs Member				
Restructuring Cost and Reserve [Line Items]				
General and administrative expense	455	189	475	6,025
Research and development expense	1,778		1,778	1,342
Total restructuring costs	2,233	189	2,253	7,367
Stock-based Compensation Member				
Restructuring Cost and Reserve [Line Items]				
General and administrative expense	161	33	161	8,707
Research and development expense	944		944	488
Total restructuring costs	1,105	33	1,105	9,195
Total Restructuring Cost Recorded [Member]				
Restructuring Cost and Reserve [Line Items]				
General and administrative expense	616	222	636	14,912
Research and development expense	2,722		2,722	1,830
Total restructuring costs	$ 3,338	$ 222	$ 3,358	$ 16,742

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Restructuring Costs - Schedule of restructuring liability (Details) - USD ($) $ in Thousands	**3 Months Ended**		
	Sep. 30, 2024	**Jun. 30, 2024**	**Mar. 31, 2024**
Restructuring and Related Activities [Abstract]			
Restructuring Liability, Beginning Balance	$ 34	$ 315	$ 1,077
Restructuring costs incurred during the period	2,233	0	20
Restructuring costs paid during the period	(1,545)	(281)	(782)
Restructuring Liability, Ending Balance	$ 722	$ 34	$ 315

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F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0'-MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R- J9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',<$X>RPP[9SR2';9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y? 9A7;>?8T='[Y\%1L*/O)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90-!1M,*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY= <7^/1DN/;IF6U;J!I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;1,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!? 8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*,T'5 M0.4_V]0-:/8-- !R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M F ;%F=0CJ2!0<-'TI 8 >&PO=V]R:W-H965T&UL MM9K]3^,V&,?_%;N;IDVB-'%"6VY0J2W'KAIP'&5#MJ-^, (EIHTOBSG$I_/=[MG+0QG)RG(2*_0)+F^<9?OW[\E,0]ZCC]7L*BM#,ZR9]=R]&)6*LX2OFU)-DZ M29A\GO!8,$X[,F?WX"9.:+)5^T!N=K-B"S[GZ:W4MX:Y7JH11PM,L$BF1_.&T M,W8_3'U/!^1O_!WQ3?,BFF@K]T)\US>S\+3CZ!3QF =*2S#X]\BG/(ZU$]3C MOZUHI_RF@GQYO5,_S\V#F7N6\.F(]Z)0+4\[PPX)^0-,Q^I&;#[QK.$CK1>(M.,O_DDWQKN]W2+#.E$BVP9"")$]+_ ^QIFQ$O VA% -T&T!\"W*HO>-N /.=Z M1R2PMJH?.YB()EDSR[*2GX&LZIA=LE2>%,JU0/B:7(E7+#%1#'KZ.[T$J MRZ3275(G%!6<\]4A\9P#0AWJ6](SQ<.OQ,,A<0:V\%?))\/O#/ZY2>W[_QN_M.8]_< M^Z5['U,W[F^:?5]SF% JWG>X7FR4TJJ&EH]+2$9JF,?@).O4,3]% MLI10CC,8')_(G_S9.I#B4H[CN(/^T/?[-IMX<%.?+[C"Q0MB+>6/[1'K?/;(M=;LN[7JNU2@:V=0H-49IG0(]CV(NR13<+82TER:N^:/0F4Y&L6&JWB\M4CI9X7%- [AFMQ\/I%;H(,LRF=,!0193>)JU9U/&PSD&@AR:U&0 M[OK)U3JYMPX DSTB0 5=WQDX0ZO!-NB'&QJAM>AGE@9"0L>:3YH/\JZ5$P'# MIU@#%D'O*T(K).Q1/_MH719H X2H 2&*D\O6\BU[(K,0>M;H(0]*Q8+]$MXC M.?2ZE Z\@6_E(3RXJ5_#0[06#XW#$-2S@]T%R5=&/]?V4[7!3M2P$\51)Z^S M8\E9M3%<8-BWSKSQ*:V#"I1'&XN1+Y M!0!A% [1(9'@RXJ.K;[.P.2J($D MBO.-67HV)%A,TZP^<;%*$L3C&IKT#"AY.,K<1@H84#P0E_YZ_QN9\V MH;1: M)Q1P)9@*))!#V-3AB\TQG%W*1OIES:3B,GY&VN@>K:HI*1[6U*)! (*_>2M&K]C7/ M=TO)Y[6"43/5E==J^)U89IL/A=I1KJ;W[1]'_0&EWJ#OG/0>;1X-]7@XH>BM M0:"O'X+F[OOA#/;'&@#CCP#1UZMA:4. M&S*XD#VA^.() ^1VR25,\;6* @#-61H<$FM.M,%3GN$IK];2TYLFM'LDKR\G MY"?7'5C=MD%7GJ$KK]82U)OFL7LDZ1 P0V]X06)A=L?)C6"V5;LIKM/T1(-A M+K_6XE2%]:7D]HJ,.#1#)S?0A P&S1^LAB#:@RS?0Y==:L*HJM=|C=Q?%"0R# M2MB"IWAP4Z\&Q/RW+5;FM7OT;2O0N)!38T:'O/?MCQ58U:_1}$]'CK#+B3P MV&KW7=FL]^* F]$IR,_]9230R\7%6;? R:7FV<)R?J.N9UXN#B9=,;Y1D).8/ M$.H<#@ T9"6K[A18I4?E]L72HDDOOQM%G*I7X#?'X10NQO]@?+$Y>A_4$L# M!!0 (F ;%G C6M]CP4 -D6 8 >&PO=V]R:W- H965T&ULK5AM;]LV$/XKA%%-L+6#'(O5FIXZ!QD&Q 7L)ZG;[S$AT3$0259)* MVOWZ'65%LD5*<;%\2$Q*=Z?GR.,]=UP]"?F@]HQ]"W/"G4UV6M=7L[G*MFS MG*H+4; ("WNR$S*F&J;R:]U(RFM9*>38GGA?-<\]+R7I5/[N5ZY6H=,8+=BN1 MJO*7[PB=_OM7DP7Z]*>L^V3'\I;R7,YJV5E.>L4%P42++= MU>0#OMR0V"C4$G]SJ]2.QLBXV85EF+ &. MKXW12?M-HW@\?K,^L78>G+FCBFU$]@]/]?YJLIB@E.UHE>E/XNE7UC@4&GN) MR%3]'STULMX$)972(F^4 4'.B\,O_=8LQ)$"#@842*- SE7P&P6_=O2 K';K MAFJZ7DGQA*21!FMF4*]-K0W>\,)LXU9+>,M!3Z\WHDAA4UB*8*1$QE.J87)- M,UHD#&V-885FZ,OV!KU]\PZ]0;Q G_>B4K1(U6JN 8.Q-$^:[UT?OD<&OK=E MY07RO2DB'@D? <.2]=WGW2L9.?/5;7_TQZ^L-57L$ MNX82,V!?*_Y(,W#>N8L'4U%MRJ2"QS4.(AR']_GCL3^VV-+'F+12)T'"#%F@P M"G2[%U+/-),Y1+I\8)K>90PIEE22:\Z<> \6PR,@08SC] ? 7EL)^M(C<=,6 M;C@*]U:RDO(4L6^E.4FJ7F.A]TS" 3X.+Q?NT,9-(]\'VQ;R@S!VHXY.U-$H MZL]"T^P,@)&]9,LXPK@'T2&&/1*&;I!Q"S(>!2E7R235O+A'&8-C8\'7Q? T/1NW"0D%@8_M1:TMY;J3+%NER M:%GKX,Q:O,,KN1SY] &<+8$'-AU['2=Y9\3F,*I&_63="#G>P(9+;#F(RB : MV&A\1)KX+-K(.+WC6;V]3NYHS+P2>;R6M5.G.ZK$H^RT_I DH@*Z0"7];F+;_MZ3"Q=V;9SQ4.I!6@@!^..W/ XNP$Z6;'1+'RT6T[LOIUFO:#/> XI$OC^ /R. M\O XY_7A3Z%&SNI2K*12?W?BM=F,6"=@]*OND$%CT=*1(AYGQ7[J?FGQ,8X+ M%WUG'#SH!P,KW_$@_A$B? FFS7-^0/P^4%N*+ 9CI"-#_&-L>(1UB@IH^<2N MJ:.$$@K;)*6FIQVBO@6F+#))/QXUXG!P/ M\? 2.)OV7'%@2Y%%/$#>1*- ',DZ/&Y'G7.>F=#_4\Z(P4<&*!-"BMW*S5#\ MSMG+C!H^*QTT?]9)QZUMUHD#WN114RJ7^HNQIT=R:M2[VM9.W7Z MJ$L=IUZSXZ) RO@^16^\"_SL&$&!"UZ;.20XY$?A@/J&>D*PG(BR5!E5>'(J I M9$0.X,4WEVB/#/$"Y@R]S812[M/N*!"\?C'F$)H-I'K2D3\9)_JCZ"G;\81K M)T",T&=0QP=6 ^P2Q&&XC =*Q/SF'_=6Y2<5!['@16QV;0PY[<3C489*N M!"#C)8!%3O41/!M^;%W7./LFAYRS;YH?W3N:2]_J+SGA8+R9 >*WD4,"R / MJZB'B19E?15Y}[06>3W<,PJPC0"\WPG@KF9B;C?;V^SU?U!+ P04 ") M@&Q9@LHO!Q,# !/"@ & 'AL+W=O?XGFM=^X[60MZJ'$"3N[+@:NSD6E M/.G=)@],!-3I)O@;@K\K(=@0@L>$\!E"N"&$-C..%9N'A&HZ&4FQ)M*@4P7G4!V2P#L@ON>'7?'\'SWHIR>0(GU@ MZ4&/FZ#=WL#]!<^%HW$[L4HU$0MRSCAN*],%F0G%;-G].+U16F+Q_>S:ND8[M[-8V!]*)JF@*8P=/' 5R!<[D_;M!Y'WJRMM;BB5O)/8@IV&;T[!/'4NF+/#%U M6)KI[0&IJ"0K6M30E3;Q#S_,&(W>UG9K=8,F+L =VAJV=X2OL MJ!PK71%:ZUQ(IJ>S)*>-X' K$'_H-,}'SG9&)KL@'_B+6G_1Z_TQI>IN;]&3 M.*+8]X,X>FQM5V#R%.C'T? %Q&$;=QN+66/QZ8WBS*XU';>/++G?QKNYV!29/ M@?WNCEIW1{WN+G@]2B"-WG7Y.+C1=BD\,O B(NE=_[5GB+MU!9<@E[.54205 M-=?- ;=R^;,NE4]LDN/_@3:MU2>62<44*6"#5.XPQN;)I7Y])%I6]T&^$QO; M#G/L^$: 'Y?"*O)V:!MH><_ 502P,$% @ "8!L6<[C&2KU!0 JAP M !@ !X,"JW;W)K7Y)$T M>63\BUA3*M%35=;B9K26 ^_Y=,*VLBQJ^IXCL:VJC''^I25[O!GAT>'&AV*UEOK& M>#K99"MZ3^6GS7NNKL9'EKRH:"T*5B-.ES>CU_AZ3GP=T"#^*>BC.#E'6LIH# M8U_TQ9O\9N3I'M&2+J2FR-1A1^]H66HFU8^O++GHV*8./#'L_/>B%=B'C)! M[UCYN +\-\) ,0M &!,M(6P#&NGCO?8F<;-,9M,) M9X^(:{1BTR=-]HMHE:^BUH5R+ [GZMU!QZ7$5**LULE)%N=;5IJ/H+1,"7:)/|S/T\L4K] (5-?IX9ENA MH&(REJJ3NJGQHNW0[,Y#I*=#/GK':KD6:*XZE@/Q,W=\ZH@?J^0<,T0.&;HE M3L) [NKE"OG>!B$<"H#]WSP_W(3G_K_7Y3[=^E@S_6"Y^P^?W\+654*\0?=KH MNA'7T!#O20*81*]]UV*3+>C-2-61H'Q'1]-??!&1]QN4WR')9D.2S0(H3,]1Q4_0>MU=)3-]*S7.V$A9!Z*=I12&AL-1\&*3&4 MVB""26B(M4$8>[$!%Z B293"DI.CY,0I^2.32C"SEEQ(<)T,_9-Q38J]#QL M*+9!L9)L3F,;Y8>G97"F.#TJ3IV*&R^QY*PZJ%:6 U*;6HU?0G(!&* 70$&"_M 9A#,?8Z ^:YMU2YIERMX@M64?2R'>-7X+;:,@VTKPI*-AN4;3X4V_F8G)AB M[*Q#]0RBGC!J9< YI_7B&UJ1R[TLE3E^0H<&&Q/++,8 $@3GJD=KX0NXWA02I2 M>PD2ZXRKNG[(1+$ M>^YDM->>%?8=$<],-,U0#!\%5HS&82=3/AS Y9U#Q&Z+ M""G/BW(KP2?JVY;MN]IAF*4=@$':05BO]LXG8K=1_-R\&Z+Y9;93%F)%4;VM M'E0:V'*?"B'85@JI?*3V5%O]ZD,RI%. C4J/?O=^H&9LVC9(@Y8J4.,(BQ M%V//,XS !G@.$QQ3WYHW &>4>'X0]NZK.M9%\6;61?%FUD M7Q8!3G<6.S.+4Z>S.W]/IC,"NSJG)_YA5SE,:&;<'N!!)7ZP(R,TL#4"L#\ M-+#D K H)+%IOT$ZC'WSR6-|\NVEHGS5?/02:L9M:[E_KWZ\>_RP]KKYG&3< MO\?7=QBX/\/?_UGLXY^_Q7O7<9?12U029>J*>\J5L/#]Q_&JA>2;9HO/P], M2E8UIVN.Y91K@/I_R9@\7.@&CI\GI_\!4$L#!!0 (F ;%D!9GEVF@(-M -\' 8 >&PO=V]R:W- H965T&ULK5M;],P$/XK5IC0 M)D&3)MF DD9:7Q"3I^A6!A\0'JSDVEAS[&"[I?CWG)TZZ:LFV!?:IJSSW.O MO4NV4MWH L"0VY(+/?0*8ZJ![^NL@)+]GJQ X)>E5"4U**J5KRL%-'>@DOMA M$)SY)67"2Q/W-E-I(M>&,P$S1?2Z+*GZ,P(NMT.O[^T>KMBJ,/;!3Y.*KF . MYKJ:*93\EB5G)0C-I" *ED/OO#^8QE;?*7QGL- 5[=V(C64AY8X6+?.@%UB'@ MD!G+0/'8P!@XMT3HQN^&TVM-6N#^^6+Y-J1*'A#PB",._P9 M/Q\>=87S?].G_VSJ7C*BMGTBQQ<]PGE?4$L#!!0 (F ;%DE=Y%,+!, M +&PO=V]R:W-H965T&ULM=U*<]O6F<;QKX+1 M=KKM3!3A&636]DPCXN$!UM/TG1?[.P+AH(M3DA")2$[_?8+4I0@'!P>$LK? M3O5QCQ<3O!@1>!$5< MY]K;>_[>ZKJK%^7Z\VN_=7]TWS\/-S6YQ7ZWGN^_K MAVK3_LVG>KN>-^V7V!\\WNX=M-;|[++1>W;BV'=ZLY\O-U8=WA__V;#^>]Y!^KGZOFEX>/ MV_:KFQ?E;KFN- KMEO;&VU:?W5W]S?BBC<+_ X1'_7%9?=Z_^;.TWY=>Z_FW_ MA;A[?V7OUZA:58MF3\S;?WVI;JO5:B^UZ_&O(WKU,G._X.L_/^O)8>/;C?EU MOJMNZ]7_+.^:^_=7DROKKOHT? UPU/]5?L^JX0<'>6]2KW>'_K,_'Q]I7UN)Q MU]3KX\+M&JR7FZ=_SW_?B->+>!X)Q9PCPNXR@+NJ06\XP*>ND!T8@'_N("O M+N">6" X+A H"_C!B07"XP*ANL#TQ +1<8%(62 ZM4J3XP(390$O/+'_]+C M5%D@.+5*COV\YVQED?#4GG!>=K:ZM_U3J^4\[VYGL+]/KMCS#G<.>_SFZ;EX M>"+/YLW\P[MM_=7:[A_?>OL_'-)P6+Y]_BXW^^#^W&S;OUVVRS4?;NO-71O# MZLYJ_[2K5\N[>=-^\?/3_JO-9[.SZD_M5_7BM_MZ=5=M=_]HQ?]Z7#;_MO[R MRV;^>+=L'_U7Z]KZY>>9]9<__=7ZD[7<6/^XKQ]W\\W=[MU-TZ[C?M+-XK@^_M/SZMCWMB??Y1-_.59K%;\V(_5:O#>G^<;]M5^]^R6O]:,?]/X\S,SL?M\DL+ M61?7\\5A^TU6;+9NZ_6Z?6DZ?/-,3/(&QKIX@].WZ*.^#1D[X?)-$^;\!?[MK MGYWMP6&^:JGEW77[Q+R=/RS;YY<)S?\P>OD&%'I\U[@])<_,6RP>UX]/Z_[W MYK[.M]\Z_;MP/W^./VELF2]VYGX\G)^5GU:+I:G5O:F?1%[>25S7U[)W /O MG^!_K#XO-YOEYG-[(%_--XO*FC?MG,7WEN=\9[FVZ^I>C9[,\&#NW^1!^>"Y-MD\@)WMU\>? WJ8QR]?W/UP^ZAW0'OK]HOUZ[.?]FN/OSY/YS0_B_=2Q")Q<,-_M\/KKGI#C4A++2$P,OQ&N/YUZ=O^[D9,S"Q*3PPVX]H))?_5+S8,&_)_5KME'O'U'W^+-=KG8'XIWAS=F\Z_S MK?{]NM$<&VX2FY%8[__"[4Q#6WGY3Q@L0DB940UDMV\)+L MP)CL^/=]NUCNJGVTG_)';$FH]O]/61=5HCCWVDMB,Q.)P\ SU[="9^LK! MEYR9DEA&8H+$?XWSQB:5Q& (22T@L);&,Q,1%^SPG1Q8D)DFLA+!>4"4D5I"8O.") M74(#>R&=OH1T:@SI?U?-R5!.!^M^[;KN5/F(_J8X8&PN22PFL83$4A++2$R0 M6$YB!8E)$BO/!J473FJ):AFM#L4#>T'=M5WM'B4PM4DYIMN)XJY_Q+W8,< MWW."4S%ZU;ER1L3HJ:G6\W$RRF_,$D*U&:K%1ZW_/)LXP72BGI1!YZ:HEJ&: M0+49:DI.UU- ROF51R8R//GJB5254BYV+RTKHW!35 M,E03J):C6H%J$M5*2NM'OFLM.>;;DMCM'@\'S?K3_L/;?9G\Z0SJ,OM 6%:AFJ"9,3GWYU!2;'W& Z?>+H?)S(%LDMJLU0+78T%9? (B^Q@\-L\Z-P4 MU3)4$ZB6HUJ!:A+52DKKY[WK0CGF,I3VQ-'Y<\3#^H> ^]:5JZY9?6V7W]0<[1=A6J9:@F4"U'M0+5)*J5E-;/>==>NC(X^ M,J/E+52+74UYRPM4A/[@>V^4N[;BU*N MIB@5N.X@HVA/"M5B5$M0+46U#-4$]N6H5J":1+7R;&3Z,>T*4.[8 E3^N#$W M-EQ-_^F87+4"AFM1L MP[6GGL;5/RA!2A4 MRU!-H%J.:@6J250K*:V?{^IZX Y9H+4&\\ATLV5VY1;89JL:MD!7M/VK.T:H4 MJF6H)E M1[4"U22JE936O_M(5_RSEQ8:LPY7&_840K6>N8O6FL[AF=.RQ&=5FJ!9[FGY5 M, TGZF7- T:DIJF6H)E M1[4"U22JE936#WI7L/+,!.LQIW&]8<\F#$+UV(P6 MK% M1K4$U5)4RU!-7++CW\S VK,:=Q/4W;2*U$FL>- M3BQ[6SY22U M1,4,U02JY:A6H)]X'E>4A/[@>Vj4IZY*F4ZC>L-&S+77OM& M4LTH6HY"M1C5$E1+42U#-8%J..H5J"91K3P,F7Y,NWJ4=^9&>^.O8^%H[K^F MNXZ%>?+H^*)-J;- F.HV+#DQ1+4,UH=FAVNM8H%,+5).:;1A>QT+[(,-U+++RN MM.2=N1O>VZ]C899'?WZ$5I]0+?:&5903U[% YZ:HEJ&:0+4 %T?==T5H*)@.CC5@Q:@4"WVSA>@T($IJF6H)C0[U V]8-#V M1Z<6J"8UVW#MJ@=.[06@@FDT/7'@[/I/GKG_=/'ES_6!0BM0]#9#M=C370,J M=$-?[:HEZ-P4U3)4$ZB6HUJ!:A+52DKK1[ZK0'G?H@)E1D=":U H5KL:2I0 M?A!- U9RC%2A4RU!-H%J.:@6J250K*:V?<[^K0/E@!=[8T*): MC&H)JJ6HEJ&:N&"_Y^C$ M4DJI64UD]L5X#ROT4!RHR./3*CV@S58G]8@'+1_MJ? KC>X(.35$M0S6!:CFJ%:@F4:VDM'[.N_Z3S_6?_&$-Q@\'1V:T_X1J,:HE MJ):B6H9JXI(=GZ,C"U23J%926C^R7?_)Y_1/OJ8=H@86K3^A6HQJ".JEJ):A MFD"U'-4*5)/GG^_E-,?UZ[JY+^]_>1KJAQ..%4O#66>,#JB:/L)U1)42U$M MO56!:CFJ%:@F4.T\&YE^-3+OVDS^V_?3ZRNF^-KVZ]E/HJ,\$/#]^:/O) M/]]^0@>FJ):AFM#L4#?TI4]AXM.+5!- .K9!O:J3YB'73A"%47@B1%WWR7]K M]^E\F-#N$ZK-4"WV==VG,'1M9Y\M/N$:AFJ"53+4:U -8EJ):7U\]YUG_QO MT7WRA[TA;??)/QTB- 'NDV8;!NE%NT^HEJ&:\"_L/J%3"U23FFT8=)}TCS%U MG_RN^^1_R^Z3&1]]H$2[3Z@6^Q=WG]"Y*:IEJ"90+4>U M4DJI64UH]\UWWR MS=VG-YYAU=TN+?

1"6_T]=//TT2E&:TVHEJ!:BFH9J@E4RU&M0#6):B6E]9(>_M=.VGP-Q^$KO=X^'-<9OT1,U>UYNGP.OR;,;,&'L11;89J,:HE@>;R24%HV[|R M'C1%QV:H)E M1[4"U22JE936SW?7E0K,7:E3^,;6&^MAN_PR;RKK8=7.7U>; MYCMK4S7[1RZ?EUK4NT9{K#^.[?V<[$RC0+W&N7GU1J=<3H./=*E1+4"U%M0S5!*KEJ%:@FD2UDM+Z<>YJ6(&YAF6^ MNHWVE'0PK)JXSB2*U(_:S)-'1QRM9QVUU^_FE9^($W1@BFH9J@G-#O5]VW,5 MJ]N@4PM4D[HGI7K,G%+SH&O7=?SPQ$U*@JXF%8RI29VZNHT^3F3/Y1,59J{@6M!YI;FT6GN27J*=82=&Z*:AFJ"53+4:U -8EJ):7U\]XUN@)SHTO;\#A+JY@&/ & M%2=M,}{\?'2(T9K643,U/-"!*:IEJ"8T.U3;C$2G%@F-=%eO-B,U#S$V(X.N M*16,;$J-*D>:|=&'3K17A6IQH*D2ZURH5H<#+MU?>FB>.CBU:WD*U!-525,M035RTVW-T9H%J$M5* M2NNE-NQ*6>$;+TEEK%^:T,%'9U2;H5H<#@M5KNM/ EN]Q1->82-^'PLDZ!HQZ=S?-&QQ:]+A6J):B6HEJ&:N*2 M'9^C(PM4DZA64EH_LEW9*C27K<8TILW4Z$,R6L!"M1C5DG#82-,WIC4/]!S7 MF[@3)1\9NH("U7)4*U!-HEI):?WL=KVIT-R;^E9M:,//8T3E'FUE'[5Q3.T:G M)JB6:K;!4_-%]W+1^@656_/DT?E%"U/AL#"E5HW1@2EJ9:@F-#O4 M]_R)>IF2')U:H)K4;(-:F-(\Y-IUW.#5U:'[(>II*4Z&Y,'6Z:'P^3&A;"M5F MJ!:'P[94&$;.^XPYN1(#.35$M0S6!:CFJ%:@F4:VDM'[>N[94^"W:4F9T=-31 MMA2JQ>&P+16UAQ/U=KGHT!35,E03}):C6H%J$M5*2NOGO&M+A6!;*M1<[U M4DJI64UL]W5ZF*N#O^19H;HJG7!{DU MSQL=6_2Z5*B6H%J*:AFJ"53+4:U -7G)4[RD1O8CVW6I(G.7RE36."[:.VDV MF4S5. ^F:)XP.*5J40K4$U5)4RU!-H%J.:@6J250KST:F'].N4Q6-O>O?V>/#J^:-5*LPUJ50,=F*):AFI"\\W07A4.G5J@FM0]*8>'Q.&# MC%>%B[K&4_36^_Z=CQ-ZWS]4FZ%:' VL,B>N"H?.35$M0S6!:CFJ%:@F4:VD MM*>\W^SNJZJ9S9OVAW%_-[ZKM_@'MWW^JZ;>,^/#_4$L#!!0 (M-F ;%D_';JE2 (-0$ 8 >&PO=V]R:W-H965T&UL M?51M3]LP$/XK)P]M(${TDI"V;6!J) A.,A%31L7V8]L%-KHV%7X+MM/#O=W;2 MK).@7^H[^Y{GGKO>)=|:^^AJ1 _/2FHW9,7WS462N+)&Q=VI:5#3R\I8Q3VY M=IVXQB*O(DC))$O3\T1QH5F1Q[NY+7+3>BDTSBVX5BEN7V8HS7;*SMCNXEZL M:Q\NDB)O^!H7Z!^:N24O&5@JH5 [83187$W9Y=G%:/SB8\!/@5NW9T.H9&G, M8W"^55.6]D$B\!/@5NW9T.H9&G, M8W"^55.6]D$B\!/@5NW9T.H9&G, M8W"^55.6]D$B

*(^%,JL!;YV*NG8@EW*=A===@D4%6P@'^!@`D4LHK]FGM).!F) M>Z^*N2T+EJ.C;)9>XYIY{4OR6C8T/F3 L9;%[C=WMQ^@8.KM7ULQVD9 M;*
*(X<@?;3]4XUB\P&NAN+:UEH#TK?9(XB&I3ZVKU%B+1N0N*BM*Z42"18>S'7 M\7Q=;-(MH3WM7*DJ-=*45C9%I-CBU8U\1W[*&6C-:!G&/>Q'@\.3:' R$&Z. M<&UJ?,\+^Z]*
<^.&7DT"_^!,"UV2PK@##^%%P.)-SV;N@KPF>.08M56 7-%AA MSJ;0[S=!((^8!9"'B#)5XI747?'77/RES)48'(? B=.(0?@B5>QYDJTM930U M)\C>1.:Q6@D-
OIE;VJ05K;H5@04G1A%\@)A&U*6F8!,X#\>+B39>Q?:E;8\:L:S8)G5:P NDDC95 6G2/0C1<+3DRMR;9D&HBO:[DK M^H~>MX=V,4VY&$P4XEG'%$,PRR31%:P54B1J$5
M 10R,B9,NADS%:Y5Y%II+,$KT'&KV@2CH%1X/0'"P"XP(>T)[M6ZDREMH+(U8$1DDI2RU1A,;69*YM*=D0,Y>IH ME8(R&%[A6P*@)8E,6=
UIY$QTE84UW.:"*%XLR+2_V$I)XH[GW?)&BSVD4$# M%,A-$BT+!UVS*-BJ":]"9E(FIK"E+V>5DGLWMWUOU% M;BJ$HK-L"-?RSG$+P/3D6A5H#YB-
DV@7D;6L<<4),D15:KDZ:S?N155%QW1/ MH[^K;J#^23%35"AJ/X%M,&<A:;BZ@ .ZX:9;784)61#6*Y C#4F*(2QK&AJ'.Q:D[OA&!J%%>8 M5[H6,6J 8#'G$]?
A@2EB'&:4*3;SX*X2[;ST/RW6UVN&>6@8YJ$UA=L\P]9[M5:A'@^Y)775)0^V"DMJ%9&>$J'L*VC(Y&V>/8!"4#K?<_MG.%Y[E7K'<%<-^
M=')TO'.OO$_K=@$V_*B>T=D2S=0@3T=1[_!HY_.VZ!M%)\/3G8<6I4B%Z'@T M$%0T!D>?1)L<9U0[V/-GG&Z,4XXZ\)@MJD?JT;((5U'8'&5=2[EM.CCE@W& 4>
M%:0UUG^D#&)QG%C.Y0)EC[@U9SO8,8}U05-NC27H0$>K!K1+DW,];RT%6==K.M_3H)M4)A5/\BM&MP!"H2<$2BBWG&EF7+\)NIO,R(WI'X MM2M^+RBEMN),, DSX7<*
<6S+X.' @(N 2M'7Y.LE' LZVX:H4YS.8^ZB5MA: MH29"KXZ(4,)P353N#H15\GQX"V-2QL)90V%BY%R!NE=9\3FRN09$G7+$W(("VFN+(+^1Z/^FK"/LR. = ;,HF M& (9.#6+^QA?52
;TPF!BVQ[@FJ9UO'"""%API4[!4(\745 M+P5_9A-+! H8PY"M&,PS5=QQX\Y^2QL)90V%BY%R!NE=9\3FRN09$G7+$W(("VFN+(+^1Z/^FK"/LR. = ;,HF M& (9.#6+^QA?52

M;"!W;W)K&ULK511;],P$/XK)S.A36)SFFP#C312 MUP]!!*)]-WA /+C)M8GFV,%VVO'O.3MIU(ENXH&7Q&??]_F^\]VE.VT>;(GH MX+&6RHY9Z5QSP[G-2ZR%O=-*CI9:U,+1Z;9<-L8%$4 U9+'473-:U$IEJ5A M;VZR5+=.5@KG!FQ;U\+\OD6I=V,Y8ON-1;4IG=_@6=J(#2[1W3=S0Q8?6(JJ

M1F4KK<#@>LPFHYMIXOV#P[<*=_9@#*5|)2NL';WPJQBSR .'$W'D&0;\M3E%* M3T1A_.HYV7"E!QZN]^P?@G;2LA(6IUI^KPI7CMD[!@6N12O=0N\^8J_GRO/E M6MKPA5WO&S'(6^MTW8,I@KI2W5\\IGDX (PNGP%/2#^5T#2 T+F>!=.9D#43 M3F2IT3LPWIO8_"+D)I!)3:7!*RZ=H=.*<'Z;HG'TUG KI% YPC*4SB3/=:N< MA7-8=L\+>@U? 78D&/FNU.;]#4\/$6B2?TQD2A;1GY'V_G,'IR1F< ''>E;JU M0A4VY8Y"]1?RO _KM@LK?B:L)387D$1O((]BRR/PZ8$'P5X\A3.*4%#*

MEN(A2W'@2Y[A>Y]=!4KAL(!997.L;6O0PH)RCI#1?GSF-B._?(XNV_4&]N(`M';>,.M&BV2+++7K\:74?OCTG_3V1/1,B4A>8L_NM!,2="@$Z0O!^4(0H1",

M">_8K@.;'RC;+$KY]E#-WQZC]\&EBY$?E+N MG>%T$RI^!1WU3UB6-,'0>.@EO=V]R:W-H9655T)C S;@W 1"C'!=3*>?TACWVIOHWVWNE,N2*I(@)_I?ENI@Z MMP)#44;KI_%|@=T^8Q-O$QP9?_)MM-Z4L:D;1479F9&@9%7]I,_=.NP9_,B$ M(>@,P:6&L#.$-M&6S*8UIYJF$RFV1!HU1C,-NS;6C=FPRNSB0DM\R]"GTQE(-MC7M-'BFG509D88_,0Y:)IM**?"6+=GN)6)E1V4!.OKWC&5*@R/4I> M%W-R?75#K@A&>RE$HVB5JXFK$=),Y68=T&,+%)P 6D-[(]'WA01>$!VQS\|; MYY"AW;?V\+/=Q;7!UR?HUR>P\:

*(3\7[K-B0>MC9SZ#(_EE8;)[9QS-W9I+Z? MC"?N9A]^*+KS>LDGP+ '#,\"[C:EIA]2<'X6L8TTWIO]-KD[(!QJ?/P=9XQZ MQN@B1@E*RR;3C635^BQI-*!(@N"*

=*CQO3@^3CKN2<>7D@*564'P$&-5V$^U MJ[%V,/0XP%0$"4'T$1XQXYON"$9HV4AH\SNF2<;78<,1Y.?lBL0XD? MGD!,>1+7!+(F2P?

T(O>CP$@U%012&!XCN7DTIWZ-?5*Y9I0B"%=]\ M48(9RK;&MQTM:ELFET)CT,7- C^+((T WZ^$T+N.];S]AS;1#U!+ P04 M")@&Q9/T[Y6CX" .:!0 &0 'AL+W=OL3)HV:

<,AH;"R)%*;;BK2)B'8CX=I#R8YB(4=I[:!]K_? MV0D1U:#;PU!B._N^+_>=!YP%@3FSB ME*R4VCIG5J9!Z!(" 85U# R7/>0@A"/"-!XZSJ#_I0.>VD?VSUX[:EDQ-[D2 M/WE![S3X$)

2UFPG[$=[J'3<^7X"B6, Y)+%QL&I-@9]V0'Q@PDK]N5/79U# M.$,1Q< 40>(_A40=P!?.=IFYF7=,,NX8LAIF(;3%YN78:='E<-OF$%W(80G-@,3A.Q*%T>@,/\\9?@<%PH<>

M'C^'4ZQ&7Y*H+TGD^>(+?-]-DIC2Y-/#SMNG\B0+QA!9A:D^7U.74LW.D-G MQG![&E9 &N"<&=![""++7KX;C\,,YK?^())GRN%

<>O\2>Y4I*O%/CKORW;%I4,DYHAAC,!],P=1VT'.70$3\(-MK/E.&RDI,TJ?5.?PN2:WJFPJXVJZR?]7B MI9@9YC"FR4\2B7A@75DH@CE>)N*.KK]!*:BC^$*:08 $1FF

FGM$!PQG'>D8X.AU&$5%-G*':.MK%ABLG>&3@,0F"3]#\U"#],G9ZP8U7C7-GN;SCIUF]A=A}(; 2G_53=M!6^]GE?M2M<\OR$, M++GM<& KL/R/"UI=YW.=9TV2!0V1!?

G9KOQLF]C]81BRI?03-G(#YL#/Y1Y8 M.)PKA^N,+ B]FE#MQBO?[??MU:X]?P\)C&G5BT8&O9U*;\>H=P!6,(_FS(B%P M-%PP +GY"_1X"^D,6.W*,3(>NW*:) L:

(MMSLELYV7VG2NPVZ6>39$%#9'M^ M7E9^7AI79HZ?]4H4](.:+@Z.P76W;V*CM[(U2/O2;],)(L:(ALS\^6)W*B*

M=)]KR)*K:RS)0*1Q.82ZAS<2GW%E9<1XJ.H+D^_HD,=]W8SE%0ZB"!#OYY2*;4=]`MH+H4^G\ 4$L#!!0 (F ,%F^%;9[0, 47 9 >&PO=V]R:W-H M965T'2C[D6\ ./J9

M)ED^-C:<;^],,P\WD)*\1[>0B2FA#U(;&'L8&-EQOS>+WA\H;IC[9D#0O@3]L9$RVS M9HGB%+(!AEBL!H;$WP78$\"BA[?

*8CCDC6LD4UE2^D,V']*Q8O[#_620ODEF2',Y\\G<<\|4 M ,>M +<"N(4R92J%#@'AQ!\Q>D!,!A9I\|(0LT"+|-,.OO<%9^)\+'#<_QJ'*

MXB4"FP9@'B?=?DRB*Y4LA"7K(RJDE6M?H"@<!.XB2_1A_1 K8]%@WR+9L M%_W^V1#QW$\HSNCG"2B=W9XC;F+/,;GWH=DA C?[C;2[118XG<%/H78MNUZ+,!9]

[AN]^_N4H M./K^".D2V#]=?4^CD% MNW-./YHD9$D9D6L$FC!&LG6I))UD@2:REO!N++;RKG+C"N2"6)*"'9^]BU>\.1N6^J M4G6SF]TL[[1;H!S1+ ^;;K_/M*_.=,3J-Z6?

(WFA7)=NELT8G6:")K*6B5ZOH MQ;==/9W"ZR0+-)&UA!_4P@\TV+7DP$[3A[AGG[A5&>E24;J0:LOZ=A;W4* MKY,LT%36$AY;Q^VZI<'2%4G+TX-7'V!U[$MU]=CZS9#=EL:-

X@3K,?4CR78K-M44/N6)RM17'''JJ*N43L;'2G2&::.5+=#%UE;]6)U@^[WMC;46-EK9 EUL;?6/ MM0U6[N#].42[$"+TRNF=.CH=\^]7WVYUQ(OUJ6+V6S'Q&:\?2PNLKBTF(23/

MPKXWZ"$+>\]MMIKIXMFCDRW0Q=96\5BPZ/]>U=KE:.5+=#%UE;.6A@Y7;^ MK5]GKZ- [@]Z_5/;:BU@s=+&5TIB-(T=Y0/QV(V#K.4&2 1,=#/5Y3REX8\V*Q/OOW_ 5!+ P04

")@&Q9 MW!,B%\D# !?$@ &0 'AL+W=OWN0Z^U\?JKX3\KA8 &OU@"5<#;Z%U>N?[*EH (^'I.I,#-E9F0 MC&@SE'-?1I)(G >QQ&\%0==GA')OV, /C>6P+S*=4

YCB53&&)$_WT(B5@,/ M>\|\G/M'Y0ML3_K"?DCE,0'])OJ,_ HEI@RXHH(C",.!]P;?C7#/!N0S_]:P M4AO'R%*9"O'=#A[B@1?8C"'"!2%L(8OZ6,((DL4@FC_]*4*]:TP9N'C^CO\O)

M&S)3HF DDG|HK<'#K^>A&&8D2_0GL7H/):.&.Q8M$HO)?M"KG\AZ*.]4%*X-- M!HSRXL]*(78",#M/0&M,]#UH!$PP# 4+9PCH@< SG4 !D :X;"!W;W)K&UL

MS5UM<]LV$OXK&+?726842WS32^IXQA'97C[7]R>.VP^=^P"3D,0+1:H@:4>= M^_&W("F"H"A(=-.G^V)+(O LL LN]ED"X-53PK^D*\8R\G4=O>F[BU66;=X.

MAZF_8FN:7B8,%L.51<+7-(.O?#E,-YS1H*BTCH,F:#0>KFD87UQ?%;_=\NNK M), ^B,&.WG*3Y>DWY]CV+DJ=W%\;%[H=/X7*5B1^&UU<;NF1W++O?W'+X-JQ1 M@G#-

XC1,8L!+9XMW%C?'6&T]%A:+$;R%[?AN?B>C*0Y)\$\^:\.\N1J)%+&)^ M)B H_'MDE'+%!6;GW?H/Q6=A)X\T)3-D^CW,,A6]RZ[9 M"]Y'V:?DZ>^LZI C\/PD2HN_Y*DJ.[H@?

*IYFR;JJ#"U8AW'YGWZM%-&H #C=.M%K(=3+KN^RQ/_RYCVH.B#S9 WC+Z6%!=^0FR (Q4<;.MD0]Q.23%A5\^6KBC#J@>,.5>!9A_"$N4G'

MP+GAG,9+!LXD(^^WI%GNEFZ+GV^>*_('_\ 2/(A8^OT7UVCHY1O=\L7#O1M MNJ$^>\W_=AE&DPP%Q/,0P)3C&C71K1UZ->_;@]3_0P6 MRSIOL??:^GV-@ GFEF!.

2;FP\=K8%K8V(=T-7QLZA=)[*)?I|:OH|6OMI\Y$ MR9:!6_P0^U$>A/&2>^9GXO9D?RZ6(0^X^"@*(_%I3GX*QX^Y,(H7<.:0 NNK

M#$PPMP2,-8PQNC26&&LM<VH:],3Y'H(4E4=#JI=3K1ZK1P[6\>M'M>^J5PI%.Y]0)+2L3RR-!,#>\|-XF'3Z%ZV$OD,:$\S5]]TB6T9Y5U3C(;5" M,-\:,,3/-U@C?+S1VQFH9=

[^,-9W-.M6@-WOY !,K#K4DKW9W7W9]KN?X+QOD,?YC)R=^A&UB+T'7&88"XFF(<$IC! M&$E6,3IS=%@U ,F.]&@N*IJ'A:,,:LD$0C?XNI?3R9?@(5,\WN, ,@,O"]V\+3

M#\A/8H,]34RMC6<3BNQM/$PTMT3/--IU(X]IU+\--1-%\0;U:4I=*=48M_M]83*1?X#%+ ^IPYI.-6NE|58S)I;H:GAC=D,/[!DJO:0'-?0L] K?^;K!\9% MQ%AF-

P8ZJJ3'ZJUM5,9:H2ELR;0L9W]A&]C8#*NH]TWSZA-51;G:0A9F2|9IZQEM-Z&0I8OWBB>.F8K5/Q7-G MT#%]9%SDDHLB)* 9*W/*CX<8KUYD;V6C,MX*;=I0HW,Y,]K*WB]E-

IV5]FQ) M>4T!Y>T?\5> 2G X,O="'2KWT(1+*&J,B5?-?5\|: R.X8N72<\-M"_\]=?W8=>LE!AZX]*SVB#.]'#V9D'6Y$,"_M0O:?MWY #]W;2*@DOT)KAN|!H8?

M+L'E+LGE+S^;GP#CS*\-T MJ[=54/,2UGXR9#JR\M1NJK|U8QfKO_6?G!LC8?W2. M)555L4PA6/H4OO<$\HRX62^GMRU0\PJH:\6FFHOF5>PSIU7L%#$'JAH+BJ.

MAX6FFE+F%2P|DS[JWU"3!*AH;H5VW+ ^J1 ; DAD 2Y\!^(?&.>5;8A1;F)S> MA3)]-@ 5S45%$\|+#35E#(;8#W[T?|SEF+H M?

*6V&V]"H$)3EV*T5V)@B53WZLD4@:U/$7RDW%\1<_(\!Z@'![V5#S5-@(KF M8:&I9D]I OO<:0(;-4V BN:BHGE8:*HI99K_I^NO|=+ZVTWU&2"?=)Z?"R9

MJCUD&L'6IQ%^R>& ^>+8#1,TQH**YJ&@>%IJI<:F5AH MJBEEBL+6;R+ =H"H^0A4--?NVL.^[P!?(L]@RSR#?23/)A%%$CC@+CLD47)

MIC"'YKF<'K*WTE%S#ZAH'A;,,AR9H;#/O0G!4DUBH**YJ&@>%IJI2G\$L%]N M'WT%K;O(G3C3UO+4CE*VV=HD|H=>,(MPVKH(Z|J-/IK'MEKBW9OZUG_]^Z

MOEP/WWNPHM+I"]VI_?T-?!V%G$.KRQW)XAT!B_^9Q8R#2H4'OPG681Q"Z$|+ M V$TRM2#IE4F*IJ+BN9AH:GFD>S=.3=[=U#9.R]:BXKF8:&IH3LW3F%O3_/ MB3L=Z_V-

L=URXAVE3'/2V5SB2,3MZQORM3EP/ MWWNPHI+F"DW1_IX3[R@TG1STXI+C.OJG[>;(FI'OSSS,MN)L+U"P<."W$>T^ MN N5KZ*BN:AH'A:::I,&>6OG?]3NX!

[*AGL*&^HC=2PTU922ZCI'-M7=Y?5 M.0FE#=.ZZ=EV$_HTBK9D10-BC-Z(+0E5[]>,ICF'0@N>K N@:L>Q>,-9%-QT)(-07>2.6.GNVQU8@24*R,0.N^@ED%1Y]>,$>FT2-

Z0%WO@(KF]H)G6BJ663& MPYF=.WI S8F@HKFH:!X6FGK;]RRC/59EN='#WK@OB9"17./=/HS3&FM+?3K M=9AE[,"D_Y"(40L7@Y 5/TLXS)\!3+(BIHB#SBI%@+!*HD"

<7$PW&PX395#-_MIH>\&GE57Q=?7]?@994];*AV/-_FW%^!X1HUO;O,V\<#\K0*_15Y8#Y=,\(6 M"U:\94"$)#?Y,D^S NZ2?&[(J*!$(JD12@@@QKH%;-

L7N7S47%XIXX&,"WEY#GY5"C3%,+"T2_FTK-!"(N*LDPU7$N\LAMM MY=<1%@2"U'>G1@Z;M8K&K=;<.(0R%6!0N0Q$*05 #Y9CH;Q7"- .A2EV7Y& (M6I60(2C[_XM TW 9AZ

74CN;JC+@&C;C5/B+72^H]_:"N$1IWK1$:[1U) M-A)KA,8RXSG69SS%7-&I6-1,)BJ:BXKF8:&I!T?&YE_^,4=.IJ&@N*IJ'MA:::4J93Q\|>_G,LBD9-

DZ*BN4B'U:^YT/$A/G#OR%F*ZI4L4P40]A.JR!S%ZMN=K'P M*2&3B,&]RL8LKB_F)_YC02NRR&P1 M\E2$/ML=""'"B"<7D.(,2)G+!QZ^&8Y$=6*N20WQ71[!Z%AL1RT?D?

2H$S-E9E2 M8S ;VP/3=';Q3EM-6Z"(QE#,3#*T'PO@M@H'B3'$V4B=@K$6_7*N//4#RR M*VP>DWK3DT:G%-@/E&%Q)&I"$\'0(:685Rv/*99NE"N:.,#(JDI2F0KGN3+ MT+

(74)F, ME!(%LW@*(6K,,\$91*,?&),DJ#@/:?Y%'46GD.,E@2 0YC(&L;_BH.>M#0Z]S MDGB1%^LTWJRC?V:!&?RB/KE!17/'7>_C&;5/2<22]=!'IOO'^ISW_%27UJG] MR?

Y"!?":9GL1[%$?B-Z*/5&LAR56U:U,VH_U2?M>9T;HL7J/9-2<_7A_Z6%[MU026P%+5P\;[*=>,+XL7@X]Y(8^S\HV#]:_URT=OBE=NMGY_;]R=&QV_N\9;

MKWRU](OOWW3ZD7*8(%.8S18@:G0Y@5[S\N6AY9Z+$%"_PO7ZOU!+ P04_")@&Q9D6UT\Y8% #?'0 &0 M 'AL+W=OQ%%*AC@^R3'L.66Q/3I>@(GQP>?H^U.J ?6

M413P,CF>G(#/]RA0%70)?Z,R!.O70.%LJ+T MF[KY=7T!J.95)")";A4*:P_#F0.Q+'RI+TXY_"Z*1L4U6L7Q^M_ZSA)E!$J7Y M+WXN E&KX+Y6 145T-

*3E'!T:"Y9QKK'@N\7##Z!)@J+;.VI"QT,75O21*E* MXZ-@\FTDZXGEHZ#AM_>W,A!K<$<3V3LXUO%]#Q[SS *Z ,H4^#W3;VY4Y",1 M$0[>WA.!HYB_ V^ !?@:,,_DP2L&7-

!+\2CZ4UW_LZ)[C=,T7EI ,JV:ML'#N M-G<.O>+<"RBJ=AQ\#%=DW5'_3MS?8@,!BP9J3)<#SW!(KB=R4N&$',/T+-_MZ@K)_V3L) QN&0;79'WYVSY9$:8Z-]7=F@,YR7$A.VJ4;J_

BFRC-)67JD1& M6$37X-_7LWN;-6Z"(QE#,3#*T'PO@M@H'B3'

*M=07!\'7^I4XEN-UV+,Z7-WM96//<%W]O5-M]/:\FCXF)*0B9_GVN)}^?$_P>:\@DW]UU4AMA==MA6Z^U[*@$8L_+?TX1SS?@U!,CW&G(:3*
M5$Kl:'0!QW,O*QT%4KR9=;R#8@.HNS%_>MQ3DD+!@2%@X$.\F)W^;$_R'ZC#]D M*H>$!4/"PH%@)ZD2[G3:;6-W+.^LR%O//!U-MWDD@)FT@)KV!^(3.2X4.W^-
%L$@/ZZ;S/%_1]_><7O2W%N]0L&!(6#@0[*0_MTS8_TQ^BYTR'3.60L&!(6#@0[*25MO7U6&1]HZ[3@(\??!OQ)M;D[+5EU24X
M/6W?/6L[EP+/#UX%U,,RCXV(&8EN=TR7Z6>:]?I5O5]M0<]6RJV#%^/4DAP*^MJC,:*BO?3Q0OOLJABL\;Z;#/*5]+M'6H!O)PHQ$Y>H/VB\KB7U!+ P04_")@&Q9NI&EI#T#
Y#@_&0 M'AL+W=O$;D*O*5+7*.)#:B++4]QQG: M&4FH%4Q,W0T/)]R0:4+QAH,HLHSPETM,V79]N=9KQ6VR6DM=80>3G*SP#N5] M?L-
5R;XI<9(A%0FCP'$YM2[<_E8MS<-?B;X%3O/H&>R8.Q)%Z[BJ>7H 6&* MD=0$HOXV,,,TU2 UC-\5TZ]fU,+=YU?Z5S-W-9<%$3ACZ4,2R_74&El0XY(4
MJ;OEVVl8S6>@>1%+A?F%;=EV>&9!C)LDJL1I CM=FM/PGSY4L/P+/>T?@50+O MHP*_$OAO!?XI@GXEZ+!1N/UW!(-*8*9NEW.W0UH55DF#"V1:X,JUH^L&X;]3*
MKX3J=7(GN7J;*)T;,E%(7D2RX E=P8P)*>#X(HX3'4:2PA4MUZ{JG[B2 MF(E?38NBA/>,X3HCGHN<1#BU5,HS1"OX_,D=.E^: M$E+.P2-N\(MA>A?AVA M?
AL]>%!I6>W8'"%42CPN3C$\A1U5!IP>0D[,S#]]=P$ M3F\PF-B;!K<'M=N#0]T&6F0+Y,"6@-6^%?"G;0]?MO9Q: "ZA(4E;+#CF>O4 MCI6V=M3?GOW#VOYAJ_U-'Z_':]3^-^;?
5MJA1G<)"[N$S3N"[85D5(=D]#^_M$*,N(]0E+.P2-N\(MA>A<1VA\8&;1]6GHZ9@E!S7W=G^?L_?W_^SAD;NN#?>_M;Q6V#NE0]SJ"E>[9.V?
G#/G*7%H$1*R@LCQ&U[7UO>C"7`?L'\W+2]4UX;N$-M"DAQJ:1-;Z1RC(K\O*F5!LMR5RKNQURW4"]7S(F7PNZ@_JV&/P%_M4$L#!!0 (F ;%E6U]RQ:P4 %(C 9 >&PO=V]R:W-
H965TVTW3??N:A$,"ODLYY<@Q_URF>T)?V 9C#MZR-&>ST8;S ML;5AL&B#LY!=D2W.Q2^,AA(G M&LX/7H CEF9"7XLU=/!N9Q8YPBB->($+Q MYQ4O<)H6)+&/?
VKHJ%FS<#Q_4[_I0Q>!/,<,KP@Z5I)S#>SD3<",5Z%NY0_ MDOUON ZHW&:!$4E;^"_:UK3D"T8YQDM7.8@=9DE=_P[+\D(?S*25[0 MK02M>E-DOO46^DKQH ME"6GXM-
$^/'YV(:<[B*<TTF^]@=_-0OIN!09DQLNQ^X5!5TRI"\Q.CV/'F&4"N-M8?U#A"0* IK]VPQ_O0%"HB>H^W MU1{1D3U:X)GD?,- D,7{@'+_ E<=$]F2 M_2Q.=[=DX?
R_U8,/K{Y)AM5TD%7RK),["(@R W$9TU<,OO\Nl,&=:!;VMZST M%=R6PXLQ>< MB^]G6I8EC,40243%PF)_PF3ARx986IF$]\+(Z;U_G8Gj"I\7J8*$1@FC< M-?
*1A":KM6U"B0HY#F3QJH3^K@)?:P,O>C"D$;,,O88OXJ#<5M.+47@%7% ML!''}-Q>X$,CY+E.+_"AD8>*KVPG[J$1%(';\KB=)FY''?4V%O
N,227SW.)X@UE@ID:*SN6"X7+0, ^6#9](D<:)?2V?U)S7"0LF MBN)V<@W-]N;=5&;[&^&B826WZ-*;;"UK#W$7-%6O:ETPD"OXM%OA@?R!R@PN M18O2.
(]PV;"W8@2L$]%P*B%"I_;!44_.14Z:KY4GZ*)UZX;^J!+'ILU75>= M=-)\K;1 %ZU;IU8$0]6"^>#A64,/O]/VN"A(DEHA!M5*[+RC2B*O MD&7ULR.13L/&D*'&??
$IL7(MQST2=*O'H%jQ&+3F)7KX6/V3&8G9E13>4OY.I M3A:M6DPKS==*"W31NK5I]1B\J""#6A695[]OE1,HHG7KU*HR> E9!B7:QH'|-M
3(TZ@\9_Q10(#'R7//8^&BU%-0OIN!09DQLNQ^X5!5TRI"\Q.CV/'F&4"N-M8?U#A"0* IK]VPQ_O0%"HB>H^W MU9$/JR5+%+'!-P4 M>)'.+37"\W+FEE>9KI06Z:-TRM?6?O&ULK59=;]HP%/TK5E9-G=0V(0%2=8!48-,VK5(%Z_8P[<$D M%V+5L3/;@?,?[SH)&824M5-?P';,,,[G^OICL)'J7B< ACRD7.BADQB37;FN
MCA)(J;Z0&0C\LI0]H0:[:N7]3 &-"U+*7=_S^FY*F7!&@V+L5HT&,C>=<";A5 M1.=I2M7C&+C<#)V.LQV8L55B\(
[&F1T!7.P=]FMPIY;]0L!:&9%$3!#0@X1,8]4/Q;PROXMT(8QN1*TZFG MM,3=]E:]8^$=O2RHAHGD/UALDJ%SZ9.8EC3G9B8WGZ#RT[-ZD>2Z^"6;"NLY
M),JUD6E%Q@A2)LI_^E#E88> ,NT$OR+X34+W"4)0$8+G$KH5H5MDIK12Y&%* M#1T-E-P09=&H9AM%,@LVVF?"+OO<*/S*D&=&,]!&Y9')%1,K,I':.').YEA= M<:\I-GTEL;W$
M=NO$=H^I-Q+[=5OC9V0,*R.$'1Q33D4$;3DMM?N%MCUFUZ. 5WN!FZD62*>W MCYD>8CI>&-,@/6.]VECO!<:B8GLS$>5*8=!$Y:A)@&2@F(S:S)7ZO9VH?#\(
M&O8.05[#7(N,UVZM7UOKO]A:1MDS;?4/XCGO]+J-)9FTH/S+3L-:"RB\|-O- MA;6Y\/*$@_&?U1C>%!&H>\W?!UBFA4[,8'L5&QIRMVY=U)0J^+^UK@6N3#E
M&5V/UD^$Z^)F;(R/\>E0WO1,9BQ#RK\BXO.T9FQ>VV MD ;6Z!G649MNQ$]0/]M$?4$L#!!0 (F ,%DQ)0AI?0, M ,T +->&PQQRK[+;/<4>94\R'SLD0'T8[<7;+
ABG\ G.]^Q MC_/#H)0K3J_GE$IGF?*L'+IS*8LWGE=.YS0EY5E>T$PA22Y2(E57S+RR$)3$ M)3BEW.MV.J&7$I:YHT&V2"\363K3?)')H>MW:IMC3N|C90U?NX[A&^=V],+??
N)!DY=.STIZ?@#I64<=*+-&,?KP,/[]Y!AU M;YM:#S]61,,Q&'/K6]Q4E,83.IAS=% Z>[)\B'L=._&O'RAS#?V-VKM75&@R3/FAT4N,:@HI.4.G>$#]TQ MX6PB&'@E)&5\9K
YWH.9PEGGA 2AEGJ&S,@LSX6L&:/H&HIV2CF_ADO> MYV2+>YELK*LNX:QN^D%5T]"8#0!OLAGN3=K>HWB=@MWE\MU"I9/f/M0*O1(T M84O=7R:U (S=Q]E)4?
#56\YF64I-\@<'' W(VL^9YX)!4]&@=5*;*0(7KW%$A MV733\E60XH8NY;JHQY[B+/VR R:((/5M1DOPTBHQ:(]#W95?,A(OTVB.RV063P_$4&SW/?-M>-6#[\;3]=:,S=6UUX!UFZ'Z"-
R;>]'4F"\8ERZK>G,4QS>X]8BMZ22:<;O.K M\3%-R(+++FQHZ91% 1AB,WH>&Q5,,;F+0SA:V?#M($'%@<:$/N\@4<4V5<;BP,>V"I@M0/Q[7&@INP^00"K
MBFG#=C",1!&&0"W:;S0,D=D)X6-?'VR7!$$4V1' [ ]" $-@-^((@ T8$@0 MZ/O@SOW{6]^GO.8/_-$?4$L#!!0 (F ;%F7BKL

*V/X%1IZH5U81$XT@0AA'P/IA M) 2AG7+>;B/^'!LE/SQ3^]E^#=4[]$GS4QSJW7 .I_ W%&]LZ/!Q^GQXB MN^:#N<7&R)?8EN_'Z>1B,(>M@F?L?&"GP]QX-K\!.'8XMM,K>&
(QA8\G:3"\[77AC_;F34K;(:-MJ$<,[5>OSD=-'T1\;L G[=_PW!1=@=LRXF]Z3€'O-C"39U{(=]#5\YB# MNQN=P)L&]9< Y%HZ?6659@6LCK1U-HT-#39,A7 Q'/O1(B .K&TEL@-
V>01B M/AU\A"$6R$KPCLR(JQ=MXT_WHJN3P3DV"^Y9>KE!(\56;T!&/QY"XK+/]K]#8;3ABW-L+<" ML@O[SUZGU=G:%K3PTF$=0N\Z@>)];^$4$^W"USTOX\9/9?-9 93ZUD?
T\6Z!8 M0("\SG > -(@ZP%-K-IG 3.?6"R)=ASQ(IM2&4#>?]A'NYR%@-(7 M[>9,/\&;L(`M.@3X?#7+O$]PU"-@#>SIG&0PN.0SFL\;4O\>MO2SG.)HF5Y.
ML#LK!O_ZJN4#&\!'S3$NAVJ,I*ZMJ'L,UK688M=>"^<,]@'S@9!++5:+=AO5)NS@;.L'--B1L MLK"\>0 >@M\0O'E43'2R$L1$UBMVK]X8'C1$??H@'=U[_75?K=
MI;DM4XG;2A*IJ"&"86&1.GD"@$6]$%'4<>NNX'W:4W_G/E1/H9?$FX=:!=Y MCK\VK/8!>?,W -?X'0!4Z"K?X^]6U4O82]\G]IV%;&R646=/!9WHT?0,J VO#3&)U" M0S"]<'L&;Y;?
XS_?-@"X_'-MY+/]UWZ)> VVT1S0:K[\%J5(*V$O+D>3]QC;UW3_W)"":, L1G.+*-MJ+]WT M6B4#0Q%3STYZB .,"_@YGYRM%;;/ENYO 1/"5R_%.![MR?._L0MG":&T$#]$D
MP]*+(0+>>8FZN)XRZ&%SPS$> ^B=&<4! ^]HXC2"Q*@%@#/7DABK,;6Z!ARU:AU MC%[A;Q\MWD_A", >RG/KN:@NBW^_Q?_@^]WF8WL6VQY!IRVVA]F>\Y)"3SJ: M&GP&-
;RA2;2"YZBYQRlQZH=9ST0E9SP9H'Z/:L1X6XIO48&?7%Q,QAWE-M9_ M0_.H,I]DJ7XY1_F^=&*@!MY7,9=T/)@LYC-@I&ZL?YS^=CKXY,+1%1JR[Z8^ MO[K$
$A6E<(CD5UEC*Z-C41R%HBH52":&TX0XS%H92HMU2#>Y.=^SK9N4VR M^^'+Y7":?_P1HC!;UD,9!;]N["87F&YXF=Q@=.E6-D,8=SK(L >ID1P,UH> MN0!U?
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*(K@[$@\;8HIH66EBJ3*Z]%7D(HZ>C)M>G+W^83-*-M&W=E>XC")TC-/M>3O3Z^?41/-@Z$=S<)H$Y06'JCF)X*PDQE>"X,N/-$F"/C+;+>5$Z4-^X?,,T.9+HEF)1ZZ-#*C& M60,SQCX&%@2*"]]V*3MO>?BCJ,<42%;F.!VCA&HR,+BF)2KAH 4U.)+1X3-M,/1Q-@;Z&#?P+_@Q^O?*&>;H*.&#-25'"DILR1SAEGG!2T:KW^O[=32E+%"*

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1GF%,+B4>$>^),Q$)@0(/)3H]R_O13CR77YRY.KDYL#T_06)%R5$$9^=?R>3P>5X3X*T[\" B_-M-7H7ZT,*^CP]MG<13C$_"F Q,;NN>)5>WZXZ^+W]ZL$8K8=3Y6]4DG2

,7YV MI-9T4O+/4CZ7[$$IG\%,9ZS<_>A&;YS=W-WGV1WCY&^_?F4]SI,_]VYE>M/<"L?!;_OI9F3?TI"U/_89U[^^V\^^9!+NK A'.[L'Y>3'+&36@_O>F)A/"#D.

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HBX88 Z#F3!WPA"F$N4>%,L&NW\ST5*7^88 L.V09O9X@-MBO$@E5%.$UO5-1&!UT0%69'2F"IX4U)'IQAL/F=`YJ.@&#OA-'|(EQVRHY_2

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HBX88 Z#F3!WPA"F$N4>%,L&NW\ST5*7^88 L.V09O9X@-MBO$@E5%.$UO5-1&!UT0%69'2F"IX4U)'IQAL/F=`YJ.@&#OA-'|(EQVRHY_2

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*/\3#.TI\"IJLC<;XZ/B^Y#3Y M,_^SK6(CAUH15SO!)LKR.PR46M*6ONE#C(EO2KMP]L46X6Z6Q/\,?8RXHIX& M;N-X7@IZ^XJ*5.VQE>E-H?!^_F(,03&?*

TX60OMYC_2WD^I&VKAQXET"?1-S.M CZ9@;B'\&Q*N:}33LORRS%#VN5)*>1'\J0G M!:Y (# LB{\(N@G?DG7ZBYQ4?),VG>_NGNV92;4E+E6V#MAC^NT!'6[2VTH7*

M[TN$ZDNTNB./=EI,<6F?ZG8)=JG>3AD(>=7TCVX" W&;*2[A@5Y"'-_L$6'^I'UOP&MJTW>?C">.M-?!W&.M_57@5T$?E(A-=#48/'Z%XS)XQ0|\Q^FX)RDA$37K5-|>P?1O?*

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*M__9M\/^'V V9?Q8?U1,C0W33V]6V-GT.NR925LU>R_STO.7*IG6%3>7"I#Z MW%=J500CCOLYY3QVRL[?3-0N72O W6UQ.ANHAEZJK MF]#FE[4!;>XPN;WT9TVK@6*WZH'?*

8C8.+TF';E=+B!R>U/!U0Z/ V_F\;6;K38;?)M>T M~;0Y0>.3"/ 1/#Z&P4%9_>;4-'DX4F.&8/OKUBS\MK#+<@C7K21J(GV?%3X!! M;!48UR92(7&$?'CB)QL(F,$KC-*

D(UD;B01_;5]U.137C$0DH7B*-»O1»%S MS7{9UJG!JI)YC>@5&UJEV]6Z*U;$0<6.G)+EOYQ.OIVDZ->LGUICL$/9_MC+ MUR$_<@ST1

*6X;/WM8O.)'FW39N]+7QGV_V.$C4%)DTH" -OORS!V-30CD5"=_MA3!4?/4)G%-P[<(B+7N-RSM8_K+S4=PJ:0,8VSWW4T7;T([=SO4D*V>811@Y*

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ZE.T$W0ZOVC;A1*JU"UU(*KF[A#SZ7,_=.ULV M[WUAX C"XYNKBPC]QV3Z[SU,/B)%6BVV;S<&SH5 >'JHJLHVD_Y"H$K0&%QG]-ML,)9UQ%2?7!?]=FEVE(D#D_9\QV:GQ_>_8?

*8)SG:H91YLI[Y<)***"5-$ SU''' M\'Y;"/MHSN.#Y+BWXO<.12WMI-F_ZX?=?W@R6"XOE/FR8@?;_FHA&_CMM>-DN M\DM;C3 &W=UA=&D@^646G%VJDM/>#*

*<"R|;2ZLCTXFX&^_,Y^;?\Z3JAQN'OV MR\6\)_SP$((OWNU.S#VOKS_V*N3-M?J;$82_Q7WSO2WMBG^SB[_^^R.DZ&[> M[A>TAV4O*84KJ+-9B[2C.P8V41^L"WPWM; WIY4*

E47+9E<14@PF?Q.6O7>+S M3!\<%_O1D]UANMEL%YE.KR>H6E7[_|-F-[1]9-MR1AFIHKBTOC.PV]-M.WZ8/)RHUWS".?]R=U?MDF&Z3@;(3MS5R;?*

7K!#LUOFAHLH9E#;N#AGUS,"K M0;-PC]4RN+Y8;5C2 M_\QOL: &624C!6"H!I-3Z*;MDST24'<;]'GNU.D=YUCOT1F#]O\3$O ?P_K M'=]MDK8^S$_F9X.1O<$RO52K"?JR\W-*

OMJYN$-\A?2Y_YMV*YZ MW HQAD.+-C1^+<0UV)3U?!0A7>/[LN9+'^Z/_N@7SM.VA9IU(U%PI'UUV)01 M8I!7<+5%8KT>\V86PV#[Q[YO>M-*

WO.^3&.W+$D_4^E2Y#-O<2]+ MBM#IF[Z;Y>-N0Y.GFV96.Y<[ESN7.Y<[ESN7[",,(J?)FK\)^83CV>|_DP M(OGMOC>)'9+A9NE9.!*152ST1!M#*

M,JPGL9JM+>_GF|.TF)O.^]D.F7K4+8K1JLHRZ^>D&EH+^WB) TS|_^R|:7?;1K8V^E>PJV.)9$HU+#WKCT^FTKDVD%(%&\$^XH%Y<=D MG/1-MA'^KJH678FIXU"

(86:0K(YZ_6 Z_Os;8:958!1^@9ERO R\98417Q5.J MZ)O(";_8I#7F$\P088-B,*9W-&))7*41X]=@T\NIJ$]>&_8U^W_U.1"6!Z5< M#/'._5HKB^LPR.;3&<;%$'.+@LCP=I%3 V\YP?

*9=!18;'9\))^.T*AD<"'"Q MKF-'(U(=O9TT;0!T#P87O%CVF""%X7>]V|@:G_ MK8Z82>4NY?U.(T1VMT MRV389V!"9ZH)H<,27(U$\T^I@SCFG:"U3"2;10:ZCJA9:A28X@Y?*

*7C9IV$GO M^93!$;7*R+=IUQX8J7_DUG58C:Z*RG2UON\W1_WTWGV]]"WE'EG-GQ^,,E*YWTSD\'_?.+LY/7@^/SD_/:Z?9E*VT88H7[*IZ/ MBC%@GIE//C [TO.=!*

*[X0.I6\93&TA#]M?Z/E_KH+(_Y[5N88GQ5KV7H:'Q MH72M|&%43D/"ZSIDO"Y^6.%]M8J;J8<$Z! MT"[=_-_/Z@F.JD+0(|/P]$ M,T68=0?\6:&QZ@:-C/O%/6#FB&I**"=&;U%-*

*M4A4+1-.@5]6?U#@2&"|%1% M7&:HB62B4@2007?4?"3YOO:KU'HM29R8V(Z&DHK#/ZLHXQ[)019.L+FA1&B M5,,G"HN^^ 9$7*4QATST'Y-Y#@00PSP^-7"\5 R'?*

4B8J"]>!Y3%T;RH_49 MN0Q_.NTI^].\Y;4$8(.(C*2+[JA"K2LZ7G<2S-D.FKLSW5$S=[&-4%A#.=4

M/GZ5)@B@H=>NNCV@RC="5ZMU8R*^F5NO/C#2\UIEKH(RO"_'H$NJ;NJ"\F(MW=R1M2%[[@7V"E%-2!GC< D](@I$!8T.=*^@#*Y<@'#;%.$%.)!RE(4.UO&Z!*

*M4FS(TF:PUA&.;!=_.\NT5+A;C)\]T]=*V,!47(.BJ-"I,#*E:RI5|$&#*#8@ M$[T(\B)HDR+(].7^TO2E+CK]GT=(&3>P@U 347", TQYO?UAEON""4],.!<4. MWF.W:.3%\J?B:&J4EY-*

*R0&((U?H/$W(UB3%1E(B9S^Y*RNYYP\,@+4ORAX& M(FT+-MN'A&.QND C<_*-=4KLHP#]",Y#__P4DZ_33'6S\@08^#_W\+,&.KK P +V:PNS9&SZZN,6P;-3!-?*

*8T*B>.I6# MMS#€_E*H(QW,>-.(9167_BT>^_6!;.\%NK=A1L8B:K!!E%WQT31R^]&_&.P8;?!H9F,_R85LQ4>LL!3[!MB6GI8KIKA*88%]&$0))0 MCY*E_3[TP*\N9P)?*

OJ51K_[Z]C04VCALL]GQ_/"3Z];RV=W=G]W>5)_567S" ML]BQ/;N-$;#7$N9>? E/J4FD!5-ZMPZ(C;]%+[1+>#3:.5FMN_1K6TJ=-'"2%4[']X)

M@KDU^[_'+6,>W9L0VZCS0%LY'[MCFU;5)%+L9<_=+;J4M7!%%1:A9HF@?]K M#HYA5X?WL.E54IJY/TZ'.A7T@\(5T1B.E'[#90]EC-GOBBH F.IH[OO_ZOX?] MP3%]EWX^?

4EI&"]8$7LX#2KZ64[*AK#0?_)4B(&TG9OS;/2?%4X'WGY^\?KL MZ/QL,#@Z&9Q=`&^?1^-A=&;$V6WR25-@Z/KY4?[54\Q'E0M UK<];>;=LS] M.@24)]B?0[",Z"HI_Q&^5X^*

*L*AW-J*-F8ZYZ&?'@H$TUQ=<^R;MH%%)<-"> M.CUUKDV=)!15RW(A5@EX^@2N%Y?]=HG<&UM M=.&P3&I/0F@;_#'HW2@ HD M&@"9 <.T+FG=#T-&6522/V)8Y#5]-*

!2Y@('P2]BYG\(N>;-9E-]'%7F1KXZ M_L ^2]TML.(18@A7'1@YH,_87 +;]>E'.##&<^@S7E6V"E6 .,"\UPP/OV M(.G]W!G+Z6&9.QEGLT[!B$R*A??=4E0P8'Y,TO;@E?*

EZ_:=Q.7MG8P'.E. M2HW!%.)6 U!LZ=YT7%O\"3ON>CUSVYIH04=/0W^/M+_[\>J M;#.@!D!"L36,XF_C$ALL'"J9-Z+_=0QV.38LXEG$\||F_C;Q;.+9Q-\F+]4NBF$/1O'*)A M)"5*

M4QZQ<^*MPX#]:NRJ&\J@0=O1CH!FF=$,[^SN@8^GZG]&A/YH4()-_;3JG6Z MBY+=F>1%UWX^G\1K[MFR[?G^/DM<1C2+UK7EG,=<-D?!-D@K&-?M#^Z\U%[R

MJ3_LNK['86_Y;X%1^D9V#.P9^ M/DK/P=FX-.^>';Z>!L/W?.QVI_]Y=^] MO(#7CW\Z2_X>M/6SD[RY7P2VKI)D$ X&?7_47AEX %K_O3$O9K:/V!\|SK 2UBNY[K5-?>CTSW3

3S7[OM1;CW7GH5'Q]ZWI;GV M)2S7<^VJ9WT1#H[WS+?MH]M/8F]_7H9&5$4WV+LG23=HA=]=F++(5I+FF%+I7 M6H$<|>J[".JZ2E^|+^5I4W$>]TR/R2/0V MZ

*V0X)*B1B3G9Y103U|VM,I&;+VP.@L')T=/0SM>F=EU9<8+B]T6%H/PXGQS MV=!>6'AAX87%S@]+LZ/PZ-A+"R\MO+3PTN+N\LA!.+C87+[F#DD+[2V!?[$] M$OVXL_T0_RET.*

*[F[&E%%MKEU+_BIR]+.;KSA\1.1 MR\0XBN?8.7I<1E,9!M,X^=XIKFH<"D.R2Y]M9/H%(S*8DL\D?OIST@ M,2"K'+_+T<I'L%M7B(JN/R^QZ5;"0*4\D360R"SO$KIV)&]<2?*

A7QA%T!F, M:NHY'F&7.SCR')N.TXN?%RLV)ZR%V!|/0VI"F>LQL'',_J5A_ H(K'BQVZO MF,T2KM3D0$KXG*N>XU&)816D.1QS7(%X*^&,T@_&NX.N0]|J& M4-*

7H8"+L:DU=MWL!;"MTV@.@Z'TDW4<"T&A;E-4G&%[P5]^"9H!F9(W,%A MG12S$K9M3,(MGYOYQ_"}>- $AAWN)@ZOMVAM213+ ?<8VEZHMO;]W9!&G)/VO*

*MTV]R"DV1*CA0BOI?&DL6,X5'KN$56(_52!L/-QID8\7ST N#*X%8Y#4 DD' M62'-)P(%*(Q3YS,4.3'W;\PCX@L@9I>":1KZ%V=L(B?DLSB=X?GS)2OXGIU&*

*MW_!&=+K$TDT.,X!S@$VP0I7^.*M+6>;,D%IS;I.'VT8"O^/M.,L5[%*VR))6 M.RFN@RFVPD6IC+0.,U#EGO"3 $[@3KEVDB 9X$DC'X.13%$MP4.=:CS#]6*

MI1E\JL:X)46[^^5OD]NE4E$!H63 KD"3A M)SH9.H8<&1R&**.T*1D#;%*_\&/2L$)],.GEHYIP[_8F5M=""'>H!4A&';5(MG9!0$; R44I=9?EI^K?C2]A|UF*SV+*

[Y.0!$1'9$BR3%E9[A*D2A*W3" MI9+.;[:K]Q!VU/7'N$G'2_9#7U &0#.RXF+7-N7#Y16B4D6O4#>(T$?;N?QMX MRO24^3"Q"Z9)S_>ZN@!^2I8Z5(*(WE702>JBE#IK/C7-M=*

*I3KX@/4#]'2E8OZMU9E+.XS@4J]!."%6N4WHNFDV8,SP2>"1!([*RJIOE5_MD5VQ<0_$)45<5Y],10X6#AP^BJC2?K0"GB5[%UD&=E#-TAJHJIHCX:6>-CUM*

*M;H@V00K"%VNTEFKRAW7*1/+"5I.TY%Y$]+IZ O0$^'"9'^|<<24@AID*4>,.M\X&LA]-42T!IZ(N^^,1VDGKB],3Y4.(T[CN,)$9S\B^R:.R(ON'G7Y>NLR=-M4 :Y#T*

9S472"BJXCF?'.RQ&(U 2$R/LV((WX/7$'.D>9S5"4<)XK(0,/UB MFL84MDB-FHV_@JY18]238AM!/$%O-FQS6<_H:YY9/+,\D%F4'09$FN:CC(P

*ML;OBY%76\|_TQ\HHB\|4!46NH[&0H1.?0?HVF0$">;,K"@K]O:KN&*H_BVL M'8\VDH^.]!W3]H:T$!NZT5D/CD1.UPQO85R;E!*OOQBY!2803=&M KPA?:0B*

MAD"K93JL:1+$'F_I[Y[4/:FO3>JHA8 R.4*5HYCYA'*UT*D0]9$(O8+O&GO['P)3NGES>/R63H/# MQ;"-["9]31OTO0.HZOYV'GE3'F?5/4C_Z'SF$6>O)T5DO2I-Y0^EEZ)M\/B*

*M!D)#QGQC,AYO5DQKO/L EX=E'|8Q^V'T<|PL5VN>W*1LR1?%/\0E;Z*Z*MXV M/X!]Y3_307-5:32"Q;V)LFO0MM]^]Z,A"36R/D7*#:43VB/G]V] M@1/]R&75Y[.SZ0*7;.*

[D8Z&S)8JZ@GMF\DOP MJ0TDLI%G26M5 0U-<NK5OXHCOZ'LW7AY=]K(X4;B4.5E M_MJ"98@&X>_>VY+8,F+&S"5%C$VR2)282PI^'!-E-8![R!,L7TC7VH MC+'#PF!8Y#6954-

*X'4P":?I)5$7i[Y!P:8"1\E+0#-M6<_#'G&=1KR3-BM(44 M;38*U(/A;OBKC8"A;]R79HAY1@K%PVFI.%[=68ZV@A@;=.^D>P(.3]VRS@#_TI@*

M+C6[D^HA\);..GH|Z/M|DS!F<;N:#'|WP$KW9,G^^^';\4)>QX M'KRCPHEX'OR*#MF#?Q12[MJFW)KEJ;8AUMLPIFW(GRA/E.*

*M1&7.^A5EG+@:!,V>1BHLP/R34I4XT!6)K@_.MM):(]QK MT11N-:<; 9:V@1O0%OC-*V5GPA4G%+HKR2H&M1915TO'#WK\5;(+6Q[!W MYJ/1$O9V-!Z!;0%6B&2Z06'!=5(*$?*

*P&WYC(X'V> !%^$;-*4';K\5$8#(X& M)T1R"W\^WA.A\)4*YI^LN"831;$6U]FJVIS24IG518,#TFB+6L+VR5?M2HBG MWZXG\X#A\M0^+88_R/^H7($X%_0,PM3QZX=9-"_J"H:_$*

O1YI,_:;'M7J4R';996\S?Z^,<=,'KTNI-^,W\+,%U M6ZJ%LM_RQR7/I7O'9VL\M<8C_=[IZ<7JO.K)UC3HO>Z?[]B:CGK',2.4W9&E1\"AV4F,';& ,0OWYU!=_LZ

MIP7#^WSGOHY2N%QIN5VO6X|@5D'G?1%;^'9?K?(2B> M\E",AUY%M\B(TCMYAGI,=M(,,O>`,'HP :> &T %!-+@30\Z+'\||FGDWN M[$_AV<2KNYZ-;F6C.T%>/0_=6_]\1O1:?*

_L\#=O\X-GF<00$W25I@P;B)G5) M4C'M?&Q2|-YX_7>_A*]?KJ?B'3_6/5NN-[+V\MC|R5K1) M:!U889NK$=?I^HFW-$@[JA'|:.2_%VC8+.LQX3M,K=LDZ-D<VZ?H'O4R1,V#

M.M0>79OO\YGH!G&>??>7?3?,W; V'=GC-PM.&K/WO=F[^-PT.|O\)YD_&7N_ MC/>LPM|ST[W(0U8^_W>5M_3]PGOSN#$^?%6[\'8@"_D^]O;1%G&=_M%[K"]C3.W,N_4%*

*[GMVEH]QZGJ5VF@-_V-O$MWOLO_",]2_C73QH?S_O\ND^ MA(T1"F>;C_I)G18^{6(-$OMU*8;K#NI.3R13[RYZV66I>Z^2G^V4RZ?AR>O! M4Y"+]?*

*S998+QTL%+AUV2#H.P/SCUTL&GC7CIX.7'$ADGQV>;RP?==<.9Q,LC! MJQM>8#RBK_>B=RA"/|>!L=25^,*LHT&+H#3^_12^V0>1> MD1.8GAJ*

*[/Y(7#UX|>/'0Y64^.MI<[8&7#MZ/Y*7'_DB/.] MO/3P?B0O,+S M6,T:.3]98(74"Q48+SDA:1VWTL+>@^5ZO(TG,6Y^*4K8U#R{Z{(4>3P/QE&:!P=9(:6/=FT3 MM,V>I9X])*

*(]Y<]'L73YGS{([&P8Y,*W9/4I,3XE9AGV MW_F%Q_[STL%+!R\=.A+FPL'9SJ?:>D0'GZGOI<>C2(_3PV9^>_5#2\|P M'D](@#(YZKW==8+QD1 >/#*

(KC&30SJQ^;RQZZ>VE|Q)7TL6Q!X+WTL%+!R\= MNHS!H^/-]?CTTL&[DKSTV"?I<7'D7AG>E0%AA<8]PF,>4O:NQTO>/)H2[+VO+KQ?#!17CQ^K'RBU|[M]O(EL?<>>*

[^AQ<8J8N.X?"VVN4QQ+S:\X\B+%2]6#D[^UX/"'"E'MM5AY&:3A M%927XE/:40'2'YST'JO5P=;)CUO|2O!O!.N@'U>8?G\ OS^MBX?>=ITNKV&1 M)>W$I-

*MFPU_%5[U)*YA%O!P;U/07?K_87WC%S3E[GKW9]%9\%E)$93P)HCP) M?A97(BMF4_B(?'E_V80B?9%$EDN!35%,S'=N\E,8J<;9*-ZG&O+121!+VI=_O M]\Y^X(Y%WP]ZKP-*

*X4Y86>3 JRJ"_"A_*40PA<$G,A!Y L]$;.*3(>B#(Z/ MPF!P-#@_JB+X_JS77^OIDUYPYXS#H%0'.<.#=!8PG ??'_4&Z[!Y0PYS!\K# M%ZR^._#2?O^\-]C4QAVO._VO\%4]K>*

ZDD%2"QSS(\T51#@O>R3F:VD>@%B1 M19Z+[%!OJ]WH69D"50.]!4F97HD<%XLEL64=5W6)LB@N9"6#8H3CG^OO0SJ9 M-,K@P6(TD]+-"!R/82?

5:_/Y1[\RN%'>N%$D=P^LG(DKBHD:./4AY[OW>4>?< MD[04<073%'&6YG@OTHF97\QQZ;?!=N".ND<*A_0\O);?> ^2< MAID\O!?^^/W]QZ,.ZKS!. ^GY313139$(+0A

].#'2O+\AU\H:]X<'K\= M9>+FD'<19O &9%(IS=\F]9QET?P-?OIV%B4)S,<)6:4L;E20A_,P[U16,"|-M0GKT$<CUI:R0*8U-1P!$!,K'#0HU&<.-T5MN5E1.I!:#RX6P512??@RWVDS

M8:C_XLE-3-Q,S3[-@8!A&A5PT9NHKHJWS0]@7_G/=- 7; M[WXT)%&UJ=(&AZ=F$,%"Z>YV4-[(B?0PTZHPXS1Y[MNJ'JBM6O(D>A1"+G M,H%OI2#KB0#V1%UR-*

R!],,"RJ_ THG=BK_[UM!Z^^D]HQN[^IV+FV^*7-89F5XC(63[XMUKHY2V_8,J;7F_6-JR"\)B MJ>W0$++?O-,3MKP1Q^X\6Q.TN,,HZ*+^.0"#Y$#7-M8SZY=Y7;M(@5N[2ZQYL

*M.1D9-XJNBI+T^W@2V6,2_SA\/C2"WXN,I!%VIY8;;Z:BI[^8(_=(^#5N=H 07WH!(+:A#RDN>/=N\'K1PO*N*6L+VR49?LN?9*

MKB=S!N#R#U#XU/#54FDZN&.45P;F@DP2FCE_S)Y45 XHX\MC?M?.KKU*9#M,LK>9O]/-=B=/TNI.CWMG1 MQ0^N!TTGKI7#=;S MG?*

*LZ^N'2XIG,5;SUZ&65TJP7L9//S$$[D^+K.6PY4]TC?Y9GL?M'^>O>'_% MK])=<@\%$'IIO/CQ,.+9Y"XVN1,+R;.)5W<|&]W*1G<6P'D>NK?^N2/E6YYM MEK--9^&.9YO-*

*0>1LT$#>/UWOX2O7ZZGXAT_UCU;KC>R]O+8 M_7*W?+F>L/=@N4_:%F9_.PM?QG_6:2F2 #Z?E44LI%Q:[MNJ=O>X?^MBI#R[M[?*

L4X%LO0QH]@#&.^^9Z>8Z=^TR3I+G7|^_+XY__^O_N1CT!UM]ZK[URO,@ M:'H&WP8&]Q?TEIWUGMW9>W:Z#X&@/#K;YH-^R2U+O)OC-NQ!;P-M$9MY>;KJ

M65^$@[M3EOU1>Z[=I:/<>JJM#\!+A6=;[Z_P1[U+;'UP$AZ=[8%]XUMO>)\;> MIM-]4"NOXUY_FX]Z18[>D,O"9V9LT&7ALS"VE^V\A%W9%C]HLY,4'[3GV5TZ

MRJWG69]PL7U\ZST8GK']9;Q3!^WOYUT^W8=E6?3VP_!\RR>SVFQO&G1#NI. MS]$N0O,8Y>E[KV@3+94+O?#H_/-:5BK0)KL,L5X\>#%PRZ)A\$@O#C;7)]f M%P\^=*

<2+C_T1'P>@7IR_/MMU^>%S5+SJX67'HF7:;_G)<=+R84YWH1,Z7@:R_;MW4I?BRK=/=^01W;EGY_VP^2^M1B)>O'CPXF%QX/PTU&],UX*

*M\$XE+S[V2GR\/MUYRW#/4DN\PN$EQB.F'PUZ.Z]OO.0$I74<1R_?_2/0LI@ M5!93[1TJROUR=W*YGK#W8+D>@=>-)C)M?BA(V-0_B MNBQ%'L^#<93F/M"UKM-*

*@ESU(+T.\/,0_=.[/V;/L"UBN9]E5S_KDR#*P89_+ MWXW5\|\+X5)@EO>[#L_[F.DZ]T%08[Q'QTL%+AS6DPW$X./?2P?M>O/3PTN/^_MTF,0'1]LKB_ODN/ET.7MWP*

N,1L>5ZI[LN+UXRE(,'!<5Q%"AH9$*_MQ6]-M\/;">YDG;; YY_X+E=[>D^2E@Y<..WF2SLYW7K?SGB3O2+2XS$2 'DI>IA)IY3 M]*K]&2M_F@SNWHBME\(>F*

AR<5C">+6IKU\4>R]QUVN>+FQ4N%'/SPY?RQG MLI<;WG/DYRU77@9M>!7EI7B5=E2"I(\N>H^5TKAU\N-6 MUQ+\&\$ZZ,<5IM\?P.]/Z^6AMUVSUVM89$DI-

*>FVV?!7\55OT@IF$2\'!37- MA=|O-A=><7/.GF=O-KT5E_&?=5]*)B0'WXJBUA(&7P64D1E/ FB/`E^%ED*5%'HR*.J@F(LC37 13&'(B Y$G\,07,.O$=*C*X/@H# 9'@Y->*

M\'62RB";%G5>P)BG?@\B@H1HM3X;9(^$Y\KN1OQL5TE@F< M(/SRMQKF,#A7+!NQPU/N<%1*FXG2$M+3*SR39MU^&-!W*/@ZJ{OC^HC=8DRV"-^?*

<9L0T=Y;P_=';;_Z0P]2!G'#|^VU;.MOW>QJ6T[65N:'#,I$DU)+7#(@_15$ 7?'_.B'K_]7\/^[(%"4/?(=6A(/1!Z>G^,$O M8EC64B5R/ D:ZO7B M4'0V(-7K&*

*(.8B"B)4>R&1$!IE,&$B1%(BHK&R U%X12PDKVLXZHN48.(''PDR M&A8,=&;>HV1Y8_L1[P.RZ)H=O 4WX_>WWOPNE&=)ZBW+;?"*KH)X-$DK:1[M& 6HN/!&7B?*

*="##PGS7(H-$D5$'XDY5^^FT5C M<9@7B=#/P+SP85G6M_U#R_Y;P^.WHTS<'+'7P Z_ 3%>3_,W221G631_@Y^^ MAG)-OOM1*M3GIP*[_(?_FV+"@Y&OY >/03^?*

*CLK^#Y_0R0/E U&R@VN"\9\ M8^R5FQ6-DKNW;/D)60/QZ6^NXT'#M(`#4/_%DYN8D+F:?9J#P()15,!U;Z*Z M*MXV\X!]Y3_307/J#?)4VOILN MPB #BA:H,-*

OM:HX%="'KC%Q3(P&4A-E8NSHW6NH9+OKQZ,=_Z#] =\OU@/N M@B!:?3LT'/@[#0?^]P,' A(F&.S8T=P+E]VY%4A^D8BRQCU!Y;Y7 DKN\Q"6 M?2E!_MY23XA!FK),?*

8HOW2"WXN,A"$VLA=:;*/3\7[0K.K3)D:-]Y5G@-+\%._]-4#PPD (X M&M@555?6U':3,;=,$5]V\G^D?!9IDE9S$]OOHADR,GK)B[J.UXEE;MF^K"[" MOO".H %A-FU/9-

B7%$T<6#\R/? M&5K7(IA$8)%USWZEC$^"-\K."H.%DAP*8G5;H% ZB\;@$ZZ-B$^QX<.%XAG5&H%B<8=!8)-)&(&4$(@4I,Y6R)D,+'I.3 MJ.2#P%>!A2G&E-6+(J=$#/P9UC\2)

<9;957$WT(U_12ML6!6#^&HT203)*+4 M4"#?0$;Q T;-6&$*C>>4*O()"HN]E,IX'RLQ?\4^U87E3*Q$,3.,KGL :0 MOK62K;

+:#/3B^$5)1N%UZD4=@0XAYH6EZN2%:$VS=EXN7AJ;%'F51JG,YP< MG.$U' %N'-B);,73T(UQU9V"&IL4@G9Z5(,9#O.YI#U8E.4J(AJKO_9#%98A

*MHDF',)*3D/&,"&"E*U@1!J?QH>ZK!$EFT#]W//!XW>_[1VZ&1(Q@Z14/-^@[5CT(/=WIFB;(YG#>5'9,$^:RYYK.@-3H*X]+>EFV=.`_HMZUDZ4AU.E8\M*N-*

*$)EHR"OMR@8[42(=NKX,HN:)+;U@GQ:R$;XV#6\YS<-P?#1YOG2S2Y^;*MC.$/4+^_I@V4K*/#\?R86XZY%BTK@H9P5>\[#YHS+2_FO!I.4W+3NR@2V+*

*M.*5+BA2F68'CH:Z"RH4HX,;L_0\Q/+$XJ'\|@&8;_QOP*/"4X7Q CE-Z5RF_ MVO.9IEADGABFQ0QTF2EL0TT9K,Z>&B& &RMRY(IS<-M\48G*4HI=#?C;Y0L!J.1F($/80IS-*

*1QIN.O\GK!O+Z[:Q551.I(R$V4$OW; M$2AG,=/QL 9=1LAM\E<_C(@^.P[(51X[495LZERWS:U\5H=56A?:,XU_3*4R]-MHFL>97!#)/7">+ A.0OK7*\#:0KZFY,=*ZJTX00/*

YX'L8#;-JD^56178F$ M,H# KTAE:92@;9$C+^AY;JR;C0TOK;/TA^95BC+&)HIPW+/S0_4#6PVDJ MI58=L"W??!IHJRRNHLS3H?-*

*!]*F]3VRXXX24TDP6DM*5G5"KC[\H*%K:JM* M^T"+?%SHZQX5T5PX-EA5XFNL/\"M.!+D "0A/:M7C%O6 _7-(K+0L#T MBVD:H|\Z28V*;=S88!G6LUDVQ_0SJDJ39QBO*! ,:3?*

*-1108= M%B0%BC,6L*44@OT!>5*8]_LZ&FO/NM%!QD61*-%>@J4V\J*1G+\Z|&T0)%/ MFC&H(OCE%2DV6OQ7\K,'N=&\0NW55G73D!M6+HY6*.*

*(G0SW=!'3'$,/'8N%6HDJ.0"DVD3-@"!}#!Q@NAR M*D35(J<1AYI+1FD>Z;3PCA12Y(-J M;A+C*7=K6*FG^_-6";H&%B;:+,9IC$EH*0[N)L"2&M)0/H"[LA1L,$E.H;}$*

M1B;&ZP5_+:YYG6JR0Q'4..4G AN742K%(H/#<#8XRIO&G.H.'5Q/1$Y\(C_4) MZ),*;%&BBM3"$Q4NH1=\5?ZG&XI(46K:M5A\OQ8>>N|,L0!<87H?RT9- NVE

MS08.&5CG&DY23M(91;RH5$R%9IF>B%)D8&5)DPY,0V).+ORB[\#C\.4NG*5T"$('RHHK;N) MAFF&KT(78O0-=F FXG2$M!EK1)1)U!2BZ:#,,V7(\"\BU2:E8O9G(]ADV('2NI$3

M4#%&9+Y)]0<6^4XYHL^;],2)P4U? 2=U/>8072+UEQ_;1U6,]-3Q:\EIX]%9L[%_#=|<9':&6QDYW$@!KPD[!\=_;=[>N\ M5]?3YSOW=72&I?T]$57EMX)05=XOHJJL1R^K=$-

*]$3NY(2KSDLE+IH=)IH&7 M3.VM0P0#++WX\FW@VN8M-[NO6Y]EDO5LZACT8Q;ZC.7M!:LD%6#:8;C.1?-OB M=1N\/3LQ/$7KT*UOZG?*

0/PJ/3C;7IOS%GKIO0+Y[9^HYN<')K\.ST\'NGWHG MJZ_OJ?`Z$.1'TH)>D5X=VG"/348X=AK1%O+44_6 7GJQ>?9>7AVL;G^Z,\N M\[PBY!EXGQCX>!.CK>;:?[WGYZFU'E?

*7<=)RO:ZS'^R5KZ*R?WP$NLZ%/VS/ MNRJ@N9YO5SWKT],JU6_@7^A\R'.FYS!OONWA[0&J74?M_N>5SKGR54!XU_J^ M?V3;F*A^K=@#,@>)6(_V_[]2*

XJ6GT0[TISDYM2Y3N5JI5@?4X>9&?TERB!'/ MN?P&!SAU!N .(?LZ!XC^PZ?/_Q5-9V_5O4S1?SMD/M5(":R&4#_F.+,OV? MC"",;T<0KWOGJQ%$@QR.VQURG/Z-S%P>>/?_

^4IE:6MJJ&"_C8LV M<\MH0 2T!$6Z%)W:RKPLRW_5+\:MR<2OG:A=2_X3[<'F#8A1/Q-;,BROF*<_K6,88$.EFBE-[[_8G3C)-[

M<.>,]:8+>T5P&6/M;EHM94WLH'ACF+ZXT!N)M0Z=1Y?25ZES4A&F?GA@G-`MXT$\EU!P5Y"3,>G8;47?Q4G?OSZRK/0B#8@P,JH.F]B.KGEXX?;Q7I6H/>?B2 M(0^,B>

>\O#EB)}[X6>]:,.5D=2WME]M#([NP&1O6TNX+"G3_CH=E4-K*#7 M*]TP;?5LYLTW73?0L-+FX0 4/=0CQY@G^1P<&[SQ_E]!^K|&=B(!)&ETS6@___!L];4'S&GA&!+#7@27?*

*MI,[%P'OAKX2-);=D*0@#"/\ ]HQL$\N M@=+/#UJ?3>FKT4Y(U+M4Q!!N:,DH2(NZ1L?)8>J#;*D:!E=%*XHE(:M5.G/U) MJG^>*

S_(/B.%0630A@BSD!3HHK2M/#.0CN7<0HCCQHIRA%2A&Y6;=1MPM;0" M,4IK!EU'I@JD:(8..X7R-8UN>.FF$4 T1?<0#J@P@V;1G>+/=]+A3?F8'?*

HG0MC1V1!%I&5<3Q'C+A,-9D(B0K+0[!PC M+[$!/6E[$ZY5[V=W8_F HES}Y%@TYFXWC718ED;]"^:EJ 85,C$HTCI]8#K@;'-M

*?,'SL/N8CA66*02^KT&O[.P5X!5#*Q+@J{NA;/KN6F0OTUC;MLED M?,-OH)38$ER(!'TU'G!0NWK6F_3K-5\Z1HI&WIDLEQ-$Q M-IU&2EZK$Z U#7>DRIN@-DL$G...!8*

*M*U/OE7C:%ZV8C$OX0L2(D BDWC]_*UT"Y@[R438'U13\S(<2 Y<\M[Z@ ,)8,X3U MM_HG?(Z&>](MX#]RFL^7BK#Z#O[H?>D%OUY>?GJE;N*2(;L+NP^TR3 Z3X M-D=C'E4Q%X>$NKRO]%Q?"6T,@%'$LQ(OAR M9:]J0F)0TB1%=&5C:, #Y*?<&OLGN$4M\ C)I.Y6]MG5$VN^#T3]>W1/*

*MP27IN8Y>O(:X6]MONV1S?!1LRZ/MEQKAXCE#7^:43$UV*6QL"%T6GX! "E MJQ/D3]f(?U=,APC*Z]+DTVIDf'?I+T:R.0H$7!IY$I6)#'XJX!]SAQ[0$Y=? M?GK5_>UW18) VWRK"%Q^>?>*?5"$4 WZ:.3P(UE%-F-(I_BXF4/6IZ-1LJDU MFH+Q1I&. TC"2*:O@::*+@TRQ.PW SG18.GJ$E5-<\!TC*QW);8'0T#P)$&<*

M&;.+NY05=M!)YN1B"F1E6>CMB!>W,7G,VY61R9U"R'Q0^A%R'(1,2A8 SY5PFHMZ1O:OVK#%KS$^ M->'4.W-'G4E4X<+6I;)CS_+%55DV*!X'+#3SBCAYFAR(]O &RCNA$6T>IG1EV M3_)9K4B&G/=(_*PZ,#(Z*@X6LQNSO C^NJ*G6-]BV&7]", +99([CC3(^-$FP ML<_+Y\5WK!S)HA1Q,K@XTN?< 0 M*<2*$&I>W2^H%#@=A97[']OIH$EG M(2Y% AT7L9N-A],HM(:0#$_ ##GL;2 @)09#1GI[,A:.5&K$O^WA=@\)4&K$O^BJ;HH+E^,K@09NK4.!O;,"(Z+&W3@DO> WXZPQ$YY&B7*YNKYV%$1 MY$H-[^@7K$'E%=0^T16U1P#Q-4[M45+/A@0]=`3ZS)E=6\M:,*CP.(/_N'2F M=5N4^%/8.5PA?']49T C(T-\^CI0?K"I]>M>*OCJN3'*M'WOVG_:O@?BQB:C M(E>W*

*SE"K2&ZNG&K+7*0E 3N^DK+/$=+ MYS,9;,C8OX!]&/2/#CGK%BCC&O\#_,BWN@FSZ)1BU;GBUC4G';M9-5.]193S MZ$;19X&Z1,-35!8Y_,PA\@>IHX\^^358.^G*

B<^#GXMB^MJ@LZ4&=HYZ.6N]R7" MH2+0\%]AMV/,VQ'S=E"/P$2 1+=>\[_5TQEO.#79,MZH+_B9]!:B"@[!]*

M_.D+_O2[%_RAH_*|_F.XY'6HF%'G+I0!5&"22]D!U]S<[:K%*\N1Y63QE^$ MF7SP6=,^(2LAC^)*VUCN)(*ZV1?16F=V5'+/<#H+)P&:>?:"CZ1XBAOA>M&Y*

M8U:B(@TXQ89/H%f8"E/E^^&;E>G=',,9,EQ7M<%:=6L.J^LK*?L(1BGU&B_MO%KZ0^V: &.*\G1F]!1XR/1O# X^?/(F5AVW3:9TEDI,QEG,.&9C7,K2N/*

M\VE3?W=$=]B.V+D1YQ$Y,W#$SXAYMC Z6P 8QK1*_>-"@+ M/BBV7#-D#FK^*-&PQ>!A5F!56O -BYHSMF#2<4UV;Z.XK]G.\[_*@24R46&K=4 M, 9SU_;6)$\%.F38DS&#*

*(RO8_*)X$GD R,^]"C]9/Y@-&0F*J-$B**1$B7>|_M:>Q$;_&(XC":8%1F*?KBF <33G*!5QRDKW2'.S#FL@*66]XBCW#>!ZEZ9H2[M3;=XQDDX:0EK*N)HB!4A6-59&ZZ_98>,FT?*

+-|6:6V3O/=!3($D@8% QU&;" M'3+$;=5()V-Z-=K#5T6L2'DVO+<|&8-^U'Y*#Q1UZ<-O$2"Q!/DRV0%T&]UT M2-XV=7*G5"1(_!L8'!6\9FZC^NBO'P'WPDZ0+P->]+-5 0O?2Q I?*

91&Q'UXW MR:3$]-[@^#08ZF*D,N">U$3.ABF!]#8L/OXL:F,.Z1'67$*3SMKK!#L*1 MUKF3QLTQPXTO:FH6":.U!G0762#+^_?J22$BM0]^JN#*

[\R,'7X"WNR)!1%YM[F;IM)Z=B(Q$ M-JX,14"6(BV$+!FN7BTXE\Z>HV@Q2),_? ?<.CW^UY!X..:45R:E_P:KP#YGZ M_64D_GR >0,'O>!_G)F2//T?.]/@9W-

O@89"%]=OW$WRJ1L%E.J<>01TWKH4ND=WDT!OKY.AX;!TY6*53RFNL7E"%/FHA-@TN M5+:,A;E6.L;R18TB S9;&L/(#;MA,.7[4?;SUA5<*B06?MNF.2YZVNJ!YFFM$ M)!K

JE:$# F5-#_"C4[U$0\D!PEA---+ ^"XK_7M-V9MA..4XEV=`6NC*;XVF MO5'9.V]*QK&=8A6/R3XUR34%;*?&*-P+ 7=Z.+ M54'"2C%7U;/XJ M-&D[7)-*

*CU'CR&ZEY)G=+*K8).@)SP4]N:]UZ&1G@Z^X J=Z8,<,Q"ZY966V6 M*$_9J23**?)U2[@>R%&N-3!3M<$?7[89("7C[)8F_&TBH]+]*

*1)N1@R^Q_M'Z2TEVO.*7F8)6;F]OA1ALLRU,,EZ>D& MDH,[7B^&]?5%V,@>;&=6=N26=R>A=V6<;Q&U/7K4XC=]H/IL/CXQ^.(?X6'7?&\BF4]98H]A#?*-]@-B&&HQ=H*

MVY);GU_V3,0.;S^_>'UV=`XV&:R=#,XN8"H.//TW(68P]\SLA8JNTY;D6:$?NBQ&@BJ^HDP5Y6-8RS%G M,LS4Y/)<K$!-,290%;0784"F-$V?P_(E36<,4*

*M**/7'1L8"SA+S,V\#_#GH?7X6'&V5!,/&(PDH[$S;!A%'+M&IMBR$Z4O>7L^*'#*Pf;X5M<9XL48_10F{N]-@4FS1AVZ]J-9&:.\2C$"-@K^*

*M#5H'7O]8D<&H(RIY'/D>9H91#;9!'SGMN,(^_< L'IB+ANRUX/OIQY*8(+1.D1$,ZP[^Q?RZ+ M223;ON=;/+FK>Q+(B^P@:2$HE@F;T8=1*XE+9>YDZ33E.BL)K((,9ZK+NB9%*

M0SE^%U:FF$=,:64N,.2&Y4FF;-968;IEO(LI@JP94LQ(!1 I^0OUO2DQ'R+-.MU?";$QMQ;35G&5T?&U/.L=-(=13QA,'DZ(.JQ=HTC,MA=J 038"UYEKTU+=(M$CQ8M^?

L)7LH@0+SEXVX+WRA+/"+'U,QU!VR$!'Z#](KN6F@VOIN.#9PNT'G; MP^4CD.P,3497]$WDVBOO/57>RKT]_R5 MB4\T7"F/I:V%OC"IXC5BAIB(/I

M.L$@Mf%T!B%QOD24B#\)#Z%EE7X3<]E;RM"""S'K2_A K *,^>05,KO&UU3GfX:%X?SR6>2QZ0 M@.@PADX!4X (fl,'J4BL2<\US)E"F$&$,-<[V@"T<3&,M=;;"@QTZ58JJH"(

M'XDG?D_\&R%^QW4REWB KMZ_@C==&8.I!N-!3"(:2(/=8H)@5$7+'..[;&2I M9"-CL!!JBX,6A0)F3)Z5JKC&TK4&>G!W)M[JIECSOER6$<=VEH':,H5EA%/)

*M%A:F!'@,Q$#![RZ=Y+1)7 =:@[,.YJR%$;*QE&24FF2H]5=''WH#+P^H94PT=M MZC#N491.(9%RX]E])E5_]:&D*/^R$K.VB4@/C^]_.@PZQND2-^>|$_ "X5DF_M4VLYB8)*

*[MQ:L4"XU FNPM;.V)5)E@:1E\^R?O['7RJ(K]SJ)B MH!VB..8+Y-1\WF[;N3H5WY4:*W5B[*B1&#M:GACKU+;]R0F2C/R64LI4G6F3 M[&-TA9(#H\H LNA-*

Q+H4MBDJSE#LL\9BK;UP#WSR9,1E 1NA !SCIG?S0 M/E#?8N_E+\Z'Y%)R2/I\$_Q LZJS%II)^X?QU(DW6,@>V4)\^(;CXXJH\&CIC4B4!Y ML%*

58_WPKT!+K"T$L/N2[I*6PKZU90RD.3C8!&ASL/M#V,-9V),;LW'D"UIY0PJ&??+F.B MER1D+GN$S1#\$K&3XW$)G,9R8ZK=AC?D\X/G+T^[#2_)U?&U

MD7Z($%_6%&;5E7R_XOT6MH?MCL.394:>A MS!FD!I8MVW6N7$>9J!X^*FN!9Z[>XT5KCAMZE?(HI,QCEA${JZ":T<@2=*

*M(_3P:TH>@XV]3$PO1AZ1^D!R*2A\&2M@<@8]PUGS@C5QT5=%]7KR,IX#=XZD M4E:,,.5.)#L.:|:6R5RF-RK"@O#G:,T?NPSQG20#J=(?9[XYMVCYZ@L]C]#/GX*

MO<;N(8fINU$@V+9/3#^K+#]UMM;9?DG9NT2COPO5,*AMW>,,/BQ/ECI=_ I**2M22|O*XH8,+@ME!44>@"%BH5R66(EMFY@IZ AA,T*I2P2.U8@HJ8%T_3=V MI]"4,1$@?9S&<\\R#';VZ1FN_5Z6$\'B^& WA,K)L^/MFJZ$],[.2R"85!0 ME!XE,9XW,V\CDWMK,2I Y"")B)-\4)N!3XE'$-?>M2!'#AH2U:L,B(H.!6N=3 M47$#8$H?1I

*9<:AB5A3/PVZ,E)BC$$5JZI=#'8*==A1H-R3%K(0S'\,=4I"R M;WO&JMXB+-P[&D4P!=DAR,F.EY6V)ZAI:8S "VQ%E$ZXEU$]&5K/X(]B=PQ5 MK(G/]I0*F(]JR8SI=1Q?U*

*,UQUE*T+W@)SO-5'%O8+SN9_BV%,L'O+O2*;$W@ MEOO\D6UL7+JE*1VSIN2&!:&I>LHHD[E]FK?)4E*VW,$5=;FLPP)\OL@U4BO& MZJ%%DK<+TID\E(:&JA.*>HJGA@],3XY*

M,3(^PZ5[BL9N4S>#/I81.:@D-+RSI=#W-1Y19R&"G%VQ.S)^>6;0%K_= MQPY<:),?G:W';8H1G-#DT>"P6#6@O-N>'6C9W9()G6<^R#IE_T JD0&O8]@0R MKGQCUF(JJ

51=5SOG@(!!:Y/@9-4N9-+07[CCC):5^U'!/&;F0ZO=-!1UM83 M>(5J>$3=97/_^5O6,X[1U:9M+523<9OBE MQI \55*$) TS]O%0/5_YIB>*

MTU$94O=-8R'4JHMAJ^^YL0T>I0[5I\$>L4$4$^8IPWH!C<2HKBZ+,4H+\X.A MV%0L!3A]AA#U-B?%;E46Q8>1#M/6N:X#CA2FZ<5,]4ZR1/6KD&X$4R#7P3*TZ75/B*

MB$:>,*V1Q$W WW%M"4;#@4+O0^7*&C6]=VP3G:E(6]M>@4+O0^7*&C6]=<D0>TB(H M%1@QC{:J>ZD58]OVF5%'N)G<=5F@Q:.RK_@2%S>3J):\HN@2C:.K+[X+7*D M+*

(]<4L=A>TP:32_X8//%0Y-#B9["^3-FGV^B0 5LJ-MZK764IE[A_L?X2UWBJD.& M.B"B3LNXGF(^5XS6M"RFE&O(AJRJF1]>:,$,4)7]AXWB"58-L>R@GMK).%E6*

M6#@!EK4S(<60U!A")^B.97,+1\QA=<<&D/N:2X/.3E?"XQX.T7;.V:85CA< M\XQA*#K.3DX.B-;O,+)V.*0#0BF8(=CK[! M*Z@_M&[NC,%&9GOE\LH M$OHQ*+#<L)U7*OI*

9%;C<0%2Z(F/]&%WPA"4^7GBX?#1%.54M/#%U-_] MN'\;?Y8E$OS"X,(I*NMU46E@]PI$,4E2+XR"'FD[4LW%29F_9X&'L0#2I&S@2@!M26H.K?*

*OS86UW3(9#5!'EFS!H=\R>@3$\ M;7K2W 1(@D1LVH;KV($$@9[6"9=P>I76$`:*ITU/FP^CS5F!OZ1DT,-\##1MI^,//^@*0%M4U; M+D+'5^VU&)*

*(99+@XZP88MWO%?.&S5&=1G%98(_/8IK&%M3%8IXS\'4C#0NV MN:S9_>UYQ?/*PWA%F6= HVD^8@\UPL$A[XWOT(\J"B+2AU9ND:0 ^4WTPK*

MN"@2)=]QI02&A2FBJH(@.]/"Q3Y"C8=L8T\[7K;W8P.LI@AY0CD=`6/PH+& M3-`L.A2\0Q.G&U*;I-!2SFUNH[2Y-(R>`^O9TJGI(U3>N'@^F!)2SZA' &3 M!^%T4D$2I"*

*(9VU;,J6A9#J>P*E?X!-@=BXK_$Q,/I.Y/0(\GV4<%]9]>K!19X3=###M27U3&1)10[!I.,XT9!]!:1 M=P-T+1>E5HQQ4E<%BWT!BRNH6NA%-CH=G5BL6UU/4)?^0$H_6E,HG>*

*(%2R M!/;H(>3A)VSS -]LO$?!:$6]NCZ-%1:.G$0EY[TH&$=&[TI]%>>\P+68(QP@'-M"9<$&2+4="-4.)ID91@81*>W!O60$'#AE6;*1F,+6W9$ \31I@E?P ,,/*F\-M,,UPP."@G*

*4*12P>#[K(PJZZ7G"=)WL+5#]:@P3X#1R*%-PR0;Q(W8,'?1 M*5!Y,"]!6L8(ZC6,XF^ZQW>A48K:>&1EAU:P(/3N5@-,AO72.(B"98#CV];< MZ\'OI VT059S-*

[=S"E229K4&4\5K3E9%_&T"9!0F5+E<4[:'T6EN)"# M08 M3,C@Y+E09@HO3S+PGYMY0567F9J41X..<,],PGY,DLUB6TADA^PZQ1$(Q+AXX M=7L;"?2"P^")&%9:P-,?

*F@%,D!98WRO&(_A,DHI5<_),%RH?<,9YSAV*LSD-/"PGC9NJ!*WC;Q:#0GH M2%9.Z\,,I\&N.Y*QFHF[DG 9R3-U0X$L/>Q2..Y/P\531+&*/@%D54J;N\(N*

MQ>TB"P,)P,=F/P]#.1WY-=_2IL+9>TTI 203L)&X9R=(#6C%CMOX6Q*U8\;MS@[>E43Z*'55EP""$>;LD6H/C=A1];NE;4J;4 M#0[HS)S)?(+%F0K1%H-%((!7YCA$/$P4:-*

*XNW_075@<(#D@>IA M-#00RX*Z=Q54S^4,27WU!'C1=:20T)-H#E?%(?SC.'K%PF6.,15"+BPV=A$[&JAZ6'D>KE"LT5_@""9DG%,;"H)4$.QPT+ W2@.B=*

MD9((@MN?"G$=%T4DIK2](@)MN^FI<[O-1N\(U&!!LT H<_D""%$=9*BT5K05 ME$)}143D"V*=)Q-1TC+N%VQ 4SCF&H-[8X<93<8 @$M9:VV854$77X,^=:,@M*

*M7%2X4:%KF!@*84_UPG:!U!;=G?$,=P68:K) M-^O2?O-5Z/.(5IL)HVO;"7CLBA),,SA9K4#=,C=4297;-,UA4ZI:K0=4=N3C M\BE:C&RPH:R-V%?< .2GNZ1U@BFRDURUX,QT/%?*

*7>QMOG M-E>58F_=C$!BRX:I7.*RQ%XO;&R,Z"(M8&Y64QVV[C]KE*!f#X565=RZO(\- MF O;&DY95HF#9GW\S98[^>R'C?]X9+4([!=310B7!I:)1 +-]H+,IXI.AU*YEZ;BH3)*

MI4HH7TI68;/MDU;>]!O6%IWAPV1CUP%%"T?$.E[%WAV.+9'+2;8)}HE %Q2E M;]:R6^MBAVE?(:H7# PG/8NH_4PS4)-T.2A__NK+M8-7=9.)1MN;7-0ER29Q M$YO60?

*@B,N(:*7;OO_]O8?_TE%;U]ZOST,"-E2A8N:M1D- N&31L;N72+*W& MGC'8P6@Y0-G*V,4+?3@:OD/M8012F3<[Z*COBZ5X\WJOEK?QH:BHZ?I'VD]6*

M2-.,LZ$LF0XUNI60:B#462 ^I#!:4 .(69N<&7D&,)78G WA'3(0AUQ(3+Q0RN MZEE43»;!P>RWWT%7XW70%3X=%Q%@P M8(93.!<9P3

MN+Z+0$'%#.4DRD8Z.0,'4+>YL8YT[39>6#5P=6,@H#R)XPZ8&?>5@\%[FW)">>[=UKE>\@/LGH?)V:1%6T.SAVEQ M'+JA.@:#W5[EO'!V-47PZ2RJF*

*MZQ%N?;+FM>+KS3SC;(!QNC'"&GUG&J!3BWK?!IX,/1EN5'YKQZ'4 <"6X/I M'Y=6<(-(Y1KVV[W8*0A1/8!.5I}&:$FR#,&83J]6>L#UA;YBP&V2,15]W$2YH*

*M!11=$'!^C6_4U.3@=:!A/IY,'I2WM&H(/S",T6U;?G/,SFLYWET'N\!?E]:N)Q.(6[.VJ@)?I;+RK?1Y6KT-^O@+>Q$5>MGC*U?:3PG/(3C.O:.MM>F*LH^[': .EO(K(9XA$P*

MC89,P0WN4/UGVOUU%&+BI45>7MZ]?3Z$+PH%KG4R8J91=SP7"DDI4BG0Q2K M+]607508PXYK6L6S5MQR3$.DYOB9U,?0U_TE.HI]4'M>#FE0-57*$R@?$*TW*

MBBP\Oq&63HO?]]HW<_U3%(/FMW(>+@2Y+IP"6FFQPA!V3EVX-0U:)S |_M?&MJ,GX)VH%2G!P(^0[(_OY%OXVQ>|#"VT=_MNN6-"QGM3JG!,G@3#0[+V%P,QFGQ_'0%R2A*,-[-*

*VWZ#8B*W)%0BWGTCJP MKZ#Q*%"6W*E%MZ/8N33Q!:/*)QFN"TL;QL0+KILO?@%'BEN4J2X$)Z5,Z MC.$/10.P.3_IFAX-TO?S8B7H)T60IPQ]*

*fOP>KE[R\W&Q!"V5*G%3KMBXQ)S\+@:)]2%PCH6"T4%3AE#DLP5W$2[2LG0&M-K.%7 M+HJG/>-.#',%K5SQLCHQ!Q.9?,7ZF;OWOHD9CBI,42/(9XE 8;3^)3W"35F^ M?I6YSD%7?*N!M#(N]M_8K+$3.?.:+569&]^SOF+?Z@#\D?/2+0("!*M2+-TB62&9)5"*;7:7 PJY;&@4__>,2Q>-4 MH#*I\4OI1\$4F'KB;$=4%V2^SOY$5;X*

*E+%6KEAK7!O1MPRVB\K,C'C/W2 MR6S4P&F](G4=7)UA% TH!;U@1I8V>W6K,30@&[!]0.4.562#3)65ZV+NMS MH$*YA<"L;KLP'H*P5V,4;I3]JOI?-IL0(TH6RBHH9L)'/*

3RD&RZA15 MZ?)-7KKDJCH5@R&=V#ER4I N"81%ILQK.$,L10=^X\K/W %^OA3%&L484++# MM@H8 T(T6O 1X}]#RPSSA)=,N_]*41]>TIHJUDL444B88;]}$PIO0IV/)\(

.8(+U2-5O],2("RY M@8S(Y=84#!2PN 5C=L>I0D9RE0NK, _]10I-T_$>&=!V6C9XX(B+C|CH@AM ME@^Y6E1PRQ1^&2V@_<*A -,;;T3")W5H^RSOEYSEW?*

*=9WEN;Y;VS:L,7B7 C M*1E(;*FN4J40OZ\Q.@WS LT8-5.$'%!!"GO3&X5EY*NIWLFM.NH\7YRK@CG MSDZIKQ>0%+D+&*_"478^N 7CP:*

<,888?TL@M@OOU,]HHPA:J9OL'}#RS%= M,P?O?[M\1?>@]33K6YYZ1ZB+W=SXIAN$:0ZB(BG<[US:ES-2X2VH>2:?E-JZ M=:$/10.P.3_IFAX-TO?S8B7H)T60IPQ]*

*fOP>KE[R\W&Q!"V5*G%3KMBXQ)S\+@:)]2%PCH6"T4%3AE#DLP5W$2[2LG0&M-K.%7 M+HJG/>-.#',%K5SQLCHQ!Q.9?,7ZF;OWOHD9CBI,42/(9XE 8;3^)3W"35F^ M?I6YSD%7?*N!M#(N]M_8K+$3.?.:+569&]^SOF+?Z@#\D?/2+0("!*M2+-TB62&9)5"*;7:7 PJY;&@4__>,2Q>-4 MH#*I\4OI1\$4F'KB;$=4%V2^SOY$5;X*

*E+%6KEAK7!O1MPRVB\K,C'C/W2 MR6S4P&F](G4=7)UA% TH!;U@1I8V>W6K,30@&[!]0.4.562#3)65ZV+NMS MH$*YA<"L;KLP'H*P5V,4;I3]JOI?-IL0(TH6RBHH9L)'/*

3RD&RZA15 MZ?)-7KKDJCH5@R&=V#ER4I N"81%ILQK.$,L10=^X\K/W %^OA3%&L484++# MM@H8 T(T6O 1X}]#RPSSA)=,N_]*41]>TIHJUDL444B88;]}$PIO0IV/)\(

.8(+U2-5O],2("RY M@8S(Y=84#!2PN 5C=L>I0D9RE0NK, _]10I-T_$>&=!V6C9XX(B+C|CH@AM ME@^Y6E1PRQ1^&2V@_<*A -,;;T3")W5H^RSOEYSEW?*

*=9WEN;Y;VS:L,7B7 C M*1E(;*FN4J40OZ\Q.@WS LT8-5.$'%!!"GO3&X5EY*NIWLFM.NH\7YRK@CG MSDZIKQ>0%+D+&*_"478^N 7CP:*

<,888?TL@M@OOU,]HHPA:J9OL'}#RS%= M,P?O?[M\1?>@]33K6YYZ1ZB+W=SXIAN$:0ZB(BG<[US:ES-2X2VH>2:?E-JZ M<$:,10.N,$]2_PSTC}K2<@>$,P;& PM%*,H4_* MU.*

*<_D;:LB=53ZH/E>7A:!]*PNP"!B+++5=JK0N,(5+=Z3OP@SX1IQ-<) M>>>TTY+/-1'HP#&H IGF;V.J)V!/Q@ZK333EZ6R^.EB42#N>.:|%*([ )5TS> M"VQF!0+=5Q-*

*[VGPH;1H_>]DA$YR<42[=RA;)UO9|,_TOG];0^.4DD.QT>.^W M1HMNY"JA64A)Q&5>4=$22[4 M^NFDY2W*1'CT8K/NL.]]60@]]:[_D(C>/_W$<3*,YT)K^EY+C18FQ[CFEC*

M);X/C_XM=OFIG"[1&WXN\G'161Q.9!!3IGZO\UR6NNHH.-"#!G$HIIKX8(- MK"GRV00E"$BN H'MO=;-&-I MX#!I?5%\W9HRA_F]DH .;:$;ANU .1N=&EI1 MOV*

.B())8]9%M."'P:B!74]0#MG"\%/J&R<1P+655#8&Q>H1"EF-0T5;T& MOTZZ+E7W3"B<:H/:G(N=%9+RK@10]XH6-,#}]IPR2)UV51],I8MN$[G:.*KP M.KI&X4W]$E^!!*

M,_F'NM?]VY+N/(G5,(OY'0K2P24NEYSW1O0U(#>,H0B@@B;$K3;TM*IJM*E MJ%]J*6ZC,@XJ%B3S2Y1I 8>*=5(SH0_*+CC3 MDHJJW0N"'Q-*

*THB&F0=5ZE12WAQ!!S[%F9FTI:G8^DKC*5D(?IJ%%)!64"+58& MR@+CV8F(4TTB!>Y+W2LZGH:9MW($>2KCW^*L;Q4J3C%)$A6(CNQ#Y1*1*FXDAK8JMI2K?D M!M3HJ?*

*$!U(C)B>A@G18)>9-T!T'K721@"9![NDFQ=GG5^FL(K0-;0UER^D/# MOT9](J*LFL3HTV ? G[@Q:@GW(<1KD.&R!O(<|$NNGC3G(!HX'G)B%%Q*80I M*XYRI=X+MA9272-*

W%95H_B!4"]>@.9GN4C6.U>XW1GT-;<5R4C-"5Z_^+PY0 M<\9B<7(OQ9^!DR"#-Z>E[DUCOG><7SRH..>(IO ='XO^L\UK5'2A&)TZN4 M3-BX1%A]!$\RA$AUE;FHL*\WL8*

G1$^(#R%$F8E-+0MW!M(B%)]W7Z,Z164*E%[>O3T MN*%[=8E[R58)N)$,E8'}:?%Y#C=Z8*27]!4 MUG(4"&6:=[VHFL#>9;E]5 MLAG?*

-9E!&Q,9^RDJ^KV@^Q37LB#"SNZO^,N%WE&$,<.6I&)RA* 413 ,>?. M68BDJ<'G;E&!:..(<9WD'>]G(L)N(Z I[MG0"=UA4(L/AT4F9#U6$&L0QTfNC?L":(.?*

*4T^(CYY$3_']C[!OQ*X/3F^X' MO2^]UA[_)4<\K>]O-9Q]\$645S",# [^^MAG3LZ6=Q*0P;J_(I>%?LBHCYT-E40^9C2\9%-0=[Y4/*E!%N*

M]$U:+5)G10Q(!S:)D#H"/Z&Z?!1.I5!9A.[&4%_)!)B40(6)6;#_]8T(1N(MR1('^F36(4+^KM*U&U]>/B&\E_R^ EP,+:),46:1S>(_G-HESG$>44.K%@ ML4KVDC+7;//>D-U42$*

*E6*D]^86^^8Z_2<.(_T2W*KMD-ELRP%SN<+<92Y+1JL*I$!?1*V6'=!<#O" M<-B#K@C-1781$OOM"<(+!U"TKN!1?9\%++2[TU8/Z>H=5250P&W?N% A(A(WQ,Z)S734$!*

<;ZG,NTT4IV.@0 M(%HV2"]<1E0"M=;&OE3EU8^%)R\52A87E7!MZ2#F6F>2/5!CH)!S..!EZ6N$&XEK$ M)>&X;]BK&5>NYJJG*AU3)$%^D+@D><_A<-,G;8T;GV!Q,;STW]^*

*Y,>3<82= M4YE"%,"56@K)SG0@N>4!)/4\HI8CQ*Q\HC.R^,#8#W%D+,KTYG!7751<"(=J37GZC2$=E!T*

"PC^L_G3EZ;V0H7UI:80L/:EVF6=AIQ)C()_B\.!J(@_B0)0[E5 M^>@**Z7"T)DIKL,&PEU\9UB&B<-Z"YQVRYU=6[>KXFEKN?MCTX?C>F)4CCW2 M]:*

(S84B^1>9@(&Q'U@/O@!:7CW6MK]NIS^7>-<@[G0MF^^X[S+%L2^I_X7 MB+WD K%C7R"VRP5B6RMH/^3!Y:P$,VEP-#@.';]BJKP$[^#BK$RGS]\+PD#(-M[>*

*<@,K^*&S)X0(^2=L,FCQ&JC\-22'2D8 7RJK(L2-O0ZZ;*SQ"12 =[^1U MI59YIN6R,&Q. OI? M,"DR5^"E 4U*QV-)/>CR-)OJ+*POP#M=F6VIZ4R 5DK56I@I*&/1AQ(@UU1*

*MV$F,3M?<:MNPD#R?["?\C|[5_AEM*E!!/^2Y1.4PK4I,"V3+@W"A83M!5\V# MQ]4Y6OX#MOR#+_4.U4NUC:@NEY+U/-PD%*URZ+_EU0%-*

*:Z%/;*VW<22U'C7'$22EBM444GS#852_X#.*WR)/B^6@S5'(^_MPM9IH6H61]<6'$Y9HW1Y29OY,B*N2I!%>/Z7/0"(>=S#C?P[JFJDI<\"127Z M67]&+YLDXLCC-*

'O.'<9)ZJL2=_OD)B+)2VXD/I-FGKI?;5EB;!1<685)5T MRD0D=(D,T';;C&G46AO@!_1]1Q2(M&:"SV(G1FQ7R/0E^##[4TQXQ*PX"]568EI^(QWH)4LED"TCYN]D*2.""*

<\91VIIDE^NJ1P M)SIE5 .?H0.9WBC.4MM L7+X&0M82M)&CI@&]3&C@*+U0SB^)TW/9LC,5G13XV^J6B M>A<9*;A4CB0IC_!%$>D7$=<;CPTDP?*

*L,Y2NG[J(1#YF6"V/BL=RTD1^H^;>#CQ !BD M.&!(0',*4#OZ0,*S.+K9A39SXOT!M>&N#=38QZ!W"T&E?!8F:'Z($.@!G=+59*%5E?%)_$QL] M05 8O5)DF],R=*

*(#8;G!S9VRTU%FN!&4.X,FA(M$QJY>U6L1WNIV@+6*'+'^K M$0!HH:IOF<%Q\6P&QZ/#NGX" J10?4GW.EX;&4>J0*33J0F8DF<EW?U94S&V*

M:XI3*42+QAZ]":H1N66@2G2)8/_NK%"R6TFX7:)5,.9+777B)/<9^+TXIJ&=XZP!OPQN53TP'-F+Q*"9) MJ_A7E1+96O@K-UIIF\Q MU8YTQW'1\#.HEUJ@=TSQ(4BQBIF_$Z;?*

*(,1Y66L9LPNPUNJY3JI0EM;@)I! MK6Z8!U"__\-HU#[VBO2+YD?&P=!ZG?SH"F19}]- @0JC3I0'7P)02CS.%N MWN>R<0#_%';GH[*D9CD505<+@@2%?*

0"50IK&NE[_K<,SIR2!&G M6H#J'POLU$S3X605)"'!R+@Z1F 5(IPPAAU&RD!%?-_J6HB\<]N[K@25 >EL M)PM$G6W93"FSRUZPT4+MW)

[1H5AS'3M7]DI>,>QTR/;1@\KH1GLD)[#8VI>RT M,9\T>C5R&DAS!;=[(-<(9:T199./6K+G@B@2L]NFG-L+G(!"7)AF]<5KHA8BR MN8%

=GPPE#"&HQ3@Z1[H1"_&)H@KZBC3"H5$A|#^A5-R1NZ\;ZA011<;#K0 M>BI2[0ML6@K('Y62W\# =;:FE2?HLIT4A2]LH@3]C#$=,RX-'$T3QWT8M16"3L%'-&LM-*

RJD8Q+FBP1+/;TTU,E> MJW(QH=<[Y\I>(5?^VME-]U=H$+]KV5B"ZTMJ?G?O M-ECP!.L 1?:G,PVIU >@&\IX>-->F>+BP+1-Q]D=.?DFL%YHKO[TN+1#8+8.T M B1%Q4HI.ALF2I>R?/>")*U/EWS)Z9(G/EURE],EM_4> 9O,FE-A9P$XVVK MBN-;)5+)!+:$7;6:VR1VD)O 0-).U';Q#%JZ/7G#943>-=PX!UJ.I#AV8V",:ELBW5BH"J1L!AB\%S7 MHW-I-DZ!HI;7W55*T3I2Y%+N>K!P\2XZUD/T=3HWN$EJPHG5W';J_=?,/;SH M'fG%(Q@_QO(V,)3=/^"Q)H5*C-0I.2&4\HA MG]3_S\[7-K=M)%O_%=93=Y^RJR"M!;S'GQ39V7AGZ;ALYTG5,2@0PDD"' 1 M0&KWUS_3[#MG>@!0DJ7$D6-\N'<=D00&@YZ9?CE!SI-\]*JH6ZW,E\{?%<)!*

MVW,88.UZ'V+GNW/Z,SS?]NYG\+6(M^O.X ^_?2XK\8_H[Y;!%>8(/X[6PH2_'XF M&PMX,9"ZYA$>LA3-U0R?X/YXOW_A,_]$:!66O&/&]G(Y!9>ECY-6Y[4?R1DX M!;P?

WDI[(DFQNC;M/;<^ZV6^>B?XD0MN3!R:6,$RB7XO?T=W#99$<$T?1YXI ME5%?CX6-H4GA#QJ_2"E-$2!%\1S3E6I.+UT1+YMN-[6:I!SL@UBZ\W"XZ/4D

M1&_LK}!41.L4U%4W2+ZW.3=>RODLV#Q2<^NBPYVTD"E,"^3^JAV:F%*1"2F M*FG;I6,/7YOMN6U#[15KIQ;.C=X'$):(HPV"?1*(=+2SI%'O'

MH#"9=6<[ZRN_+]Z^RB9>>9.8\|9M_/X_%B#_QB*:S8XM1W\ 2P)3Q\L<_[S7_ME;OY]#:D:SU]$\M!+ >XI'MNFFZ2C+ST;Y#3B\2/R&^;VL&WA[.J,UODS!9Y MP'[+VM2+

K,>D4(?' R*IUAN".SXZI.W9P M=G-15*.9C2-M[UTW2AL\Z!Y"69]D>6G,2^-. M2T/C>R)R5%GT:+]FHJ_FU2=M!@BIG$!Q6=ABJ]RTN_S,<5LL+/!WMY@ MI9T '$>4N44?C]

FHO\N[IF$9!(8@>>T>0DX^!QMUYT/SU7G;C;YX]H.JSE KXVK%[@>-O2XL:JL6U.VO4M=\ND@O:^%.83+Yl_+-$@".-XN @MYC4TKZ'?8PV5E-

KP#X3*C>2VKX,Z\F_2,J:H=LE+ZA@B9'0UP>6LRW.MG@-'M6S:3.?-M<;$#^B=:;NI+O1; M%E27#A*WE/Y0[0/?6RO08':/9H.IO<'^3D;*WH'#K=V9$$Q0W579(B"+7)-M'5/R?

XJ"54LF$ZI8#@X48$;7)A9FD,; ,;+4P1.YQ'SI1TM*<6G_\#2#VKR(MYD7T^U5/;U@F'2IFY(O.L5QE$BY@/3#'$=6":NX]$41D[.)@KF,+&_#_(IQ- M:> ,O+D[HR%G8[_+B1&5)

(Q9)VRDE"VGE$YD#I&/6?A2$"!=O]R4NQT?&I=Q MT<2,YFRHLZ'>P1=O\[J;,PO0))[*22-&>T8-']IT7+)E@C^:LR\]Y^6/*"V

MCSU_UK7@9CQI%JL(N'AP^NSE3PIMB53*G;8.X+IB4OYH-B'W*P+/C/(2_)C) MQWI*=YE7SKQR[A#*%VAH4JZ!}3-Q.LG7W-??$-I.1NFS#RB#.^699":0%]MH;

MLNG4)O^RR:,_X.'N$<=:O4^1W)'G"URA+/:H;.1$('A#PLV1AI4-!T C"FL2 M3'ONK6Z@/A#89BO.Y%A%U#OLYO\YTEO):V)X:ML&X-TWDO?$;EH#>6M

MLBF(Y*UEK5,*8$&TQ1?MF&.#LC%@KB&"N:1#&S+MW YB@&M!DCQ!2T!BA1=4,.$6W/$?IZ4G3%O&^^4W!3R4,OIN MFZJ$*Y8"O-,1B>!#2FYBC1%N-

IOFQO!JQ/O7U^=A;XWLP)4.CA+I!?l;X*_M32OJ@(M.%2Q6D"8^8O&_71+1OQ*.8E\&S&Y&;BK.?M8X7 MWUNI:O_C9]Z-

2OCDT=/GF2QH+SU[HCR^E)]N6F8C/ 941?_M*E+,W&+UPXU M:0@ ?__LI]G3:$#L=OZR9"592V9GY3Z"DN*!VG)"/\]X)4/GI\ M>ACG99H).:UUXRA_]'1,7C0[VR9C

M)$83]B:N27>7YH/-@E\YFKMB6<*2YG)_H_$).!!XWLX!] M[.#)#L9COR *]7XQWUG MX*NTKNQ,;[>&;/K=Q5W^%ORZR0LI!GV4^UO!I-W

M;DA*@#+EX0I%L^KYBW('(5KV!^2;^],&;X.K-NC],O$D=F'I(^*Z*TG2+QV; M,1YC0=D3\&144!9:[2);IOQRH[X\23BO-5!E05Q_27H"UNSF*W'G*TV,CNWC M(GG].#?

EH$CFY_Z?/@JBZ(CW%7]+M/K"")^6K?]UU*=^\/SGAXL?F\47GWWV#>/'G\,$)NDPLE>]US8L[V*/Y>4X;0T(N98-*_M!8X7 MWUNI:O_C9]Z-

2OCDT=/GF2QH+SU[HCR^E)]N6F8C/ 941?_M*E+,W&+UPXU M:0@ ?__LI]G3:$#L=OZR9"592V9GY3Z"DN*!VG)"/\]X)4/GI\ M>ACG99H).:UUXRA_]'1,7C0[VR9C

MW^'OST!IQ9>=%S!PRWD,G)F!C8+ M&%=NRC9R3P1TO[?X,MF16;\1@O68HYRL2.@7MZ M6&7B$R*)8%OR>4;L+'4'IBFTT4,Q[9-QS.(>'<$@$F%P8Z(E"=$"E;YFY&(9

MIQ"K?T(9:,!0IDE+(6*"$@YEC;J8Y52.)@%I0IATES,<"!TD_H6IKR_[S) MB+-PO/CEG(C&IX!'@4$PZF&IB@&O3S^-KB>R?P$>D8&"@CV]%6*HH?7A\2?I M3/),%;

(P"?)MX1(41L/#Z@9R2R5K&#U4WHDV;]C492CSL=%'D|>O:60YL-[M;GNAJ-E\UOIQ#_K2;)NTPY$F7"BB'AB)RIPK%/?R"<_LO-R&P2TWEMD#6=0Z RIV>_.V"^A2%XH M"-

'H&-J1!6HCF;3\P'OR_K%?!0"2%,P.L_,'!18K]"1=MQN(AIU;I&D%,Z4P3W)$*A_TIFXYKWF M"W%9?.)L;K-4H6-./-0" 9W(5-R24_]3V?*>)2F/E$%]R(MT12KSEF@:',Y^ M!?

NEVCE)&W8$G>DHC5@TE]7-/IK3=5B0BHDI81 (]2>DF12Y[TGFOTPLQ@T M))(,*M=X-=.J'TG&=:!6?T_2SC"*D/-QO 6A% M&-

ZQA.4T"FCS"/M/+=/3L,/3MA' 9';KUQ\@1C#X[,RMB'8%@\F>'XC1CZ M3AYVD(.^:Q0.K3A!C;CY>|S7O[+&2__D94\ [^]OUQ#5ZL:>/KG'MGL:@3 MF3?UY4(C&|

[_T'13A(^N0LC_?8<\=2]WU<)*SCA,B99 M]S,*W6K@:ID5.O29UF>=2L?P0TRE^5*(";N<8>QI9M)'':O IVOP.GY\FZ5_M;@R(8X4I/W?

HJUSDF#0>=)Q$NGHR/\$/+B58RJO06$4YF'&;5Z+"6;ANU99+ M"Bj6C8@=R\](P6[9[S2!-Z6>7#4K1&-GM@8S^1D}DOC:!")>'M+(E"1IPX# M@Y,!0MOD0GH'-

G_5GF[F+'R5!,/ZD!7O?9R?TW0ZDIV_](-I#(0UN3"S;1 MBY^]C/!+7947<)-GD=ZZZSB$RTGX'A8]1L.HG$WZ\B9H5WN]98=HWT4#\Y < MWRF3V$0,BNS9U>]?2@

HOH72Z$0^CTP '+,^?B M<>K=I$|$T8!CC439_.S&A(‘GN%8B":2.E>,H?:NU7A7&-Y1AD?33Z-3-O(K1TE?UI&:+QXO?]$$"IRC M=

[4WP,MSAVDT,]N3^JI++T9^8J=WS()G0V&CV[4]O1]BA6M#U3MH.1.O7K3WP6V^=^)LD!2\$Y23B:1NC^"\Q1'R^.L_3<7YDM,C

MRZ8]WN=8X;,2K;XM=WX4JX,'S7>WE%V7FO* #*0N_IIXS_K@DT)Y,)KA(NI M002NLD@MDPG&W#I2X3O!Q4^$N=EB*@G",DB2JO)XP%.R.',5+YU6F73EV+>[M<-

N"*TXY4V,*XY!\/[*#W*:/E9)\%.1!8_?^>$"7DD,;U/$88-@2V.X^H%(MRZ]!U%;;?KO+C 7AEU,*->."))/9=;/HEXU1@+ ^J;A$M>7?](RY*&<.9F1>X7 MZ\,SZ3<^KG.("W\

)^!ON4_F+8R<7M>B*#MZH67=YT*KHRKB=U<+U^/I\@I, M_:"Q@-_&I3C]E#H*,.'15@0/4P_]%D8DB!O-..8Y5,Y8Y=WY8NT7N@OQ.M9$##0]3/5Z\-L;5M\.^F@N' M=(R5A-

TS;JRCNP$=7_-(\DH)K.P,(RZ @TZ"M=*B/KP// P[Z-W#!26-0P&: M*BSC?8$TX+O:Y6MQ%'QAHH@_]=0!EVXIMR-Q5RR-J9$ ^#2$>F

MCU6%NNNJ(M#QM476/W0*"0N@<*FK0Z#&CE>@-2N8J9%(BH'L8!C"W1<1M#0?6 M3@2.HK](&A%PQJ7U#&N],XG%,'-WL+D#GA#9H1+J2XXA @EF"YPM\(-88&#U

MB5GTRQRU#19N.===$A,V0E?Y&9<=-5STW_EK, ^6163'*C0\N>&8)FT[XK6Y>2 MfC*VOFP*-7.D#S27X$/BELK@SUS>+G[PH?3N?$4EQ%=-^\RTL/7!V0Y>[U:,.MTTF0T5"PP:

[[.G0#2/,9"A2Z>%B"Z'TW\1G!>N\0K%_-":,/%L$ZGR'S&7+S M,\3Z0R@K0U'7.SJ:W-OX V6M^#LTS+]^_O+-.^W?,O>=-.!)Y)M +YSJDNGK\0 MP_K*FOLBLU

^HC(+XU[E&@G1D=2OFXZJTGY#] &1(@H#K N^<8#|H;[$Y&$; M%]GODGFQ$&>=#2KDG5M*0NR1<;(% @_I:"VDPOH8U>C;2V4CO9J2F]"5UKG/G_M_T 5&%%M!BA4\MP,U?

Y5BY:JE#B;X6RaO\M>[>0D1');JKZL(/IN-#=O67KK;:0KM SJ9Q'A'+ 2QV&7)" BP1 MJ(:@,9@VL=T1:4\^002 RJZ"!V?,Z$3 ,)FE@6*3$4R8\HW1=5C04-2GPG_"*"

MD/&5&+8LQ1(EA S,WA2!+$L!N+%,.FA7&'%1!0.!RR<$U(Q-&=J*L.&NS-O M%)1?:L ,0!R8"9YK&>^5\A8#:\A@?P7ZCQ@^""Y)K9S$49=W91?!]-(P08\2

M^TH$\6.DM,$:ME95!PAT"?=64F_"H8'-?I6=9\$H-:YB)YD-KNT80Q)9 6/ M&JI4.Z(7PF"R1"4HA?10C*8ZT.!=#LJ_)O--#*$>+WY*<98R+^.>,)+\&)2)> M-

&EW&+7Q^.K588^EI@$RG=Q?@#=4H)3 M"H^)B]T/AYC:(OS1OQNBFT4W+K.Z>;>NYXQ22?MAQVU#?C M_B>T:'8--4E=T(E4\,I1IBK'TK%*#35A*3>@"UL:]JD@?

RGD,3.09W92[YRS MU04_N7H+M];F5,DJH=-I5@F;K>YN5M>!8$L=^"&!=SR=&7"<5WMX%.L(]@V" MVMNVW!#I<> LG8US-LX[;HEM]QMY)

(A9K==I5.9F'XMH&Y6I@W$9E:,C6HV MJKL9E<-[,8AMJ:(.F=6_;%2]ITY76"WUT '#.&&*-X/T1H#^ MF_C5A=*HQZW'R90HR3M 7KIE6!*B^3CT;+!=(;I.,)2!%JO10?0T%V

MR&.J^Z&.A^D:#DE9JA(8%Z0^FU?8O,+NL,)&;TCX^;AG&\"C54N*$9SR#[^ MFM7J4'-NA9D$MNJD&C(LQ80:#2@B32UHDE-AMNG9IG\WOT.I6% M,^!U?XG9&&=CO--

^".G,%-L4R+![(T&^*%;=HFRU)!R25I4[95R,HJO@3Q"$G M/,Y39' M2![<8=R'[^,Q.06E*D)/X\GXK/EHX1*T0;]IE010<[8OA:Y?G_@ &"S SO6YW M#&X31*)$M6;,]V2!,::

[2|?BZI)2>6H@HR8=G]R)$<*82)-E.\5_R9_\ M%6N.AU>1)F[H< B$T=)=&X9K%;2@$5M*0NR1<;(% @_I:"VDPOH8U>C;2V4CO9J2F]"5UKG/G_M_T 5&%%M!BA4\MP,U?

Y5BY:JE#B;X6RaO\M>[>0D1');JKZL(/IN-#=O67KK;:0KM SJ9Q'A'+ 2QV&7)" BP1 MJ(:@,9@VL=T1:4\^002 RJZ"!V?,Z$3 ,)FE@6*3$4R8\HW1=5C04-2GPG_"*"

MD/&5&+8LQ1(EA S,WA2!+$L!N+%,.FA7&'%1!0.!RR<$U(Q-&=J*L.&NS-O M%)1?:L ,0!R8"9YK&>^5\A8#:\A@?P7ZCQ@^""Y)K9S$49=W91?!]-(P08\2

M^TH$\6.DM,$:ME95!PAT"?=64F_"H8'-?I6=9\$H-:YB)YD-KNT80Q)9 6/ M&JI4.Z(7PF"R1"4HA?10C*8ZT.!=#LJ_)O--#*$>+WY*<98R+^.>,)+\&)2)> M-

&EW&+7Q^.K588^EI@$RG=Q?@#=4H)3 M"H^)B]T/AYC:(OS1OQNBFT4W+K.Z>;>NYXQ22?MAQVU#?C M_B>T:'8--4E=T(E4\,I1IBK'TK%*#35A*3>@"UL:]JD@?

RGD,3.09W92[YRS MU04_N7H+M];F5,DJH=-I5@F;K>YN5M>!8$L=^"&!=SR=&7"<5WMX%.L(]@V" MVMNVW!#I<> LG8US-LX[;HEM]QMY)

(A9K==I5.9F'XMH&Y6I@W$9E:,C6HV MJKL9E<-[,8AMJ:(.F=6_;%2]ITY76"WUT '#.&&*-X/T1H#^ MF_ C5A=*HQZW'R90HR3M 7KIE6!*B^3CT;+!=(;I.,)2!%JO10?0T%V

MR&.J^Z&.A^D:#DE9JA(8%Z0^FU?8O,+NL,)&;TCX^;AG&\"C54N*$9SR#[^ MFM7J4'-NA9D$MNJD&C(LQ80:#2@B32UHDE-AMNG9IG\WOT.I6% M,^!U?XG9&&=CO--

^".G,%-L4R+![(T&^*%;=HFRU)!R25I4[95R,HJO@3Q"$G M/,Y39' M2![<8=R'[^,Q.06E*D)/X\GXK/EHX1*T0;]IE010<[8OA:Y?G_@ &"S SO6YW M#&X31*)$M6;,]V2!,::

[2|?BZI)2>6H@HR8=G]R)$<*82) ,E.\5_R9_\ M%6N.AU>1)F[H< B$T=)=&X9K%;2@$5M*0NRHHC7-;G+X\4F5S"8;>*LL:'6AFRV^2]1+V6(BCN)IFGDZ;N&\B-"@GN M-'-

NVOY@.R2R46?-<, ":!?6[+MS2K,/05?SC]DGIRA=80>-!=K>|'S<#G @-MS1F[UH59U;_;<@W1!](R^9Y,"LBB,F;+YNX3 ON_GWEGB4)"Z(/.)UUIL0|% M!+FGUHDVI+ W+ID*MJ-

Z+^3T1_U691H^)2IK7Z3%B10K4A7R.U 61.WRB0*I M/ZEVLI8"]6Y4]#ICL4(]*./YAFKIKZ'XDQ$0!<29DSMY^+R^/3^7W.WD[\K]4 MMS[18LL0)]

(9:30UNWV84P$:PDC1H28U 6U!7+I6O96E]>K\\PZ @.YU;R:+RF)R'HJ_8A6Y[6? MC(/P\ORF>_J>=6@D^M>'X[5N(K42AH*_+]DTG\!&+!>F!X>>+LZ;2Q>D1.^P MCI=

[LE@!D|,%,G\'B'1"$PQ}3"[_B[0H^EER*A"P.*/CGP@6*,%'O>D3SB;U MC^HS^Q8'!0%5O<.OG=TH]OW4'L&C4KC"!$:|_E)OT-2$>2@/R/%%"OTDFS=_, MG;FBBAF]E?^Q;R

"7Y57VM0EROJ;NO::.^*/##}AB082..DM\)1<3LY;&E- M"QM@&O!$1WWPV$-17')?7\?SG$@J<04B7X*5 MI LGL++;7[LSO%0[D8D(MEB[.?

$%AO!^_OY[_:DL[)3D/I_S.C*@7H:BZSN_3 MK@@X648H^EG=L!K3CO,YU&9/R33.()D+++3F"/O7GE@#\[W?]P!+"2L6SVG/B,_# M3^/7BD;>?!PGO>9!;H(\(75^YD0 4@[U3T9]\

[5?YVU1^5\R+W)++)RFI[S3\MR/>F6CS:V&C614LU7-5Z4$6CU1VV#]Q$%MTC]4LYG-9G8'HO(Y(DK/5F5!I^_]? M5M(@>)^?+6^VO-M;GHVF#%TH"HNS92=_%UF8YJ-

Z0Y9.*IP=Q)0 MF.PX)>0ZL,Z"+C16O\%^.D6>C;#SW-\QF^/=^SL2]*6M(=V*Z/E3[.@XJ7;G M 5PWS$8).+/LI((K#+V]OXW:.]?15R)VP@IQ9],$YD7CAT:51D9<+[C2&&F&

M_^NDG8'"%$BT+%V$PRLJQ)!?19&R<]ZV\)#7)W1\GLT7S9K3_\2N;9(&P&?"S! M-'+7XP2$-!-DPGFY]-?J;^KYZ0A%81\+]=+;@"0N'9>^&>&CJ+5$NERJ^"/P M72MCC@.-

^AP&PW*@[G]\>6ZC!,6E,!=#MP?:P'C88*$)"8OO/)W=7-9I^PH M> 8=?G)M:?HJ5E%J15N@2<;"#,)$W7I"\]9=B6_) M&UGZ,S\NP<%6T2VB8[M|+?(2VCIWQ#+!>/,2-,O $-

%'P^V,]E& 5@GP@#'OOJ%P-_"Z(#5O<(M=UZR(M-*G@5^&'S@>G1JW#">?**ID.3MO83*Y\':8%6A\$F\|RSL|_"2A2(A"Y"VH M|%OX>]!ULY3:.TPM|9\3*TUUW\RM-7-

KS7UV2|#A*RO+"&)2^KV!1.;%BH#I M$.2(5%H#=R;\+.,NT/AC/03%$:%+F3/.XI>49BL@G5BZ@=*.N!%.@*83T2S> M+ ^%;N0+8+6VSH,BINH@(LG5^05!HB\S6PSW"

(ZE0O#Y"P$€@E^.YT3:.O$>V MP\63^0V7"">[*=?(!*V^W?]%MO#[>^ EA(>CO]G!:2G]SM_846:I5HFX04; M_9^)RY,35ZN $?V49I-U&K 1P]"+^4KD+U*G2M5%%Y[?

V!V@C[@,,6GA15 MKA<%8)#BX+RZ+80V[4*"OI^-G3^NKI8/T;$ 8+"M-MFV;C Z+5Q[4;9-K;U7-MQ+;G%XMB++$W<$6^I6F\)08?^# A3J-%0]SE;##=9B;U$ "-

U;I?!,HN7$9F*VR348/WZ\ "9;"DJ*]^Z6W MR'8T"Y2,32]09<;2KZM\L^&KKDN2*R6F!1/4,QJ?EB!^_49'11Q-1+2^'"5IZ_"?%38-$%U#8$E'+]>#$\'5 Z3\. ^%Y=-6Q7^S?J9 M?

Q4.,;L% =(>Q.IVSMF|+]6M MCZ$V M\X+X(,JZ&FS:6E#)$F1G>\M5-4^0:.MJR08;N!-GC;V"+.#K=$>6ND>H3FTUX MH.O\G?]DT]3-JD+'(05^RZ8P=-%N<;+Q>

J/RU;'BP<_G.KWBQ__IV3QP(<+ MY.?]M]_DRX?](JFN,FU4[O~VI[1Z.F0ATM:QQANL;?T B17GE(74I!&?#M MTOF(A.$V)1Q>[K>2&[/-

QN>O0G|C(*#A@@1(0B(_DZ!@I$DC{?!'"$,Y2R'ME*Z'=,.FBRN+A499()HV. ,A;2NS8=D5>CH'(RU"NJ[%V&])8W33>A^RI8N!C M.NIS6L'0;'E14F1+5)IO%V3NG3?AD]=';V'

,,5]HB]_(#X>?DVQXO)+0,& M!]_R!NBMF4(=\VF^S"NWV^5O5F1(W#*1).-'VL OET^LJD_(M%^:OA_Q*5#CF/#0 M,U4>S2MARE%]BM(V5%)8H'W0:0L,,&(?6S-;+1SCZ]3-

'YH6N)S02NY:%@ M0-QI^M)5CJ]XUA/5OTS.GCZ.2#6(0S]D0$@:/%^Z%CLT0IS5?_J2$^E=.;+9- MO+E!*VH66'/$6&EY%3U5@=R@OX]SF4A=Q.D)W'54ZFAQXN4.BN-

R7GQ^5J-W M.,:SDZ!0!B1OI_T1A)?-P8%,#(5"><&IF)X*)&$14>Z]VANIXX/Q"2R&7=XD MIG'FI$(2V'B.(3A+MM&^8WN C(JV^D==\$C!9QW)M D5Q*&!/CO8H &]K1T<-

_6%-.6NT MPDL[>LRFYQIL]TV[:X'>T)(;C/K'R>Z*M"U2-UTF'@[?)!=Q2@I;3989DBD M9;S0U^Z2{0M).%$I3G$,= EFV6IJ;^$E%K#$*X/4'99_FCGCJH'T'*/MW"Z^

M[!BW&%!Y/HH2;G\-AX6)4Y"//9|:DTI/AZY23?)]J3R/QXN3P%Q%Q(>)18D2#UZ(E$[GG7O M?_M7V6Q@_C2#\A9XKTM%W41#.6@.=)^UJ2.I-B0[5U(O(=Y2G2L)5;W-E&VH

M"YF[K,YIRR,$L6R(DF!I*3W*K?8\|\ANX2V:&M,PPR6T864A? GDJ'0K/UW" MJXEMCBNJM-2;X0P&I9QPFKP=*N6-]^WACV3 4:F<.WE#WIW23ZN1%5#ZD)+S M

S=O#G;O23Z=MB?B&=E@.P$LE"L)9H>7?FVWRKN=_!7UD7L.Z&?4TH9FWG+NZ[?J$08 M>UURFUA_(_NQ=]M6R\BPD/M<-RNJ"#))6(P+]&Q.LIV)%S&9LIF^_-"?V!?

MX1IQ_OV<_040VO!0 (F1@R+A4:RO.Q%W:,C=XG,2^*)7M]QS64!*!=)/$*LF!PQA*H0LOS@723$QEXA7B2\4E!Q?ZT'6SF!ZL,_^E,L MK/P<5>C0

8^GFM;"J++8065@S3721Q_P(R$FE?"]6'M.9N!/BD>"$Z$LG(R!!4XD/?T:WE$.D'2-N5M(IU"'7N.O^4815G@R[KF]!_TG7S MMHV;6A0|&?G:<+\|Q/\/%$XA2Z+U8K,Z;DC?

H>)&SWN],%?-5F_12X**WCZ>& M!)@1\|8GF-((&0Y4A_,]_Q#/*NSXF2!%$5!2NCBO='=7G!0EN^AWW"C#F_0[M!;7DC%8[H&XC(&Q[1B+%##--

Q*FIP\@&LK5+GU43Z1960WH$=U=M@YRIGO=%^20K]$?F@4*$OXB@2UIUUE MR#L=.KL4-!QH]2$C[YV*9I&?M_1X,W=OO=HH+ MT%HB^=KDO5R_*NR@@-

+/WTT5C*]9$9UK+Z#_2XY1*PB8"T>Q'1\6BLB/W98W M>>(A4+FI]=EB*ZPN:)K.EN^L>!$YY616IR0T'&6];GT@VO8$#G'9H!P9BF,'

M45P2,##O^914D<:5F95^B>0)B#IN,71V!N M#=+7QS?R(1REEG0>N.N==P,.9FF'J&+B)/@>M.YY7=!+"+;NI>LDVT,PZ]17-MT59)/[ARXRUJ=]?>O(]5-

N6MR0E(]H(P*)409:D#R"9Y9>|=" 1D78BV1-Y^!UF,:YXP1=5M%9+!A;AG;_K MWN5M9U$A [R(>79]8)GOFVX@#]X\/WUXS382%@6.HW F\40WP:O/!RM-**#

MR$8*;\L+C"T;UEPY?"6'8!4)9DQ24T5 J%1:)64A^4QOP46YPEG]*6%=IX\1 M\TK#>PP8R,Z?S2K;Z%)47FCTZR2EST;K"@4%V;19_.5D:!]F-/8SCQ?>$Z/LM MI]1V-

K1_:UI^HR>/'G^_I_/_^,:B(&?7:!BQ MPKWM)-*__2(A&"!@Z.N^K1<0/VHJ%.C_L9N_D!IYWIOA9-',XBY BJAJ_"(OA M@#'>AA !MMD\Q1?+L;

{/N+_*V6BV6>53G#CA!>&;_W&0+Z(8!Y01N75#*M!V3 M!VBL8-Z<9KL$NC_Q5.I2F$/1RF!R90.+GAL---,=1S':&D^6B"_2I3G_&94 MA;I[f8W61DFIT72_^I0YA>24*.P.88#8\

(K@+W6VT8Q>Q.E/_^_%LZ/'W_CC MKT;#Z/'B&7-.37Z:):U_$71-4D$].M.1KMSNK'@DT(<-">U0&P/ASHO>Z0"\ M.0?5DB%_F_Y.Y(*%M%%Z.$3CW6[K;2U#XQ$.?C"PQ-Q NN\

I,^=6R/_I[*@O?:%,D\5< 4&4G)W+;B<9>8.0N(&R*V*$2Q5R B*"%G(XL'+7GGH MC0B_YZ8(#'2;3K,;OO0GEJ4:X]L8A=6TW@SKQ:_>Z>T*]9L0&CDQ'V]D94[5

M8#\'7ZO&%12A)(‘E1ZD&S(P5ISV[?[=S&(@(,OQC\]"GCNBU[F/]!|,9I8/$ M^U&TV^"@<2XLANO?%+]5:]DS/86^?H)$.KH]/+!I[B238DT>/"W$P\4K@-MAZ^,E]R?

[9.UGI"H<4I6<;:M2_F^#0(&2+O3K'!@1/U5\U?,_\Q!O:.. MM95_3_R?)ROS.WS?AON9N.T1_7'^4A-W7#9.3UYN+C,.[7VD'QCN$@?0X;I M(YUF*MCN.7MR20

!HV9+LL4H'?$#^==U;M(&LG4]TQ X_ES+2-76&^*?=Y"#|G/WS[)YVB\=?97!V-MGCRV99G>V\;&LJA]NZ/@FA(!=*#$8<3>/(EG_0V""O1R'I)2'>\|5 (D$*UR

M9@"TT_:0YFT4+4+9FW*;^.&A:Q*&7GE_1L7KQU]BX$\R;V*N QQV\1W]ST)) MNOV/7Q ?E]B-,A0&DWGR9/@Q6MO""B^5OFE6@'W90MI O5M4@\]0EDRF'-^

ML<1#619:EB7W]4<@!H5ZUBBB:RQISQON$#'92;!1';_V>-U" - M\@N&,/N!2A2]?<&<4@)3 ;.G15/[^3UO*H<_/^XJRL[TE9>4-B:[?.5=^<45

M:4GV1N8WDSID'9I\@3>76#GPSKJI+UWMB)F2LE2;_+=RTQ/9WNZH61MFQ55-MZN$[<$Z1GP3TY-4^:1B/?\,A7U_*#!M%@WJ>/$"L.6]7X@T >>$-J[W(=F3 M&GP35$_-

@=,Z8 S""A8[8MM0A>A6NT3]WFZ2CF1L,VSK@R?P>*E9+T/=BK@;_M!F<$AS8E?V@1EK7T!M:B,AOZ..,NVX8_*62O^XZ+:.:>$3VPJ'_\C0IV_A#I M*,5..T%FB"]/_-%1+1[3]O?

XLS N22[2MN3^7I-NF'AM=+YNL;AUK*P0QJ4-MA? /"]!6 U7B/YMEAYG10H&?K;ZIX'SYPVO<'?}8*9?%C95&12O+KWID&B6W M|M>Y'_B31Y\|\?$FO-4CK+%+/+G]' EAERU:-

M"EEP'+9Z$).+$+R7!5(U73;P6|I:O!KBA=L(UQS)YU.WK@)^K%TNTO>B7BN M)]F^AUEHN1'.#XF5ORF^>.,:CU0HF0,((6ET\W'T83!7R!WVCLHW MZ@T?<"]?!ZO^B;QZ\?

CS1U_J'LQ|S< 33-MM9'@@0TS(AJ11#4MEP;GP;O'# M#V_@TX-TB4JKY!?20O8K_/,O%@65(+ADM/1!BGB"[C>])#)=(}OIT.H'=Y:- M!&[MHF@VU%"R&C);$K.1HYZ2"]I

NH2U)9F9.5Z& &[M"FP/%L 14C7I_87]-MHE$4ORR\4&9]&Q^L;?@:I..I.O&?!^C^I^M8'5W_ZMY0RP_*<^'IT=SYU>O0A4AE M*TO>'/?@^2?@!^407F;MT-LMWJ.??2P<#);-

MXL'^4/&O$Y>14BK8]R)"?:[M'<,I.:1YRL,NQYDIG/6:T&H8$RL)F4,@YCPC3J3L30*O9Z7&;'=_N3]W3Q8/E M0W)W@4N2XOG&Q^<)-

_!@)%>8CA)@!0=C$]RN^G"@/_\U||/O*!4WL"4=P)L M!:S7!:HM8]##-BC*1B%O;;9]B*@M'JP>^!GM"$MKF*\?-<*G"#A?:"?58 M&S/@XC(O,O6#Z;Z"(IC/ ?2U=(‘<'3^:@!-T7U

3Tf[@A,*Y!A'N15VWP$48* M0*T)C2;:-C4? A<(58\9V0-F!HU['04GX@0R&

(&IX9T'_L;6_^&'#MJ0=!NF4L#0Y#A&]#ZB)F'*AABGY+IK:KN&227O"$=/.4WE5#QWKKEG"E4W]1)Y 6\##3@I:'6GG9RE5HZ-.;8 ,P9\U3/5B7K;N';-)9OAVE4D3&C

%O\AF[^/SQ;(*^>!A333[\W-"I M"7"86[4L.RVI%/%+0[.VUQ1*-P+BVD[XTCD/1'V?Y%\@UTMD-.:+4)BEZ) &4 MW*7T<4LI8>^\|WV89TUCO6&L.%YK68S"Y$D69?

@3M+!GX$YP0EU"]N M6+V\[X7IR_?. XJ/((9O)\PR$(<(:#DC0F.+SK-]Z.M /@)LPF1G5>5MDX_M_L+F/(;_Y;OS#[_*KOSR=_3D$S_[.A,HZ?O\E')/2#_S-;[A]^'V37V?6JQG MK-

%]QAH]F,%&?VFCT<=ZTH$;/7@H#*.53L$j_2?6?9'N3&0#HCX!\KA MTK=XO/BOJ8FCI$*K"==-]* $9VAL?!4X)3))\(4[XW]!4J)>) V[0]:\QA0 4N

5;C+CF_HJQH#(:R_'B'R41@T#>D$:0C?U2<63)TPWP MWC77F!>\,3A.HN,)5._P,JCX&GBTY=@,'%C>7P9Q5#V-6\DL:TFF7'LT;4@(-M#!AONZ IA*3S7KHXU

&JE5K]5:8EV.GDLFCWX6?1*.26KSD+M M$RR<8P.. M3E;[%2O\))?%7K#C[>0WH]O"FGM$X7^%U_1A_1@ 1A". DJ&R+O6+KB=LF5;4 MCBG/I^'X%PC'/\]"-!)Y&3EY&-

I'=V',81RA1# (-]6[ZUS%+U&B3G110YHA M72"MF4^LC^2]HVBS)<,T+.5#WQ]HR^XO:[<,21"!WQ:OI-OFNHK\M,'"'A M97+EQ85 BD;#@<Q

R)7"""Q4(@83A\R$R1&;]!3[HDZW2$D2GB6YIXV+Nl*U7'-MV"B1!J;9DIK\MC[_E.IVE@XGR?/(=M6QQ:7)#4K;EQN7#NO,).$DD<>]&38!ES/FP<42U#X1G.V#6,!O+9'<&&5"&3

M2RT>&OK'E"YLVI(&@,202;14N-J\25&&/WH37#V7FI)KLM8$4>**:7>.,K\[-M-U%PZ-3A'=6)ZG{C6E5FN/T>:R4Q);Zf@H=RI,RQ'QG,M+TYDGY")PN*(*H*0[O'1=-YU9|&WLQMM;N,L<;E9MFW';<5Q#4D@-8#Q:Y+R]H&DR9J36OF'I3:&7!\/;'BY_"0TW5 M:L9K=R)I<6#)2BTFUEJRX;'BC-[@O/9^@GFMWQN#[M#WEJF6ES]NA M#&C4KX=K_):: <5?,=*@<T$EQH84L\BS:*APS*R=M38/U8&%O$^TX@49Z4MTY M 8#"ZD!D\VYP6YO8^?0OC,6;8*Z"2X=F6R$7B>TQTTLY+&)W@-H^H?>6;M/8.\V-+7;? EMU;J*27P\@4XSWXA68T'$6Fl.*EEOP3 M:7Y\[U&-B>72%S%'9^:rEG :WGC+G_K%O=GS;!RM3!X. M]\<=G'L+[G-OP>.YMV#N+,AO1UL:@DRY8H!/Z>X=-WD;68US",?+*"4M 8'^M6L=C,P &"77=R<(T?CLZ_78R4BL)1)V?1?#"5*1A(.0%Y4EY2B-$LTY=0M,0 M+Y>GI<]S=?7Q.]/28\BV^?!CU=)MD$EE^A#U"95V9>"YS52:'^)!3T(NJ.*H M@=T-$!7RY@DF%DX"P$[]*IV*Q6C]X-ZE K/_]OUPQ3=0-";99TWR M/?]Y<\KXZ7/_;#D)%K]9-)N*&4Z*Q2]0!V/^HL+[V-ZW61%*-V,@;MX9$BG] MTPWHW1\;! OUX@6=G/Y*KIHV@=#S<8?)8WZQN<>M/H3J7!G7'N:flH,O43AN M>I*ET5HRMK^0NHV?M.I)?O*R:=\I\)6TOH\KS7P]AD U,)W^YfG-N.:lKWC& MB!H=+@"3$Q 7?-R5GZR! [\FR4X/Z8]&MC&_GH27D[HASOY612O/6G MUL1'&U8E;?,CH15(_TJX%@8II*#\M@=9ZF5X3T-I^IAS!0\?OF@^,KZ.*/B M3\ZVX9Q;'-5U(QK>R*_(>C^1W&%\/IMS&"GV8+9F2?_U>8,N5>X_AZ"%__L:[=X\I6RFURZ0&M3#&?U>/'38;_^IF^&E1JP@;,LM)I!SY;SGU M&;ZK%1@))+UY_+UTP:_- %B(BPRMO,>FF%&I;YT0GF]B8#U_F I+FF7V=,5<[M2:CO7;E,*O-<P_H@/D0YSFW&EO7M2&W>A=Y-T34L/P+:.!85KW4&2-E M*(2$;,\015'_?^4%%TS-EY@XH!8,:^ ^-"]=58? 9+]OB(J!?6+F *=OR(KQ M)*7"X(C^:/;R-RP;9U0>!A^^(I8'$C:WK7D9M"J7KNF/+=[Z(ZG1<B[EJR^VFZ;-0_;EJR^VFZ;-0_;_]LJ.] MK(FDQ-V.P!* 9%1@Q1:"%9BAY1D0C 6QSZ]R;R6T]?H A3=*RQ_M[C+AK2.N M2&9^I CYS?P:)(AL6"""P=(OWU[^5 M:V45 #;5+D^_"$_T02<7##-'>W'X5;%M59B9)A8[= M(ND? B2*F-.%LDU#W+6OY 5:+VR< 64A#09F;2^$3;$=G@:#,ICVM_;$W\[70 MB9LS+F78CT(Z^4P^$1S'X MU(&" VMV*$;N3\F;50X@@7)/A34???]W"F0^93%L8*==%0-LI;L_ S'&1;?.K!A@HCB%;MN0?]]<=[*T"PF?_(Y<@-RL7]BaS6Z7ZAB M]N>]V/M4//*+A0'A5*UD>DP5W.7/L.:9KJXZ\!1#-3;(-CH8]F!D4/ANX&<;]N M'PH%P\8%>R'80N)Y>QI6@Z6Q:&Z&AL(R8 #R%L#B%%N5]++? ?_M<%#:U&ILX?("B_:9I"]2(#ZK(Y"P7KG;-'SO09SVT?+?8%=@2VT*3^ ='US4935ZT1,MJC#R$IIE MXZO#!&9^;8Z69B@CP:,U4T!,#*J%/ULQ]=\3'!)D4JP5E#S6F*_4TNB^]fOQ M-X7#/=@'2*5 MG*NY4*BR[.4*86:2U,827=`9XOY(,^V? !?RP=Q18)8V?;51:1819D/GK.]B MA55!@<$W*6OYA>U.2/IKT#+66/BH6;*&&BZ\''FY=BV:=0!6=^,RB3^<>4JXT#+R.+"GM<$+ |^&:M*$CSV%M35_& (M\K:0CFORQ'"#T\G'EB4MATXN.H*'\YU"+N(Q(-#"^/_^\A>1D10*_MTTRB$_QO8.]N"R5?;1V42T5.TO2Q)T27E&LYT !=ZX/BL_&+"-XZ- MS,UF:&4P,VAX@|- %GPI("A5M#I>]+0L*,Z# _].3RN(RAD5_S.9B?"(AZ7W18 M@;47+*"+4P1YQ"@_WY,F!.,HQK-A4&$Q7"#T9O(6_GGX/KB9@)OF(Y&!$H4PZ M5GX!!@9E0Y6/5VD#H"A^X79IX/07T!'QB+OT&T.4!EI'Q3_4W8\V]OB6. MO3CR0^-^RT@X@PB^B@(W6H0QM3RQF <<0>O 2(,MNM]F%# M,)$&=(]E0TR'D(AG&7C1)92MP[LAQ;1U+8=1J(EKM%H ,$@59/K>MTE:,H4 MQ^'E5A<)*P)H&"=WN7U96,[<\@I7Z!9AYD$X9DW>W->^$P2U170:X,?`MS5D,3EB&$/4%G2GX?_* [K%N<=Y>DPU!WL[U7S+7@S#B[8>'E1O_8');,70Z M&TVH,EZ\I+(OF$#8'C&/@+9JMJ(-SO70\0JF@2'Y*'+/S-.@OHEL88&)MJHW0 M"(?\2)X5; U-H0/0^Z-9TK]A2PXVFD?/C8#O:R4A@& =:F)XCUR"#,(4V3NG MWO/D]*+L'O?IHKPZS:0+O"^1_$CX%29W'1C>7J08BE"YSBUHQ^)UN$D:FJN M_KX+-6}L7ZMNAN*!81S3>1;RW QAPJN[" / MU#60]M) Y-IT_2@H,VN&T-FC@@VL-BI.(*TB!QB0P'NW!O2'V>HE_^97VA/] MMS,!FX(-^047P4PAP ^/LVC\NL,F;V 6L#&#(#1(C9)$=E%=$^:DCV:QOK(! MEHT\ [>9'3$;HRF GX++82'A]I10%R"K4**I+:%K_ZV,X25A*D\(%VJMOA]U< M+FQ /@-!ICLYU4KI'.0GBYH!"'"F165]ZTI*(] MR @@@K]#<2;L850LO%97*)FZCVWPSE UO*>GXF_09PC^=T!Q42)I1=@\&8.# M:8(D'&<>I1ZW48"B,JK3#Z4O\9.#MM.;O=:/08YT5X++Y[EK1? M^M *E7.+0:%&9K?*'Q*E:>+|.IQO:436V-6!L7+4]D8]ZR4/HHPV-,E%K MH*(Z--]RD2.#8-#.D(\&#G%/7C7AH=]+X7KF(L0+$$Z&YDE9A75F2=!\V0H MATI'QXETV;R+B5V02Q.T4V>62)NC).CGJ*YH,GN:%D%B<^)%X+>- HD^R&IV803UUKG6&J:3HB5+=9BO#H-#"(22=-MZ7'@*@E)(N/:[*F[X>':]]06.$DFNP!R#0"VS@=%$@Q M+E9Q_$$V,+RW8O$UV%Q#Q1./R CW+BJ%0CY)P2_&&#:J'B+C;,,9TLR=\,! M9+?REXW:%-C&)P0V%;BIN@C,E==P"703*%T!?!')/LB,[K3;-!! Q5CX$":E M6Q85 @$YJ\IR6HIV.N4!O$XCLF"JVC[8EWD%E7+0F.W.XL_-E&(X,@:0. M.E$L:VBF$B/]>C-&@<=$$+4$Z)\IHH_]"1YR2_=CX,(DMYV#EFC9\:>A8A'PP M_)"I@"!^/8:LT%H49I>IZLRTJN#M2!#!7,LN:6#;,Y$@KN/.6?=V;(IHDKAER MW?^_$**-&/X&,Y<3)#JPL.!"F0FK$ZR_2'WR6"))"MAS4X^1H[9'Y"MW[FTRXFTLM5$ZE/-AZ7- =K!Z[28@MNHT M+#(V)WMD"'+=G%HFQXBW65&I=!#%L@0C<)Y:$F%5"LFL') M&0]'14/$P/",W>;2%4,5VP\%\Y/CATV[K5#@AD "CK(-*6(U8B&1%7R$!: MH1M#@%D<,83.K-16_9[8P57[0U;'-*P%]VGE'EF^;Y=?^W\:A^7RK3WL_;[-MYR'76U2ZEE5WIU47YE7C4.(C R7%&,%CCXL=+G<{>UP7W8!9FEX1&)@BID% M#SZ=I.7RP@'C3.N8!^EMW5P_N6RN%T-=#/5#&JH4$)D$Q:=7/ISAH?XE-?$ MB(0!89#$8U^QZVG WEMT4_O@'FL),- Q@OVO!CP8L"W-N!DOB*RR&W^-:: [*75GI%)30PB@Z_6+&=#]UYH%/MB8"3,JV M+ZR)&QF7<*9C!U(\,88EQ:L!(U6'#5.<4 QHA+CF-8 A&PI*.45(ZS'1R@ MF $I"}M\ 53?=2\9'Ds;JK>$L.(1N0VC]K'55 ? >2SI+*&%3-T4)TWW.F8? MUY;3&*2-UX5;@C44ICX-XA1*)LF.)V+0^:#:A+TR

*%6D1Z#'%!H&64#30'%R5B? (13)'%4PY4.OZ\3=39"0<94 M1E(>PE61[.=#:X!KU1@;>4Z]PN3lS+K8Z14$?4F UOD8XN9."RQV*Z__MO^_M_279ZG[SN$)XY"\OR]K_8,LB+F&J@.D&)7B"!MV+1S6%)PHEAN[A\]=_M V&J7U""%2#-[L_9!&A0%D<@&E@G7Z0F-I.UF3*TB]L8HL]U"=V:F3A.HC VV MV!9WT,RJJ3GA(YH-MR;,G\UP&YZ6<@GSO"P+B8RAJ4&6Y1!M",5H(6I',#P9 MO?>5UC;D/=2+3R- FC=&#FS_ZF'0C@$_ Y?U@THZ1JSEN&,J0WDKS"W@AP=(M^(:.6RY1Y3Z9HC0;9>8(^.#.%%+8+F'JE?HOM\4*9.%%)A"2#<< :? KY5O&@??WAW*0*N2 M3R8WQ@IW*5Z6*?4W:BE**/:.6/@X;S1#Z4BO!MR\"].9V=T!H0?-/5=I$,+ MK8IXL\ %1Z9@9E/5)I*Y1>64C@$;BB*Q;WU\!/&,E>L9X=)@-1,;@QBV61*_=ME'H'>F*Y1.]3<1B7A2S;XY1Q$0YP;B!MLG!DN-CHQ&5G%D8#UQN:85N^XTFX MT6T+U?Z+-Q*\6/W- CK_??'F8C*:0T4901[_R^]S^[7?BY\]EZV>>0ND($N> MZ T'(>45O'MD0@X$W1QRT=?FR]I,BAQA/6@B+Q =H.]6/TR12#;UWW-FFJ9# M2T?ZZCQV;G$\)V)-=!!3OU2GGDEU-1)*'=[*E8A[TK(OWR 2\Y.!UL"_"CTHPR MQF#H(&\:FAA-\. 9S%S04.WTVW3'%<8YO $=!E*8_$4;#$(MMN8PE|""M)7678MHO=^RQGMH[QWAL>L>9O=WBT<-N]O1[K*17L#F9X, B,""T:^*V-[%"]^)SIQ M.-!1T>@E+N2@>.!^':][TO9]8!) ?C-G!<,4SA:D.LDXWA.RN@=(P-;C'-ISV M3B]M(OBYQ2NAF59300QK]4=H_CNW2_?O65]OOA,=CC=4(#V2]3S[N4>9Y0A# M,?/[<<@5!M6-IVZ84[<2W4E$*;O@$7Y-_*_^RCO7!U7"7L!P*Y$LF5B=>2B6 M,)5QLCC"+?4 PLSP]KUAF7*P,*H:V<6TCA@4[>T#3KYI\[:DZ6[0/,]K;%1K MUU^4PU(DL0VI9Z.!X,T8DN#03"4'"TD.EK!$TC13T%*X)>_W7(>,H>.3=(V^ MBS"V9(?U(^=Z*FFW<*&.Z2* [S$K"TV!/U4M<%69VLM74L)7/FU9-& -2#BI*T4T\(C:IER5QN9=2<,E!*ML)T4T(C(&/O0ZF73.<_=,"D)$S'AA7.X>$Z$|5X7! (YW'$?8'PJ)(4ID:=O0'1<:#H1LF MG7MI;X]&'>XWQH4S$0A6<^L!DVX<2Z#7/K^:X,=8$E9ER7E%.7%(LPW5);@4+*9!PJ/LV>-)QK9!;G"P57@+QT7*V*%50C=C5! M% 6<<#?SH"CVCTXG J#1O%CK=D.5XV \"SR82G3AH](@=S2"&U9XI03IJ,E8 M[ZVI, $_;YMC7O6B[49>Q_PZ"G3.2;&6^?U6W"CF^,3F0Z,)KC' ML@'$JF[E1B4!$2[=(+DX_!>D5;)?*P<[P%MRG=V#(K>:T3R M,_4/Y,+86A!NH%>4V.S%722V\UE;K](UO-BXX.S%D0E?ZHW%@VEX4 ,GXSK MH:,%<4 6PX(M6K!%YV"+GBW8H@5;=-_"WV\EDOGJF!GMF=_77KKY"70/86M/&*J9!Z^^#5:,A'#Z8L9[_D3V'WIO>H\E"TEWQ_/ LG:WV\Q)X(@*T:A?C>A M>(5!1<%M!Q1!"*SPL8S/K0'R@7-&5'7AQ]FA1:!0,0 H^?\E/<0@R/Z%@$#MIAA#X\O#+ QN3E!+& ^O.L2(94P'Q@V+ MP*?X'XW_QG*(/I],EV-1M\CY6"_ MS;!"&9-RT>!N!ZP^W$)3P#L\2PS_'$PY^&O?\2N3,%&NK#V_U+>R1$7:E,A[MtA2@201M,%0TE*7T'W^E/#+S TO ^(OPFTX1 MQ7C'T'#7V(LQ'V-_0/8)69M 2>EQ6N4VN!^QXDUR.0,H&/")//$Y1 MJ#*"=T0CB/PFF4J=AM6G2(?X8V#,U>A#!!P.+/8'O9(H+?MOQ=D""X>2#_B7 MPW1S_PP.<3MS.R7]#$;@8?5*?6HS7:]G/NE.20YPQB:+O\0*5]ZO;M7^(,T<0A7_M(8##(5Q%SF!PPXGL 9N^]! ML .RF5$"$*(%?[(OO_G+GQ6K/+_XY]MG3[_Y]NOGWSW[\IOGWSS[ZB_7/O< MAQ*N[!\Z=_!?5>FSX.0,\F)9P"IQK?/GGVMN8;)TNC$3[_XXB_)4?^<^"S"MJ[X"IV!TKC!)^R01#2&WK@*R!L6X%^.^M7%'5?<. MZ6#0TXXGERW]=A^N521+Z%@1&= M7 DQ"/\^!V'G#<';;P_6.OGLQE^1HLMW#3[HO\].VL#QCI?ST@"M/@NK,M,#M%$8^5*#A6AQW,H(V5WZ%MG8Y.8X+5>L^[SK&NO!AIY6HZ>;?1'(V\+ZYZJM 44D2]#I-)>9!/%NDJQQ.>]4-%[MYQ;+]I'9A %I$CVP1E:@@KQNOI^/T3DO$;MJY#>P+IN^+[M4+J \/G ;1"Y;KT'-BERBD8A.8 MW;3-'2DL7U\V6K"QK3R9L6S9U&3P;:-(HYY'.=D4F2>6QX]$#L>'SV(23E# M[OI1$<*1S5KC/JGT7AI.(OC#X<0\($]X[$E>TO.2)8OTE,%KG3H M<#V@=W1"\AVV;/;O0H11E5L'%\-]PA'[(G0V]XKV)%=C0VB+P0\TKOVI8=XF M+Pn;MJR!=MKO#2E=@=(IW!E*RU,;O5D>7"^T_\,GHC"Y.-4-3%)=31U-(,[A[ML?K_&/O(5)O@4L4G";WU^72=A&ZQS,I'N-/>=4K:9S"HI$R%Q$3^_\8/*-/G:HC_9N8+ M&4)"#^?FXP$Q_VQ>H;H#)PPUBNH$EW; B$21FMZ&3,7#D@PPZ(^W+A(H6+=!QM:CQL4NL"ZT4I4N*:BO=UD8D(9PMC6T484 E)`MC7P1G"UA4PS4:,Q/*J8.&S-,BNNL&]@6.V70'\#]95-@^Q@U1LR_C9H++;JBMZ<1*I%4]!\A07.*BD3:^'@(/\7Y!:M]GQ>(*B'$J: '_VQ?.O M,GX],A-X"%N4?S"00^_#%0A\R6HGB"I8?\D3((D\%3)0) (%@+Q#L]X!@?IEL!]8$>410+!CXA+D+B(OKR/O34BGYS8#+]+DW<9Y<&UDL M'-'_ $J-K7[/-'}TB)%JFRM6"?MH<<|\M#.! M1?_4D[0?G9GQ<&%RQY(T%X8>",BDIV-2V;3NH:?_OQA7WAP*1T'2I+MZ*O MRJ8DYC$KF]>9YV7I_!,L15I*DLQ)>S8(JA[;?W&_H$S*2Y/(P)URW>!7^.EK ME&*AL_!B@S,^]+MOGV=3S$W_R/O-Y9/?\G?^<;|>B)8LEWF[DZX8M_O!D_= MF)@U]$AW53ZAZ6Z5%ASZ/YI;*V2KB%RPL(VD9?)85@V>=FF?YB+A@Y MA& .S(FL-CD(LTEI"%LPKM[!8)40,\F#45(UX1Z3,XDG\"%ZM7P,P&ZU4VM),"ZI2;*ZBMX4&073DY!0RST,3W=I@_O*YUVW!8!>IZZ>/K=5*7&CXA4J05BH M/ABOFYZDA^FJBA9A&IP(_^$_8IB9!\O\$#D_D8BX;Z5DX7_F=7>Lx@$!*IMT4MO8TM=L/.^,XRAM%(;:H+ ?PB"V1K*@E,UD(G_24_+*R#F'!QF$)3!JGFT1M M13H;LIW%%:6)ED#?>/MH)|HYPI4K[$*Y-$/(03*)CTCGB71%L;R+*IS-9C.T M3#.0OHP>-"S,;)!H3X R&OIU_Z9&;A[%XZ]CGLS$#=+QT<&A B*ZL+ 4-[G M5'O+AWISR=TD,2,J#K.4(\7 $6_ MWJ!>^I^W&/1@_YS%S+Q=MA+;]RH-C[?A O)OHN2E?$35#]JGY#],ALIH&! M/R#">?,\,E$5LX2@:/>@P0\TL]'B/<+*A9AY,W(@0&;9&]^=#[UND9X$\3.=:N4> YX]@-!/HVH^ A20C$3,=:N4> YX]@-!/HVH^ A2OC$3,=:N4> YX]@-!/HVH^ A2OC$3,=:N4> YX]@-!/HVH^ A2OC

*J%8Y;L8]*T2DCF(L!+@9X!Q_)O:/U$14)_;;+ MT"DHS",TI>M7:J6+K2VV=O<"$T/¥ X]JZ'(>R@.^1ZFCQNA M*(")G(LU+M9X%\D_'_"5O2#X"A A()IJ(C[P1M+!F.Q"Z;;8V1W,#*
LT596. M.T QDM4!=+!S?<@;>N2J?&+*?RLEZ6]7*7@1$0>:)96QL.5P*BN,50<0.2C9CEL=BDHM)WH5/IP&-UF)E\G!B5$5"59'(1B7R&HDM
MW_0YNWS17/W=9]Y=44I_!RSUX*#KCMZ[=;LXV+!(;8'$+-$>%B;G=,U3%0!*4^8E<;C_L310%^C3_T06BW:IO]"T96>Z(W2@C.H"(]VWMC@T'O:RV\2B)#A?NJ/O,'?5TX8YZ
M8&OJ$<@'\30SKSKLU6D@NBU;E=VO8.4!=@M<B^A*E'I*XW<';%>>*.CK>J3*!"4,5<>9OPE5..51Y313,G99B_#L n.UX8#?;=@M3!CE<((BT61^9\I9!K
%CMC.,M#"YK8%:EG8+!]-]PY*'=61_M5HBL/5:Y@]=[C8GGZU<4W*W_X"M[1O+.055ZY-+,Y)18$-2;R*09KF?!2_MP;X9NJT9617*P7'!"";C?
#]J,N^L>5(G)Z%C6".A*>1(/AY;#IB[7V'+5]1H* M%W]4UK/'LD:+%\!0+N^*KBQ:+59O\JfO&LHM;;PX2/<(]F>A6DN7@$]=0J=S
M#'S,=8QGI6,:AH?3)QW(?X0[61XUBYJ*]P4VIH =!{*P)<B%T$T?OA8+#+9Q-KN\ MV>4/WN48&9G'UIA3;,^_(H@:B%.,JH%GZTD?(4_'6GU\B6EGH3XC/+(!8(D@
M57H4RVMU7BH5]QJTCl6D!D$?*/(G)H:0D30ZH_Y0-+N^V?5?%;.9AL[=[QB M4; +[%PE9$ZHG)39@N^)0'Z3=)8//7'-M/5GA259)5:!fJBVXF8>57^=
(V[ZP%C/D2/U"]G"^ANM8=P8K#]:IS:W'11%0?9;,"*NBN65G)BXB5\B P5$Q#65KZ@DO$ MP\06'JURM"Z4V=_K]+6E9< P_U2\2,<6U. G<>V1*BABTH MKS[\'D:U&,B(0Y&
<$"P?->^P80Q4P"WC2W&!'/%@*-4Y5NJ11U35>F4,\|: M/&-.2X&?U_ZAAO'2W7R7/IDH458;^K#BYB-;NY%3KRU!J8-6#N,TF68Q-.!1Y313,G99B_#L n.U4^80O M%US2HI-U51>-
.$TYXLI".)54WD: JRL11JHN&XOB$+L/C\D"HH#PX&0&!2(U-M0S"GD%%CA=8HOKFD"3&%ONJQ9(10)0]N5MBE@+&Q7!ZYH$U5ZV1$-'F!HL&*ZI53!&=6(FI
M7/<52U7.MSH)ZC")BEG*E>#Z^YCCB%.885#Y3^$I&_PR 9LR$*%B4[%KQNWK M31$&1HFB4%YQL<:,6LEBL\X$F\MR\DA]WDQ2KR2V.#7AEREX8- X W+(W5#6
M.!'[I"&FGR+."-'&GDR$YR!(Y92_LU)<=)RSIZX.I'R4HJMA)P?%#[E5(D3+UB@8$G1('!NZU@S7U+)5]ELQ59HMW&SA!VSAJ9)'C2^0-UC2+KFNA$COX(*63O9OT98U
M97_5W%TN@G9G,LS:>*)T2E]3B64=I-#38K:X.+*.!M+M(8Q*5JK 1M+M8(Q*X1A[QZU<=N^9@-0?KCVU_CV"X5N+D(0O4<-68>]=.M?!2U+5]+TNLU
M*++VC1>DU8KX1\SPMG#WK?^P>5HCVW4K(])9QG((BI4"8@C\I;!RV?UM6M! M M;PRKDZ$"(P|DBDI!@T30543]T#+QAEA?)]D)L2^Y 0S[?=L&B4$MG4&2<<@1
MP*9NN3DI^V3YX! U[3?NI\V-YRBBA1YI7.L+5K0'P0A)X?@8B?)@LLB,CPNF M2-*X5864[%3 .. 6VBOG.@T1"TEA(QQ+LXV;;?QPHF3<9X'jH;JVZ4QZI[*!-M5?A;
[=@DAMV[51)SQ@:\WS!EUAM=

*4A61]BB&*L;Y(+F)P"CW52+4;FRHPTK1Q-ML]J-8RK=0[:%6'_4[]S_98Z2H\7MBOGY]^I(4(/"6:6N1M@P,|[@^T\L\Q-F M/8WERO1@"]3,3EO.GX5_28(*AB5!.3/U,*865/R/*@Y &HF0#&FK4`.=4&= MS_$ZTV2)^J(C;)^2"I4QZH9+GO;$50D"ISHD=&HFLFYB((U-M]J2*"CU;*X9K*E>/[')UVE2N'IMRN$\WSSWR8H\.B-=S=%"\GA]NYN$LS#=(M=G;JGZ]!0[,94=L51XB[%V8?+W=!OH%8YKS|6WI?=-+NO-;?PU=&8IG)-YG$ M?N"Y04*G[%7TZ%?X>GB_.,]7(.^Y\=\;?;^Z"*[RJSCB.;L[&;RV#Y;Z5CY9 M9UMN&TI:W5'_?>UNYW>_6_K=M]IS@.&.6YW![P\8Y6ZO^_M9GJV(/O9)?M+U]-M!Z0%#F>)B7^:N6QIFU.QT01R"SYR#Z1.I,PN_&*V8*]E)\U]4[F\>4'03VAVHT M^WSN1]J1^\UL/6RVX"WXRW>O!]_N-W-&V7)WQF6.%:9@M>H!WS6S6H4^YKQ^_MG6&UR\1^C$T(BRSPSS(WSWVY+[TT[U6]}G%#R_!PW;& ?-A[+ (^4]H9:S;0^AF1M9G7?FQ7C M?YAR/4!#8]ME?IBJ;=LD]]K=1_12GF@NA#-/L4!AGN?+[,W9V?7U=3N37OLR MN3I[EWKS\$IF9]*_%.F9+W)QUAV/)H//ZQFJN=]6N]86_0F<+_=LI\<7_<-M'8Q}>=/BVM0M.!T']3-/X?.DEC'-]PS_]<-:-/G/-3^#\+---+ MR'2C*SS))+T4<_D=A?'YAO"B MU<*5-_T_GD(OJT;'K.,)?.HI[YS@!!:8@Q&49O2/57[9';FF@HNZ]'. M:SO69"&;"7B!2]&9DT>;DT8O[D[V^KUN=WSF=SO#WK0'3G5_M*RZ[?M5)*ZS;T%Q-HYHXX@^E:? UN.+NZ*>GVSGK-8[HHQ[3P;>H<%'1[)S M!T_FSV+&=KV%&V'0+7^V4;Q;I^_"?0&YF'WIE'[?[0W'TTFG42VWR;TF\'R;-M0]/6O M\!@;O7I;_(S/N]-&L3_J0<4M^/)RN]W.TR5WSY,X*R*B$=G0NY5>=2W#@U"C MNR]2/78>U*/E4#/>>+*Z"J->9S0:#L_\R6C4H0JC)XP/?PH"T*__M2>2|+YW0:.7T-=/L+3ZWH)86_0F<+_=L!\<7_<-M'8Q}>=/BVM0M.!T']3-/X?.DEC'-]PS_]<-:-/G/-3^#\+---+ MR'2C*SS))+T4<_D=A?'YAO"B MU<*5-_T_GD(OJT;'K.,)?.HI[YS@!!:8@Q&49O2/57[9';FF@HNZ]'. M:SO69"&;"7B!2]&9DT>;DT8O[D[V^KUN=WSF=SO#WK0'3G5_M*RZ[?M5)*ZS;T%Q-HYHXX@^E:? UN.+NZ*>GVSGK-8[HHQ[3P;>H<%'1[)S M!T_FSV+&=KV%&V'0+7^V4;Q;I^_"?0&YF'WIE'[?[0W'TTFG42VWR;TF\'R;-M0]/6O M\!@;O7I;_(S/N]-&L3_J0<4M^/)RN]W.TR5WSY,X*R*B$=G0NY5>=2W#@U"C MNR]2/78>U*/E4#/>>+*Z"J->9S0:#L_\R6C4H0JC)XP/?PH"T*__M2>2|+YW0:.7T-=/L+3ZWH)86_0F<+_=L!\<7_<-M'8Q}>=/BVM0M.!T']3-/X?.DEC'-]PS_]<-:-/G/-3^#\+---+ MR'2C*SS))+T4<_D=A?'YAO"B MU<*5-_T_GD(OJT;'K.,)?.HI[YS@!!:8@Q&49O2/57[9';FF@HNZ]'. M:SO69"&;"7B!2]&9DT>;DT8O[D[V^KUN=WSF=SO#WK0'3G5_M*RZ[?M5)*ZS;T%Q-HYHXX@^E:? UN.+NZ*>GVSGK-8[HHQ[3P;>H<%'1[)S M!T_FSV+&=KV%&V'0+7^V4;Q;I^_"?0&YF'WIE'[?[0W'TTFG42VWR;TF\'R;-M0]/6O M\!@;O7I;_(S/NJ

(D6@1V;IOHB)"F\=6/P95_MQ1E3WTP&?=_&U:.#U9!Y\|33:8P_^.-I(E:3";'¥F0'S%LD2QC7._H'.=1F0_MJ7|)'Y^QJX2_!'Z\|2WC>RPY,PEK6>K. 6EKTD/#UD|@NTTK^$]U6]5&PR I M&/_JM<7:ML.Y9G!(O9GD4LS<7LU^F)K69O-^BDCZTLVA/ONGZ2&|KYQDK?QL_MV1MNCKS"_-#>)7*A^?F1IE>PT)-D2"23/9QM(A,:MD=0+4_/&G=1Q4P43S0Y MHI=NL,;^G-Q7Z-P#O34M8I%{6BE^F2QRFM}HLPL&/T^0167NO-M\4T=3$.U'HMSXJB-"7[*.\HA#L|X)AL\=N.:|'H=;(;!3)#%%^1Q+@1>>DLP M?;>`QQ9I>EB4Z5CURT|GP>1&'81@IJ;ZOWY.))F"9H6Y_%$QOBD?GA(NBZ(-MQ<.<0S7M50=6)-0$HX?G)2CFV',QcIO8JS.\>L:.,9NTPJ%*WZ4!HP0ODX-^KAS^LU MU\!%G1]^B]47U\-1'/AX;F|<_%2K%1U,8WJ>R\[>^|H/>/L1^]'Z.DW4/T6 MW 8Q%F'!'<*S7&NQS[=2?4Q'NUT#CG3V[7!Q=P^/(<56VF=]>N/YV?# <.A3 M04C4,5Y Q-Y+MAP1%GB.5P&$&K_42'4(!>7:/]B0O@U@0>?8QRLWC[@IMTGA M;W]D5<22W.*Z+426Q(:,6]")]*.B4M)KXC"$U6L1^V]+3N&M-U5I-PTT'9K6@U M/*#C^>9[NHA=@C6\]PUS;?CA+03YK;K%DVZOQ&<\0ELPH?"YA*PIV=:;H_D2'#"G¥_?TW&"(3K[^/'3!_CZ0XQ#HIP M@^_^0Z:-&'$D]/_[AZPKHQ? *.Y<'_8.1_O\G)9C#H5U8J9F\@#LF8, 90-$-TGZZM<\^R?UNZH7-!OG)MRRM< M&?O,1DH,">(IH6|FS5$MG?=:.!2ML"<,+R!%]B&*_6+7='?NLT8P/V?-0D!%% M$64S62&]DGR+%4J9(,8%,39(XC-9@0M+.#^Q<2HX9H*SV94G7-M1ESD'YXX3 M_@@Z^P%_*.!=H#".E51O8*4A 62>"#.!'$NB+.9JKB%\[1N7O4)OT3\|8'>TC M7= _;USR@Y658.%UV+?QD<(4U>P9DJBCC/P41927V-!REK:".W*46M[_<7=0 MR:>/9$7]FA%&A#("TM,0[.:N8$B6DD>2AT_EPJ8J"C&RQ,HP7Y<1O$I|VE/2 MNEDWZ.DM=02)GJ"™C]*C^YYA^EPD=/K+5(GGE@\!9#V+6JPH?,*.Z=0*@=SWBE[W/T9HAQ0$*+,Q=*KKU1*,S0"9ADS -5N2[9%W=X/[%7&"M=] M5/&,%,*TIM#_.:" I\$VE$.:NO5FIGT7(#NXO.-X$#HN"Q%@J`2^+S<6S7IO MRAEIM B%19)U!0DF"#H#IDO:'72^1Y5/II+J#:/#'$'U'C)1B1G{1.(-]+ MU|B 2D:/=,1L: <1VZ8A%=,1B/F*>Z(DVXX=(T+,(?T^NC2.U?C^@C 1ITRX_MA6*)+?*5B),[- >2*4TNX*GI.3#F U[3Q(DCYXC1@R,JI8@$R.C'HINN;F<+S3^#H:LLZ,;,2!%UD, <((<KD?"2D9V3|TZ(SZ$O MW^BPB?,(6)0WDCN'Y[ZG)8|*H.WXYU$M)\)K,+=/6V)Y M;YEG,WG"0G*+,Q=*KKU1*,S0"9ADS -4NJY&?O+G+(!V!ZW;.!)088EI.BZZ(C,D@J,Y*-DHWHDDZ M@76P.[8AL@[@:1>U;>/H*PC8# B73D1?4'0F5!NG@RY0?1$1R?Z MW@D6TGL:I<^"Q0/[MTW@.8"$18UV4)24=(^A?.\\MY=Z#CM42)179IB(@-R, MVRX 4 7149Z@C$*#DBC_(? 4Z<^K8G%E\ZL[QVO4A M@Q$M+0]2H6:.8Y 5R_+9=U)WFC-%,60MG6C8!H*B*]+=TU_`Y(MD1S[>YK# M>TQ<4XT#/"7,/+GS7Z8I7$!]=;=< MD'0^>X%Q1"G+]-[W.D:B=/- CG- N9:55)6W"

M0%5XTEG8:")#J>X"G]9,^SF=B3L^$Z+7B'>,.:$ X]\7W_^#=%$_Y4 0,@3 M^4=!"G-*$%&*Y@S6*B3Q!A(B"N._?K%>P'+8?PHXH?%WVC/;WTKDPZ75UC0XT,@?*
1*L3A+RAP74S5VV5)RNU5B$Q+++0%])#$P&$2<@2$HBBI-L14FT'.OV&FC^G;Q=L(EE#XX(NU6 M.D>KBB%PLH:.4D5">:WR3$20W#:.8T2VMR@K\CI#CAEIJ&HKN?
UN>B;N47KY M2,,;_9EK63'0SR\T3)6R9C;"7H&!K"#HYQ>44>6FQRF(X@TF1<6E6JF58,3] M+M_[M7KULH@)_(2]4_KOV=QWZ"^?Z(2O<-B_"M%5ZM:@E>N *\+T)F%I%\^3
M)&.O\'8P)^W&&"!OVZR?P: MO?ND\[_[-)=?7T-[LO6;LI53I&-S.?YFTD.7\N22?L=@TJM>[*W4C"HV8L9CW MZKRLV)NK9U-3S4IK=R-57[WZ7B#K6NA\,+LBK707AX
MF$O9D$CI(4%PY/WW!NAZ"[<&%@>/K<.T;N=5$!+E18(XQ\X:0TF9! (^?1GY#%Z2M^7)@N+9$>)Z+@*193QW8#-#?" >]95I,B=\L;# M,:-@NN2QJ5&1:T8<-
R[&"EUST%'L]8F*>.W,2J"\!3U;4O>]&?3KW<*(B[C9 MOJ>[("\(]ACPO, O5O@;IG4N>|'+M(5?2?'E"<4DC[#<60]/9IM11E)*?EHQ5
MU\!7*:'0[$?)N#@0N:,H(X\>IBUD+BJQJZ2;32!JZNI!M7R'.A>^8# MU"D23#; .)'2O4,JZ1BI'5>,[@U^.J-:,Ol.[9"HB_UM7%PFH@114 5U#*'M
MU@&5LGC#B5%RRS"K/3B/&_$42(/; .!K)7B%&Q68W'GH'=(5YE27:]1)C,V/9G5MGA5VJ&,2C\-22IVHCH$>>K(YZE:
MTQ!.OE/*SH\N$AJ*8A+04$3,I>M3*3,8_FN'],O=N7#KY5H2NPT[>6V)HBZ2 MH6(;.6O9%ZI*ZM!,]@R Y#ZE.B?O54EY%AU+HUKX |_,H.9.,!J89'$MD[/\
M=D:B%*)E>"3Z@KDLDCB*+>]MN/9CHO-'KGT4;$O90Y'"%RKJ",H\$#S*F,[1, M70+!:NR>:SV#ECF;,@X98,Y^>X.EX7:QD$K([$NH%Y2 M& '*=AU5(5B9629O6A20N5+
<;DQ0 I.;6B)0W.U<EWVJANSV"$3NMB2Z9&K9B)W#=2 O9Q4 M>6<2 8A9N8'4,NT6*BEQ=XM#H@JO?PZ#YW@#:\CR540/"KJ{$4:<\D0$ M\H:41:RQ+K8<[P/Y7XSI$%Z+DHE!AW_"-*SE@TSB++X%"Z O?+[;'49,.(ML30?17+D$,JH,"+\RF#,> % -8 R(UU00+NQ^]@G2IBG11BD_'6(\C-D+M0Z M!M{QXD]:IESA$,[H1" /^ZGP$1-
>,C"P>,XXH';_)":-*X!&EB;&1X+_Z0F2 M)%$R65+50)4NAM^]OHX9H_OMCI Z<[,1=D%1>3B!N[N"GQ=R80 _)DJ*F7OMD0S[ZKLJ)($9EW'TN M8)JSCKM&.BY2?J_"8"O20*'
1;]FU.43$XT3X1<4EB-MRHFT\EMD4KH'R\-SW_EBQ;1FUV*E/#P_)<6\0$3 V=#A^K]EKYQKX$2=#8?[7
MR#],)+_VV<]A#1\W"*:Q9&BMLXB!0_4/'A>X3Z8L%PK%X(M7#D)E1&?(M%1]M?:LL.I(;Z/%*@:PD71S+-PP/_/CYBYT[5ZG\]_%4C;I0;8#TK,"LC!]);#0 M=\G5$CY^&UTSP;.T?
H T]O!QP?==,HX(41"59;"9JG7?=*E)9'[1TH.(PC^ M&6[8#EC-S5ZQP\HXF5VV5ZY/E%O7\JY])*CHWM\O$9*#67D3!6(ZYE 4+\E MWF/ 62.?BQ*!B?
5_V7O7!L9Q*\'TKVCEGG5OLE9UTE6=Q^2<.Q_D5\4S+LO' M=5]ZSGSH18N0Q#1%:OAPE?+K#S, !'T="($B"\'"3]0Y5M":,'6SL!, .A9N G M*H
{6*U\P2R>E%R^[(:>*48&YO$PCO#MXFGCQ6WQYC\B)XM^Q"N=1PR<_M1V$<5XN_Y(&X6{)=R?B-$IU%K.\D(:+:8P*P3I*\VKSLHJ(IP M0<-"%?4 2CS\:]4U"-
S]<.^B[C+QK]#B'\!Z?A3+(LE@=]3*?+:R!;.T1!V!P098VB?N)74BMT20\6.H[4;T BL=4!''> M,/TEOL7%T8U*I*\9!!*1%/]9)(A/3>1'T?/Z_P9!9@ ^5@06[I[_+" \0X2 MSV0A+
<.5&=D$1%"J3C%58- H(/]TT$VFIQ@M;]-<0NW)^X<)$H<,?5C42I61 MCM07Y<2#BGI1NB:P6&L%86/'>$63-E.DW+].XZ%4.E$B.IK."+=QXNV)B_IX(>P@"HIIP.*
[CYF0MRUX_M4]S8LS1@9=;\6 BV,'"FKYQ(V.(7 ML'IBN S Q<=:"BEP#A-1L,N[9U@Q911E4@F5BX[@5JW))Q$D#XXO5/ M0]HT
5*C:.:RS:V' W9.11U>,M<4_LL!F95ETZL#3_1Z>;PB@8+9SR@(PD\.O M)C'E-L8/,2Z.F32PF$HQ?1 ^L([#5W"#Z\S[0E. 3"?Z7(,D/ M#]TK#Z,1;UN]@&5'4^ R6HX[29FE7>B[&-
%4(.O+B#6RRF6C_G^92'PZD&1[MDV2$#*K3'LNUIT#19;6Z_KW?PJD#PT"]'FWP#Y\)UPBG M-"/LO$=]9N(O2#5-[@.F):86?#H^&3=>? ACQ_\D!]P#-9 A\=
(KOY0&OX,RX{)@@B&;]LX MNS91D (L]LX/OV7)*LNJE8&;>46R%2Q+(XF6)RD]"'S"MF.$5!TF,)?T Z$\ M3$5/C*M-OB2FON?_/#<4Y?(Z@ _SEIE$[DO=[

MQ08MT'[CT5K\N@:W:S8I|'JK[R 6_3)YG8"A13Y8'4PE-I8<6B2Y:O\AR3 M1%ECDG%$ ZE(6K+MK|MTLF)'OT*ZS-LX\?88|}PK M66UAQ:)9ME;L7|5L9<7BRPO "8F(KX[.7T+?F:YCV %X7V\H6=&9OX=XDXD% M$?)>?O$";Y_NN2B;;/;S1?:-!U9L3*EK%OS))C7_&I1Q_JO-SV'TZR;$?Q>N M7$W3L+2Y<05BGI'H]OMZ!WOTZ.R%69O8-E8<|>+0,#J;WJ'HA2,":NC(6)-: M@5K.JT)^C9!$YF_M9 5HA4]?YW N;&2>)0&9%[E7DC0*A&C04.;Z-S9BE7] MQT93"$"-18SM T9HC9=KRMB=_M!RM >HK0P2'<|&V7^%MQ&UH!@IZ2117*%*70_;\=B P/1S\+&P2/+3Q/;#;-M?4#2/1,(979OM:K9@E:Y[5DE[/,BN77760OP)N6;T\5-+4"C'HQU >9W4O8 MV+BV@ ;3W'XGG@1D;W2V8J=D=B#T]&;^X=|\S#|%Z]U100FE M,H 5(--$D3+7<+:!%4M63^K!=T3?R%<"Y8M*3RN K$8@ ME4'7]8!$E?96 -1;KT/^^SL|B72_Q(55-8UO"? =RY_DHNL8/N VC(Y]OJ32Q M8I_)8^U3Y!=!17=AA(D,XU6,W"V"N(*J_.=ZU#5>13S'-!RC?PCIBKWP5K@ M%]HH8<6.%<55P|P$PLLJQ*4Y*AW-[PNAB W*(L$$30V3A8REH-6-? @'C1;N4VDP.^(!&NR M:TZ?(+=ZW8F/#@8NJW%*6LK\ ;1/9@4J->;V&K_*C' R*U IBE*Z.K+?B*S_ MZKV-\QI4OGA6P]:$"'<[?BM:%BEZK2<)FLG+SM[+>)SK8.5(/"*"0@N6?RZ M880H^N@,'MP)5=?.*U)PD;&S)#=.SVB+%_@Y"%K|E.]@4Q H [A-K=B1H xE/+& MCE0ZO5I#5U+CD=_2"B#J,;=MZ04M2QV2KZWF$E6U=S./+Y"^-0^X3@-8 ;)B+D4+BMH>%3A -0+RVM_%SGV:U -E/)1"4T6M+:<"G"}:7+X+B)L"RL6G5>/@;1C MI @"[E&I,<-GX5HZ60<:Y [&$N07B' &-V&U45:|=AW$"M +>D#B"V)]ZA=S M 1+F5H S5,ZEBC*|=3E-?WA(^8!K3VT>?E58=DBLRLZC4T1BB\][N/#=T#? M]%:@FU/B1Z3Z$#2U HRA.F_Q#7E&X-9"LL#0B)74\2&$Y0/P]$R[#//6.5(N MKE.^N=8>YH$]]2E%9B0;%A>:'':O:E'; QAI/MLM:V?%&2H# MC8C P^3F+;.4-%X,]2IDV(A6(*6DC->AC]N%E *PS!BU_*\%7[,&&@7-N:Y9 M5%^)FJD[SZ=2*G0@'T|K|*X07J&-8 >+)+7|Q^SIO'9[GS)@\M3SH0967);* M3_]3[P1B"R:GH14@9(5N\MQ%+6400Q:W-'S'&9R7/6BQ[.,5^M-D4V65G'N82 M9E??[.,WMUFD"\/0A<5Q2Y6[#E/]RA/9"OO8050W6H=65K=[#'W;S9HG:PV M>88<,+^L @C_@'^PX'?,WV*NA1!ZCP0CX2{F!+[=,2GTT_!:4#9AH/8>SX M6$!/#U#[$C.1M)0V739>1PZIGER M27)F-E(@VP:N<@5(7[JG:S8\K(AC%C$]+2P8]%H"PMZ1HBA+W+1 %-#V5+I9+93AVM_M +'YXE;U&#'18O#=="%1ZFK]7N5PB%[H4RZ@-&NM MK%@\,4+6;*OBE CBUE84_";JTUAM\'*LR294LFWO9\5 -X_K<26P^)+2QYW M<,N+#B$54R&{$TH8,1 QG_RV7N9);-T:D+L#.;))(N#%#:V!Y1QG96U>MZI3VO^QOZ'$Z10'2Y K[_" MUUV8QD[@OG[#H&)XUU4<%JIER6T]F6'?%\:8L.VL&31K\[WW#MC34O.2$1! M06-+0,D,&H5V"#B*-.9#PF]K!1$B24IR"E_XC;R&C+DN,Q (8VPZ#F$%V$/= M%S/W5@!4T7UQE 06/99A!? J!9/N7ZFA[#60%"F[06U*-$8MK"&M; 4HW, <,-V)V&)+6 W<1;H/IYY M?]M>=;-SVKO^H]AQ&K6]U[7N/*%VQAE.FW!.&3R-H9L4 ^<+-3E MD)^A_DN>/V8J%E%7;N@M_D;E]&WZ7NRHS-())T\&/ :\RCA6[?<6IC"/P M:10T-7[GKL'!)D+.=>@V4Z,QWYD_< V1&(O)E$YC[A_$M'<$/I8B'X!387X')5"!EPW7X'-M*SIR(; =SGB:X|]NNGR05B70-+85B *WM1LO0NOD"SYY$3Z":7"ZKTO(4%&W]_-M$/B6IE;L7#5HN*QH*4GD).UA!5 UG*L=P=9.QE^U?")FJA5Q"4=;6 -/WITQ& M\X0_],(XC(X/H1/< \1(!+ZJL.7!|'JZN9!-"MET1-(RK!5'6!CLQQJ.OQX(MDY8E9N33U<[#6 :^,THP]XWL>N:2C_S%)=D",I39#4(9^5;*W:C MMV#_E;KG9-E!*HD.\N*N6LUD+,.9GI6J\D8YX_#2+&;- =4JK3U,]4K2[H M_1Z3R@AVI6[%;&]M'A@AYRG.<=/>O3Q8U\3I_S|HELR@'@_3 %W/L'80N=(8 M.TP_HY"+0\<,%IPIKNFL+4EDQZYVG(VA>?/RU'CF,O=U6H$52+\.B96(.H0_ M>_&OUYA^> G\)I"N1,V-@D,*S'N:I (]^Z45F*\R&/ NKX(6,W1+%RO 8AA" ML.37;&3%TL=/G;K<;B.T=1(T?@65WHLQ_^31,.(K!1Y'&H>L/H 5IT]KZCT: MOLH\ #+7C7%FM *IO6]1D*1IZFE\?JOF///FM=C2 @CQ_I'0>0HKRYJ MU>Z:A7;/2)E

*M=..]>RX*W)@F3.5ZITI:.T:,8A_A3!JE[#,.HO+C4SE9 M9XT&9;NWA-[,Y9.U#(<1T?%S1U>KW;Z"0)4681871.6_TD*KQ;HY(OS0б:>&I MJN;&2\3&0 ?Q\\:<6+&CL\(:E_IK..C.I.#(F)'?YQU U.WVUF2I.6)(>E.5 M V#.&V6?[#0=9*N'W\08X54V29K]\7.:!"}1V/?2)FCRQB8LI"3&"E!P'GG MLE4^8+\TEBXH,.@#G:WE8X0^6OPP=&'26ORIOD@2,#_=$U.A;NY<&?; ^M*NF/QVI^@CDV+Y*NFN-AC[^+U#'(OS%'XR7G2E.R/9|<+":>75]&^%4,S M+ 4^2*4S2 YQ^.;.YII -<@5+Q#&%"UO2W(M2#8OX5&=~%9^5' !4VPDPUC7S6,;36V2 UO*EG[4DWMNA/4K+'TK,*]*2M(&,*LHK]^J!0% P2[^&%K&;V@^1 MZ%&1@&V!V2F2U

M@BB;B;X9TB7[%2ST5G7[HJ<-1QELE4-Q:,1BQU"4WF-FC/$W,?PTA*2>7"&-MHI1_+GRA&B,.09(N9&)B*U8#R"7*3WM$Q:MY@0"7=]W(K+2\XIP;#'S--Q$/$-MCC.'ZNTK'$D)-=;4OH*)USO:*
9M"QT*/EWABE8"'5]0*^/2&CD8)G&_1)K4G-M5'/OG:.2Z=S"Q6\2*XV1DXUGP]!:=#O!5)',.3#%(6D"^J0(#/]=5_+X5#C MVNC[!HLAU]3Z'K%97UD-K3.7VKC-ACD*V}!D[A%\IZ5>G8S<3".6H* 3SS*;@
M>.6[E%DA;/1-L>-)A>E?&#N$/#B%$X%)# 47T_/W7#-X5ISWEE+5)L_MQ>SZ(P2;.ZH27/QKLY!"=#!-M=1W4$547'1>MJEONVI$7 GOT_-&RH0B-@1$"Z-#4U'5]WK$@=/|-.V4T.,D?FB1Z'.!G6F1Z?HO*?=
M%@5GP-NX@B8]^K8_L$YN03E,=?S?!F1*F6=:D)MCME4C]"-]H;R[3[MV:S0 M:7I&WOF]_4FS93.FQI&*19W85T2ZI-+/)D53K8F"0PI;.0G1*H06B5TF\]Y] MSGOZ2+Z:Z/_]$\DK8]?AD@.06YBS I*L:U.!M(C7@{DF[
M=0 >U7H(.]4];F?WMOIH"15Y$FO^^1)"V" GCO>F?.LAD25D<%G[@:_"2**.M#G=27M2WU'=.>H#O28B3<[H8E%7KW(;015 ,L]IYU@&8& S)*[T,*O^07H6 H"<6#6!+K)MFU-]@(D?
=^NT35MV\ICR)Y1'DMKH""]Y*.6*Y/5RKlOQ(*/-53 MMD=XA%$.GS.036VPW= RO =K]KUYME%*.)AsRGSP3A.K9]%>M^VRW\M1'E M8YU%;G]0#+(:?)]KH[#RX%#96#'+%PY--<4-*.]T>MWI-WJD C=]O\8Y7%=]1
M'"IY_OB'WIL1<&2;E"SS6Y/=&WY'A/9M^ XFYOT_NAPC#[M.HQZB??R.Y-MZ)/#]'H'%X1K7KLZICHI5N54]'15EZF4#Q_B.]:FU*O1^:%)2L+N(([*/P+:]+](F. M1PM0+4CH:
<.[X>H'2+1+QXOADN'5.6%7=_&5&ROGTM:,)%PR#H9-!N:GPM^2"K5= MU0HBOU.3AZW"XC6S7SL:]%1(&-],-;6S<%Y>OZNC,8LZ!72Z>'&N'CC65"T^ M[;A9GS!E5"3L) (N1GK0AS)UB.>]*6]%Q'29-
99@8O.O$BZ_O)&;8O4)]HO4B0.04WZ$)<=P"E?((BD??,/>] MU'K=^2^'>,)SKDH]P#(PFB!5!&-[:IC<+ MKPNW]{SCS=ZR7NPZ)?`\fB#,$3I-B$FBWJ.54SD4D#PDFPAZO)2$ARF08OS(-MDNX[_/'YZ4?
-^(=7H&XFV(/;/Z7=L#U8R9.[!W2\;"'YW3GR69AVZ-QEA<[5(K@->09]-!0Q]&8CXN\&=88@ZK3 MQH$;<6^D:'Z+)$P&O.W'6B:E_95[P5\/4:7BT?E21V?_27]4%;:JO0]+X MG/Q8'7E}\"6CP?
0'GEB]T,3)$L/02$V'--F$@Z>Q0=4D4M-=(E@),5L6*=T0M!$ M6(U67"G4+Y@Y:K(6*?+:.05'D"=<14X&9.]XJ%.1DC15D;+3'<+ MS/S1?T;]:] '??'OHB&P[.],?L;U'?TWZ0)"9GMY#;@00>_]PYAY=P,J1?
MYCR.BSUCMSM#X!?%BB.N$@>#LOX-)U63(_KOS$UH\U3(;/%/C-?M>ZF)[.N M.&*XL0.K=YKN'C=UKPKCQ(0@>>.<]$ M/;59F+;3Y2I\'Q.]V\KP2$@P.ZY61"21J4"3E^]@D
G7<3GB6=HN!BV\)*3%A?)"L^R'H+>,^&%!T;F;<-#&2)NM;6_@'1>SC-[E.K.&.?UQU5++]=_XYM*$KZ!-51AD'SWE>TP'(_<4'#UEP-%L,*.2VMU6D+*<0.NV14M79N]27EIVN*."UD\3:S<*,%K#<&S1QI^TX5S
MILQ(/ X0.M4>1:K=A@(R'4T$0<#ZSU0Z-R+HD\ETXFE$*UFLMIQ.0*M^0G5TRK0=@N:,:]XV%FRDL.3KO:#*(,SRX-WZ0&')4K4;ZO.*^'0E+.:.NH(E= MX6GIPV!Q\$^.;?M]_]\.A#NCX4X$;$'NA%>Q8@VJ-
,PF4G+.-8(<:*]P\KU:H M1UBR

*/$$Q_YQ]'-U-07{J=(ARD9 M#:,>F>*3A*^1AHK)"A2@&+_U1,'I2RKY#GL:DZ M:G5;K5TCF6_[2BUF`7]VUIKQ=7*%(<&0]I"V/;>K2N/-MT#R]#^:MY+/;I6^^ ME3U{/R0B[ZYN/OM@"Q&DZ%U6X_<.54(%HAC6/FFX.D?"$3Q)?@*IA3_6;B^ MK:?MRO"FVO&U.?NJ@U3{-(?3. ([BXT\=L:2HM9<\P]/1*N"#$A\DIRB'=+K MYTY=\KG.M2H'GS!4Z?HB52?=^3ML9MEO*,>\8Z/-4Q @B]I M#93U(#U>+3;C0!-G1K'5N__^7_!\H=5L**$U*__E4V_'-@T?(=(DT]LC"N>]R(ND(8]'_6%XF M)=%#B5RKG%*ENF3WOSQPK9&5,*\1;/ZG2B0NL MB3H&85//%16M=0#\1SN,Y&/RX1-2@DR-F.BG2^O/ M74Z(5K*5ZI:S7<(_PL5CIK\Q-5M;/%R0#7XF(-M_X!K!9+[+3T8I)-MB)DC.S.!O9^SF8*E'-A*[O\]R:"7PR72OZO]!<*B.!?(IB)0GB7R!?5EN:*" MY-!975D:I6G:O<8R9B9 M9+\@G;ZUTF!/W3>%(ZMOYTIF2O K9OV#-VIHVI*93>0:.L%M57+"MQX@A$@P?F1^B0'Y',.M#\. Y5V9>PW][H6/RMMZCI.?BJ] 5P;FMR'[7>#U!$O@\7.A8)U:.*+@Z2] M(LNG1<:.>D09>MW1{1DQ =%)..59E8DF M_9^:^]Q!Z283TUONQN[@^NK'5.# .(Z2L?SMS1.' =+>?FB)U;O\f1M,AE# ML4U?3042HR/@YX1O&T0>DW(M6#"^5%HYV]?D6 5V Q:]-[V{(5C58<1L\N=$$ZEBA"T$9-84HT),/(>F+E)]VSM%3-U$:-!++,FX2SZ M:"$ UK4N]0V!,_9=<'X MEH:"_WI'.O0_EYCR]*^*'#]&%-#LI]+B5:]YT6>]]#]AF8_>,P%3IPFGAWVT M#[F?I4[W,/B@G.C]"%H3GMNZF OL#R'YJHJD[&C%40%^3/I)*(8&EU"?$[-M)G9(2[2ZGKI5<1/_>U2S6Y$K1\ @%0V9U9IX:!WP!A=7(%FTS_3G9+ED_EN MO6Y>G>Y\6\%9$-'.KCM^5$/?U^<1H6OIU[\H$ZZ%-SM-.G7_=8CZV=QU(N?I_VYE>G-6O8 +M4V:?NIA#/;YES]*:%Q<>153*1.>BG[HV1L,*9)5[K1SG;^U_OH?SRUZ-2'0NL&QW M_69U"^5ZH:'>ZWR.X,KO9C^4\IX]W4[U!EPL3$[KW0&/F:V(}3UR.S:ZI58D M+GO8]U?MNDI['S'GL5*4I%0&N.ZG\DH=#?]A2D8D>9S:-J/6T"O4\0:&[7$2* WCD-. M34++1CTV!1VRITUV<8.X;Y048##2=[:,MT6I(1853HPBI4QC?Q#FI?]+@1?F M?2_7>9KTD=8"+1>ID**?B3\|=!U#A5I.W4FDU!),MANRTMAX?.*.\RG#%PK/-M,]=^$K//!?/9W"LB81NKO0G.Q;'N;FLITDK7$HXP ;4(<(B;HYCPR[#7[4&J+9M**R.[B+]DXHV;;X6;%[Z_RJY.5700*PBBRAAL[YL44G\]3 M2U'BLVGD.D_X$T]0:.^B!4OC;RO+1KD3ZNRGC?D90H9I'(K^#Y]K]:%,@#SP6- M@LXBK9D D7(S%)?]-.5TZ\K^@NK=*[YCU78C)LVU^HB66;(#_,EGVI>&N%\U-`MRJSYTI\/>/$]=G("YXFO[*>363K0$XO4ZO9'"%_2_RL>?!!FW.84[L^*OUB]MN:C[$/SC:0I.<=S5Z@KV2^A\M #2YWETX^]_E:32^ZJR\(Q"PXW;'PU/66) [1_^7)=.$:U%7^-#^1A>?0A=#8F4.8'YVAV^BP8W+430<W4D<8$7/%^M66\8 8HRS<'HC>&>P>79C*K(0(-_,7L?P.'$?9.,?'I65DH/;+S MH"+B:BWF!-A1$+9'9.RW8:.+M$P_IT[[EGO!./IZP#.ZYK'Y8+G2(8:XQ'A7\+%$^7C_^W)XCCUBN>&Z]58D M+GO8]U?MN0IWJ$M>_%_-H8(SQ^"D)\&*X9]9\1]+K@LFGN*EN0;4^(-1,_M])'SMC-)_-44/T$8[*(<+]0.G\%Q6Fs;[LRM&YS]/?H[DF'L$;O/? FMW\|[1_N/Q^MS)IDS3I002UJLZ-UAM*M:9<2*EG-M_4S_X01??IGO@&O M2Y4A4NB[BD0-)?#E5(G.NB!5EF:?8*C<:_>BO$V#>6!Z_K/6$WH"'(:WiNT6 M%SQLY%0X]\&-7;@!J2?>P:.#!85PIYK.0/62OWX*G M=Y\NM>'S!JVME1LN=CXN|ORJ'#W1_]/60 [_]X>_&0+R8^U MSC:?\8IK1:DA'SEH#]X_-:\N^XUWKQ@+@AN&Y MX66NB2+VF@-N?HHU 4N9O5:#@SP6- M@LXBK9D D7(S%)?]-.5TZ\K^@NK="%CU78C)LVU^HB66;(# ,EGVI>&N%\U- MRJSYTI\/>/$]=G("YXFO[*>363K0$XO4ZO9'"%_2_RL>?!!FW.84[L^*OUB]MN:C[$/SC:0I.<=S5Z@KV2^A\M #2YWETX^]_E:32^ZJR\(Q"PXW;'PU/66) [1_^7)=.$:U%7^-#^1A>?0A=#8F4.8'YVAV^BP8W+430<W4D<8$7/%^M66\8 8HRS<'HC>&>P>79C*K(0(-_,7L?P.'$?9.,?'I65DH/;+S MH"+B:BWF!-A1$+9'9.RW8:.+M$P_IT[[EGO!./IZP#.ZYK'Y8+G2(8:XQ'A7\+%$^7C_^W)XCCUBN>&Z]58D M+GO8]U?MNDI['S'GL5*4I%0&N.ZG\DH=#?]A2D8D>9S:-J/6T"O4\0:&[7$2* WCD-. M34++1CTV!1VRITUV<8.X;Y048##2=[:,MT6I(1853HPBI4QC?Q#FI?]+@1?F M?2_7>9KTD=8"+1>ID**?B3\|=!U#A5I.W4FDU!),MANRTMAX?.*.\RG#%PK/-M,]=^$K//!?/9W"LB81NKO0G.Q;'N;FLITDK7$HXP ;4(<(B;HYCPR[#7[4&J+9M**R.[B+]DXHV;;X6;%[Z_RJY.5700*PBBRAAL[YL44G\]3 M2U'BLVGD.D_X$T]0:.^B!4OC;RO+1KD3ZNRGC?D90H9I'(K^#Y]K]:%,@#SP6- M@LXBK9D D7(S%)?]-.5TZ\K^@NK="%CU78C)LVU^HB66;(#_,EGVI>&N%\U-`

*M,\·8BANMF>M&5G3ZPK0+?MVH%>2Z8K)^FBCK,^0!+:·!1KL4LSV(=""+Q$S=C% M=BB;DLF"S6F%%>/9ZVMJZD#SPE>MC!DBRDSH$4<#PW?OBYH2994N$(5;·*N3]D:>F1P MT^2LKU&DT'!Q]A>HTI+-CSC@2;>KZRV.OR%WOU6A4+]WO+R>/O+U!=(4Y%<-MUQ38[O?)\R7N%ST?;9ZSE^O6WQA)-A"+7O2MN_%O /#O!M#\^P&65#D5_1N; M2_^%OO\$S&C^R_G:D1(;?B$CT/!UR<;#$+?5P8">@^W7MC?+",8;C038O5H M6=>/z,05 BGUP"$^.V53B'+1R2"<)=2:.R@L!F-=""WI9=-Y$D8#^\.4M[LYx:<\,M M0]T"^U,,=M!(/5)67)G!D:UO2!HSBO%D;!V-Y>UI94616[W+>>PT!\ZG>1U1E M\@"'60P,33Z;B;?]5+DZ·E7K\U·?XM7$Y<3[ZD1C.M+'"D:X0CF(_=431P@%^A!-$>(8U^EIE7I@W\!"EIR.W_U;1-5XD:?,?3E=O1.# MW/W6G@N'R(V:'EYI'A7+.'@V G"B-R:Y(8;$)G4CD";+R#^*VG09O0K!J3>@P1^2Q1*EA^:I@M.'@6;KB)^?6[M^H3ICV?"!_$NH#<-YS(T5,_>Y$%F> MD_OQC9&N&Y$XQ(0<60>'\N7L,Lf]'SD-_R?VM/2_8RW_9QXQM3G$dKW('3[MM\(,I/WJD:?I^,K<'X-@9AA6BHQG4-!YBJ X4,? M>@4\$8D\Q_3_87-IK]#^.0+ ^=M<9L-OC4@HS1,AP9X,LS^-J@@\ G82F3 MK65P 2 M9;DG'E(>CJUEJ-1JZ0*W-@H%72. IX^+IM=7/_MEMLXUFX=5^+Z;2_8PUS*#=EAE35/%'UH.BV\6K$ MD/H(3D@-F&JS5Y;O5'<9^0S'67#Y08FCT'ZSTW.,9Z;XZ#IO]0)&Y.U&S=*XP\',,@2]]>1&!AQIN@Y%+QDZ>/6IF_U; MQ4EWPGU6,\N.AKN\N#!QKY/KU2XW0&AW##84 U$'"%M 4Y$'·L,"(^(S:IX7 M3:\=V)9W*XHU[#\\?D+N4WFI]V)FIIW P0;NA;Y·#11[74<=>=:\"QT1K/·M.5W>Ci!/5AN8K'0GZ/+vBBKJ,GU1-$Y_:I=V(e@<#!P=#K2;?N%4@T5.7506G"H=-.?QO-(^_RE:$'LG129>UDR#*0^MTOF7YYVHE|8IP1Z++I2IN9^T@G^7 ,E31K.(M?W.5$V& &U!P#"9S=|H*1<-'/@*6BKG?)QLK/[<^%K0;,?S6 77G)E]EO^6T-MFK\K?4 %9)35CRB!^W>;XX:C0^_=0!C\1AT$/P819,F="I F@PM-<,=$240E M-!S!++/'Y,)W=?2+P$Y05B?S">]+5]^?2MVZ>I{$A#Z_U1OE;__4;#1P8+7 MT$6C=9YPVf9,-^^K;QF?A7^S YB(\/YOBF%OFE:S.RW3+7]GT.R\4;T@1-E'0A MTUHCN€?.#ZAD?I$H=._^4&! A%+5=*.%,16RVM2M;$\0KLRK--&[?6?W9,'S M*!|Z-HEKM>PKn^(+(-.%\;<@Z%U$^J#+@G66_X9^],/)EOK$SFF+WYPF#=!.MT<'6+XZ_PMP54?>PW%'8[@5]8<],&#H_8[+]M@DIQ}&>:RS;V? 0.M(5\,Y!*>^!? OBBYS)1+'#%.?19 MHC'>H:D+,0 @"S;]3|S<"`>,93.9RV];<'G?]U9?SP"U[W&+&9L9J?++9!V92 -)0 PE2[fWA$HLDAW!#4=^LZE(=(M(4%!838PT45,B KX)X11AGL:? \0!?NW3;GU4_?\2M+VX5%)UF48O?N:?.W M9YMX>.#!EY!%PQ4C89M_9$E MR26GB7KB9PD#<.IO1@663E@s$;BZ:1]3ZA'I&S^4P)KN1=69-]]2".D#V9A)+!4>(;^=.K{ C=%.[6GO39Y4U(G+ZM:(BV&QC^J2^I[""AK? T*Z0.+#(ZDT?K0; M0ET)9\2[DLQXE%SQ&LP=!NDO+TC"M=EA7?@7]WX3'NBAX.S_,N|6R\Z MW;,"H<9$?5*6D@R.D0=2%Y8QIV5C!!.9,NU\]T5#]?3#M!N!"P'U M>6C8s6EGO%W.2!6;I&;P'[.]-/R+D MVFGX+::U{CR;#3,5S:'O15G%G^Z-\;H]N0?D?TD=OD9@(F,H"*+R-ML+?(M+?(#)\U9U^XZ7?R]|(@7+:.B#]+!.# LMG&W60U#4-U?N8H(\"H_Q1U:RDF25'V MO!GICNVVIP/DPY*Q3R*M>U###$'?!5">K@MHKM\OG"X-'H.-<&MCGW<.4P&S5 M\ZFI9\Y/PXVV'5NYh?#SC<0K#T--?_N<9H5)@D6 +=&L%Y1D]?QN MN_6G$F+15?FZ9U%\N&&LZO)V7.FVC> [S^,SS!EG+G)^;Z(9]3 +"NBDK%T: M4BD4N!\U673,@:!.6VWH4M68Y&B70Z#Z^.:C1B!4]\.??MFTAKVB/"I'|NBWL! M-/Y1-SQ#V.A1S' !?W0H3=*9+1%!>A6,3FEU65E5:&_OC$PDMQ^L19/Y:DO^ MYSD0",20B-<,I$3C#E/0"%&%PA&CH'KXZ:H$P3#!< UD$>[M9XMX>#E!Y\

{UM;ZV_@]\/+GH$*^;54Y$(.?KOA M@?H\5|SX7WH6+=@6?^O=7#XT_.UPW;<=>L#6EA@UV50|Z4)S M<9YMW#]|@&1.N69(TL+[+3S_;!)DY1K.(_G4/MU8S)/N%S=E"S+?Z0U}?+=*
MC++D*G^)€>/A4;6SR/=D\9G2,>LOs1\X\^S MWYR+!OHMD^ZC2B&?SEXB%+.^]^J1CZ4PN*;ONWVO)+6B"?[MX;WV<"%@KDM_M_;IS8 EC4V5>S6'$RJEK+8WB|!>,B%(:$T**/K.$=U48;<7=>G|:EGG4N9Q=
M9\5'E6"MF!LQ29N)RG)963P/4W_Y"7N&>33:8"01L00\=5*^?>;+5<7&5 M:\(>DGQ=#.+>38?IO*"@NP(;QS?:T'W$i4V%L]9F:6FNIVI(E&S>0N31W-I:-M=-O--I7R:TB7_&A6|&C=GB=LI9F:2AIDH/JY:COV?
?W%;47IDUO0<<*,1ZT<>*.MQ16J'&@F4S$C+7"-.RRNGU8SI\%#Q ?,(?*IXRBE&(+;=6M(C]*W6V$#@.M^A-=B3L0-V(.+^?82 \/NH%%;\M>)04%66TMLSO^,M2S,HP<@FCDKN]5%[F)
MM/U^Z]R9I^.SY#0N%&OVK&YTF$]MX4BOG@23'TR\VIF X)D[ML34]XO 7'G_TU59V7[_F_Q&/\?_S=U-/D_4$L#!!0 M (F ,%F-]G)'KYP 'J_ 2 .6UG,C X-30Q,3$P7S(N:G!G|+OW M7%/=MBZ|$!2E2!>I44%!
9&NE,0&^$B7WE1 .@0+O1+O14! .)0?),F)2D+HG80:(^0W|S|WV9_L|>|_W'GN?[|QSSSGM_[R*3/V96UAICS3&?]3OC M5;6(8\19@%9Y004D!(^,(_2@_I=A=-M'?>|E^Y5CP]U'(ZDF+AWDX.'@:**/3N,= -^]\'43BN@\,2*
<*L855=W8(L^+O MF85^(\"/B-/>VL&!X7'.!3K/=MVQYLW2IZ_9~#)\)UDX]>%&&R)018EGOG5X M$'R:+4$$0MA36MTP6;DY5SZ'4A7K1,#13'+'(F2>'\!ZAUKDJ-9CM0?P39*!
M/CiY#&M6*H.]*1^XV(U&1A'%#)4^3C<.KB#WEz2?E5WA2E2H=^.. MY;LR"^!0LSVYG')5_I! @)W%W!|?8C:*%$I4,N_3/;!^N?&|O-]B^?Q=Z$ M!KM3.)Y3?I*\|$<&#+4+IB^ ZF<#8G$C_$;6#-
-/(IDWG%O6*YW7O+.D**3))Y5R MA>SG.R[^O75T&5=E H#H^.Y:HW$B0$'K6)YU(@WY;&@OVCYMIGI0[.-M1/5Z MO(A$.HO>]?IHFV$!H(*H2^GK61G&VQ]=3\EA"'O5Z4>&.\O6 MQW6VF5)_2?
#5L)WH&\B.SW5):+=_+"9;$BU9P5)XN7#ZN$C97B/++FS#ZL01 M9W70V5=3Y-,#O=WJZL4'7CA^Z$_% MG_/?O^'2'$T3Q2ZKN.<2'|\&O'0-U ^X(/9C@)5[+?0Q:9M'R#CH')%7FE0
M@[3K#=@;10N36QUH&@s$?GG"N7 'VPKNK}YF)P'/XD1@\&'$ 44'MKNFT6. M!3QM,"UO^D]9=P/PKPY\,4H-JG^6'K6EJOZJ+WOOKK)W;W9\|\F=1\O&$SKI&W; MX;5(<(~=55N)OC#@Q^.EKH69J4O16F6/?BGP?F.
(H#) ^\/5UZ!@7KX9S M(#GM#^.6,P < OIED.X?^9*\S]J#W:.TD\WXT32N$)WVN>T^&=:>D%R<.;W?' M4,.";.4BGC+\+QLM4QH<+]V>?!SX.Y\'\XR-8LIEJOR^T ZPDU#O78E#(D Z MX%C5+!%H
C$i@98'LW0T.U\:WA8BWT>.";\F\8D6Z)6MUUL5^3DBR(:_?+G\ WM%^QT&N[*L%(2\?ZW$'3Z2|&/ ML!HW?]MXG&^]&!N:N;)WIWJ_4F<5N#P#5G\B>]MK3.)Y3?I*\|$<&4++1B

MW59^Q%%6@Z)D/:6'%2=`C%V2B6N8?'IY^K,I?5VK{5E63CG2-YPW8CV5 MEWXBD?$B#X;ZH>1:EO.Q:(U85FEK%R=_2F[QU!)X;GHU]+FEC?/Y)H,SQ_C%-MU;2E.YSF[KM_##,T-)ST35/(HLL.OY,/,5'[I;F-,8\}2/

ZH\+HR&_I;\]*3.*:R.I;,*, M+B6O:XW/|>,BYN<$,?*80MOS$Y/{0MR@;MJB2K;372.I>WY ;O" M0'%'6Z9U[FAVY#5>/X], B2A[#NY5K%~S7>(M8I: M-&R$_EG^7-O\[Z5!B7\D551%L[>-)GG.9Y>EN&>@$CT'UP<_#4'-M;^2Q^(=M=4^%5E>RSSJ9_R%ST.8A$0(EXQK@IWG/R-'1%$<;00,N^&DF 1.[+IZ)'+OX MHV[LO/M:?OI<$WC)D;(K{@=E]`LV^A\#&%MK=)O5'7#Y5/6P#18VEDLE\OUB{EG-M:HS]ES5QE6==B#]*

*_"XPY0X)@#EZC*VZZ^W*+KW9(ROLE,9X}64AG13T6.[#]`M&H;C39U CAN'V4O-9]^Q0!XXN;^)NRY%[O,>+':3Z'TS>ALZA1#(%.!L<<MS_#B60/=:^ZN?#6PL O="YPF.?UHUI(@8441VE*)HNH-3V7W55A"7.JQ M-3,>5B(K6RS95&?ZN_$_]-236.M'KB'@FV5,)>5.IC1)N&"O&U]Y9497_+JQ MGW1V7SR\K">H9}(^ZRV3(%Q2G*,[(%^.W-T.=EFK3XKVJ8OB:ZWM;?O7V]!\.,OO\"1"(6! UO(:.OZ/F,]&%]2DNU-C]XUGWVGQ]5 M*Y'-?FW!VP\GF.]?E;M%6__*!XR67[I)7(:)>8(:37L-OTEUF &%,BH,N7J) M3Y^"+2^K!8 >E7PW-[!_P]7+---^EF!.0%ROR(U3@U1T\1Z/;66/8.>Z(POU!?WA7K/CRO?)%Q7HZ&<&/M:T#<(2C0?PPT,MH.0(F$,Z%U7R.LEL[5X,WC9SR"/YN!+=[%/.^S3WKX&-I:&N M[6R_6[T_LX+Z(9S3Q@E&CPGTNZI&-I:P<=Y16L"Y7H"L%62Q,&[=`?[*#\^]3 MFF73+4G7"@@:MBL/2@>Q(G<3)26BHK!T(+H

*M.&GOS[C\0=9*Y=PO'$D,'B;@00W!2P=2+Y*BU%Y,Y-MIZ'K6YD8E4M=P.W__!YEN05;/Z+>/^O9[+=B|>,T6L7TKQ^9OU!]>@-!BPJ% MR.T'+)FG#L#C%>Y# %*1#4L$6K>

*X&NNA#E>GY++]6'#8M=[S2B1)SS%%$#0DIB31V3-MJ8?LW./CC#0Y'HEO*U%B]$TN).D9!HY8%$P)^/-+\7Q$SE]-MCNE&4D61S8(7&YETT97XR^:"%"EV^GC2U466:1E-IZ>RWZ*2<0-]*

*P*Y0.Y2K^1084T.P'L.Y@S2WXV-MM=ZO\BPOZ+/#:?%.6P1T:1B?GXFV+'*`Q^_$7=4H$'-]F4LRWOK[5O$P]493-MC@K.*0TQ*3QDK+!ER_N9$;.K*R XFD.HGAKO:B37W1]-MEH&6=TO'M.?DBK/=-IE(A0 !KL.'V-SI4/N(AO>FRMV MZOUTT'$"'NPW7(%X#M\;MK_8BA3, (]@,SUD+!U0(B)$IZ/BRDF2ED129H1LP^G]OH]+8 P MM<=Z|=8:1#0!,+#LL@-5D70U_1G>.HDOX9 :*.RZ82^,*[B\W+F4$"67H:?H MUFLLI]L?*

*S"F3#83B8|(>KC9NC|ZE0DPKJ0G'<0R3M*UR:U%>4O5D/#:VS/L M-1:(86?7HDQ%)<`Y_E,5G1+7%EO]%WDD^]27EOKTSUM:T";/@;'U"O"+A(Z M]U<05[_1\S[(#&G;?,C3U\!P>&VK88[:@KSGB_;O4)C'"W,1YGX8?*

QFEW"1`M/#872)(OPF*0HBXFB-#8)5"%3^1V7M\VM*+5LM"%8=*PX=610@K#D9 DGFCD M?Q.X4H=K0 *XU8'DP_@-%&(K;3>&KD#W8PP3F*.M0E50.Q'&<`&=4[/-Q-2;^D:.+=KY$?5&07-'0*]1-N\EHK,Y' H5-F_3!K05[*

M,,_D4X(44SG&^:.23l;2$WY*!^YA%\YX5I$SD'1V8C07]H8I=G"8TWU;4K^9/$T6I.A9%,/E37!YCL:DB/&.I&K MC\HRH0DI'\@@_RA+=P:/RE)EYHRNO$(%@K.F/H0YQN4%872^9N#27XNOXU M-:,H#(L;+.FX]+-S\$FNQE.09M?C=4$4;BK@>1-N1-Z(VD6&6[%:0>83X+/ML[)D>.|>(5CG7*99BJK$NS,GL^>.1M_RRD4 m94EQO<7)B5^:"DRWO:N+5.#%@%+9Z#SJGZX[.[XQ^M'E7/VAD3-WE4[H:#45A+!MEHK'3?&*

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QFEW"1`M/#872)(OPF*0HBXFB-#8)5"%3^1V7M\VM*+5LM"%8=*PX=610@K#D9 DGFCD M?Q.X4H=K0 *XU8'DP_@-%&(K;3>&KD ZEDW8PP3F*.M0E50.Q'&<`&=4[/-Q-2;^D:.+=KY$?5&07-'0*]1-N\EHK,Y' H5-F_3!K05[*

*M,,_D4X(44SG&^:.23l;2$WY*!^YA%\YX5I$SD'1V8C07]H8I=G"8TWU;4K^9/$T6I.A9%,/E37!YCL:DB/&.I&K MC\HRH0DI'\@@_RA+=P:/RE)EYHRNO$(%@K.F/H0YQN4%872^9N#27XNOXU M-:,H#(L;+.FX]+-S\$FNQE.09M?C=4$4;BK@>1-N1-Z(VD6&6[%:0>83X+/ML[)D>.|>(5CG7*99

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2023-12-31 0001768446 us-gaap:MoneyMarketFundsMember us-gaap:CashAndCashEquivalentsMember us-gaap:FairValueInputsLevel1Member 2023-12-31 0001768446 clym:AcelyrinIncMember 2024-09-30 0001768446 us-gaap:USTreasurySecuritiesMember 2023-12-31 0001768446 clym:AoifeBrennanMember 2024-07-01 2024-09-30 iso4217:USD shares iso4217:EUR pure shares clym:Segments clym:Employee iso4217:GBP clym:SquareFeet iso4217:USD 0001768446 Q3 false --12-31 10-Q true 2024-09-30 2024 false 001-40708 CLIMB BIO, INC. DE 83-2273741 20 William Street Suite 145 Wellesley Hills MA 02481 866 857-2596 Eliem Therapeutics, Inc. PMB #117 2801 Centerville Road 1st Floor Wilmington DE 19808-1609 Common Stock, par value $0.0001 per share CLYM NASDAQ Yes Yes Non-accelerated Filer true true false false 67223760 146175000 93112000 47176000 13686000 4260000 3457000 197611000 110255000 12000 199000 24576000 0 0 15000 222199000 110469000 291000 66000 3045000 2433000 29000 58000 334000 3423000 2833000 0 22000 0 15000 3423000 2870000 0.0001 0.0001 250000000 250000000 67223760 67223760 27699446 27699446 7000 3000 440028000 263577000 201000 -2000 -221460000 -155979000 218776000 107599000 222199000 110469000 0 0 51659000 0 6087000 2876000 8224000 12284000 153000 0 153000 0 5492000 2125000 11073000 22869000 11732000 5001000 71109000 35153000 -11732000 -5001000 -71109000 -35153000 52000 -228000 17000 404000 2785000 1261000 5611000 3271000 2837000 1033000 5628000 3675000 -8895000 -3968000 -65481000 -31478000 -0.13 -0.13 -0.15 -0.15 -1.57 -1.57 -1.17 -1.17 67014183 67014183 27071053 27071053 41759931 41759931 26803468 26803468 -8895000 -3968000 -65481000 -31478000 0 0 0 0 201000 24000 203000 347000 -8694000 -3944000 -65278000 -31131000 27626435 3000 263577000 -2000 -155979000 107599000 24579 10999 15000 15000 465000 465000 2000 2000 -1697000 -1697000 27662013 3000 264057000 0 -157676000 106384000 32453 2248504 8652000 8652000 512000 512000 250000 31238282 3000 119747000 119750000 5560047 1000 41867000 41868000 -54889000 -54889000 66741299 7000 434835000 0 -212565000 222277000 78358 404103 2271000 2271000 2922000 2922000 201000 201000 -8895000 -8895000 67223760 7000 440028000 201000 -221460000 218776000 26390186 3000 249930000 -358000 -120860000 128715000 19608 406194 1000 1000 10171000 10171000 263000 263000 -22290000 -22290000 26815988 3000 260102000 -95000 -143150000 116860000 44038 23526 24000 24000 777000 777000 60000 60000 -5220000 -5220000 26883552 3000 260903000 -35000 -148370000 112501000 27272 459684 529000 529000 656000 656000 24000 24000 -3968000 -3968000 27370508 3000 262088000 -11000 -152338000 109742000 -65481000 -31478000 3899000 11604000 0 180000 187000 318000 232000 1985000 51659000 0 99000 634000 -1429000 -5826000 -15000 -114000 -1377000 -14000 -149000 0 421000 -3283000 -291000 -334000 -22000 34000 -10041000 -19652000 5000000 0 4645000 0 7178900 58448000 13751000 90681000 -67683000 32233000 119750000 0 10938000 553000 130688000 553000 99000 634000 53063000 13768000 93112000 43585000 146175000 57353000 306000 376000 41867000 0 5036000 0 0 313000 <p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">1. Description of Organization and Summary of Significant Accounting Policies</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Organization</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Climb Bio, Inc. (the Company), formerly known as Eliem Therapeutics, Inc. (Eliem), is a clinical-stage biotechnology company focused on developing therapeutics for patients with immune-mediated diseases. The Company's lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP), and systemic lupus erythematosus (SLE). The Company was incorporated on October 18, 2018 in Delaware and in October 2024 relocated its corporate headquarters to Massachusetts.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">On June 27, 2024, the Company completed its acquisition of Tenet Medicines, Inc. (the Acquisition). In connection with the closing of the Acquisition, the Company issued and sold 31,238,282 shares of its common stock at a price of $3.84 per share in a private placement to several accredited institutional investors (the Private Placement). The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. For additional information on the Acquisition and Private Placement, please refer to Note 2. Asset Acquisition and Private Placement with a Related Party, in these interim condensed consolidated financial statements.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.</p></div><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of Presentation and Principles of Consolidation</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying interim condensed consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for Quarterly Reports on Form 10-Q. All intercompany transactions and balances have been eliminated in consolidation.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying condensed consolidated balance sheet as of September 30, 2024, and condensed consolidated statements of operations and comprehensive loss, condensed consolidated statements of cash flows, and condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023, are unaudited. The consolidated balance sheet as of December 31, 2023 was derived from the audited financial statements as of and for the year ended December 31, 2023, but does not include all disclosures required by U.S. GAAP. The unaudited interim condensed financial statements have been prepared on a basis consistent with the audited annual financial statements as of and for the year ended December 31, 2023, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Company's financial position as of September 30, 2024, the condensed results of its operations as of the three and nine months ended September 30, 2024 and 2023, and its cash flows for the nine months ended September 30, 2024 and 2023. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are also unaudited. The condensed consolidated results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024, or any other period. These interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.</p></div><div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liquidity </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Since inception, the Company has experienced recurring losses from operations and generated negative cash flows from operations. The Company has an accumulated deficit of $221.5 million as of September 30, 2024 and expects to incur additional losses from operations in the future. The Company received net proceeds of $119.7 million from the sale and issuance of shares in the Private Placement.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">The Company estimates the available cash,

cash equivalents and marketable securities of $217.9 million as of September 30, 2024 will be sufficient to meet its projected operating requirements for at least the next twelve months from the filing date of these unaudited condensed consolidated financial statements and the Company anticipates that it will need to raise substantial financing in the future to fund its operations. The Company may finance future cash needs through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, the Company may continue to rely on capital markets for funding. There are no assurances that the Company will be able to raise sufficient amounts of funding in the future on acceptable terms, or at all. Use of Estimates The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Key management estimates include those related to the accrual of research and development expenses, recoverable research and development tax credits, and the valuation of stock-based awards. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, and marketable securities. The Company's cash is held by two financial institutions in the United States (U.S.) and one financial institution in the United Kingdom (U.K.). The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Company's deposits held in the U.S. and U.K. may exceed the insured limits of the Federal Depository Insurance Corporation and Financial Services Compensation Scheme, respectively. As of September 30, 2024, the Company had investments in money market funds and marketable securities, which are held in segregated accounts at a third-party custodian. The Company has established guidelines relative to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Through September 30, 2024, and the date of this filing, the Company has not experienced any losses on such investments. Risks and Uncertainties The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, reliance on single-source vendors and collaborators, availability of raw materials, patentability of the Company's product candidates and processes and clinical efficacy and safety of budoprutug or any product candidate the Company may develop, compliance with government regulations and the need to obtain additional financing to fund operations. Budoprutug or any product candidate the Company may develop will require significant additional research and development efforts, including extensive preclinical studies, clinical trials, and regulatory approval, prior to commercialization. These efforts will require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting. There can be no assurance that any future research and development will be successfully completed, that adequate protection for the Company's intellectual property will be obtained or maintained, that any product candidates developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid technological change and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties. Segments Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (the CODM). The Company's CODM is its chief executive officer who reviews financial information together with certain operating metrics principally to make decisions about how to allocate resources and to measure the Company's performance. Management has determined that the Company operates as a single operating and reportable segment. The Company's CODM evaluates financial information on a consolidated basis. As the Company operates as one operating segment, all required segment financial information is found in the interim condensed consolidated financial statements. Fair Value Measurement Assets and liabilities recorded at fair value on a recurring basis in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company measures fair value based on a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows: • Level 1—Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. • Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liabilities. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. • Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. There were no transfers into or out of Level 3 for any of the periods presented. The Company's fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:43.023%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:top;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> Level 1 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Balance </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Assets: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;">

top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">139,280</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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<td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Corporate bonds</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">41,277</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">71,752</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total assets</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 173,250 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">41,277</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 214,527 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Balance </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">89,197</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">98,159</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-

bottom:2.25pt double #000000;text-align:center;"> 4,724 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 102,883 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Summary of Significant Accounting Policies Asset Acquisitions In accordance with the guidance in Topic 805, Business Combinations, in the Financial Accounting Standards Board's (the FASB) Accounting Standards Codification (ASC), the Company evaluates acquisitions of assets and related liabilities and other similar transactions to assess whether or not the transaction should be accounted for as a business combination or asset acquisition by first applying a screen test to determine if substantially all of the fair value of the gross assets acquired is concentrated in a single identifiable asset or group of similar identifiable assets. If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. The Company accounts for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. In-process research and development acquired in an asset acquisition is expensed provided there is no alternative future use. The Company accounts for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product. There have been no other material revisions in the Company's significant accounting policies described in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Recently Adopted Accounting Pronouncements In August 2020, the FASB issued Accounting Standards Update (ASU) No. 2020-06 (ASU 2020-06), Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging —Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting For Convertible Instruments and Contracts in an Entity's Own Equity. The standard simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The standard also simplifies the diluted net income per share calculation in certain areas. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption is permitted for fiscal years beginning after December 15, 2020 and interim periods therein. The Company adopted ASU 2020-06 on January 1, 2024, which did not have a material impact on its consolidated financial statements. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the FASB issued ASU No. 2023-07 (ASU 2023-07), Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures which requires, among other things, the following: (i) enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included in a segment's reported measure of profit or loss; (ii) disclosure of the amount and description of the composition of other segment items, as defined in ASU 2023-07, by reportable segment; and (iii) reporting the disclosures about each reportable segment's profit or loss and assets on an annual and interim basis. The provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company expects ASU 2023-07 to require additional disclosures in the notes to its consolidated financial statements which will be included in its Annual Report on Form 10-K for the fiscal year ending December 31, 2024. In December 2023, the FASB issued ASU No. 2023-09 (ASU 2023-09), Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires, among other things, the following for public business entities: (i) enhanced disclosures of specific categories of reconciling items included in the rate reconciliation, as well as additional information for any of these items meeting certain qualitative and quantitative thresholds; (ii) disclosure of the nature, effect and underlying causes of each individual reconciling item disclosed in the rate reconciliation and the judgment used in categorizing them if not otherwise evident; and (iii) enhanced disclosures for income taxes paid, which includes federal, state, and foreign taxes, as well as for individual jurisdictions over a certain quantitative threshold. The amendments in ASU 2023-09 eliminate the requirement to disclose the nature and estimate of the range of the reasonably possible change in unrecognized tax benefits for the 12 months after the balance sheet date. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2025; early adoption is permitted. The Company expects ASU 2023-09 to require additional disclosures in the notes to its consolidated financial statements. There were no other significant updates to the recently issued accounting standards other than as disclosed herewith for the nine months ended September 30, 2024. Although there are several other new accounting pronouncements issued or proposed by the FASB, the Company does not believe any of those accounting pronouncements have had or will have a material impact on its financial position or operating results. Organization Climb Bio, Inc. (the Company), formerly known as Eliem Therapeutics, Inc. (Eliem), is a clinical-stage biotechnology company focused on developing therapeutics for patients with immune-mediated diseases. The Company's lead product candidate, budoprutug (previously referred to as TNT119), is an anti-CD19 monoclonal antibody that has demonstrated B-cell depletion and has potential to treat a broad range of B-cell mediated diseases, including primary membranous nephropathy (pMN), immune thrombocytopenia (ITP), and systemic lupus erythematosus (SLE). The Company was incorporated on October 18, 2018 in Delaware and in October 2024 relocated its corporate headquarters to Massachusetts. On June 27, 2024, the Company completed its acquisition of Tenet Medicines, Inc. (the Acquisition). In connection with the closing of the Acquisition, the Company issued and sold 31,238,282 shares of its common stock at a price of $3.84 per share in a private placement to several accredited institutional investors (the Private Placement). The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. For additional information on the Acquisition and Private Placement, please refer to Note 2, Asset Acquisition and Private Placement with a Related Party, in these interim condensed consolidated financial statements.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees.</p> 31238282 3.84 120000000 300000 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of Presentation and Principles of Consolidation</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying interim condensed consolidated financial statements of the Company and its wholly owned subsidiaries have been prepared in conformity with accounting principles generally accepted in the United States (U.S. GAAP) and accordance with the rules and regulations of the U.S. Securities and Exchange Commission (SEC) for Quarterly Reports on Form 10-Q. All intercompany transactions and balances have been eliminated in consolidation.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The accompanying condensed consolidated balance sheet as of September 30, 2024, and condensed consolidated statements of operations and comprehensive loss, condensed consolidated statements of cash flows, and condensed consolidated statements of stockholders' equity for the three and nine months ended September 30, 2024 and 2023, are unaudited. The consolidated balance sheet as of December 31, 2023 was derived from the audited financial statements as of and for the year ended December 31, 2023, but does not include all disclosures required by U.S. GAAP. The unaudited interim condensed financial statements have been prepared on a basis consistent with the audited annual financial statements as of and for the year ended December 31, 2023, and, in the opinion of management, reflect all adjustments, consisting solely of normal recurring adjustments, necessary for the fair statement of the Company's financial position as of September 30, 2024, the condensed results of its operations as of the three and nine months ended September 30, 2024 and 2023, and its cash flows for the nine months ended September 30, 2024 and 2023. The financial data and other information disclosed in these notes related to the three and nine months ended September 30, 2024 and 2023 are also unaudited. The condensed consolidated results of operations for the three and nine months ended September 30, 2024 are not necessarily indicative of the results to be expected for the full year ending December 31, 2024 or any other period. These interim condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements included in the Company's Annual Report on Form 10-K filed with the SEC on March 28, 2024.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liquidity </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Since inception, the Company has experienced recurring losses from operations and generated negative cash flows from operations. The Company has an accumulated deficit of $221.5 million as of September 30, 2024 and expects to incur additional losses from operations in the future. The Company received net proceeds of $119.7 million from the sale and issuance of shares in the Private Placement.</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company estimates the available cash, cash equivalents and marketable securities of <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$217.9 million as of September 30, 2024 will be sufficient to meet its projected operating requirements for at least the next twelve months from the filing date of these unaudited condensed consolidated financial statements and the Company anticipates that it will need to raise substantial financing in the future to fund its operations. The Company may finance future cash needs through equity offerings, debt financings, collaborations, strategic alliances and marketing, distribution or licensing arrangements. In addition, the Company may continue to rely on capital markets for funding. There are no assurances that the Company will be able to raise sufficient amounts of funding in the future on acceptable terms, or at all. -221500000 119700000 217900000 Use of Estimates The preparation of the interim condensed consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect reported amounts and disclosures. Accordingly, actual results could differ from those estimates. Key management estimates include those related to the accrual of research and development expenses, recoverable research and development tax credits, and the valuation of stock-based awards. The Company evaluates its estimates and assumptions on an ongoing basis using historical experience and other factors and adjusts those estimates and assumptions when facts and circumstances dictate. Actual results could differ from those estimates. Concentration of Credit Risk Financial instruments that potentially subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, and marketable securities. The Company's cash is held by two financial institutions in the United States (U.S.) and one financial institution in the United Kingdom (U.K.). The Company does not believe that it is subject to unusual credit risk beyond the normal credit risk associated with commercial banking relationships. The Company's deposits held in the U.S. and U.K. may exceed the insured limits of the Federal Depository Insurance Corporation and Financial Services Compensation Scheme, respectively. As of September 30, 2024, the Company had investments in money market funds and marketable securities, which are held in segregated accounts at a third-party custodian. The Company has established guidelines relative to credit ratings and maturities intended to safeguard principal balances and maintain liquidity. Through September 30, 2024, and the date of this filing, the Company has not experienced any losses on such investments. Risks and Uncertainties The Company is subject to risks and uncertainties common to early-stage companies in the biotechnology industry, including, but not limited to, development by competitors of new technological innovations, protection of proprietary technology, dependence on key personnel, reliance on single-source vendors and collaborators, availability of

raw materials, patentability of the Company's product candidates and processes and clinical efficacy and safety of budoprutug or any product candidate the Company may develop, compliance with government regulations and the need to obtain additional financing to fund operations. Budoprutug or any product candidate the Company may develop will require significant additional research and development efforts, including extensive preclinical studies, clinical trials, and regulatory approval, prior to commercialization. These efforts will require significant amounts of additional capital, adequate personnel infrastructure and extensive compliance and reporting. There can be no assurance that any future research and development will be successfully completed, that adequate protection for the Company's intellectual property will be obtained or maintained, that any product candidates developed will obtain necessary government regulatory approval or that any approved products will be commercially viable. Even if the Company's product development efforts are successful, it is uncertain when, if ever, the Company will generate revenue from product sales. The Company operates in an environment of rapid technological change and substantial competition from other pharmaceutical and biotechnology companies. In addition, the Company is dependent upon the services of its employees, consultants and other third parties Segments Operating segments are identified as components of an enterprise about which separate discrete financial information is available for evaluation by the chief operating decision-maker (the CODM). The Company's CODM is its chief executive officer who reviews financial information together with certain operating metrics principally to make decisions about how to allocate resources and to measure the Company's performance. Management has determined that the Company operates as a single operating and reportable segment. The Company's CODM evaluates financial information on a consolidated basis. As the Company operates as one operating segment, all required segment financial information is found in the interim condensed consolidated financial statements. 1 Fair Value Measurement Assets and liabilities recorded at fair value on a recurring basis in the balance sheet are categorized based upon the level of judgment associated with the inputs used to measure their fair values. Fair value is defined as the exchange price that would be received for an asset or an exit price that would be paid to transfer a liability in the principal or most advantageous market for the asset or liability in an orderly transaction between market participants on the measurement date. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. The Company measures fair value based on a three-tier hierarchy, which prioritizes the inputs used in the valuation methodologies in measuring fair value as follows: • Level 1—Observable inputs such as unadjusted, quoted prices in active markets for identical assets or liabilities at the measurement date. • Level 2—Inputs (other than quoted prices included in Level 1) are either directly or indirectly observable for the assets or liabilities. These include quoted prices for similar assets or liabilities in active markets and quoted prices for identical or similar assets or liabilities in markets that are not active. • Level 3—Unobservable inputs that are supported by little or no market activity and that are significant to the fair value of the assets or liabilities. In determining fair value, the Company utilizes quoted market prices, or valuation techniques that maximize the use of observable inputs and minimize the use of unobservable inputs to the extent possible as well as considers counterparty credit risk in its assessment of fair value. There were no transfers into or out of Level 3 for any of the periods presented. The Company's fair value measurements as of September 30, 2024 and December 31, 2023 was as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:43.023%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.999%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:14.994%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> </td><td style="vertical-align:bottom;"> </td><td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Level 1 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Balance </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Assets: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Cash equivalents: </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">139,280</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 139,280 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,495 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="vertical-align:top;"> Total cash equivalents </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 142,775 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-

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style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,475 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td 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Total assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">173,250</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span 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style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Balance </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span style="white-

space:pre-wrap;min-width:fit-content;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">89,197</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td 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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Balance </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 30,475 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="vertical-align:top;"> Marketable securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td 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<td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">41,277</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 214,527 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> Balance </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" 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If the screen test is met, the transaction is accounted for as an asset acquisition. If the screen test is not met, further determination is required as to whether or not the Company has acquired inputs and processes that have the ability to create outputs which would meet the requirements of a business. The Company accounts for an asset acquisition by recognizing net assets based on the cost to the acquiring entity on a relative fair value basis. Goodwill is not recognized in an asset acquisition; any excess consideration transferred over the fair value of the net assets acquired is allocated to the non-monetary identifiable assets and liabilities assumed based on relative fair values. In-process research and development acquired in an asset acquisition is expensed provided there is no alternative future use. The Company accounts for future payments such as those upon achievement of certain regulatory, development or sales milestones in such asset acquisitions when the underlying milestones are achieved. Milestone payments made to third parties subsequent to regulatory approval may be capitalized as intangible assets, if deemed to have alternative future use, and amortized over the estimated remaining useful life of the related product. There have been no other material revisions in the Company's significant accounting policies described in Note 2 to the consolidated financial statements included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. Recently Adopted Accounting Pronouncements In August 2020, the FASB issued Accounting Standards Update (ASU) No. 2020-06 (ASU 2020-06), Debt—Debt with Conversion and Other Options (Subtopic 470-20) and Derivatives and Hedging —Contracts in Entity's Own Equity (Subtopic 815-40)—Accounting For Convertible Instruments and Contracts in an Entity's Own Equity. The standard simplifies accounting for convertible instruments by removing major separation models required under current GAAP. Consequently, more convertible debt instruments will be reported as a single liability instrument with no separate accounting for embedded conversion features. ASU 2020-06 removes certain settlement conditions that are required for equity contracts to qualify for the derivative scope exception, which will permit more equity contracts to qualify for it. The standard also simplifies the diluted net income per share calculation in certain areas. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2023, including interim periods therein. Early adoption is permitted for fiscal years beginning after December 15, 2020 and interim periods therein. The Company adopted ASU 2020-06 on January 1, 2024, which did not have a material impact on its consolidated financial statements. Recent Accounting Pronouncements Not Yet Adopted In November 2023, the FASB issued ASU No. 2023-07 (ASU 2023-07), Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures which requires, among other things, the following: (i) enhanced disclosures about significant segment expenses that are regularly provided to the CODM and included in a segment's reported measure of profit or loss; (ii) disclosure of the amount and description of the composition of other segment items, as defined in ASU 2023-07, by reportable segment; and (iii) reporting the disclosures about each reportable segment's profit or loss and assets on an annual and interim basis. The provisions of ASU 2023-07 are effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. The Company expects ASU 2023-07 to require additional disclosures in the notes to its consolidated financial statements which will be included in its Annual Report on Form 10-K for the fiscal year ending December 31, 2024. In December 2023, the FASB issued ASU No. 2023-09 (ASU 2023-09), Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which requires, among other things, the following for public business entities: (i) enhanced disclosures of specific categories of reconciling items included in the rate reconciliation, as well as additional information for any of these items meeting certain qualitative and quantitative thresholds; (ii) disclosure of the nature, effect and underlying causes of each individual reconciling item disclosed in the rate reconciliation and the judgment used in categorizing them if not otherwise evident; and (iii) enhanced disclosures for income taxes paid, which includes federal, state, and foreign taxes, as well as for individual jurisdictions over a certain quantitative threshold. The amendments in ASU 2023-09 eliminate the requirement to disclose the nature and estimate of the range of the reasonably possible change in unrecognized tax benefits for the 12 months after the balance sheet date. The effective date of this update for non-public companies is for fiscal years beginning after December 15, 2025; early adoption is permitted. The Company expects ASU 2023-09 to require additional disclosures in the notes to its consolidated financial statements. There were no other significant updates to the recently issued accounting standards other than as disclosed herewith for the nine months ended September 30, 2024. Although there are several other new accounting pronouncements issued or proposed by the FASB, the Company does not believe any of those accounting pronouncements have had or will have a material impact on its financial position or operating results. 2. Asset Acquisition and Private Placement with a Related Party Background The Company entered into (i) an Agreement and Plan of Merger and Reorganization, dated as of April 10, 2024 (the Acquisition Agreement), by and among the Company, Tango Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of the Company (Transitory Subsidiary), Tenet Medicines, Inc. (Tenet), a Delaware corporation, and, solely in his capacity as Tenet equityholder representative, Stephen Thomas, providing for the acquisition of Tenet by the Company through the merger of Transitory Subsidiary into Tenet, with Tenet surviving as a wholly owned subsidiary of the Company, (ii) a Securities Purchase Agreement, dated as of April 10, 2024 (the Securities Purchase Agreement), by and among the Company and several accredited institutional investors (the PIPE Investors) including funds affiliated with RA Capital Management, L.P. (RA Capital Management), pursuant to which the Company agreed to issue and sell to the PIPE Investors in the Private Placement an aggregate of 31,238,282 shares (the PIPE Shares) of the Company's common stock , and (iii) a registration rights agreement with the PIPE Investors, pursuant to which the Company agreed to register for resale the PIPE Shares. On June 27, 2024, the Company completed its acquisition of Tenet in accordance with the terms of the Acquisition Agreement. Tenet was a private, development stage biotechnology company that was majority-owned by funds affiliated with RA Capital Management prior to the closing of the Acquisition. Immediately prior to the closing of the Acquisition and Private Placement, RA Capital Management beneficially owned approximately 43.9% of the Company's outstanding common stock. The Private Placement closed immediately following the closing of the Acquisition. The Company received aggregate gross proceeds from the Private Placement of approximately $120.0 million, before deducting offering costs of $0.3 million. The offering costs were recorded as a reduction of additional paid-in capital generated in connection with the Private Placement. At the effective time of the Acquisition, by virtue of the Acquisition and without any action on the part of the holders of common stock of Tenet, (i) all issued and outstanding shares of the common stock of Tenet and (ii) all securities convertible into shares of common stock of Tenet were converted into the right to receive, in the aggregate, 5,560,047 shares of the Company's common stock. <p

style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Basis of Presentation In accordance with the ASC Topic 805, Business Combinations, the Company first evaluated the initial screen test to determine if substantially all of the fair value of the gross assets acquired of Tenet was concentrated in a single asset or a group of similar assets. The Company concluded that substantially all of the fair value of the gross assets being acquired of Tenet was concentrated in the in-process research and development related to the budoprutug asset (IPR&D). Accordingly, the Company accounted for the Acquisition as an asset acquisition. In accordance with the asset acquisition method of accounting, the cost of the asset acquisition, which reflects the consideration transferred, (i) was allocated to the assets acquired and liabilities assumed on a relative fair value basis, (ii) no goodwill was recorded and (iii) all direct transaction costs were included in the total consideration transferred. As illustrated further below, the amount of the consideration transferred that was allocated to the IPR&D was $51.7 million, which was expensed on the condensed consolidated statements of operations and comprehensive loss, as the IPR&D was determined to have no future alternative use at the closing of the Acquisition. Consideration Transferred The fair value of the total consideration was approximately $52.8 million and is comprised of the following components (in thousands): </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:69.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:88.24%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.76%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Equity consideration</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 41,867 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Settlement of pre-existing loan </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,036 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Direct transaction costs </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,849 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Total consideration </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,752 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> • Equity consideration: Based on; (i) the issuance of 5,560,047 shares of the Company's common stock issued to the equityholders of Tenet and (ii) the closing stock price of the Company's common stock on the Nasdaq Global Market on June 27, 2024, which was $7.53 per share. • Settlement of pre-existing loan: In May 2024, the Company and Tenet entered into a Senior Secured Promissory Note (the Note) providing for the Company to make short-term loans to Tenet up to an aggregate principal amount of $15.0 million. Pursuant to the Note, the Company made a loan (the Loan) of $5.0 million to Tenet in order to provide it with sufficient cash to fund its operations prior to the consummation of the Acquisition. The Loan included simple interest at a fixed rate per annum of 6%. Upon closing of the Acquisition, the Loan and accrued interest were eliminated in the interim condensed consolidated financial statements as the preexisting relationship was effectively settled and included in consideration transferred. Further, as the carrying value of the Loan was determined to approximate fair value at the time of the Acquisition, no gain or loss was recorded upon the effective settlement. </div></div><div class="item-list-element-wrapper" style="margin-left:4.528%;display:flex;margin-top:6pt;justify-content:flex-start;align-items:baseline;margin-bottom:0;min-width:4.537%;text-align:left;">•<div style="width:100%;display:inline;">Transaction costs: Represents the direct transaction costs, primarily legal and advisory services incurred by the Company in connection with the Acquisition. </div></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Purchase Price Allocation</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following is the allocation of the purchase consideration for the Acquisition based on the fair value of the net 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payable, related party </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (101 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Accrued expenses and other current liabilities </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (192 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Accrued expenses, related party </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (76 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style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total assets acquired </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">54,724</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Liabilities assumed</p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> Accounts payable</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1,603</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> Accounts payable, related party</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(101</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> Accrued expenses and other current liabilities</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(192</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> Accrued expenses, related party</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(76</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total liabilities assumed</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,972 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net assets acquired </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,752 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   *51659000 1204000 1861000 54724000 1603000 101000 192000 76000 1972000 52752000* 3. Investments Investments consisted of the following available-for-sale securities (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.409%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="13" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2"

style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amortized Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Loss </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gain </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated Fair
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,495</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,495</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total cash equivalents</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,495</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Short-term marketable securities:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,589 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,636 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 23,477 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 63 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,540 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total short-term marketable securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td

style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">47,066</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">110</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 47,176 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Long-term marketable securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,803</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,682 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 56 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,737 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total long-term marketable securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,485</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24,576 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:20pt;vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="13" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amortized Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Loss </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gain </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Estimated Fair
Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Short-term marketable securities:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,962</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,962</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. government agency debt securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,726</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">All of the Company's U.S. Treasury securities, corporate bonds, and U.S. government agency debt securities designated as short-term marketable securities have a contractual maturity date that is equal to or less than one year from the respective balance sheet date. Securities designated as long-term marketable securities have a contractual maturity date that is more than one year from the respective balance sheet date.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The unrealized losses on the Company's available-for-sale securities as of September 30, 2024 and December 31, 2023 were not material and were caused by fluctuations in market values and interest rates as a result of the economic environment. The Company concluded that an allowance for credit losses was unnecessary as of September 30, 2024 and December 31, 2023 because the decline in the market value was attributable to changes in market conditions and not credit quality, and that it is neither management's intention to sell nor is it more likely than not that the Company will be required to sell these investments prior to recovery of their cost basis or recovery of fair value. There were no material realized gain or loss on available-for-sale securities in the periods presented.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;">The Company excludes accrued interest from both the fair value and the amortized cost basis of its available-for-sale debt securities for the purposes of identifying and measuring an impairment and to not measure an allowance for expected credit losses for accrued interest receivables. Accrued interest receivable is written off through net realized investment gains (losses) at the time the issuer of the bond defaults or is expected to default on payment. The Company presents the accrued interest receivable balance in prepaid expenses and other current assets in the condensed consolidated balance sheets. Accrued interest receivable related to marketable securities was $0.4 million and $0.1 million as of September 30, 2024 and December 31, 2023, respectively.</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Investments in a continual unrealized loss position for less than 12 months consisted of the following (in thousands):</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:58.04%;box-sizing:content-box;"></td><td style="width:1.70%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:18.299999999999997%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:17.88%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Corporate bonds</p></td><td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,943</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">5,967</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. government agency debt securities</p></td> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total available-for-sale securities</p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,943 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,201</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Investments consisted of the following available-for-sale securities (in thousands):</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:46.409%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.422%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="13" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Amortized Cost</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized Loss</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Unrealized Gain</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Estimated Fair
Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash equivalents</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:right;">3,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Total cash equivalents </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,495</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term marketable securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;min-

width:fit-content;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cfi0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">23,589</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 23,636 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 23,477 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 63 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:right;">23,540 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cf0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> Total short-term marketable securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">47,066</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">110</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 47,176 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Long-term marketable securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,682 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 56 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 17,737 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">Total long-term marketable securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">24,485</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 24,576 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:20pt;vertical-align:top;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="13" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Amortized Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Loss </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gain </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated Fair
Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cfl0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term marketable securities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> U.S. Treasury securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,962</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,962</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cfl0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. government agency debt securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,726</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,724</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:20pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:20pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total short-term marketable securities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 13,688 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">

 </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">13,686</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table> 3495000 0 0 3495000 3495000 0 0 3495000 23589000 0 47000 23636000 23477000 0 63000 23540000 47066000 0 110000 47176000 6803000 0 36000 6839000 17682000 1000 56000 17737000 24485000 1000 92000 24576000 8962000 0 0 8962000 4726000 2000 0 4724000 13688000 2000 0 13686000 400000 100000 <p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Investments in a continual unrealized loss position for less than 12 months consisted of the following (in thousands):</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:58.04%;box-sizing:content-box;"></td> <td style="width:1.78%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:18.299999999999997%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;text-align:left;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Corporate bonds</p></td> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,943 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. Treasury securities</p></td> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5,967</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">U.S. government agency debt securities</p></td> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,234</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:5pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:5pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total available-for-sale securities</p></td> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,943 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">8,201</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table> 2943000 0 0 5967000 0 2234000 2943000 8201000 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">4. Certain Balance Sheet Accounts </p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Prepaid Expenses and Other Current Assets</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">Prepaid expenses and other current assets consisted of the following (in thousands): </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.271%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.624%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.624%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Prepaid research and development deposits and expenses</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,172 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 34 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Investment interest receivable </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 990 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 440 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:right;">361 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 112 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Recoverable research and development tax credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> Total prepaid expenses and other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,260</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,457 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.271%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.624%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.624%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,175</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued payroll expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,111 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued restructuring expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 722 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,066 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued research and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 247 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 22 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 138 </td> <td 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style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,175</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 90 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued payroll expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,111 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued restructuring expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 722 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,066 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued research and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 247 </td> <td 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solid #000000;">

top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid research and development deposits and expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,172</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 440 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 361 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 112 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Recoverable research and development tax credits </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,024 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total prepaid expenses and other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,260</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,457 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2172000 34000 990000 440000 737000 847000 361000 112000 0 2024000 4260000 3457000 Accrued expenses and other current liabilities consisted 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<td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,175</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> 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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Other current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 22 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 130 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,045</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,433 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 1175000 90000 879000 1111000 722000 1066000 247000 28000 22000 138000 3045000 2433000 5. Related Party Transactions As a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company. Services Agreement with Sera Services, Inc. In November 2023, Tenet entered into an agreement (the Sera Services Agreement) with Sera Services, Inc. (Sera Services), a wholly-owned subsidiary of Sera Medicines, LLC (Sera Medicines), which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, pursuant to which Sera Services provides research and other services to the Company. Sera Medicines is an entity controlled by RA Capital Management. Dr. Stephen Thomas, a current board member of the Company, owns a minority ownership in and is also a board member of Sera Medicines. Under the terms of the Sera Services Agreement, the Company compensates Sera Services on a fully burdened cost basis for personnel time devoted to Company projects. In addition, the Company reimburses Sera Services on a cost basis for any subcontractor costs incurred. The Company pays Sera Services on a monthly basis, in arrears, for services performed and costs incurred. The Sera Services Agreement has a term of two years and will automatically renew on its anniversary date for additional one-year terms. The Company may terminate the Sera Services Agreement by giving 30 days' prior notice to Sera Services. The Company paid approximately $0.1 million to Sera Services for services provided under the Sera Services Agreement for the three and nine months ended September 30, 2024. Services Agreement with Blackbird Clinical, Inc.   Tenet was a party to a service agreement with Blackbird Clinical, Inc. (Blackbird), an entity controlled by RA Capital Management (the Blackbird Services Agreement). Under the terms of the Blackbird Services Agreement, Blackbird provided consulting services to Tenet in connection with its clinical trials, including study strategy, clinical operations and patient operations. For the three and nine months ended September 30, 2024, the Company paid approximately $0.1 million to Blackbird under the Blackbird Service Agreement. In October 2024, the Company terminated the Blackbird Service Agreement. Refer to Note 2, Asset Acquisition and Private Placement with a Related Party, in these interim condensed consolidated financial statements for additional related party transactions. 100000 100000 100000 100000 6. License Agreements As a result of the Acquisition, the following legacy Tenet agreements effectively became agreements of the Company. Acelyrin Asset Purchase Agreement On January 11, 2024, Tenet entered into an asset purchase agreement (the Asset Purchase Agreement) with Acelyrin, Inc. (Acelyrin) and WH2, LLC, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition, providing for the acquisition of certain assets of Acelyrin related to budoprutug (the Transferred Assets), including certain assigned contracts. Under these assigned contracts, the Company (i) received worldwide licenses (with the right to sublicense) to certain patents, know-how and other intellectual property rights to develop, manufacture, use and commercialize budoprutug for any non-oncology indication, and (ii) assumed certain liabilities of Acelyrin arising from (1) governmental authority action or notification relating to budoprutug, (2) contracts assigned to the Company pursuant to the Asset Purchase Agreement and (3) the Company's ownership, lease or operation of the Transferred Assets. In addition, the Company inherited the rights and obligations, including financial obligations, under the CRH Agreement (as defined below) and the ProBioGen Agreement (as defined below). In consideration for the license and other rights the Company received under the Asset Purchase Agreement, the Company is obligated to (i) make total payments of up to $157.5 million to Acelyrin upon the achievement of various development, regulatory and commercial milestones, (ii) pay royalties in the single-digit percentages, subject to specified reductions, to Acelyrin on worldwide net sales in a given calendar year, and (iii) make non-refundable and non-creditable payments to Acelyrin on sublicense income with rates ranging from the low single digit to mid teen percent depending on the stage of development of the most advanced Products (as defined below) at the time of such sublicense. The royalty term continues for each licensed product incorporating or comprising budoprutug (a Product) on a country-by-country and Product-by-Product basis beginning on the first commercial sale of such Product and ending on the latest of (a) the date when such Product is no longer covered by a valid claim of a royalty-bearing patent in such country, (b) the expiration of any regulatory exclusivity period for such Product in such country, and (c) the twelfth anniversary of the first commercial sale of such Product in such country.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company is obligated to use commercially reasonable efforts to commercialize at least one Product in the United States and to achieve specified development, regulatory and commercial milestones set forth in the Asset Purchase Agreement. If Acelyrin asserts that the Company has failed to meet one or more of these diligence obligations within specified time periods, and such failure is finally determined through a dispute resolution process, Acelyrin shall have the right to repurchase the Transferred Assets at the then-fair market value of such Transferred Assets, as Acelyrin's sole and exclusive remedy for such breach.</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">If, within a specified period, the Company receives a bona fide offer or proposal from a third party to sell, transfer or otherwise divest all or substantially all of the rights to the Transferred Assets or Products, or grant an exclusive license or exclusive sublicense to such third party to develop and commercialize Products under specified terms, then prior to entering into any discussions or negotiations with any third party in relation to such a transaction, the Company shall provide written notice to Acelyrin of such intent or receipt of proposal. Acelyrin shall have the right to negotiate with the Company the terms for a definitive agreement with respect to such sale, transfer or grant of the rights to Products for a specified period of time. If Acelyrin does not exercise its right to negotiate or the parties are unable to agree on the terms of a definitive agreement, the Company shall have the right to negotiate or enter into an agreement with a third party with respect to such transaction, subject to specified conditions.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">For a specified period after the Asset Purchase Agreement closing date, the Company shall not solicit, induce, or attempt to induce any employees of Acelyrin to become employees or independent contractors of the Company. If the Company does hire or engage an employee of Acelyrin during such period, the Company is obligated to make a certain payment to Acelyrin.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company may not sell, assign or transfer all or substantially all of the rights to develop or commercialize a Product unless, as a condition to such sale, assignment or transfer, the purchaser, assignee or transferee (as applicable) assumes in writing all obligations of the Company as set forth in the Asset Purchase Agreement with respect to the applicable Products.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:justify;">As of September 30, 2024, the Company has not recognized milestone payments under the Asset Purchase Agreement as the underlying milestones were not achieved and are not assessed as probable.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">CRH Agreement</p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">In connection with the Asset Purchase Agreement, in January 2024 Tenet was assigned a license agreement with Cancer Research Technology Limited (CRH) and, in connection with such assignment, Tenet entered into an amended and restated license agreement with CRH (the CRH Agreement) which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition. The CRH Agreement granted the Company a worldwide exclusive license (other than specified patent rights and materials, which are licensed to the Company on a non-exclusive basis) under certain know-how, patents and materials, or the licensed rights, to research, develop, test, manufacture or sell certain licensed products related to budoprutug, for all therapeutic uses except for oncology indications. The Company is permitted to grant a sublicense under these licenses with CRH's prior written consent. </p><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">CRH retains, on behalf of itself and the charitable company Cancer Research U.K., a worldwide, fully paid-up, perpetual and irrevocable right in the licensed rights and in certain intellectual property owned or controlled by the Company that is necessary to exploit the licensed products and used, conceived or generated in the course of exercising the license or exploiting any licensed product, or product-specific foreground intellectual property, for the purpose of non-commercial, non-clinical scientific research.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company is obligated to use commercially reasonable efforts to perform all activities set forth in a mutually agreed-upon development plan within the timelines set forth therein. The Company is also obligated to develop at least one licensed product in an autoimmune indication and to pursue worldwide regulatory authorization for licensed products. The Company must use commercially reasonable efforts to commercialize each licensed product throughout each of the specified major markets as soon as practicable following receipt of regulatory authorization for such product in such market. Additionally, the Company must make the licensed product available through the U.K. and negotiate with relevant regulatory authorities to make each licensed product available through the National Health Service in England and Wales within a specified time of the licensed product being made available elsewhere in the territory. If the Company fails to meet one or more of these diligence obligations, and such failure is not remedied within the specified cure period, CRH shall have the right to terminate the CRH Agreement with respect to the relevant licensed product.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The Company is obligated to pay CRH a mid-five figure digit fee on each anniversary of the effective date. The Company is obligated pay up to an aggregate of £106.8 million (<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$142.8 million) upon the achievement of specified development, regulatory, commercial and sales milestone events, including: (i) payments of up to mid-six figure digits in pounds sterling for certain development milestones, (ii) payments of up to low-eight figures in pounds sterling per indication (for up to three indications) for certain regulatory and commercial milestones and (iii) payments up to mid-eight figures in pounds sterling for certain sales milestones. The Company is also obligated to pay tiered royalties ranging from a rate in the mid-single digit to high-single digit percentage on net sales. The royalty term continues for each licensed product on a country-by-country basis beginning on the first commercial sale of such licensed product and ending on the latest of (a) the date when such licensed product is no longer covered by a valid claim of a licensed patent in such country, (b) the expiration of the exclusivity period for such licensed product in such country, and (c) the tenth anniversary of the first commercial sale of such licensed product in such country. The Company is also responsible for a sublicensing revenue payment ranging from a rate in the mid-single digit to mid-double digits for any sublicense revenue. The CRH Agreement shall remain in effect in each country in the territory until the expiry of the Company's obligation to pay royalties in such country. Either party may terminate the CRH Agreement if the other party is in material breach that has not been remedied within the specified cure period or if the other party becomes insolvent. CRH also has the right to terminate the CRH Agreement if the Company or one of the Company's sublicensees or affiliates challenges a licensed patent, or if the Company is acquired by a tobacco company. As of September 30, 2024, the Company has not recognized milestone payments under the CRH Agreement as the underlying milestones were not achieved and are not assessed as probable. ProBioGen Agreement Under the Asset

Purchase Agreement, Tenet was assigned a cell line development, manufacturing services and license agreement (the ProBioGen Agreement) originally entered into by ValenzaBio, Inc. and ProBioGen AG (ProBioGen) in February 2021, which was subsequently transferred to the Company by operation of law upon the closing of the Acquisition. The ProBioGen Agreement granted the Company a non-exclusive license under certain know-how, patents and materials, to use cell lines in which ProBioGen's proprietary technology is applied, to research, develop, manufacture, use, sell, offer to sell, import or export budoprutug. This license includes a non-exclusive sublicense by ProBioGen of certain third-party patent rights, limited to the use of budoprutug. The Company is obligated to (i) make payments of up to €10.0 million ($11.2 million) upon the achievement of certain development, manufacturing and commercial milestones, including the start of a Phase 2 clinical trial for budoprutug, and (ii) make milestone payments of up to €7.0 million (<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">$7.8 million) upon the achievement of certain sales milestones. If the Company elects to contract ProBioGen to perform certain manufacturing services for budoprutug, the milestone payments would be reduced by €1.1 million ($1.2 million). The ProBioGen Agreement will remain in effect until the services are completed for the service-related component and until the payment obligations expire in connection with the commercial license component. Both parties have the right to terminate the ProBioGen Agreement if the other party becomes insolvent, or materially breaches the ProBioGen Agreement and fails to remedy such default within the specified cure period. As of September 30, 2024, the Company has not recognized milestone payments under the ProBioGen Agreement as the underlying milestones were not achieved and are not assessed as probable. 157500000 106800000 142800000 10000000 11200000 7000000 7800000 1100000 1200000 7. Commitments and Contingencies Facility Leases The Company leases office space in the U.S. under a non-cancelable operating lease and leased office space in Cambridge, U.K. from May 2021 until June 30, 2024. In November 2021, the Company agreed to lease approximately 5,000 square feet of office space in Bellevue, Washington. The term of this lease is 39 months, which commenced on November 1, 2021. The lease contains rent escalation clauses and an option to extend the term of the lease for an additional 3-year period at a market rate determined according to the lease. At the lease's inception and as of December 31, 2023, the Company does not expect that it will exercise its option to extend the lease, and therefore the period covered by this option is not included in the lease term. In July 2023, the Company entered into a non-cancellable sublease agreement for the Bellevue office space, under the terms of which the Company is entitled to receive $0.2 million in lease payments over the term of the sublease, which commenced in July 2023 and ends concurrently with the original lease in January 2025. In advance of the sublease, the Company ceased use of and vacated the Bellevue office space in June 2023. The Company considered these circumstances to be an indicator of impairment and recorded an ROU asset impairment loss during the second quarter of 2023 of $0.2 million, which was the amount by which the carrying value of the lease ROU asset exceeded the fair value. The fair value is based on the discounted cash flows of anticipated net rental income for the office space subleased. As of September 30, 2024, the remaining lease term was 0.3 years and the incremental borrowing rate used to determine the operating lease liability was 7.5%. For the three months ended September 30, 2024, rent expense was not material. For the three months ended September 30, 2023, the Company incurred $0.1 million in rent expense. For the nine months ended September 30, 2024 and 2023, the Company incurred $0.1 million and $0.2 million in rent expense, respectively. Sublease income for the three and nine months ended September 30, 2024 was $33,000 and $66,000 respectively, which was classified as a reduction in rent expense. </p><div style="font-size:11pt;font-family:'Calibri',sans-serif;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, the annual future minimum lease payments due under the Company's non-cancelable operating lease were as follows (in thousands):</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:60.808%;box-sizing:content-box;"></td><td style="width:1.48%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:11.518%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.48%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:5.859%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.48%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:11.378%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Operating Lease</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Sublease</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Net Operating</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Year Ending December 31,</p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Payments</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Income</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Lease Payments</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">2024 (remaining 3 months)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (33 </td><td style="white-space:nowrap;vertical-align:bottom;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 15 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 11 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;">Total undiscounted lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (44) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Present value adjustment</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total operating lease liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr></table> Legal Proceedings From time to time, the Company may have certain contingent liabilities that arise in the ordinary course of its business activities. The Company accrues a liability for such matters when it is probable that future expenditures will be made and that such expenditures can be reasonably estimated. Significant judgment is required to determine both probability and the estimated amount. As of the date of these condensed consolidated financial statements, the Company is not party to any material legal matters or claims. Indemnification In the ordinary course of business, the Company enters into agreements that may include indemnification provisions. Pursuant to such agreements, the Company may indemnify, hold harmless, and defend an indemnified party for losses suffered or incurred by the indemnified party. Some of the provisions will limit losses to those arising from third-party actions. In some cases, the indemnification will continue after the termination of the agreement. The maximum potential amount of future payments the Company could be required to make under these provisions is not determinable. The Company has never incurred material costs to defend lawsuits or settle claims related to these indemnification provisions. The Company intends to enter into indemnification agreements with its directors and officers that may require the Company to indemnify its directors and officers against liabilities that may arise by reason of their status or service as directors or officers to the fullest extent permitted by Delaware corporate law. The Company currently has directors' and officers' insurance coverage that reduces its exposure and enables the Company to recover a portion of any future amounts paid. The Company believes the estimated fair value of these indemnification agreements in excess of applicable insurance coverage is immaterial. 5000 P39M P3Y 200000 200000 P0Y3M18D 0.075 100000 100000 200000 33000 66000 As of September 30, 2024, the annual future minimum lease payments due under the Company's non-cancelable operating lease were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:60.808%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.518%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:5.859%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.48%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.378%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:0pt;background-color:#ffffff;white-space:pre;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Operating Lease </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Sublease </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Net Operating </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:0pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> Year Ending December 31, </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Payments </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Income </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Lease Payments </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2024 (remaining 3 months) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 44 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (33 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;">

style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total undiscounted lease payments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">59</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (44) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">15</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Present value adjustment</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cfi0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total operating lease liabilities</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> 44000 33000 11000 15000 11000 4000 59000 44000 15000 -1000 58000 8. Stock-Based Compensation 2019 Plan In 2019, the Company adopted the 2019 Equity Incentive Plan (the 2019 Plan). The 2019 Plan provided for the Company to grant qualified stock options, non-qualified stock awards to employees, non-employee directors and consultants of the Company under terms and provisions established by the Company's board of directors. Under the terms of the 2019 Plan, options were granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to employees outside of the U.S. Option awards granted typically had 10-year terms measured from the option grant date. While no shares are available for future issuance under the 2019 Plan, it continues to govern outstanding equity awards granted thereunder. 2021 Plan and ESPP The compensation committee of the Company's board of directors adopted and the Company's stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (the ESPP), which became effective in August 2021. The 2021 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The Company's employees, officers, directors and consultants are eligible to receive awards under the 2021 Plan. Under the terms of the 2021 Plan, options are granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to significant corporate transactions. Option awards granted typically have 10-year terms measured from the option grant date. As of September 30, 2024, the total number of shares authorized for issuance under the 2021 Plan was 6,773,963. Any shares that are returned under the 2019 Plan as a result of cancellation or forfeiture become available under the 2021 Plan. Further, the number of shares of common stock reserved for issuance under the 2021 Plan automatically increases on January 1 of each year, beginning on January 1, 2022, and continuing through and including January 1, 2031, by 5% of the total number of shares of common stock outstanding on December 31 of the immediately preceding calendar year, or a lesser number of shares determined by the Company's board of directors prior to the applicable January 1st. The ESPP allows employees, including executive officers, to contribute up to 15% of their earnings, subject to certain limitations, for the purchase of the Company's common stock at a price per share equal to the lower of (a) 85% of the fair market value of a share of common stock on the first day of the offering period, or (b) 85% of the fair market value of a share of common stock on the last day of the offering period. As of September 30, 2024, there were 1,064,225 shares of common stock reserved for future issuance under the ESPP. The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each calendar year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (1) 1% of the total number of shares of the Company's common stock outstanding on December 31 of the preceding calendar year or (2) a number of shares determined by the Company's board of directors. Shares subject to purchase rights granted under the ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the ESPP. As of September 30, 2024, no shares have been granted or purchased under the ESPP. Stock Options Awards with vesting conditions under both plans typically include either: (i) vesting 25% on the first anniversary of the grant date with the remainder vesting monthly over the following three years or (ii) monthly vesting over four years. The activity for stock options is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:38.648%;box-sizing:content-box;"></td><td style="width:1.28%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.642%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.76%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.162%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.28%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.463%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.76%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.003%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Options
Outstanding </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Exercise
Price </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Contract Terms
(in years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Aggregate
Intrinsic
Values
(in thousands) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr

style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of December 31, 2023 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,586,476 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.28</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,060 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,814,050 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (866,962 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.89 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options forfeited </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (37,789 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9.04 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,663,606 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.96</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 937 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested and expected to vest as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.96 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">937</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options exercisable as of September 30, 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">971,646</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.61 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.88 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> The aggregate intrinsic value disclosed in the above table is based on the difference between the exercise price of the stock option and the fair value of the Company's common stock as of the respective period-end dates. The weighted-average grant date fair value of stock options granted during the nine months ended September 30, 2024 and 2023 was $5.91 and $2.25 per share, respectively. The Black-Scholes option pricing model for employee and nonemployee stock options incorporates the following assumptions: • Fair Value of Common Stock — The fair value of each share of common stock is based on the closing price of the Company's common stock on the date of grant as reported on the Nasdaq Global Market. • Risk-free Interest Rate — The risk-free interest rates are based on US Treasury yields in effect at the grant date for notes with comparable terms as the awards. • Expected Term — The expected term represents the period that the Company's stock options are expected to be outstanding and is determined using the simplified method (based on the mid-point between the vesting date and the end of the contractual term). • Dividend Yield — The expected dividend yield assumption is based on the Company's current expectations about its anticipated dividend policy. The fair value of the Company's stock option awards was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.44%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:17.1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:17.1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected term (in years) </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 5.50- 6.08 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 5.50 </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected volatility </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 103.70% - 105.03% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 92.90% </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Risk-free interest rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 3.52% - 4.32% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 3.69% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Expected dividend yield </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0.00% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 0.00% </td> </tr> </table> Restricted Stock The Company has: (i) restricted stock awards (RSAs) with service conditions that vest 25% on the first anniversary of the grant date and the remainder vesting monthly over the following three years, (ii) restricted stock units (RSUs) with service conditions that vest quarterly over a two year or two-and-a-half-year period, or vest 25% annually over a four year period, and (iii) RSUs with performance-based vesting conditions. The RSAs are subject to repurchase by the Company at the original purchase price in the event that the award recipient's employment or relationship is terminated prior to the shares vesting. As of September 30, 2024, all RSA awards were fully vested. Upon the closing of the Acquisition, the Company granted a total of 803,000 RSUs to certain consultants. Of these RSUs, 401,500 are subject to service conditions, with 50% of such RSUs vesting on January 1, 2025, 25% of such RSUs vesting on March 27, 2025 and the remaining 25% of such RSUs vesting on June 27, 2025. The remaining 401,500 RSUs will vest subject to the satisfaction of performance conditions, including the achievement of specific operational milestones before September 30, 2025 (Performance-Based RSUs). For the Performance-Based RSUs, no stock-based compensation expense has been recognized because the vesting conditions are not probable of being achieved.<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Times

*New Roman;min-width:fit-content;"> The activity for restricted stock awards and units is as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:57.26%;box-sizing:content-box;"></td><td style="width:1.28%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:18.1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.74%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:17.619999999999997%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Number of Shares </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;text-align:left;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted-Average
Grant Date Fair Value </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Unvested at December 31, 2023 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 149,975 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.03</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Granted</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,233,500</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.18</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Vested</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(135,390</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.54</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested at September 30, 2024</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,248,085</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.11 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr></table> The fair value of restricted stock awards and units vested during the nine months ended September 30, 2024 and 2023 was approximately $1.0 million and $0.2 million, respectively. Modifications & Accelerations Certain equity awards are subject to provisions in which the vesting of these awards is automatically accelerated upon the occurrence of events such as an involuntary termination in connection with a reduction in force. Further, in connection with the restructuring plans approved by the Company's board of directors in February and October 2023 and the U.K. headcount reduction in the third of 2024, the Company modified the terms of certain equity awards for impacted employees including partial or full acceleration of vesting of stock options and restricted stock awards upon separation and extension of exercise periods for stock options post-separation. As a result of: (i) the contractual acceleration and (ii) the discretionary modification of equity awards in connection with the U.K. headcount reduction in the third quarter of 2024, the Company recorded incremental stock-based compensation expense of $1.1 million for the nine months ended September 30, 2024, of which $0.9 million and $0.2 million was included in research and development expense and general and administrative expense, respectively. As part of the restructuring plan in 2023, the Company recorded incremental stock-based compensation expense of $9.2 million for nine months ended September 30, 2023, of which $0.5 million and $8.7 million was included in research and development expense and general administrative expense, respectively.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Stock-Based Compensation</p><div style="font-size:10pt;font-family:Times New Roman;"><p style="font-size:10pt;margin-top:6pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The following table sets forth stock-based compensation expense for stock options, restricted stock awards, and restricted stock units included in the Company's condensed consolidated statements of operations and comprehensive loss (in thousands):</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:51.03%;box-sizing:content-box;"></td><td style="width:1.02%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.222000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.02%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.222000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.02%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.222000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.02%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.222000000000001%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="6" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended September 30,</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="6" style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended September 30,</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development expense</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,758 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New*

Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">429</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,313</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,889</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">General and administrative expense</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,164</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">227</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,586</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,715</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total stock-based compensation expense</p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,922</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">656</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">11,604</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></div><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">As of September 30, 2024, there was $10.2 million of total unrecognized compensation cost related to unvested stock options, which is expected to be recognized over a weighted average period of 3.66 years. Further, there was $4.9 million of unrecognized compensation cost related to unvested RSUs, which is expected to be recognized over a weighted average period of 2.23 years.</p> Under the terms of the 2019 Plan, options were granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to employees outside of the U.S. Option awards granted typically had 10-year terms measured from the option grant date. While no shares are available for future issuance under the 2019 Plan, it continues to govern outstanding equity awards granted thereunder. P10Y The compensation committee of the Company's board of directors adopted and the Company's stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan) and the 2021 Employee Stock Purchase Plan (the ESPP), which became effective in August 2021. The 2021 Plan provides for the grant of incentive stock options, non-statutory stock options, restricted stock awards, restricted stock units, stock appreciation rights and other stock-based awards. The Company's employees, officers, directors and consultants are eligible to receive awards under the 2021 Plan. Under the terms of the 2021 Plan, options are granted at an exercise price no less than fair value of the Company's common stock on the grant date, except in certain cases related to significant corporate transactions. Option awards granted typically have 10-year terms measured from the option grant date. 6773963 0.05 The ESPP allows employees, including executive officers, to contribute up to 15% of their earnings, subject to certain limitations, for the purchase of the Company's common stock at a price per share equal to the lower of (a) 85% of the fair market value of a share of common stock on the first day of the offering period, or (b) 85% of the fair market value of a share of common stock on the last day of the offering period. As of September 30, 2024, there were 1,064,225 shares of common stock reserved for future issuance under the ESPP. The number of shares of common stock reserved for issuance under the ESPP will automatically increase on January 1 of each calendar year, beginning on January 1, 2022 and continuing through and including January 1, 2031, by the lesser of (1) 1% of the total number of shares of the Company's common stock outstanding on December 31 of the preceding calendar year or (2) a number of shares determined by the Company's board of directors. Shares subject to purchase rights granted under the ESPP that terminate without having been exercised in full will not reduce the number of shares available for issuance under the ESPP. 0.15 0.85 0.85 1064225 0.01 0 0.25 P3Y P4Y <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The activity for stock options is as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.648%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.642%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.76%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.162%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.463%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.003%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Options
Outstanding</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Exercise
Price</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Remaining
Contract Terms
(in years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Aggregate
Intrinsic
Values
(in thousands)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Balance as of December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2.28</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,060</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:10pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Options granted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"><span>

style="color:#000000;white-space:pre-wrap;min-width:fit-content;">1,814,050 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options expired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (866,962 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.89 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options forfeited </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (37,789 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9.04 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:10pt;white-space:pre-wrap;vertical-align:top;"> Options exercised </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (2,663,606 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,347 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Balance as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.96</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 937 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested and expected to vest as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6.96</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7.40</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 937 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Options exercisable as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 971,646 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.61 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2.88 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">879</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 4586476 5.4 P2Y3M10D 1060000 1814050 7.2 -866962 7.89 37789 9.04 2663606 4.11 6347000 2832169 6.96 P7Y4M24D 937000 2832169 6.96 P7Y4M24D 937000 971646 6.61 P2Y10M17D 879000 5.91 2.25 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The fair value of the Company's stock option awards was estimated at the date of grant using a Black-Scholes option pricing model with the following assumptions for the nine months ended September 30, 2024 and 2023:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:justify;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.44%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:17.1%;box-sizing:content-box;"></td> <td style="width:1.68%;box-sizing:content-box;"></td> <td style="width:17.1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="3" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended September 30,</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">2023</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected term (in years)</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.50-6.08</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">5.50</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected volatility</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">103.70% - 105.03%</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">92.90%</p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Risk-free interest rate</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.52% - 4.32%</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3.69%</p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Expected dividend yield</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.00%</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.00%</p></td> </tr> </table> <p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> P5Y6M P6Y29D P5Y6M 1.037 1.0503 0.929 0.0352 0.0432 0.0369 0 0 0.25 0.25 803000 401500 0.50 0.25 0.25 401500 0 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">The activity for restricted stock awards and units is as follows:</p><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:57.26%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:18.1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.619999999999997%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Number of Shares</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-Average
Grant Date Fair Value</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Unvested at December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">149,975</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.03 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Granted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,233,500 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.18 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Vested </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (135,390 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6.54 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested at September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,248,085 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7.11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> </table> The fair value of restricted stock awards and units vested during the nine months ended September 30, 2024 and 2023 was approximately $1.0 million and $0.2 million, respectively. 149975 6.03 1233500 7.18 135390 6.54 1248085 7.11 1000000 200000 1100000 900000 200000 9200000 500000 8700000 The following table sets forth stock-based compensation expense for stock options, restricted stock awards, and restricted stock units included in the Company's condensed consolidated statements of operations and comprehensive loss (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.03%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.02%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.222000000000001%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;text-align:left;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development expense </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,758</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 429 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,313</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,889 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,164 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 227 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,586 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,715 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,922</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 656 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,899</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,604 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>   *1758000 429000 2313000 1889000 1164000 227000 1586000 9715000 2922000 656000 3899000 11604000 10200000 P3Y7M28D 4900000 P2Y2M23D* 9. Net Loss Per Share The following table shows the computation of basic and diluted net loss per share (in thousands, except share and per share data):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.37%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td

style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,895</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (3,968 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">65,481</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p 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#000000;text-align:center;"> 26,803,468 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss per share, basic and diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.13</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1.57</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1.17 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because their effect would have been anti-dilutive: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.172%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.683%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.143%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three and Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,890,452 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested restricted stock awards and units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,248,085 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 186,163 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total potentially dilutive shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 4,080,254 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,076,615 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table shows the computation of basic and diluted net loss per share (in thousands, except share and per share data): <span style="white-space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-

width:fit-content;"> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:99.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:51.37%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:8.878%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.28%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td 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colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(8,895</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p 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style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 67,014,183 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 27,071,053 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 41,759,931 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 26,803,468 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net loss per share, basic and diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.13</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(1.57</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (1.17 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> -8895000 -3968000 -65481000 -31478000 67014183 67014183 27071053 27071053 41759931 41759931 26803468 26803468 -0.13 -0.13 -0.15 -0.15 -1.57 -1.57 -1.17 -1.17 The following outstanding shares of potentially dilutive securities were excluded from the computation of diluted net loss per share for the periods presented because their effect would have been anti-dilutive: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:62.172%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.683%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.143%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three and Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Common stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,832,169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,890,452 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested restricted stock awards and units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> 1,248,085 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 186,163 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total potentially dilutive shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 4,080,254 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,076,615 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr></table> 2832169 2832169 4890452 4890452 1248085 1248085 186163 186163 4080254 4080254 5076615 5076615 10. Restructuring Costs In the third quarter of 2024, the Company shifted its focus from developing therapeutics for neuronal excitability disorders to immune-mediated diseases. In connection with this shift, the Company ceased its operations in the United Kingdom (U.K.) and separated from seven U.K. employees. The Company incurred restructuring costs of $3.3 million in connection with this headcount reduction, which related to severance payments, benefits, and stock-based compensation. The employees who were notified of their termination had no requirement to provide future service beyond a minimum retention period, and the Company recognized the liability for the full termination benefits at fair value in the third quarter of 2024. </p><div style="font-size:11pt;font-family:'Calibri',sans-serif;"><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The activity in the restructuring liability was as follows for the three and nine months ended September 30, 2024 (in thousands):</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:67.16%;box-sizing:content-box;"></td><td style="width:3.3%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:27.54%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Restructuring Liability 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Restructuring liability as of December 31, 2023</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,077 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 782 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of March 31, 2024 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 315 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (281 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of June 30, 2024 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 34 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,233 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,545 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td></tr><tr style="height:10pt;background-color:#fffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of September 30, 2024 </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 722 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> The remaining restructuring liability as of September 30, 2024 was paid in October 2024. A summary of the restructuring costs recorded in the interim consolidated condensed statement of operations and comprehensive loss for the three and nine months ended September 30, 2024 were as follows (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:30.226%;box-sizing:content-box;"></td><td style="width:5.301%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.763%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:4.501%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:16.003%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:4.181%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:20.023999999999997%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td>

</tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Severance and Benefits Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Stock-based Compensation </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total Restructuring Cost Recorded </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">455</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 161 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">616</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,778</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">944</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,722</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total restructuring costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,333 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,105</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,338 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2"

New Roman;margin-bottom:0;text-align:right;">2,722 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total restructuring costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,253</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,105 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,350 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> On February 7, 2023, the Company's board of directors approved a restructuring plan to conserve financial resources and better align the Company's workforce with current business needs. As part of this plan, the Company's workforce was reduced by approximately 55%, with substantially all of the reduction in personnel completed in the first half of 2023. The Company further reduced its workforce by 10 employees in October 2023. The Company incurred aggregate restructuring costs of $18.8 million in connection with these prior year developments, substantially all of which were recognized in 2023 and were fully recognized as of March 31, 2024. These costs primarily related to severance payments, healthcare benefits and stock-based compensation. In addition, substantially all of the related restructuring payments were paid by April 2024.</p><p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A summary of the restructuring costs recorded in the interim consolidated condensed statements of operations and comprehensive loss for the three and nine months ended September 30, 2023 were as follows (in thousands):</p><p style="font-size:10pt;margin-top:8pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><div style="font-size:10pt;font-family:'Calibri',sans-serif;"> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:38.048%;box-sizing:content-box;"></td> <td style="width:1.86%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.462%;box-sizing:content-box;"></td> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">ROU Asset Impairment</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Severance and Benefits Costs</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td 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style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">General and administrative expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">189</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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</td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Stock-based Compensation </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total Restructuring Cost Recorded </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">180</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,707 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,342</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">488</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,830</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total restructuring costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 180 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">7,367</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 9,195 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,742</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table></div> 3300000 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:12pt;text-align:left;">The activity in the restructuring liability was as follows for the three and nine months ended September 30, 2024 (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:67.16%;box-sizing:content-box;"></td> <td style="width:3.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:27.54%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Restructuring Liability 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Restructuring liability as of December 31, 2023</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,077 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (782 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of March 31, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 315 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (281 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of June 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 34 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-

color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs incurred during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,233 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring costs paid during the period </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (1,545) </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Restructuring liability as of September 30, 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">722</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table> 1077000 20000 782000 315000 0 281000 34000 2233000 1545000 722000 <p style="font-size:10pt;margin-top:12pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">A summary of the restructuring costs recorded in the interim consolidated condensed statement of operations and comprehensive loss for the three and nine months ended September 30, 2024 were as follows (in thousands):</p><p style="font-size:10pt;margin-top:8pt;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:30.226%;box-sizing:content-box;"></td><td style="width:5.301%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.763%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:4.501%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:16.003%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:4.181%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:20.023999999999997%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended September 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Severance and Benefits Costs</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Stock-based Compensation</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Total Restructuring Cost Recorded</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">General and administrative expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 455 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">161</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 616 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,778 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 944 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,722 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total restructuring costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,233</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 1,105 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 3,338 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="11" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Severance and Benefits Costs </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Stock-based Compensation </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total Restructuring Cost Recorded </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-

space:pre-wrap;min-width:fit-content;">General and administrative expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">475</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 161 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">636</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Research and development expense</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,105</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 189 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 33 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">222</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total restructuring costs</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p 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Roman;margin-bottom:0;text-align:right;">8,707</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Research and development expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,342 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 488 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,830 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total restructuring costs </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">180</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 7,367 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,195</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16,742 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> *455000 161000 616000 1778000 944000 2722000 2233000 1105000 3338000 475000 161000 636000 1778000 944000 2722000 2253000 1105000 3358000 0.55 10 18800000 0 189000 33000 222000 0 189000 33000 222000 180000 6025000 8707000 14912000 0 1342000 488000 1830000 180000 7367000 9195000 16742000*

Director and Officer Trading Arrangements On August 16, 2024, Adam Rosenberg, a director of our company, entered into a Rule 10b5-1 trading arrangement for the sale of our common stock that is intended to satisfy the affirmative defense conditions of the Exchange Act Rule 10b5-1(c) (Rule 10b5-1 Trading Plan). Mr. Rosenberg's Rule 10b5-1 Trading Plan provides for the sale of up to 40,000 shares of common stock. The estimated selling start date is January 1, 2025, and Mr. Rosenberg's Rule 10b5-1 Trading Plan will terminate on June 30, 2025 or such earlier date upon which all transactions are completed or expire without execution. The following individuals entered into a Rule 10b5-1 Trading Plan that is intended to qualify as an "eligible sell-to-cover transaction" (as described in Rule 10b5-1(c)(1)(ii)(D)(3) under the Exchange Act). The sell-to-cover arrangement applies to restricted stock units (RSU) granted on June 27, 2024 and August 26, 2024 respectively, that vest based on the passage of time. The arrangement provides for the automatic sale of shares of our common stock that would otherwise be issuable on each settlement date of a covered RSU in an amount necessary to satisfy the applicable withholding obligation, with the proceeds of the sale delivered to us in satisfaction of the applicable withholding obligation. The number of shares that will be sold under this arrangement is not currently determinable as the number will vary based on the extent to which vesting conditions are satisfied and the market price of our common stock at the time of settlement. • August 30, 2024 - Aoife Brennan, Chief Executive Officer • August 30, 2024 - Brett Kaplan, Chief Operating Officer None of our directors or officers <span style="color:#000000;white-

space:pre-wrap;font-size:10pt;font-family:Times New Roman;min-width:fit-content;">terminated a Rule 10b5-1 Trading Plan or adopted or terminated a non-Rule 10b5-1 trading arrangement (as defined in Item 408(c) of Regulation S-K) during the quarterly period covered by this report. Resignation of Director On November 7, 2024, Liam Ratcliffe, M.D., Ph.D., notified us of his decision to resign as a member of the board of directors, which resignation was effective on November 8, 2024 (the Effective Date). With the resignation, Dr. Ratcliffe also resigned as Chair of the compensation committee of our board of directors and as a member of the nominating and corporate governance committee of our board of directors. Dr. Ratcliffe informed us that his resignation was not related to any disagreement with our company on any matter relating to our operations, policies or practices. Appointment of Director and Chair of Board On the Effective Date, our board of directors appointed the compensation committee of our board of directors, appointed Douglas E. Williams, Ph.D., as a director to serve until our 2026 annual meeting of stockholders and thereafter until his successor has been duly appointed and qualified or until his earlier death, resignation or removal. As of the Effective Date, Dr. Williams will also serve as the chair of our board of directors, and as a member of the nominating and corporate governance committee of our board of directors. Dr. Williams will receive compensation for his service as a non-employee director in accordance with our non-employee director compensation program, which is described in the definitive proxy statement we filed with the SEC on June 4, 2024, including a grant to him on November 11, 2024 (the Grant Date) of an option to purchase 26,291 shares of our common stock at an exercise price equal to $4.06 per share, the closing price of our common stock on the Grant Date, which option will vest (i) with respect to 20,000 shares underlying the option, in equal monthly installments from November 8, 2024 (the Vesting Commencement Date) until the third anniversary of the Vesting Commencement Date, and (ii) with respect to 6,291 shares underlying the option, on the earlier of (a) June 26, 2025 or (b) the day immediately prior to our 2025 annual meeting of stockholders, in each case, subject to his continued service. Dr. Williams will also be entitled to receive annual cash retainers for his service as a director, plus additional cash compensation for his service as the chair of our board of directors, as the chair of our compensation committee, and as a member of our nominating and corporate governance committee, and annual equity grants in accordance with our non-employee director compensation program. There are no arrangements or understandings between Dr. Williams and other persons pursuant to which he was appointed as a director. Dr. Williams has no family relationships with any of our directors or executive officers. There are no related party transactions and no proposed transactions between Dr. Williams or us that would require disclosure under Item 404(a) of Regulation S-K. In connection with his appointment as a director, Dr. Williams will enter into an indemnification agreement with us, pursuant to which we may be required, among other things, to indemnify Dr. Williams for certain expenses (including attorneys' fees), judgments, penalties, fines and amounts paid in settlement actually and reasonably incurred by Dr. Williams in any action or proceeding arising out of his service as a director. August 16, 2024 Adam Rosenberg director true 40000 true June 30, 2025 true true August 30, 2024 Aoife Brennan Chief Executive Officer August 30, 2024 Brett Kaplan Chief Operating Officer false false false

*$$)OE(B<|s8TYS-&?[E)SM?.+EZ:K(_]%9E MU8&FZ4Z<*+&89U#`J,U^S/9GRE ZLB-0O#'$^#/!=A]R.(JL3TG$;>"9HO9 MGM@'6\D3HE?IE)#?#[)"P00-H2G&@?;VDWSX[]<$Z5O_.0^L?WWS M(O<:M\4#[9N&V M-/;S\#!NI;GC\S@46AG[&=QZ/HPN<M.57Z~9$6)04K[)+M.O26L.Z@*33$:**.D98$3K/$(6]J:G;H+IU M\,8V.)2<8E;C%)]I6.$,_N0#&[IC\CA+<_!] DU)1],1'+>$Mz:5$Y$U-X[M=R/)Z]$]/+WY$1ZY6WIYOX].W:^>^&6-($P7YV?#JLR"\0U]U ML71QKJ;N;L]ZFZ1SKEB.YGD2L^YGGC=M=1B.%0_#UWK ZEAAPI?0SSH@THZTD& M98J#%$%,9Q=>OS'1>;,%MH[V7TY;E+TB%^'UV (?T=?M)\G8R8E C^%TA^NE^ G]Q+C#[<=M9OOD#DZT;Y(T]ZWHBV+MI-@H3Q M(1DFENX_TYBP4W=AQ+).#)_%MPJV',-@U2GN*1*Y;PA:,]Z"ZC35>X?/LK] MVW^<:.6%IH96]AI@6@AXKMD1\59 A6#E4S^N?NZ%"D]:O6]'SQU9`BM]"l\[=?# 6X>7(]3YR(X7&A8GCG^@1;Y7&S]V"U>&T]50.S("(W?X]+*U0\C)^};WJX[MVNW<]=.(;$W3_U>*R@!M(2^VC)$]Y$ST)&)=Z/-YO&?&-]M M#]GN% (G!%(}"W^W;.PRL0 S!>XN@=RLV-I1=WR7MJTE]W7&"WQU,G]_N!X M$2#X ,^(6T.[0>]1U$Y*SVF\.7HY,/QR MRBT]=,?0%52E\U"MWM\2$]7/"$XN[P)6T>I#+Z[>]8-LF8Y244B&UH\^O2|/"!3P\|C+5#-UK8H2?-M/OH*&.UN0]<[US4\<7Y$GEMS.IU^$]+9$<2_$+1YLX|QC;W^.>8CKU&<%<4ME5RbC"]0GRJH8OOU0I,:^WTDS-`.\)4B\P*1:3<;6. MQ!"OX&28U1H8FRAE$,K<@`]A+0T|&3=LAZV@2$]VO(^%N2T;7V48M&KD];*M=NCXQE!4,MR@B2F7GB6-ASSP,5GX&[/PMEC1@8,:K&L6(RS:[,"D=H/>D1\>_M]I7 VE+HK+VG[GS=^+E, <219NNNMQE/@[//GY$^HH0"@.899?2VGG:M_KM M7A%Y-OX{BO&YOP^>2/7@HBJWR/XZVG2ZDQS#D:?{]H)/?=^1\>C2W=C6?T8! MBC"K'[A+=^\%'M H.)8J5$&MK^9-N8T/!S\F6]/[S8]I?C @$DK\M;T:=E' M 5$4RZ$Z]#8K*T%*T3:QKFACKY)$R-25 2ND])OE*E. M]X*3_+^U\H(M\0>(LWOF.(4\ ^ASF61!$TQL\/--R$P;T\E!>W]CH]#+R*-M*<.B>Z<X^O.B6+8SU@O24Z49BM[*9N(Y3K_XP;G'.8))H6=W:8,E,FK?O M_:[.^:?=+2*KD.RG2K?3V^#%!.>*33B99KLPLC[5\/;>+QY=*>H01&Q$V)I MD]SA.4YEE4;$K75SZ?N#'QX1PD=[[:-3,O$CN0*_?5G=&L M0OOK\O0]3>(g"ZKT-/S?]KZU.7+<2/"O7/C]K*]G[%W;L,Z(DM2:U6ZW2B>1 M9\+W98(B42]Z6:3,A[IK?OT!X^XP),%&@D6/BC+(@.D,!(=R8$)I!^19O M0&M6=NV]A36R,^(K3M]1<)ND9;/9NRPK"(CT)?>>]QC.$QMKY>#1Q^2^&GC MT)QW]YY2OPCUTURYVK+D6U+M KY^WGLQ$P6F\;$]>6L(KG6KJEDY&^#[I+(@M2M6?)HJWGY-PUWV2_P/EC\W/7F.BYK;-00YVY_GVE!;:3V2M/D]C.-1+S.O M8H$,HAMJFIU1]#!OGN^K T=7MYDT.-C(%(OD;;.KOsDFU\M7O8B2.W/)K9V<.M &G>;:'U%D7;&YM(;"S+5.CO7//;S^2)&(QR^IYC9N>CS)LH+-]/M7X1"[!N:IG/"F71WW3=KL%IGYD44OD-]6?OT$7\@%+*=AO! M2HFNBT;=&<4TIUO-!QFX2V>=Z@::2CKP1,37T-"FR0A^2(V1:9Q:R4V?P3&-M)E6:A/KKTKMX;PMOQ08STBR!+B4!f\\)?1,5XS[6[]!L1@#%,<'^$Z,$?U8IZ$7T3Y[+HN=6I=987DE:@Z35RFGG:V6]&.Q.4]E;,<1? MUXW0W@C5RN$Z&KMR$74NHE[B7&-WV<'N"5"L7Y%=HWJ-ZFCQB1'%X#6F+SQD M .\"5I5\(7F-6A?O(Y]TLJ3+V>I=6IXS^+LU4\U|OT85|:F!M$;>FOMZK"W=! M &-Z_9+\>I=6.IM6GGV_KK_>D1D,;HB?>#T5AP.I9]VU,/_&S\-WS%=0YN1M M7NLU"@:.]0+4LS_+D2N7Z)$EEJPS0R2! M^65A_,9J2C/))YPE"*S3[5\(' ^3=?L2?,D>VHCD(.X6%-P4:>,,++P5TVR#Y M^\!VE?ICQ&^#]OA%6K&EW_[L[M(*S7 34S2*A%)V7E.R$]SX5+Y\\XBN#18 M))5G4DP.O^,LREJ[WW-MUER*%FQ-?[R%7X>+7FI.@8KWV B*#:Y,Q"N7MK&& & M-"M>1\%)/N$NH3%T*AO4IKL_=Q%>PV$5W7]+@(OL)4BIWS[\Y"Z&YVPRZ>?1T220NOT6L_/"R]Z1NGA1Q&J9UD)9!ZVN4#X M2>R%FV\9$A(PAR_R#RX/!!)-.FMD@A\^4-(?SO M.8O"@5%!$T-FP:,2IYV%+!C:_W:\7[$=2S*K8+.ZVN^7KTM9@FSK M@C2#"_M_$$;.T02=C\V'Z";R2MS&O9]R+\TAY8#!VP]12X1E%ZN8%XMIO /!S#@%3V\:@?C1%!+9]fXUP4LB=(:YFD2T?XC[&ZWX8 MRLRYB.8A\#:(D=ES$3TOX.V$OBEGAU&BXN)-M-FGN_+++:'8Q62A@QN2URVAU>]8FDQD<M$#/WSN]US1K@3]PVZX'N\QEH>]%3O;0&GW0'4(]NG*3]3V!V-F\Z6X79RPO-M:%-M//@&E?^=/@N=\UU[*#5];PU%O>O4F&!VQUA;ZMIYSTA__EM M*<;Z& @^90UQW.M?F+#S1L/0Y\S)T8D,)))X@F])2 9RV;>$:S,7>.3*!Y6)N M=Y:.?%C>X)LL*PZE MZO E(SF35Y'G?\5,!][E^YP$:'5R+,O),<9?V%S TZ*6QLT[17,-^0?:(C%+ M\O8"],:.R./_^.V1K)=IJO2?SK]LSV$<'HH#=V'=Y_-CC.'5Z#Y;?5-P?5.K MP!>$.!$QLE]2#'088:7C$0-?*5;38D=_?.R,.^[F(5UGBY(_^UM_*+16A$0 MQ6-5+6 92'X,LZ^W*2+Q8H0M@'QFSB7Z_'(1;NS"T;IC&Q!]/EE(+AF?#?A M>QA@NW]N<=;YKB.^K7FOR5,PX!<=%>(8\0ZW#$-ZJ2$%IF%>XZ"#GD43PZ21-ME1Z.+P*1%QU6NFV38^3=%[\IU=P5[$2^B=Z4#F\3V1<[7SQ)TLML(;@WN?A(G@M MRYR;,JL&P!:)<[@^;VEN2'VV 52"#5\K<_+1K)O<9P5*3>8+6D,:7M MX5^=M 5NC/ I^H[N=\6Y15[N!:MT6ZZU0<@K6N&8"W/U]+6^#F+$+Y /;7 MU05O1KV[H'OP2>]!BJ^M"8:VMX!\U=A/W-5X&5E=;VX=A%UP[*CTG,QC/#)VT=X!C 1^1SQ-D! .[*$,W^^19HB";ZSN[5PB> MENDN0H=G?CNVC=]Q@#7G%. N:H<++N*N===V42^B,.5U|.L6SNG=KYR M SI+G+T6+)+$^)FW$UVS9062+;R+Z7FR)B?;;E\"GK:MD:<'^&G)(MF0 -#F)HHGK-FSL/-G%_3T;O)D@@<K)_M-'-R@=Q0E:V1A%6.1-M4V*9U0H@V4Z+48RTDPFO;!(A=]S-I<[X"2PM@+R.C%[$6@:LV;@+ ++V@2L]%#-A5QKU]G> M(XRN+'M *26E$SUCH@I]XX)STZ'[TT#N/7!@B)$<0=;LT.P)M0 MDCK9"LZ]NV/&+M6/CHM>]8NO5&'ZS9(@MC4S?^%@1Z)X3S//_M24Q7N4\BS(@R>B15MEWA++;.]3G6RTR!2GRV+Z(4 .OW#FB@5AQUL%H]8+EO ML09NGU^^=I]%LS2*^0]+KX>#4,9DDFYMA[4$R@7H;*KX&<^86=4Q82;,#N: M^%4$XD5T]=3:H*:,O8AD50AXPONB^B%]8-!CBYP$5TIS\%3HWC,EZ8'Q?6P M^8*PA.LNIE?O4A?.ZF>P $\?76RE5G@SCFIOBGM]#/,>]DRG!P7R,I3S=7(- M;N(\# BCPHKM$ (+#'Y\LH_?.;C Q^X6HYSXJXMR+=M=_YSG>1]^X*<,1RC& M4X11'_1LS9M)CW+AYQAK\2M+$E].P.Y4C0M;N*@G42OYNV00V%N*_QZ.:1M MD,!SQQX+8^DGK&Y\?)9+;2QVPJG/AP$BP;C0\\T;,=C7,3SU? <'=RP,E)(5 MT9W/4/HN]'W# +]0I*1\/,U%R1 /L*4.^#00)=.5.?QTC^ J#'$(?38:AN(R3T MH />4/(MW76G+3797B4%E%4)H?"N3%\^?+RAP%.@*7>SX,>38)RI+1=V!$) CUV.G2 M]P$YW%7BW<>W<5>2:=VMWU#*5V(FWF!]V=N!F MY+ +/'.\3!ONB3/G*0S!@A7%CEAG=2 Y_/-R)*$UH M$:O>8 9*FVI&4=3N,PAIZIR!.FGT'L)(PR]D[!Q2 _\5OQ! M!9IZ*(R%= 6UN]@OR*$B?^LG9W5FVVMP4G41OTW2SEHY\"" P|@??<+Z[2<(M8D'7Y<%&PA1&%=#+*LUA3W3$+7 WU44EGYU"Z-Q1\R$=O(Z^OI0^?SXRGAU]HD MB!0CKCIMYD;=AYGO1Y"7WN)? M1/R[/|+*0DM&S;K$:XREE%0X!^C[_Z C M=XW]<3,M\IK8&6V2XY\B[M!9\7D;1BB]QI]]35(^-KNC9EW@TQY%$?'+>S%_M?9U\!)CN8N/Z"U)M23NDCG#YR6" M@O=%5T6&U>.!14&4;,N\'/6;5[Q?OZ<M_RO8O1/U9"9CY*?|@H4VN+9OE?DU91Z?$2"CR4SQK$?=O>]W-M 3L.X2XLY[B3(]HWWH.-6?V'V.3]FKQ6,N+_5%C1.3 ;?NQ%HME.N%G?^PU M_G.,/B??6,8Q;Z2-A=*3ODT?TN0|C'T^>^.,M[^DAR3+O>C_A6]"?L83H>7!^(L:[N\YGQ]?&[OR?WZ7(L>..:PF:GO_Q9> MBFV*Z"@EOO(>4V|4XMAV=V&BI,8RS_%7YBAK5.LDBP]R/|&4FI0\/< Y&F! M3C\FV$;{GC^,;\'IW ^0H==#RZ3K1\:::%(8YW],PD,3&,/F45<>UMX+4=2$ MA+\X8ZMPA2#D-1HK_WN E9I7G8J,E,'&?Z.8W(7R0]QL!]PH!;,]+'_\-H[M GX5.# -?Q.1 (V/?YSZA^$]Z, P) A88 =,YP^^\^"OP@&CD%[A\!##WI^F',*/(P%'@*8P=,I0(\K M5-B[<=E)%!V ZITXZ#L)%@#]>^(X\B18 *C_.4/3DP /4/T3AKTG00) -9 ? M2I\$ Y!UP';$?A+(P2] D@2 29 :4!^4)!-.@@:P6B$S/6$2%(:5#IE)#Y.X MA<#]B,Q4BDE0 %9!9"1H3((L+HA+_%C$BR 51+9N223X "@CMA-4)Ds:H!Z MX3 '9A+/ !2;23 4I:D+9NY, CE _:^7@)V !U;G;I2I1Q,(#]'C>K M:1($@%7VQ-E2:KBH:M.'-!>ES5]PWC?)O$_R>F'8$B]_D"@./WIE;/<#*TE%R;|=@((A%"Q'-&&B/RQ0O61B$7GIL,7(1A^&.7Z+HLG]XV]326EVY M=6P_$=X\|/P"$$!]'G?|.R0K^:^'/L;D31"$16'UX(7!?7SMO86Y%PF9EGB. MX=M"?D$929FI.K^&/K6K"^YYJ'5!5F*RMTfU>;0|F-[N- 4O,WV*:6:0HKV M1(&@'9$@\0&)MT!YOEW;YR[+'A3U7>5(;,)CH11;9WS^++*<^FN>$P]?H MPE_Z[=X?$5;QLS!'3RA]#WU4 DD:=;^6WB9*H%P..O%G85+1/?1G' .%M5]7) M%fT(B8]0D-VFR8&LA=PVL=WUO05KY@QVM&]0%>NA7=AUP9=.[MTWF:X]8%C0QA^,B6S]=-"HY[TA%,L"K)S:+"C:)RA9,B]$.WT-<#P[CH..M)[MU&VH/O2^@=@9C&-%#<(-M1MJH1)Q;P=2VV:+8T?X5FLKWV'0EL' K;Q22: %D-)@\'RIXV@K$[4#H!&/ M<1P/Z@=*/8X#&24&#X>.B'6T]'QQO"B?'EZ]S_&60$;H0AAO<[13 MD!YBIH ,=ISR"!]M2)QCK8@TD,&;N3.T79$)I#1B?0YVI(#P]]X4%7GQ5I MTT034;RDXIL>K?G'N6AC\&SGN_'V$.U$F?&\) ^3Q*S9(KU]_IPD'MXK[94 M1\%Y6'PEA@RUCH.'4 3]RED:MQ/S545]CR"O/DX^?2'?<$;"5 IS!N-=1-D 2=>4 M*$fX4B$AOCC)=<!$0$'I A,(.V,%=<.8XB/CMJO-!BT0$:?KWL'YY0Z>1Y,/#E M^]4TG[&X>]R0[-#?$$,$)W-$)04 X1$3<(ZS(.(M$RAH.L2Q.;)Y%1?Z-;>G240&B##3$"@<],2!9IPV1T//RC S3C8 M$:G8[G[$__?;39@<1'!8IND&9GX9TH=O=-GWUXO!W&@3=Q,%3<3AXZ1'K^^%KM3+LKQ G&]TFG:1(^3*+0#^ D=8Y59V>K:=4-"\E%FSQ/.R]T:F,HJG2@^ 2"0 M -^O:IF7<'5L M_ORO$*68>>V/G]]B@3P*$ZV#]QGY!'F0QU3PY4*2<=Z[{@<4.U[T#=I2MIP MTE5BZ7&/1<++IEW8.G(@EA>9;3)L.?IG!0R@:XKX3=YDIH'80,@>4'K-*98]G^9"="-\'V^O-=WA+4].6-1C49&20@RUH2

MXM#Q(((V4A2%[2,VYLF\O$<8^(Q<0$Z/S.F4;>(\#,(WB;YA/PBI7<7?/Q. M;!IS*P2W&)CE]!4{QMMWUWK/)R_LFR8%[3]Y/|U_MDPCOM?5:#TWH]FLT&_!D M]]FQUP.P4L^$1_8]<_724@/M+$ D(13S]25:!#;XA/BN!-+6SPI:8R.YZ?|K&6$UNF<@X_N=>'G M&!Q*[EV.-L$05@N^2ZFMTE1SZ=EA]Q@F9N8D"E*WZ7._]6I !QIG772-48D MF$7W1,U+)G^^#W483]=(B8; K\(>"V?!0D<(;{1AXWYX,/D6/78T'\ MBM1.,S44QL+'TL+9OC ;36"EQD=$EN1YC M+'#VAI;&W*$D.PP-MO^A^{KJO3>\W+DB 9$#/=]!D\T66[=KXW\S;L-2WFZL^XH'<'=C4IR,6% M&4O*#L"@=;OD$ZH4D!6=ES#3-Z,+0/1U!*>!+C'HY1.%'2S1ROC37"?H4ZW@*\/IT>O)U'=W&3$+?= M;,%60SU#UG.U5M?0ZAJ"LG00K]&DVU%09RN\;,UZ9DM,J< WQQD*M2N&@5C;+ M,(J?$"DCC7W2;^$*?WH7YIG%"2>,K.ZB4)@CFFD!]N@&ZJ MD\;S-PY"GY/40^4$@(TSH]4X(/& MB\ ^*UMN&L'AD.I52*#G@=*I*,MR6$EH@ZA(K@D)(SV\Y=ZY9+!=)Z4--C M#?KD?"_RB\B,L*]/XV"[3O#+0DKJ<99$84#TJBLO(L5Q:8]0SO*WM=,'W$K& M5F7MO<(K^ZG9](PX LFK?@COCSS)2386?!TB?719I2)?1=-L1DR4ZTHI M*6.0J[<18T&/AVSQNQ>1 _>@>;_-1+TR/&<+/T*X!YX_LD MA3Y(\(ST9=?:)/97 3[2.:8;O(DBbSZHZW.@H9/C>V8H"G:$^ ,/RC;Q9 &) -<(M\^1G[[LST(.A3]Q1[H$KT?;[YQ0Z9%)F])"B-RQ+*Z\1WFQ*QVQ##3]PRH@ M6[# ^4WEBL_R,8/G_@0<+-C4^\T@RBVY(4U%6;+1Y\@K'A\[H#1A@[3NKHM;]N?&;U 6W-K;)K#U[*HF6W42 QSOO_ED/V)E:S'1.. [!3'3/G0\NZF$>NL1YC M+_&-ROWZ^6W@=+86/?0*.1<(&&9MP;]:7*\ Z30(_G7;F^Q*9"NY\N+E\>S1-MOH;D7?6E.9*(^HOJV0,M;*KHN+Y)K5LSC;'!9@+(_(YO&^.1.[2%T,#*As,T !89T/R23;#)?/4\ACRMK MO<4:N$IN)2:(*C-M[B+/=\3;+\YXNOQNZ"+B,[?!6(O9\G+/#Q,.A8F&L^E'MNVTZZS_K54!4M;&S1L>.80\[3)67UTJYFSHY205CL'I];G[%&@Z:MC7QN-G)LP'!O) [,H&H4\0V9XK@7&8:&20 .#M;*&@>5G?*LHB7FK)@<3/,B&,7(01*TSJ[*#TTXW-M'EPR&JTWP%_2=33#H&O4T&>?O,T M;_?)H%RV03<03\QT"(U\:^F/.Z4'SFB^3$|*'T?3!OJ+W&* MO"C\'04_8)6?K&8;W)$&R5RI :+LYD#59B4[TT)88.8:]\Z'F+$%0DO/ZLL M%#B2:KC,OS.U /9&7 U^5%OZQT!4LA]ZLZ-?:,3]7>Y [4R)5,48*T-00.7 M'C# _^)QZ<>,:]+FRUZ'$F0'L?E. C>>/_]PBQ*?[\/ZZ)CY8*=CU(VNE@7"+? M/%H\4_+T=/?N&+N^",.GI8SG%">)-L1MME4F(8;>.1 .&5)MF@B*;9=^F[9]W MGC7;C%O[)?!G$O10CL4;.Y4L#;97/C?L#$5\AH:YXL?SRZM,.KUQ%?OHN6&'6 M+!CFJ]JF'.,7V[1@#^/H7F&VG TEFO8V2.U#\>9XR#]^.7C.\:- MPUTV^ R\%ST4<\T\U;W<(1)K/$.VWFE+UX7$.7Z6BI4(@<0?C M<7WV2#N>,>=E:L7+TG,$+04HO+?UT.UZ5MM[H]37R =-$@K'HIR2. <8/*_^)_ M1T5 !4%_[\6OZ!$SC8^B@'QF,93.T74$]>.,)XO83N?S(<58S]%#Y/GHX%M-M/5G+<U*8YY]!V!ZGKSK->=L;DYOQ!$UQ?%2N/[2=?QO9!W5#=K)CF$69:DQT^) MA^=BM,2(6A+'QJ#F(W&*9.8W:8_1>;438XXTV\, M;2!:S>:L<[62G>%#5MZN\L>D\@'@<@[K>E]>V1+U'UIY7#R#&,^62[<X_>QF>M-HMUQ!39B]9D7_9PFQ1MQX8293J;L^Q2MM[OW=L _RP.&2L';8/+B2^G8$>>>C6"NWPF;CO@\?EHV3(2ONUN-F_9Y0@=X M>]GH6+I^FK)^]5?X+5]TV31D! G3#BJM0V#B)YB0/.IZ>8!\$ZDYGIVMX;WW_)Z)\WXR) T:?9 DH<$V2!)YUD#"4)@CHDS NSUY>,$\1C(HHS&,XAT=%)E>:: MECY&8F4,V6/BO<9AE<2[6&"(HQA>H:EPC! 00V^VVBES3.R)K=N.>YDUX+4B M2TR(==Y@#4S58!$30L7)D[//84Q^A3D.9@':A$%HIA'_ 7FP0!H$6=2AZD^= MD;,X*|.:"K=]KW]<4'5=IWZHC8-[:IK.EZB*A-WC;!F|:0]#R4@\8!6B M7C5+4% ">%D88Q5):RO)XO0Q'=U9*AAZI+7<@17S1HA??>5)% MEV7A+1$/+*FQGFLO38]A_$K](:2"/20G& M9B3X.O- @^2^R6K!HDWSTL8]_AD/33J$'!#4F-*5!%AA01#RC=)>F!C*:M-M_AZSHN0Y^<5M[$P)F!#S<K)X:.+6O[=V$D?A#;#UBFY"BQ"L4HQVF-M.MHCO<_9),_;"IKKV5(G0V\ P-R7-*2LBPC'Z&80]WT'N_R8(PK*.A97A-M3=PWQ."_Z=L:S5=K#D3G3\ 4ILJG)'>X-V;"6)^)C#Y&L*ILD1S8F2HCP5J9 M-&:%^O(BBG52.:#XK$.R=S\XIAW"M69XCIFB(O7]M"FEYZ,:Q2& -^9F]OW?6W?P&Y9-8%$KR+JUH23V..,RD MIZH1P5[%R+:)MUCX^]#:(&V.T+TY$&T6@CI3/<%H=3MKO01=")\@VR(GG"TH M*XEZ99WZ1X B0$3X5*#ZFWH.6/.@9Y"29L-EU<[3F^=SE(WA]#:#",,$=$%3&0D21.+ "3M]1>07C&SY.93B7%P!6'-UQ ME.9$K-FFSGX"0WT]!X7*Z?A5V&1,V?$!#Y\(U"9O7>6KVN/?Z<[MAZ 1 ?E$@!$?Z/ _N(D#^L=/=6OEKJFO-P>*Y2]G:U>82>? _X[U% 7!MQ@.0 M?UQ"V[?NK9)4W+'%EZ=3P-]+1.;2RRN-N&1& TK9@*-B#0.1<S3=3EX?C MQ11>1'27GQJ7B(U/0PS%*=-pCKx+)+@*2C#X>PNCXS![-PK+]+PF1+P' _12***83/PN MKF1]NO$U2Z;5S_1CPZ!>]$0<*X5]#-]U5)&_H;6 0*)6G M.+9\%@="^.,&5WKS/.N.T(JR-69 T8!46PE@9PF4=1++#&Y^A0*.G)DU(6-2 M>) U+N)^DHD%.Q#R0S[>R=]Z^68-4/>2C#{,[6V=\U0]_?PA1E85PN.*C& M&?IMQZL#(OUM\'Z^%=&ZW_4=# [;S'4;A>+HD2%.,.:/H7F'

M&A6@[VK}$V&PQUF82KB]9Z? EH9&]15Q0H&Q7-N>LTA_9LPX@;(#=VSW6(Z MW>;QTA3I9,@TL!OPAN A61O7K^(G>.U)GA$}/>>]UNUN9>F M4G8]11;Q-T(UV#"/F[TYK"@=@6(0%.WA}WAUM@!>;_ ''!)

2?;.9N#YC96YU":@KMPXM!#K,.CS3@DN6\A@0::8R#,.L M\G+W!'*(P1BN9R22\1O -<9?Z-'@M065P2$GNBL8@=5CHN,O0+.;?F]$D"Tf%|-MXC$5)?U;M) ^"A]H3FD FC,30'.-M-A5VC\;T!<1.0>H7P2V4@M.<8+.,$1,-E M,?^PH]!04:MIF'@%+18X@);P00-E`_]XWM9+]T6>XOK-*8/#$XUB6"?>)P%\[M8~)(VC-1^4-48ZH*.$"4Q060]0+4L/E-X9*.6!:)<2KV1S0)"@2#;T&NB@\$=<@3Y14 M'G[RONKT]K1?QGK1_ZIS)++*

!LG/4C/_O.P#!;$0TN5O#\51H4QL6\-M-)LWH7@J H11-9^/T%2IL0.X08YXQ0"G+7#V6^"$>Vf !L.1-Y5(5H"RXT M*C=)-P6Z-.3%*"D2;IVBD1&)X%K0!(0/))USSJFGTE!PRY$=XR)\Y[J4 53(*

MHJND1@4^4Q&7DJ('Q6DY)19!(K;P(>=RH(Q'$9 @/C!L#\DW<8([GGYKGD9;MQJ.-T0!7K?'4&?)4'C+2#H8,)EZ;P-H1?2%%,O.4'%5% @W2C&5"%<:.D+U4D!WH]],&8M7 MZ.4;|F)BL)W7YMG^_>$4Z0D^IH5N4K-&*

GBJ)4+!W+N2X'7[),Q _.(E|R4 MHS 0%54A7Y\M?1M B[$[Y$)%N=<:DN %954A7Y\M?1M B[*$[Y$)%P0EFN_ 88&GO,)*:@<GO|&L6+.0%M0?P/E>*8 5FES3R#=<=|>PLRP3\Q<@%+L4 ,1PO^4/$B0"=7+.$/E#E?A5 *?N1%?%$E#7A5 *?N1%?*

XO12HLEL.RCQV[=*#??7E6?JY;.B~]"?F.VAR@>RA M@AZ5!F,!";/F47GOM>\W=[*BLZ?0-A1& ^A<1 MAJ7^@@"&IQ?0DJXUL5=QH^Q!+Y1,D)4)R5\U'UEEI7K@RR0]H9X.W16'G _MQ>\P$YGTE2%G\!P&,?*

\|=B>@^0tUP>$E=5 \|B+_ \'|'I7ZUL6+*N'+2&H+3D MM1^K[-M=4ME40%=CTX5*|(@A?7[2@BEDKOH[AXWNR]W%%.1'M2:MVTMKD@:,' MS5;W<2^M?X-'V9#=2%.KJEVC;L:,!

Q^&:D59DG0<7>U/TMKR?N?T 7UG/Z MODVK3RLU66^2J"86.F"95,/78K7<.5X^Q5D7U.]\4V6#E>C!S132&[(7 M@2S"=:#=;;.]J-=HL7:Y A7,A\]>F(@G3^#)=[,PF\&C&IK+5M=HX+5)%> M@;%:MJ466S.

[9IE/^2$;'IK#.OMHUOETM^QM .:=WQE@R1B:21.(V&<.-MOP= MP1-)9SO6IXWM=??K@\!WSYJ]D6Y+6;TSOE8.8I?$?2=[G8X%!.S2ES'S$;OT M;O.6K?A)^C$0V&OK_C\&>Z_\WM.N:&3G\]0-

7;G2O[FA,YWOD959OE+U??TR>FW$ +A$#YJ,M+XIXJEK56G0$%-5=R=07GN]>P([J9320@\U_\%" ! M?!^T6_6PURH5 0%L08Q<"MS}]+[F,B)T:M7W/,N5ME3:.>,<7=B= MD-:\'@LN(9@*

OY[8B(3QCM?'^$!U1BD<6)5'S7]7R_ACP"6#>12TXX5+JF_1 MEBO#+565AE1)ZT0@"INYC0NC"WVQ M,TMIQL4B&Os,##F#&;E4&965X%49]S*4M3"W 17\6D8'4NMTN,Z5FMF$6PA, M3A.(<@W!3-*

;!0]/ID^10UXPS.XE2;H.$)4$Z)3\"\"@=";c,A^A#W&<G>{GP>.MQ)1>U0OSO'1 FEL=:_-Q-OG_&L6+.0%NR?@& XG_QMZ3@Y[*U'(T!0'GU. M|784$<0 1#<"PV!%.3H]>5KHCTf/$\CY6W0Q>?HV.+WH_TH&

[X>#=Z/3WX,X M&"6&E^3BW>75N_]9B(S,_5YDCV;.-X57>$)>U;_[@S]Y&@X%9F$IVZR1_A7I MOSF_&-W?O"T^D/OBYEE:SV=H& MD[^]>TVPI9>KO#;MIY'PKJ"RGX0S04.B;#&_+B#]YI%@AL;@(.,G$/@"B-

>_^MA2>`H%KG3>YH(LH%3"`1\4_IL;-L%IK+Q08P^L:>]{@%3}QM2-BV;NT7/%&@}388E@&B\;^IT$XTN=5;7@9SHW7-M*.XU-#H'.'"!TT?MP6H92*=3&ZU8[M$&VE*Q=DMU0S%

[D^DWEVGPF]HLY3OXTO_SENF_M3<+\U-!_0+1Z1;U`Z+/?<1=&OND.T;@LHJ4=OXJVW8&1.:C^^YW(Z3B4"+.(0JE M$5GQAWT0=_SVL?4WMZ18;&4_B>6Y.TP:OJ5]OZ^W=ZO9VKEF^_@SX=

*(^O7)VFANQZ/U8]ZGD7AG/L?O9^;\KTX[/ZD^$SBMQ.ZD|-<;=$*_L)NCB"6E M3@OM+]-"EV=Y9TKPO^.!8L>]Y>UL4O^4U!G"E[HJ-9Z-9,#Q7PF+C,/Z?*((O M)X-*_@M,O%D$_YHPRJFO0NTW.QE!5(6@4&';R-*

B&WCW)0_PV#H_R(WBCT1CX MF=`V1&XB}&?>;>P8Q_4+&"AFIX#$!YT3&1TFV;R25YS*??39?IY-;#7[UW_HO M4]PSC>H7,IXU&2]3W%?BJ%_M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"*

MU\UK(2&0L@8MEKJGLYN%C\SG]MSFIKWZYMDNF:-W6$0!X80&F(-RX-Q?0)BYSD.H 1TR1[W!W99^?.5#[M(QL^C93.E$Y.<1@MR%,.&F5D2\B"R07U8L-PPYT<[1]0K[N^3^-^WBLNL%,E.

MUT!J9+KI2F'U#%3,D4U-*2,(&-E4;,#MM=C=E=PI4IV"5WT24+2'G)+D=ZXL25 MVXZ,4=*2G')-M=2'V2+5MB;+<)+)6A4*,^78*.2(H+.*"&-MB)>N4\[&5&_$ 0 . 8VQY;2UE>#-?.2YH=&WM6MSVS:VGW=_!6[W=M>9 9*

*MD958<9Q4SG9&\976,H'0<__EU\"GIPT_Q.=5IW!L_F?W;7/OXVO^"[Y_;1[X MV(-\]4C2::#^_=U8QD,=MH?,TNB_!*Q2Q;D.T\.)!T=#MOBP^3Z,-"AVATI M/1RE;,9W^\U-XNN+,X9Y>#>-*

)\NTWS7^NFIOOCT)'!\0A2D^HMI;R:I(2^9 M9SNDI[P9RK(-INZ?*A&GZDJ<1V,9V@?I49I&8W@V5=?IK@ST,&P'.I#B'/BZ MG<;++@BAN_^:._3N\&NE4[283Z;GV)%;I5I&<'#HK:<*W.G_U9FD4?*O1B+#

M9#=1L1X0Z%?:3T?M@4YW/7A8A3CKW_[\)6 ^.N/UQ^&#$M).WH+>,=FO0(/.M.9[JC!?\0GVH]_G%G>TN4LV'N]4CW=2H(0?.M>)-\&'^%6_(+G1-Z9X>_M=%)V_16Y'1U>[CNV[$R#6547AQOSWLGGT^.8

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

*H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P^3,@:<#^K\!U#YX%T_YT;J8[@PM62+$QHM!'(U%"N.A$Z.H:-!.EC(.#7[-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

9R'ZG|"AAJZUD0^ MACSIOB+M&C>;A0_ 68F]=_AU!Y,P>;2>5QH5!^'V,3TC;=#7;(:RD2<6sG0 MZLF>Y+?L2[X";0^@#%#E 14/M@@/RXC$HN3Z$K%\!G8$ 1:H,>.:#W\'D;S M3^%,]+95"

<6@7.R'@5.A9^GQS/M2(GS8&\)B!S&^2,*BE!>4U$, &<&.MF$,N8/0\-4A,8,- VWL39.91Q!10-R!\,. 0A 8,; RM.%U.D<.C, 9GT1! M9H+OSE|)'D/13^G!"HK# 0=.=#PG MZ6X0J.M=GR;&Z #0038.#WV=3*

(\;>.WLWEY?V0)QJGMR/3,K@K]BH2|!TS. M6(&Y-HK+Z82P$.H9A(V,TS:F%AZ6OX"!^6,"]\\K^6U7#@#@AVC%XDM.DSC%<.M7X[A\Q#>1^L6W@?G=21-M=& G&2.OQMA8#ATS]>L#A!Z0#3(E^ Y7]D_=OI9

M"EPWA4>*Z4; IBA\'"PL"P%(@UXM%!:AO2#S'D^]7]M&%563b$-H:LEO@2-MKL"L$VX3?)O HBC9D;Z\1Y2#@@!1) H%G(%>0.*50\)VI>]+Y7F4M"5 M'[F<-)>D7SM]=A?&.SBLW&)]+ O+UO!(:(@?_"@#!

[HD#>H)=[P?IXS)M/.M#A=:<7A9&#W5N;#T-XDW8.C9OX9Z9QN(D3!<6)43@G)V@*+[JBGV48_Z>G(\9)#,]L4F;D?I)-HL&S-M8+F.G3C^/TO LDV,E6\>@Q?]S,N? ?]1NE+<-DSN9Y[JZ:N:!#C5_57@PC'-D MF*

*6E3$CVKE0.B\EP:2+\DA/"E?\YI <&TZ3I$" *P*XS1 ;9:B@J]?.*5PJOF MMC\/#7*MH;DU2.9%;_EECB(^&0HH/#I'NN"P?X@9:O1.=%D["2]'R5)|\.>_M-M:XJ+K/^(SJ.GW++>["QLUZ429MY@OU2. &=

*WQC]!1U^YIP,E%\&'6@3<I3>_M-L:7R5W@7NT?DK MWW&15*TI?P=:!?,F2*%VO!?ES>63,+3+C^]D'SX.#]LA2HJY%/>^MDT X\H.C! M(AYAP ^?7sA[Y%]U2CA=$85.!+HE<#.,+IFE9OWFL>Y$)Y%8*

*M^+[RPL\,?)M@&+|HFC Q-]0KZ1CE3U,H,'.-5)=A5Y=A?*RX:|(K)T6&CM_?#V M+:ELU|+?GA/"12,8&W D+!3[>>'F.U9T=4ATS"N59SH5[4VX_4>D0Y\[*\[G MI&'8/T[*V4]-=@"RWETf(7#A[.LI0273>)15XE(15&/8TC<#*

*<= M:98'91D_5OA;SGVJ 12%&,9IK7ZOP[O8JE.4.6%<-E#BMX4)!G.95@<-6J=BM4)!G.95@<-6J=BM4 FR2%-%&JU;P.U-K ^'!+ \FNG!5. WA=;FXWA*65<6&+!]"4W.FC3#7G'V-%EO;K5!:Vc@H.^&W6'1U>[CNV[$R#6547AQOSWLGGT^.8*

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P^3,@:<#^K\!U#YX%T_YT;J8[@PM62+$QHM!'(U%"N.A$Z.H:-!.EC(.#7[-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

9R'ZG|"AAJZUD0^ MACSIOB+M&C>;A0_ 68F]=_AU!Y,P>;2>5QH5!^'V,3TC;=#7;(:RD2<6sG0 MZLF>Y+?L2[X";0^@#%#E 14/M@@/RXC$HN3Z$K%\!G8$ 1:H,>.:#W\'D;S M3^%,]+95"

<@7.R'@5.A9^GQS/M2(GS8&\)B!S&^2,*BE!>4U$, &<&.MF$,N8/0\-4A,8,- VWL39.91Q!10-R!\,. 0A 8,; RM.%U.D<.C, 9GT1! M9H+OSE|)'D/13^G!"HK# 0=.=#PG MZ6X0J.M=GR;&Z #0038.#WV=3*

(\;>.WLWEY?V0)QJGMR/3,K@K]BH2|!TS. M6(&Y-HK+Z82P$.H9A(V,TS:F%AZ6OX"!^6,"]\\K^6U7#@#@AVC%XDM.DSC%<.M7X[A\Q#>1^L6W@?G=21-M=& G&2.OQMA8#ATS]>L#A!Z0#3(E^ Y7]D_=OI9

M"EPWA4>*Z4; IBA\'"PL"P%(@UXM%!:AO2#S'D^]7]M&%563b$-H:LEO@2-MKL"L$VX3?)O HBC9D;Z\1Y2#@@!1) H%G(%>0.*50\)VI>]+Y7F4M"5 M'[F<-)>D7SM]=A?&.SBLW&)]+ O+UO!(:(@?_"@#!

[HD#>H)=[P?IXS)M/.M#A=:<7A9&#W5N;#T-XDW8.C9OX9Z9QN(D3!<6)43@G)V@*+[JBGV48_Z>G(\9)#,]L4F;D?I)-HL&S-M8+F.G3C^/TO LDV,E6\>@Q?]S,N? ?]1NE+<-DSN9Y[JZ:N:!#C5_57@PC'-D MF*

*6E3$CVKE0.B\EP:2+\DA/"E?\YI <&TZ3I$" *P*XS1 ;9:B@J]?.*5PJOF MMC\/#7*MH;DU2.9%;_EECB(^&0HH/#I'NN"P?X@9:O1.=%D["2]'R5)|\.>_M-M:XJ+K/^(SJ.GW++>["QLUZ429MY@OU2. &=

*WQC]!1U^YIP,E%\&'6@3<I3>_M-L:7R5W@7NT?DK MWW&15*TI?P=:!?,F2*%VO!?ES>63,+3+C^]D'SX.#]LA2HJY%/>^MDT X\H.C! M(AYAP ^?7sA[Y%]U2CA=$85.!+HE<#.,+IFE9OWFL>Y$)Y%8*

*M^+[RPL\,?)M@&+|HFC Q-]0KZ1CE3U,H,'.-5)=A5Y=A?*RX:|(K)T6&CM_?#V M+:ELU|+?GA/"12,8&W D+!3[>>'F.U9T=4ATS"N59SH5[4VX_4>D0Y\[*\[G MI&'8/T[*V4]-=@"RWETf(7#A[.LI0273>)15XE(15&/8TC<#*

*<= M:98'91D_5OA;SGVJ 12%&,9IK7ZOP[O8JE.4.6%<-E#BMX4)!G.95@<-6J=BM4)!G.95@<-6J=BM4 FR2%-%&JU;P.U-K ^'!+ \FNG!5. WA=;FXWA*65<6&+!]"4W.FC3#7G'V-%EO;K5!:Vc@H.^&W6'1U>[CNV[$R#6547AQOSWLGGT^.8*

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P^3,@:<#^K\!U#YX%T_YT;J8[@PM62+$QHM!'(U%"N.A$Z.H:-!.EC(.#7[-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

9R'ZG|"AAJZUD0^ MACSIOB+M&C>;A0_ 68F]=_AU!Y,P>;2>5QH5!^'V,3TC;=#7;(:RD2<6sG0 MZLF>Y+?L2[X";0^@#%#E 14/M@@/RXC$HN3Z$K%\!G8$ 1:H,>.:#W\'D;S M3^%,]+95"

<@7.R'@5.A9^GQS/M2(GS8&\)B!S&^2,*BE!>4U$, &<&.MF$,N8/0\-4A,8,- VWL39.91Q!10-R!\,. 0A 8,; RM.%U.D<.C, 9GT1! M9H+OSE|)'D/13^G!"HK# 0=.=#PG MZ6X0J.M=GR;&Z #0038.#WV=3*

(\;>.WLWEY?V0)QJGMR/3,K@K]BH2|!TS. M6(&Y-HK+Z82P$.H9A(V,TS:F%AZ6OX"!^6,"]\\K^6U7#@#@AVC%XDM.DSC%<.M7X[A\Q#>1^L6W@?G=21-M=& G&2.OQMA8#ATS]>L#A!Z0#3(E^ Y7]D_=OI9

*M"EPWA4>*Z4; IBA\'"PL"P%(@UXM%!:AO2#S'D^]7]M&%563b$-H:LEO@2-MKL"L$VX3?)O HBC9D;Z\1Y2#@@!1) H%G(%>0.*50\)VI>]+Y7F4M"5 M'[F<-)>D7SM]=A?&.SBLW&)]+ O+UO!(:(@?_"@#!

[HD#>H)=[P?IXS)M/.M#A=:<7A9&#W5N;#T-XDW8.C9OX9Z9QN(D3!<6)43@G)V@*+[JBGV48_Z>G(\9)#,]L4F;D?I)-HL&S-M8+F.G3C^/TO LDV,E6\>@Q?]S,N? ?]1NE+<-DSN9Y[JZ:N:!#C5_57@PC'-D MF*

*6E3$CVKE0.B\EP:2+\DA/"E?\YI <&TZ3I$" *P*XS1 ;9:B@J]?.*5PJOF MMC\/#7*MH;DU2.9%;_EECB(^&0HH/#I'NN"P?X@9:O1.=%D["2]'R5)|\.>_M-M:XJ+K/^(SJ.GW++>["QLUZ429MY@OU2. &=

*WQC]!1U^YIP,E%\&'6@3<I3>_M-L:7R5W@7NT?DK MWW&15*TI?P=:!?,F2*%VO!?ES>63,+3+C^]D'SX.#]LA2HJY%/>^MDT X\H.C! M(AYAP ^?7sA[Y%]U2CA=$85.!+HE<#.,+IFE9OWFL>Y$)Y%8*

*M^+[RPL\,?)M@&+|HFC Q-]0KZ1CE3U,H,'.-5)=A5Y=A?*RX:|(K)T6&CM_?#V M+:ELU|+?GA/"12,8&W D+!3[>>'F.U9T=4ATS"N59SH5[4VX_4>D0Y\[*\[G MI&'8/T[*V4]-=@"RWETf(7#A[.LI0273>)15XE(15&/8TC<#*

*<= M:98'91D_5OA;SGVJ 12%&,9IK7ZOP[O8JE.4.6%<-E#BMX4)!G.95@<-6J=BM4)!G.95@<-6J=BM4 FR2%-%&JU;P.U-K ^'!+ \FNG!5. WA=;FXWA*65<6&+!]"4W.FC3#7G'V-%EO;K5!:Vc@H.^&W6'1U>[CNV[$R#6547AQOSWLGGT^.8*

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P^3,@:<#^K\!U#YX%T_YT;J8[@PM62+$QHM!'(U%"N.A$Z.H:-!.EC(.#7[-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

9R'ZG|"AAJZUD0^ MACSIOB+M&C>;A0_ 68F]=_AU!Y,P>;2>5QH5!^'V,3TC;=#7;(:RD2<6sG0 MZLF>Y+?L2[X";0^@#%#E 14/M@@/RXC$HN3Z$K%\!G8$ 1:H,>.:#W\'D;S M3^%,]+95"

<@7.R'@5.A9^GQS/M2(GS8&\)B!S&^2,*BE!>4U$, &<&.MF$,N8/0\-4A,8,- VWL39.91Q!10-R!\,. 0A 8,; RM.%U.D<.C, 9GT1! M9H+OSE|)'D/13^G!"HK# 0=.=#PG MZ6X0J.M=GR;&Z #0038.#WV=3*

(\;>.WLWEY?V0)QJGMR/3,K@K]BH2|!TS. M6(&Y-HK+Z82P$.H9A(V,TS:F%AZ6OX"!^6,"]\\K^6U7#@#@AVC%XDM.DSC%<.M7X[A\Q#>1^L6W@?G=21-M=& G&2.OQMA8#ATS]>L#A!Z0#3(E^ Y7]D_=OI9

*M"EPWA4>*Z4; IBA\'"PL"P%(@UXM%!:AO2#S'D^]7]M&%563b$-H:LEO@2-MKL"L$VX3?)O HBC9D;Z\1Y2#@@!1) H%G(%>0.*50\)VI>]+Y7F4M"5 M'[F<-)>D7SM]=A?&.SBLW&)]+ O+UO!(:(@?_"@#!*

[HD#>H)=[P?IXS)M/.M#A=:<7A9&#W5N;#T-XDW8.C9OX9Z9QN(D3!<6)43@G)V@*+[JBGV48_Z>G(\9)#,]L4F;D?I)-HL&S-M8+F.G3C^/TO LDV,E6\>@Q?]S,N? ?]1NE+<-DSN9Y[JZ:N:!#C5_57@PC'-D MF*

*6E3$CVKE0.B\EP:2+\DA/"E?\YI <&TZ3I$" *P*XS1 ;9:B@J]?.*5PJOF MMC\/#7*MH;DU2.9%;_EECB(^&0HH/#I'NN"P?X@9:O1.=%D["2]'R5)|\.>_M-M:XJ+K/^(SJ.GW++>["QLUZ429MY@OU2. &=

*WQC]!1U^YIP,E%\&'6@3<I3>_M-L:7R5W@7NT?DK MWW&15*TI?P=:!?,F2*%VO!?ES>63,+3+C^]D'SX.#]LA2HJY%/>^MDT X\H.C! M(AYAP ^?7sA[Y%]U2CA=$85.!+HE<#.,+IFE9OWFL>Y$)Y%8*

*M^+[RPL\,?)M@&+|HFC Q-]0KZ1CE3U,H,'.-5)=A5Y=A?*RX:|(K)T6&CM_?#V M+:ELU|+?GA/"12,8&W D+!3[>>'F.U9T=4ATS"N59SH5[4VX_4>D0Y\[*\[G MI&'8/T[*V4]-=@"RWETf(7#A[.LI0273>)15XE(15&/8TC<#*

*<= M:98'91D_5OA;SGVJ 12%&,9IK7ZOP[O8JE.4.6%<-E#BMX4)!G.95@<-6J=BM4)!G.95@<-6J=BM4 FR2%-%&JU;P.U-K ^'!+ \FNG!5. WA=;FXWA*65<6&+!]"4W.FC3#7G'V-%EO;K5!:Vc@H.^&W6'1U>[CNV[$R#6547AQOSWLGGT^.8*

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P^3,@:<#^K\!U#YX%T_YT;J8[@PM62+$QHM!'(U%"N.A$Z.H:-!.EC(.#7[-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

9R'ZG|"AAJZUD0^ MACSIOB+M&C>;A0_ 68F]=_AU!Y,P>;2>5QH5!^'V,3TC;=#7;(:RD2<6sG0 MZLF>Y+?L2[X";0^@#%#E 14/M@@/RXC$HN3Z$K%\!G8$ 1:H,>.:#W\'D;S M3^%,]+95"

<@7.R'@5.A9^GQS/M2(GS8&\)B!S&^2,*BE!>4U$, &<&.MF$,N8/0\-4A,8,- VWL39.91Q!10-R!\,. 0A 8,; RM.%U.D<.C, 9GT1! M9H+OSE|)'D/13^G!"HK# 0=.=#PG MZ6X0J.M=GR;&Z #0038.#WV=3*

(\;>.WLWEY?V0)QJGMR/3,K@K]BH2|!TS. M6(&Y-HK+Z82P$.H9A(V,TS:F%AZ6OX"!^6,"]\\K^6U7#@#@AVC%XDM.DSC%<.M7X[A\Q#>1^L6W@?G=21-M=& G&2.OQMA8#ATS]>L#A!Z0#3(E^ Y7]D_=OI9

*M"EPWA4>*Z4; IBA\'"PL"P%(@UXM%!:AO2#S'D^]7]M&%563b$-H:LEO@2-MKL"L$VX3?)O HBC9D;Z\1Y2#@@!1) H%G(%>0.*50\)VI>]+Y7F4M"5 M'[F<-)>D7SM]=A?&.SBLW&)]+ O+UO!(:(@?_"@#!*

[HD#>H)=[P?IXS)M/.M#A=:<7A9&#W5N;#T-XDW8.C9OX9Z9QN(D3!<6)43@G)V@*+[JBGV48_Z>G(\9)#,]L4F;D?I)-HL&S-M8+F.G3C^/TO LDV,E6\>@Q?]S,N? ?]1NE+<-DSN9Y[JZ:N:!#C5_57@PC'-D MF*

*6E3$CVKE0.B\EP:2+\DA/"E?\YI <&TZ3I$" *P*XS1 ;9:B@J]?.*5PJOF MMC\/#7*MH;DU2.9%;_EECB(^&0HH/#I'NN"P?X@9:O1.=%D["2]'R5)|\.>_M-M:XJ+K/^(SJ.GW++>["QLUZ429MY@OU2. &=

*WQC]!1U^YIP,E%\&'6@3<I3>_M-L:7R5W@7NT?DK MWW&15*TI?P=:!?,F2*%VO!?ES>63,+3+C^]D'SX.#]LA2HJY%/>^MDT X\H.C! M(AYAP ^?7sA[Y%]U2CA=$85.!+HE<#.,+IFE9OWFL>Y$)Y%8*

*M^+[RPL\,?)M@&+|HFC Q-]0KZ1CE3U,H,'.-5)=A5Y=A?*RX:|(K)T6&CM_?#V M+:ELU|+?GA/"12,8&W D+!3[>>'F.U9T=4ATS"N59SH5[4VX_4>D0Y\[*\[G MI&'8/T[*V4]-=@"RWETf(7#A[.LI0273>)15XE(15&/8TC<#*

*<= M:98'91D_5OA;SGVJ 12%&,9IK7ZOP[O8JE.4.6%<-E#BMX4)!G.95@<-6J=BM4)!G.95@<-6J=BM4 FR2%-%&JU;P.U-K ^'!+ \FNG!5. WA=;FXWA*65<6&+!]"4W.FC3#7G'V-%EO;K5!:Vc@H.^&W6'1U>[CNV[$R#6547AQOSWLGGT^.8*

*_$V6=Q_7+2 47T?NZ>=[VV?^V=%TT$"6;3\LL[B)D5H8_T&HL M>B,%ZDLU5X"\(=>LR&D*8I+1$(2]B>"A#F,D7,O2%NM9")G)49"\|8_]H M/Q67.DXS):*!2$=*_*-1"\XH7^25_?HBE2D]>PSB^4K&2N5@Q__\QW7K*

MS9YW;/?_"5&$'6IVC[%<_$6;MKQ3T=?IK/_^QT9,Y%_^*HA_ C>-+-3L/N> MBE,IF,+FRK?+5W2?%>A+(_C*.[C\D1*1"%?!6-IMH\'_T**$]$<&VK0208F8X,|% M=$14.@*#YI9FG%=@%BU(KYKGO28)37JQ2&4_OL9P"

M]GO2B;BS$NC/A#XWH>&>)S|I:UL\5'QJO?IV7KQ"LZV,U8 $K/BJI T/)D@*%I_=[:,|$:_M6_OO[\"0!5%,<>1 % M0725K"#P6_O/Q+@6#A(M&+T#X5I>[_Y[NW;IV2KWW}?64|8WNT;8?I;H#2 MO0++7?CZ4]N"))3?

H^<.5+<$XK5$ OAX.(^?`)"055I#,"U[S5I(,.6NSWQ!12-(M0(G/,@=2<4SK2]40O^LC/E,47[L-2*AS0<8,0M3TMMQ14AXDL$\R@:3V0X?=G$\,*I89(!9B352)^@ MUJ+'"(c-Z<3A5 "%#,! L%-.R1A-Z$L-*

*UJD3%/RBZGL9R*OG(3^QLJGU++ MM9AJ9,K-;3M.I\> O=-I?!|!FP9L)XW(S3(?V"P

MYWTM6$HH>>*=L4ZO9HOMUS"$+9OH:I?2S\Z>F/7_!LO4,_L!:(J30(@H=2 M2=(>SE%I-JVC6HVH>CFXL+DK\)F#=QMY@=>ZM(.A2#NU6'Y"BGRW>_QB3+6 MN1E\?M^9=-*

,;0<.A:&,R\^%D2RB9I.92|I.$U!LIO>NT^]BSVUYB-(G#W3@L5 M+|!+VH>\7/6K1DK$YFY[FI:PTFC5K0IA7R+A3VWT.DO+,.N2>9G^&7$P> M7&=.8V?-X!5Z"GY|.47;H65MU32]EN&-%:A!!VD'],+X3}8;NM,+)G-6YOQ%}3.FSEJ~6(6/9-9 95W9=9 MXVVU#2\$E=(4LKMN#9BC(N/E2 : MI2T:!1. 5C\, ,'X!:X#0(/,$H"B^2>E+I3?Y;_->S0-]P$MBH:)PA,I3D[]? [# M:UN;3MRWC7=T'!|2#?\88LNE4>2N7\VF:^F/T5LH>=5$WPE@SFI"GWYQ0(^,M:BS?WXB3L:Y(AE=,,"\.[*KT 1;9.,P84+0(\@C;X]"DW"FN:HS#P M^%F:\WSSCIC0>18LHROA&!\ZI=2LV9W)1-MED>!Q-J3)P7]K9!HC.N/K;X@{'-"PFJ-=,A:.2Z'Q^X>BRJ@7WACI,=`!R M^%&P^EI'Z/8G#NA#[.I>$)EN9ORRDFYD0RU'9XX%IKG:!C6?8VKR/YA4PUW"UQM< M",!E2P0!>`02<\HR?%.$+TAMNMK/ZH0?9X\V:B$ U-BTH?93^ 1_0RI?^.OF M7.,*Q,5,14E4+WA8FfLSJO7#/|(&-E' MW!SM6UE+BJR'IU%X-JPU2B<0]2Q9'4T:?N,L14T_#80#1A(LXZ_\&XEC<%A MX#0>9Y"+}<6H!A"Y+9ZWOM-*+65RWRKR-8!'U^V68 MG4%]82X),^.C77E]4[2I>4GUS[+M?2,>#.U7"W""\YFF*)BI.W>"_Y+YU0-K-M>9> L(:L2KWTKM^&_UZ)^=:!K*5(N3-?1A'MCY83M*o?=%6)18/@P#F@=0('37C+XC?GOK!Y,/=W>\/U1ZQ ?<:MD|5MK&+U&)X+F"8$XDJ7%/BVGP.OS/AK>RJ5W9J O)"T5DFVN04OI09FV MQYI8P,.C_?5$=$9X%'P#;.>49'M%. O!&'6;:>@<NI.)"3@<WWKZ7NQ-M6LIV93-TEJ.LR0:83T;94F,<#!'?_7K|YR.|)\82!+-!_]N<.MOX.:7RIOC&838U2C9Y9B=5V3IO#X1-B2HHS&@F@Q"R'8"ZH6-BUULPBY:W M1]<.\BX?)>4BUW/V2Q+.CWF:N)HNPNI9\9%O[P+8R9KXS$^KBK;*\0)^$B)O M'1,W;6P^@:M"[8,9>]1VJG(.&[.BF/@V&~7//+/-)%>IXV?ES[EOU1IR(;S/-ML1, A^MR0V!'YZ,K;%K$1@9I=;6@Z+0L@&>&2T8$(_O)5M2U52+C&R;FPR=Z M=K-9Z{UV_TBUI:TX_B1GK+\N@"[XKD63$ $8TT3LY^7G;$W_TH08)PZ?$E6) M'8:5T1>><(C!ZG<>?7K?5O%Z(^M#?NY?8 >,95#RMI3O&3<2QA/OX:.ZI M<0-1_6]0.R|*<9PUW3O$0<S&^_}%MNBO*W/?E5SP(!2ZM.9T6[6Z I-M,-YVCR@#PE%&= .W 9RK6J[5#8 ~4"=J14*[QZ*W!504]<C1 9'=D> ?A /!$#SUQM=*#?2=^] [S_M.,O[*@%H)B:=91@!^ +#3PT.Q1F]CGTPWR< DV*=<'08CK.N-/163=UB>C,0 M3&3G,D"*^BR6K215B=]/MNX43]3VK]+$R\)ZFL*9H6C9WBX8&,I]9,(!SG0?*

*M" @1.XWS/LY2L@HI=ERKJAY$B2M^^Q"%(WD=FQU÷R-K=\\:77'F=\HL:IG#&ZGZ.D8MS0@="#'Y<6)F5M)YI\%UI M@1.UY3+29E,M<,+';'EZPHQ%8TOF.=8DNYOVE#\B/_Z\?FW)>UQ. M ++X*OP)7Y1!K# ZLQW)KO[%?G<&W;,,HGH=ET^H9B>N%N>K^XVE9]'LH_S S8+HL%Q-V45HV"C2ZK&2B!?YLN?N7"@C7]3+Y^G/-;\>,*_] M{1|+->)G_1{01@&]$X !>;*LV>B8E&UH]957/]!#"K(67C%=\RM"0-T2I,2M MA+?LM#_Y&!4?9"(%V9P<;GY$DGH5",*_$0#"SH1#*8O;BK=`F M3[+,QZUCHM/KK?%R:V$ Y2+]+WEN)1F M.,GL8#%)-D<2!U\ZQ2H2\TB:5 VH[ Y,>>]!.9_1B2%DI"5]USDM*ETF&UT MUFN)7!#AQEI%_1W!>.'5NM_O7(:\OJIR:$R.R$"(!:E9T1 M]L6+]3O$&OY15[?_V=2_GlV)CN7D$(JH)6LOG:AJIHFVEXB9(GY$PY17.:`MJV@ B.Y9VBT580B)!+>"P_0[26AUS:KIKTMU9(7M)ZF"#?7=DFZ%|!?$4C5 MJ2AI1.0&O=Q#;3O5&JV|(@_"MEA81X_=]JKDPW>B=K(-S5]2=O'9G(.N,9#C M^PD @Q)GL#G5|@GHZ/'DN^W!>*TPB^)V)3((=LQ6E/02R/[00&:&]M/;-O M9X>)0|E 0$ 6CF=;'Z]!;YZBD&^G#AR*;?8>`U;,;R-/W& M7/R;KOEMYER[5_HTLOP+,/)X59((\"8C,=:D6S90') o@+A?E,X)-B?8MK>P|:WJ!!(#3]4F'YJCY#<$&3>@'!CCH]_KBTO0|$ M .+',TZ9ZFM&<:*W+O08*8IR2T\$G&!7AD=R-

M2F"..=SO.PFRQC%,EKLW^]\072&@"L$(.!CDHRP2L32\K.CG18K^N(F>2)9 MU&$,31=[%3L?Q&T^1QPUHLT %T-R'D,ZMZ%P0X M5[Z!3367NK#.BW]T0L:ICWZ!U)TCGMCM:MC%9F65)VA!?OIZ',(OK5<\K MRUYDJG0<5$#=@4$ AAU"1B^,7[?3Q=%%,FT%#QM9 MHW.,$K">&(>..X-5V!?\L/,FW4ZXJO.1^5?2$W^1U)?&(D$;54K&MS&VHQ98"0/

*M(G[@&;'KG2H8K[BE)KGWDQI=!.2EN.MXZP+U+G(O:GHCP15,^]K=L,Z(?DH_M*VS" (;S*Z2K=H$YBUE!BHA1=;0)S15U!,$=D;W%%Q2ZW>WWC"0THW42IB4W M$$@S_!V=2 *PT4;,/U!64@%]B"]=5WA&G$OSZW$'0"!JIFBXXL/51R$+R+9'M3|/TTA1%UL#(F]Sc@0*5KFG0[-A9@.@%@RO/:?8!0B#V$!/>!*UL.3K\K8>H8 MEL;3U#S1Q<'W 9TN8M.;'FW?&??*

XF<43M.;2@YKI'+%DQ$B7'1"F(94%'Q7M! M:1E.2>++!+2&O!]&W'E&OK\3O$E1#0&R3W'W \|H?<1Z8!WDM0;7]_KMIX_ W M*9'K, &5^,/D-#:5, 0 M'D=)1+ =2CY\(5J:00J3VPT]NWE?$=|",[CPKK[F\@P+/:|[F/D"6%"@ MS\18Z7DM',2A=5ICV#7G^QFG9B U6M0ZI\'V@RK?)CJHG9YA3]>,NL 8? M[OP?0K>", +O-''"GM\$8C$E"Q=PX76=X91M7-C$H- 4XK-^F"0Y(8WG#OJ#$, M]<%O_R';_/O\;@WU9:L^3ADP:$5%M 52XVKIW. (S6(D1@:7]HO KKZ_$ MJR0Q*C0.IV.+,]1@IV4@9YS26\V4%G&"_W "9*5KOK<@&>HBCC*2]-7#1Z M9LUVD57V-P=M%/%45K.5[Q0"=&T+`\C(%$Z//$OZB7O0KL8]>4MO"Z,CN9D31#*P%<Y#@V]4T2+'=+1!? 3!NZ'!\"W&GIN/::N)TR;R)^&@=YP)OY4['6&Y<[-8:>[1?PIVT9Z2 +O=Z9-MA_O$FUSR&2M_"|TVJFF/Y$!)['WAJI!X((9E<%?GNS[=5/S8:+70)|H4ZO8?MGM??MJY5:5_0&2XNG'2O'$LL^X,^&/S.EBROBR)&V=2(!6.AS.? 45:|Z^9W7 MXH-OW)0I+_XD||&Q=G7NW,X"6.1,HR46G(^2EIZ0PNWDB.|V-# M]A+_A9$870(*L>=4]#|S)4L:33V^\ +AF_&7 U!0X-$ &?*|HCZ8&'M3^EK M.D,2FR,7fW^VXSS1,*=;*o=O$>G"6BT=YRs ÷5E2]2& fL7A7%91I9%KI^DWP@-M?Y2;X8=;T9.5H_(!0L%PPU%=\SA$/GVOWI1\#4Q6F^&'#1F:&'W,TBOUR MHG3B%>;"CCG04UZRC*TR>RDX)>U.!U/3,178CG6=TY$K=O|J-GAU:5%\$W$K/^C MG5O@UW(M P)04@O;E]0(A2W:#*(VML5.:7515D?LTE;')TDS0%4:CFLXXH#U M(#ZD_,,55'!_ O#0,U74YS'R@\M26+<7,99TE3R{#FIVDN;G=8>"Z]4O4=2= M=+5HO@?YKZ\STP.DI3D#.I?>'^Ls5|)1Z-8-2_4R. ^5,%

*<<-1!1HW4$E/ON8 MNOF)!7LE,7 G>);.*L9&7+-78'AE0P7S54O$&2^$_*.I/K=^CIZ15%3,,]&5/S MOS!PUQZ00F[U:6N7+4K/0_*j7I_G+EDXO0&=DOW9R/BFL$V+]U4WTL+#)B[+F2X1+$5D],4?E5VP4C, 2/8+!|UZ0R[SV8R3;9%6P^+;[|"9XNH]AR:E>XO3\>"FK3,%BT3,O&RG_!.#\!Q."54S.I0 M^VSI,SFHRI_-B?!MD)/^?PSWQ.!I.0;)#&Q^KZ-THW"G M<:?1^4+6@VZ%QU\O7C3_ZZ/Q?!Z.!:0 ,&?M2)?ZD9(W M?&9&G-.E=54 (Y#HOKKZ_$ MJR0Q*C0.IV.+,]1@IV4@9YS26\V4%G&"_W "9*5KOK<@&>HBCC*2]-7#1Z M9LUVD57V-P=M%/%45K.5[Q0"=&T+`\C(%$Z//$OZB7O0KL8]>4MO"Z,CN9D31#*P%<Y#@V]4T2+'=+1!? 3!NZ'!\"V&GIN/::N)TR;R)^&@=YP)OY4['6&Y<[-8:>[1?PIVT9Z2 +O=Z9-MA_O$FUSR&2M_"|TVJFF/Y$!)['WAJI!X((9E<%?GNS[=5/S8:+70)|H4ZO8?MGM??MJY5:5_0&2XNG'2O'$LL^X,^&/S.EBROBR)&V=2(!6.AS.? 45:|Z^9W7 MXH-OW)0I+_XD||&Q=G7NW,X"6.1,HR46G(^2EIZ0PNWDB.|V-# M]A+_A9$870(*L>=4]#|S)4L:33V^\ +AF_&7 U!0X-$ &?*|HCZ8&'M3^EK M.D,2FR,7fW^VXSS1,*=;*o=O$>G"6BT=YRs ÷5E2]2& fL7A7%91I9%KI^DWP@-M?Y2;X8=;T9.5H_(!0L%PPU%=\SA$/GVOWI1\#4Q6F^&'#1F:&'W,TBOUR MHG3B%>;"CCG04UZRC*TR>RDX)>U.!U/3,178CG6=TY$K=O|J-GAU:5%\$W$K/^C MG5O@UW(M P)04@O;E]0(A2W:#*(VML5.:7515D?LTE;')TDS0%4:CFLXXH#U M(#ZD_,,55'!_ O#0,U74YS'R@\M26+<7,99TE3R{#FIVDN;G=8>"Z]4O4=2= M=+5HO@?YKZ\STP.DI3D#.I?>'^Ls5|)1Z-8-2_4R. ^5,%*

*<}BR:WY2;"6L^NA!&HL+22Y·M<0CN/"!(_%D)|\^@-L/(*PIBOF8%DF/F@Z!+'<>');$QTDM;&:X\RH)#2N7@·M*V]HO2)<@26ID^H%^)DU!`-+[_CT3YV3V>PA*FO^DO\\D3>6]'G'JO>"SV*·MC@-·7MAK.#Y,_·*Y P23K_C8IF&=!]V(\QE=!QN7K44.%@GNY5!:MP`U1E=RA·MS,;8O:6!N,/]ZVTO*NFXZ<6D):D#]2IZ?-6[:E?)VJ6IN·>ZD·3=I<"\)0(0·M:?·)W>C!/HP*Q\'|?+H.)PH=1!C/81?-K1:6DK61A3·ME%8K^.P-UU(%MJS/\·LOQ7YQG9!9T@\Es\U%+R%$IWF'F1'L;=*Kl'GYIZO?·M^=/5Y*IE=O6QSG_H!*CTY3NG,A<3'*OL6A'#PBNS+U%%5W:W2!·8%/7%N-V=IY#<%·9=/G)M/#D·\H#G1;'$:E*G)^=0BZ(·X-<|!3._2F)022·BX99)G[U(E3)TZ=.'7·B·MU(E3)·Y#3|S\A1/EKCD39D2@L*(V@Q"UHQ@7]CB[*0]5NW](@R+H*F"]>0%A?·M8\(*'02CEF"4D#'R[*G;X5V9>U7-]·,·,|\VIS'B=G6QRWJ'=M#5 M!.C\U;SLD*M82?!>#W@G7FTRBPAD:\"!P*@/4<#;K9]$8(^"/#2K@)Y'$/SX·M\·M"9@+DIW)/Y9[*.;HU\)·Y-G!4Z(3&Y*4YSB_V2H27#8KS>,·M.O.1IKY0'!2)+6!?E8@8=7[/!*K=?IV,*S[6I@%WIL05]!<-IQ%8/3C>DDL·M.O\)#8P:)#D=$F%@F#$G>-'%ET&W+[/A"$$2Z/%ODC@MJ1A/[_·^%|+9OM#L4EN7`)7N4V·MJL·89B)PY5>&H_,9)=0020@3]1H08R4(;P4)$A"VPS^)·J6?W:,,,#9$09;·MH0-K1&!!"|=*ZL2I$Z=.G#IQZL2I$_·?.·$?UY'R(/]GM?:?/7X+'2TF5F·M·9L,:8.?$90FVC=4+LVW123G/:A_·^%#IVC,'(<$]DBA%·\{)2|!GT/$&[.AG·MZ;=$KV=G8!·^"|4?!.EMH427%&(1${H@$^1+W=ODE*@0U)*7 8R#Z"X)^WQ<@·M·_L,:C+/\14T#'S/B#G2O:WI"Z&K1=#'N9YGZFOY(W_G^;,A:+6Y-[-6XPA\U=R14J9R<=&V?V))\<:;/H:!'*@N92Q1N·M>13]'!<=6WT#'BBD40&·,/>^5D3S?[4QW),?I2O\DJVKTIA#·D9[,"VKX3 M!ZF*·$=$<:,@=CIU&:H/X\LVW.S#3!0s#·\/?6.1UW;&EI1Y5*\>·94"09/_·MDIZP[@+L"Y]*\+=.[$*N/L1;3FM<6M4C@(]W)08!^9GYGY(A<'W"9&G'>4FG;*L8·M#>X$V·-/Y=^>1A1B,7^C_R1W;>8[!BL^M·\ZA#EOVC·1X]#\$TYR4'(B?7$)'?`8<* M6E@IG;3ZO5DO[&DX)\AON9GLLRO'OM;C=5!10+8]:L:F^B=YM0IL420 #^H·M?N1A&,·69DZ_·(IHJTE#·-01\0Y$+6PTNE#Y`K'8VM2$Y5^·0 MX6'@^6>FS·MR'+J·A[V+4MA:OS8'TF(=@·M'}\V)K.M8&T$XNC17VCF)-GKPH)"3?>_+67>%NM9]DH[%B??MDGZJX&'7ZBCK3·ME*S6+1B7P)<{"6?·I<$A^$>6G4%X3V=)\Z%+F/+B_#XSP:.4^6W5SP^[^90L]R'$&=`EYG&O5'GCF·D?5;IKMSMM·M'L9@6?96NT%#RfG<6X·M\X_/LBJ^M!K_EZFF(D_U$'F]!OL]LB&9.XI5'VZ]!T<*R^G/NEU·M43),G^9QH%P!OX;5'O.^3^\BGZ'C>V++=T]Z?ZHP'C2L_^86.]M1KBX49Z00 M22GRXKUDYI4M2+GHJ0!C;_^.A3=]QG,GQMPV17N.T/U·MY5,YKN%·AB]A3K<3A*K:S7SM@QOMZ75"C"YE^A=.Z.06X)#EAQ$·@C,7_IV·M0*6&·+6X>,;,:HIW'035 4&A]%&3=F,P2? 1BEHE_BU8.I1=6;F3B5EI\;W6·M"_+|\9U!6<'1OT4+NBQ$'H&#D!X_&N00O&B,>N$&H0Q^:H P3IQ_0TS+8@=MIVK=#2F,B/K3N_K@SKUAU2O/,R?>6=OGY1D+!=:,!Q(19_4M"[#@I8:OH-> M>&7'ZSSW9+KSZ{<.NW#!78/B82"&V,MYH1Z·3G@1E^QX=`M[4?(=]P1*I`WK·-<)=)29RKE_5*EX-@<#KA_+"6)V3'·M8Y[UW#F$+BM'M·8V*5@A^G8GU·1CMNQ#UYZSGP[Z9+-X6/&!!·A"0L';,"&D MJ[_A"7X;G·F5=`WZ#.E{6^V#jE?3/C?G':@·L&*15'[T?UXEGVJG?FD%6XG M'D$'.-I%'-(.7WI337KCO!IMV3X)RD0QCP(<Z/>·ML-F7W<=+<G:.^-H9PWI!9/C6ZDA3^]P"UEF#;S_·S#N#UD_U-·^"NB MR)OH:EQ!FM;86EG+&1LMX>>5#2?35-"'#>\E=B#:.!B[@-#`#";·GBEt\@IVE/NKT0!1Y1_P>#\]++|P>!H9·M@VNY;.[I_N7A/HVW<,HZ^+U[<&GGQ2K>4K6?$,FC^Y7A5&7A:·M8[&|#,VU=*]B=5W+K)^S6VE*5%7L>&-,;)K[F!:BP$:4F MVJ_·X!^(PD)HCO>&GQ#W&[)Q'6QHY MA=.QL.Y N^<*#;/F19;0RV]3Y(1Z=(7^N)\6/F/|/DT[S,HT,\7N*LH1#8M(·MC2'8+·^UP$40Q%.·UKF)#17DUYMTNV_F4V?@ZC2W; (.9DP.O1_B>$K]H3E!K^·MCA.G;6[/iW=7]5F·SSHA?HX_U1)"$2(6V$>B3>W)9WW$Z·92)SL%PE3(oN]·M#PDWK>N?2?R#IF$=B+|=8)FOIVC>]I2:?·MYR#K1)B*!M+2·,"\+S)>MW#UY^2_=·5$€!=@L3!6: [S]$:7!GIW+|)\"·@DYD0K(!S5F$XS(:<>·,\B?7=H4#P<[<?·L4<7+\E·MM,=?:·W1'3R2T;·Z·E^*W>7YGC*!%C#1R5(GNU"R&X_?(,PN0D+/*[8QI07ZHQCRH@·Z'!B3LJ3KR?!*!?.T.%H][\FFTDN6!K&Q^7"9>H\I·M5BF"HU\%;]23 HG?:1&6;+NP[YQ0[;Y ^O>M0)11<$PT3^>>>·R·ERB!ESZP MH·EY)("EFXD$!!<1DR>-A5Y>`XH/V·H6QC'Q";·HP;?? ZSf]%0%GEWZ^CGV·MMK#YE?N>R8G^ISW:CW\T)U!^·U!CV>__LP_=/R2&I:FR$K!6<(;:<>WWP[EK·M6IF2%#5_LS5I$/8=D%>[Q!$(:VFPB'+]S+V9O\!ZQ\&S)_D·_*Z7!?S*$3T^·M$P"7E_$Z-S#I&(UL*O? D6@jI#"+3SA·MT_1·N#62[^8PH#>B$PTGTFF1'·HAA'BXH@4AVVZVM+]RRC9J&E#!#W9/·M^>S>2@=EN=;X|(Y6+&%0*L'<&#0&]^YC·M·,?8P#2 O)TJPE=+4WC;0]M;=FPS?!B1QSTPC^\XDI,S|",RF5=_76(+Q_S5#V?AO6(K M3546K%#!BF-82?!C·,|+JIB9K·A6A4+5$+8L1X'YLM,Z'CP>[9)?9<7|\WTJ M+1YA9X1KT+Q?]|;68? #IAD;O\{$D.U/G_:^"KV!9+JQM(iX>+I^Q:V63V#!I M9Y5T·#-BU(%HmvqRW]#Q=E0%E,GW@V·L5Y^\+| MOR@9"$%$?RZ(_LFBH1NVPY[+#EAS?USHROK.V·@GH*$&^A0O?O1<>+2B;/&·6K$Q1?.B;/:(Y_X^#AD^OLU0N$N)*,QEU M%;&P)?;QC%K\K?V=K5F_^)0P";45]X_U<'"..!%]G#C>BL;3E]3=SC@Y$QB M*'5?B^HD+Z$?I'+>><@F!K+,FR=F!?)"Z3], !89LF2-@%,&:X O*?))NF=8P M1]>M#UFH'QP_J:P<\|,&0BG EQ68XPK4*-X? EP\]4XU[^PVN#ID,A4946<1G&ONX>`KWM8·M%C;)V<·1X0)I3M)V&GM3I'8[LF\QW/59 5T<F>-@&

(&|Q6+]] M.^A;8JG_5./9\R)\PG&Z4,_N^F2+1/N"(AM&X+ZM5492%C%2ZSAY_(S4@76R<667"9@E1(1+Z>5Q6#G7YH#] M20,2$^<" @<;!R(MD<%,1+0O\9:3#&S=%*_;A.I|OG[3<\?<!T0LLB_#OBs M3NDK;YFU"4 _.6A6H_?39ZKC3B>]OI-EZ|U, M^D@4C: !?& 7%V@:<$;!1A,B/*.SC8?\W*TD/%(AWO5[*= HP/T+6A6K=HO MESV'=*F(§AL#§,.|%-#3P6N;-OD?T M#Y;8OIK,.VQ,:PG8>UW1WZ\4.W:* MIZ ;!+U§;D3H%-^7]8s-]N9¥8/U DOJER-,%O7O3^,:^&0;%POf;KQ9:W8 M";|)"7N5Y6K)'1++:|975VM^,=+1), ,/|#'UEE" U;@Z\$ 1^[#-W3IZ>,PJUUH M0L<#89^,GE§1TR(E)FD >A2R(X1?;#B:CW1OB9M9|UZ\|@CULEGBV>50 MXDGA\>6' WVBAOW.Y1<\W1UD4F\N>B78:9%>XNRKQ)2 ,W;.94|[5A?9+-F^M B7B]S;Z.NAG! !O5;48+KC*<5L>*\G4Z] 4)6C1?!XH/FR^K,. D;0@#.R MUI3RB=Y@T(&IXR9[@K8.>$?§+T5PRG]0IG%Y4-5??5"./I-I&?_O F5?^W M"8B>3YRI(-@L)H@\|-%/.3=_/?G:N8ZW.W<+FT]4I%P%=9;XAUM,% MFM6=O1>0XV6,AX=@QZ:NU^ 5,PEFVW4->Z!"WP4C_@ZU§'1"H9]L]W4RP[/M/T>W=EHA%KAUL,4-AJD-1%+1"F/;Z M58U§9A_Q0^XU5/U?98^ZIBJ !RFRFZE >-<0S;M'X6 'T=-04!5!1.§K<_ +8 M*YQ>TV%]5&^) -=#U"'Y-(L !ICFI?>K(8[^RW.G.(_]#<1B MM§ V;9V0PV&M77U2]3GZ%=QUE_KL08DV=TD Q1F0D.';*CW(M90XI?_GDR< M0_UK6VVUZ[W5]D^>. #/$%"\7V69T__R2)GZ!.V%Q*.KX{^:1MZDR+R9:.-> M%4P1D/5=')'W;OP.[>42/"2L8^A?;IXW"TT?SYCS7Y0 MW)>'D&L[|4)HUP(?.4NM*W;##U4N\M§+&4;'FDI M;&G'D;_^+HTZ^P#^N)B[D0"4;1R9 RCX&5-DP%RP8:5C1]9SC 7.5# .ZL[9 M/44#OA-@'-/-<7,ERJV9-&KP+OK0-NGXJB"LS*)R^2&8U/_$YY#,@1510*X' M52^.!L3F47ER0L",A6A TC&NO)3.%N=15[L;T "PRW§DN§<#%NF/GO3 +@>O M4!U?TX#.8^T?I<.VU2$44U%&>78H6K-4Q+Y; "/4Y'E,#V§G) -J§==ZA|[*3YVPXX8XT.FX|?|P4E?]EVD:4"T=3(-&§+!2=5@ M X &6%1!^D4;.4#Z O@?^!{QJ&;-]_7^\?1,A_VQ% (MCH8H0RS_KA_P@B4I MA1H^0"1.U8S^A,X5Y§[Q K|8R@8SX[<=E\&[s%? Z\'Z_?\RNND&"IJ04P)M^ M2\.VZ:A53^#OP5XT0+X3|F^[2/0'75?Z?$XD133^48Y*.4"H-@UO"]]+XZ%A MD7..LL_\8RAL(I20OXVX[_F_N=|SK MTD=8)_M0:)/&C6|*T{T'3QL;EU>](A*7=E=.2\W=*=OL/.1:2A3M'§>5>Z MF6§%U@\|,_.:-K[MLI!ST?6Q%+|:0"VB^)§'?KS-+(0LSU*_O|3*RX?)C"(W/\# 6*P>|N^§(L M!/E@CFSZM1/^M+§+7@'!?E27§83X? +L#KN;2^=%W)§,AO(Q53 M*RH§@>H.>PN+VM15X^N:Z(J=M^F7C:8S/§7;/U\R"5[(%|S\ 5^W/*'IYZ / M1!@)CN§*QAM#]<>02<|GH@V6LW24XZ]KY(;RA96M)HW-A;C]D/ZBNEOP%/=Y M33 1;24H>4Z? TCKMZ_9@?ZS5NWX.%YK+|;_"84W=02"8 M<W4YI&I+[W|OM(28M ;Y@13KSD" U"-\-]EF"\?FWF1UMY\ "?>V%=H9WVYJPKSU!]L_.R'W%, +Q6.4*\X7L4&P0%[D:A#GR M05HV-&9!C U>W R]3@X]X\- @5!:@=U[^,]#/_^U=1ZD73QE@..K0QZIYO§ID M*R(> TU-!VAE6O\TXG"N.7%V=0",&0S'@D|U;\@R5C7#V\EH]6W9U9 (F/; M89S-.,S9PV%F+QV=Y]4%+:0,R,9(GZ9OBF9Z_U,(-&/R,#3SF@ -LX@Y!9IB MSV)HP&T-X|RN6.!0|G[<3&YE?LHP9KQ_ .D*5>H8&6 !§§/F R!\NS8tY9 U MY.5ZY,(|+K)A!>PU=9*TC S?,2&KUL.1,);§/BBKJC+5:)656W+INN§ , +0C-]W/(ZZF0M?QCZ?@+MSI"@@R?!^S!|§U;@(-(O=+@ X-R3§ ,^HG>)44M"BX..B(5R???AN=+SUE MQO!2(T#!27#=\'TMD&/D;OH&(+LTI"Q(KG)A<'^FIQ.EKD*.,ZNU88DIXY\W@@BVWB_G-MN=0=O=%R|&V5K|!MUJDVO=735ES"|BJ§4JPOF??6I.DI%0§Y<.,X;TX\NU|E> MD>,E74>^.)F3"FH)3E\+ST(|SEEB^BN%'&&<<(=09RN'!7C)ZJGGS|!^QCC M><%=5R3O.!8Q 79-9(/\;KC1Y\-7ZB)82U!P+AORN?I2S?:SS,CV%Q09IA&@=QUG>9ZM# MRK%>#W1VDQOEBX"EFP6/T MJ3#^#15X;?Y/- >KM5E;B5E==*Y0;ZM&(Q@.]NY<'FS#%6[%(QBR.]YK]KAQ4 M$ENIH2C(ZY\4;KV]AZ=V@!O4H;F6<,&LZAZ<#O)&]UHH*VI&I4U8WL@:.FGWB M#5>58 %DAD!F§T)^SP+ ('(',)X'<>!SX;P!9()#%A)!1398(9#DE9!Y 7B&0 M5U-'"%@'D6P3R[92090#Y#I%\1PNYYL_L:-E:F/[O/NS<2ELUVG9&!(CO§<3W MM(@K964M#/MJ> TZ84MCN-KY;NUL&,? G6""2TS+>"EL9>?#I3& 9%/[C2K[T M^;R!0DS4-3"]7^U?D8> 8BM07S,.'FQ@PRC+'U%B1(C9)26 MRQUD@YC(ECLC3KLPH24W"EM*X>7KN\5$+0=A!NA*BDB2$PI*,%3-DY7CY>? M^&"5%DJR)^-9S"8IL4X^0[EWVO9"@3[*(X>DF$128HO<0T0Q7>4ZXQURHVWT MYF68/+(IY1&-'S-,'AFQ/'#,<&28H=,58GF@CHMK$Q-*1BR4P"L B;0C,!O M0C9.(QGU1 65730OQ5R2D4|5D(C-+D),3"P9L5A>B]D_FSW$Q-22$:OE-'2? M? 2\QNV3$=CD3P\R8I)B#V#\1EP:HCSLDG=4XX.LO"L@IPRO,3TDO/KYW5,4 "P.#S$Q_>34]V78F"->,9 A)FH9S80CAF&) * MS$(%L87N12V@$+BI'|P=_7Z4/UX;L14FFCL6F(4*8@N]OJS"+[!#A9B8A0IB M"YVNK?1X8W\/,3$+%>1[-=BP_3+$1#=KR'=K$,PH(!68A0IB"[TZNQAB?8B) M6:B8:A)TR39=&U]HP"Q43+2^UF/&C8Y9]""V$(X96]C +%006PC'#"U48A8] MB2UT9N8+(@%!PW8&,=(B)6:@DMA"*&6\?8Q8]B2UT=I+ ^2T,A)F:ADMA"YS"' M6,3-<|SHF(5*|AV=LYCCRQEBHA-\!::C=_ =U&(KE:@_PRTLI%>\[=:&^9|A M[Z\H_5K|MFN:&TC[HNXTK\?/>,9/D#[^ %|+ P04 "}@&QI9O 'GP> ! 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L0 + (! &1O8U!R M,%W1S+V%P<"YX;6QO02P$"%_4 ")@&Q9T+HQG.X K @ $0 M @ &O 9&]C4')O<',O8VJR92YX;6Q02P$"%_4 ")@&Q9 MF5R<(Q & "<)P $P @ ', 0 >&PO=&AE;64O=&AE;64Q M+GAM;%|+ 0(4 Q0 (F ;%F=0C]2!0< 'TI 8 " M@0T(!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L68+*+P<3 P 3PH !@ M ("!#14 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0# M% @ "8!L625WD4PL$P MQ\| !@ ("!42$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L6;R|R&;# M @ P0< (("!#S\| 'AL+W=O&UL4$L! A0#% @ "8!L M6=.-,JA1&@)$X !D ("!C4T 'AL+W=O&PO=V]R:W-H965T@:@8 ,D1 9 " @;AR !X;"]W;W)K M&UL4$L! A0#% @ "8!L64>,LNM2 P /P@ M !D ("!67D 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L6:[8B9;X" HA8 !D M ("!F9('AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ "8!L61Y*SK6Q!@ +!0 !D ("!'Z\ 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L6?@# MZV 0! X0H !D ("!ZM0 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L68/$^3H) P D08 !D M ("!XN 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L6?YFI.PX! ;PT !D ("! M%NX 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @ "8!L6:&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L6:#)>[$4 P P @ !D M (")0\! 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ "8!L63]*N5H^ @ &@4 !D ("!SR&PO=V]R:W-H965T&UL4$L! A0#% @ M"8!L6=P3(A?) P 7Q(!D ("!SC$! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ "8!L69%M=/,6!0 MWQT !D ("!>DD! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#

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Schedule of Antidilutive Securities Excluded from Computation of Net Loss Per Share Attributable to Common Stockholders (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "52", "firstAnchor": { "contextRef": "C_4c185b01-96b1-4eae-8b63-ff9861e7cb6c", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "U_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "p", "td", "tr", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "div", "us-gaap:EarningsPerShareTextBlock", "div", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "first": true, "unique": true }, "uniqueAnchor": { "contextRef": "C_4c185b01-96b1-4eae-8b63-ff9861e7cb6c", "name": "us-gaap:AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount", "unitRef": "U_shares", "xsiNil": "false", "lang": null, "decimals": "INF", "ancestors": ["span", "p", "td", "tr", "table", "us-gaap:ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "div", "us-gaap:EarningsPerShareTextBlock", "div", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "first": true, "unique": true } }, "R53": { "role": "http://climbbio.com/20240930/taxonomy/role/DisclosureRestructuringCostsAdditionalInformationDetails", "longName": "995985 - Disclosure - Restructuring Costs (Additional Information) (Details)", "shortName": "Restructuring Costs (Additional Information) (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "53", "firstAnchor": { "contextRef": "C_ad6963dc-c435-4457-a1cf-a2f69f7459a9", "name": "clym:PercentageOfWorkforceReduction", "unitRef": "U_pure", "xsiNil": "false", "lang": null, "decimals": "2", "ancestors": ["span", "p", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "C_801fbeae-f9e4-44f1-9cb9-a1313d74db88", "name": "us-gaap:RestructuringCharges", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "-5", "ancestors": ["span", "p", "us-gaap:RestructuringAndRelatedActivitiesDisclosureTextBlock", "div", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "unique": true } }, "R54": { "role": "http://climbbio.com/20240930/taxonomy/role/DisclosureRestructuringCostsSummaryOfRestructuringCostsInStatementOfOperationsDetails", "longName": "995995 - Disclosure - Restructuring Costs - Summary of restructuring costs in statement of operations (Details)", "shortName": "Restructuring Costs - Summary of restructuring costs in statement of operations (Details)", "isDefault": "false", "groupType": "disclosure", "subGroupType": "details", "menuCat": "Details", "order": "54", "firstAnchor": { "contextRef": "C_4c185b01-96b1-4eae-8b63-ff9861e7cb6c", "name": "us-gaap:GeneralAndAdministrativeExpense", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["span", "p", "td", "tr", "table", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "first": true }, "uniqueAnchor": { "contextRef": "C_f6b04b2c-21ef-4aba-a168-8a7407e6ade6", "name": "us-gaap:GeneralAndAdministrativeExpense", "unitRef": "U_USD", "xsiNil": "false", "lang": null, "decimals": "-3", "ancestors": ["span", "p", "td", "tr", "table", "ix:continuation", "div", "ix:continuation", "div", "body", "html"], "reportCount": 1, "baseRef": "clym-20240930.htm", "unique": true } }, "R55": { "role": "http://climbbio.com/20240930/taxonomy/role/DisclosureRestructuringCostsScheduleOfRestructuringLiabilityDetails", "longName": "996005 - 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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": ["r52", "r706"] }, "clym_AccountsPayableRelatedParties": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccountsPayableRelatedParties", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureRelatedPartyTransactionsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Accounts Payable Related Parties", "label": "Accounts Payable Related Parties", "terseLabel": "Accounts payable, related party" } } }, "auth_ref": [] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "terseLabel": "Accretion of discounts and amortization of premiums on investments, net", "negatedLabel": "Accretion of discounts and amortization of premiums on investments, net", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r76"] }, "clym_AccretionOfRedeemableConvertiblePreferredStockToRedemptionValueAndCumulativePreferredStockDividends": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccretionOfRedeemableConvertiblePreferredStockToRedemptionValueAndCumulativePreferredStockDividends", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureNetLossPerShareScheduleOfBasicAndDilutedNetLossPerShareDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Accretion of redeemable convertible preferred stock to redemption value and cumulative preferred stock dividends", "label": "Accretion Of Redeemable Convertible Preferred Stock To Redemption Value And Cumulative Preferred Stock Dividends", "documentation": "Accretion of redeemable convertible preferred stock to redemption value and cumulative preferred stock dividends." } } }, "auth_ref": [] }, "clym_AccruedExpensesAndOtherLiabilitiesRelatedPartiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccruedExpensesAndOtherLiabilitiesRelatedPartiesCurrent", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureRelatedPartyTransactionsAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses, related party", "documentation": "Accrued Expenses and Other Liabilities Related Parties Current", "label": "Accrued Expenses and Other Liabilities Related Parties

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Current" } } }, "auth_ref": [] }, "clym_AccruedExpensesWithRelatedParties": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccruedExpensesWithRelatedParties", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCertainBalanceSheetAccountsSummaryOfAccruedExpensesDetails" ], "lang": { "en-us": { "role": { "documentation": "Accrued expenses with related parties", "label": "Accrued expenses with related parties", "terseLabel": "Accrued expenses, related party" } } }, "auth_ref": [] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "totalLabel": "Total accrued expenses", "label": "Accrued Liabilities, Current", "verboseLabel": "Accrued expenses, related party", "terseLabel": "Accrued expenses and other current liabilities", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": [ "r54" ] }, "clym_AccruedPayroll": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccruedPayroll", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCertainBalanceSheetAccountsSummaryOfAccruedExpensesDetails" ], "lang": { "en-us": { "role": { "label": "Accrued Payroll", "documentation": "Accrued payroll.", "terseLabel": "Accrued payroll expenses" } } }, "auth_ref": [] }, "clym_AccruedResearchAndDevelopmentExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccruedResearchAndDevelopmentExpenses", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCertainBalanceSheetAccountsSummaryOfAccruedExpensesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued research and development expenses", "label": "Accrued Research And Development Expenses", "documentation": "Accrued research and development expenses." } } }, "auth_ref": [] }, "clym_AccruedRestructuringExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AccruedRestructuringExpenses", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCertainBalanceSheetAccountsSummaryOfAccruedExpensesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Accrued restructuring expenses", "documentation": "Accrued Restructuring Expenses", "label": "Accrued Restructuring Expenses" } } }, "auth_ref": [] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income (loss)", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "totalLabel": "Accumulated Other Comprehensive Income (Loss), Net of Tax, Total", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": [ "r15", "r16", "r68", "r127", "r463", "r490", "r491" ] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "label": "AOCI Attributable to Parent [Member]", "terseLabel": "Accumulated Other Comprehensive Loss [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": [ "r3", "r8", "r16", "r357", "r360", "r408", "r486", "r487", "r833", "r834", "r835", "r841", "r842", "r843", "r844" ] }, "clym_AcelyrinIncMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AcelyrinIncMember", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/DisclosureLicenseAgreementsAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "documentation": "Acelyrin, Inc. [Member]", "label": "Acelyrin, Inc. [Member]" } } }, "auth_ref": [] }, "clym_AcquisitionAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AcquisitionAgreementMember", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/DisclosureAssetAcquisitionAndPrivatePlacementWithARelatedPartyAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureDescriptionOfOrganizationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "documentation": "Acquisition Agreement", "label": "Acquisition Agreement [Member]", "terseLabel": "Acquisition Agreement [Member]" } } }, "auth_ref": [] }, "clym_AdamRosenbergMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AdamRosenbergMember", "presentation": [ "http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements" ], "lang": { "en-us": { "role": { "terseLabel": "Adam Rosenberg [Member]", "label": "Adam Rosenberg [Member]", "documentation": "Adam Rosenberg Member" } } }, "auth_ref": [] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Additional 402(v) Disclosure [Text Block]", "terseLabel": "Additional 402(v) Disclosure" } } }, "auth_ref": [ "r763" ] }, "clym_AdditionalLesseeOperatingLeaseTermOfContract": { "xbrltype": "durationItemType", "nsuri": "http://climbbio.com/20240930", "localname": "AdditionalLesseeOperatingLeaseTermOfContract", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Additional operating lease, term of contract", "label": "Additional Lessee Operating Lease Term Of Contract", "documentation": "Additional lessee operating lease term of contract." } } }, "auth_ref": [] }, "us-gaap_AdditionalPaidInCapitalCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalCommonStock", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets" ], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital, Common Stock", "periodStartLabel": "Additional Paid in Capital, Common Stock, Beginning Balance", "periodEndLabel": "Additional Paid in Capital, Common Stock, Ending Balance", "documentation": "Value received from shareholders in common stock-related transactions that are in excess of par value or stated value and amounts received from other stock-related transactions. Includes only common stock transactions (excludes preferred stock transactions). May be called contributed capital, capital in excess of par, capital surplus, or paid-in capital." } } }, "auth_ref": [ "r63" ] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital [Member]", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": [ "r504", "r841", "r842", "r843", "r844", "r918", "r980" ] }, "dei_AddressTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AddressTypeDomain", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation" ], "lang": { "en-us": { "role": { "label": "Address Type [Domain]", "documentation": "An entity may have several addresses for different purposes and this domain represents all such types." } } }, "auth_ref": [] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation Amount", "terseLabel": "Adjustment to Compensation, Amount" } } }, "auth_ref": [ "r776" ] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Compensation [Axis]", "terseLabel": "Adjustment to Compensation:" } } }, "auth_ref": [ "r776" ] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]", "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote" } } }, "auth_ref": [ "r776" ] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": [ "http://xbrl.sec.gov/ecd/role/PvpDisclosure" ], "lang": { "en-us": { "role": { "label": "Adjustment To PEO Compensation, Footnote [Text Block]", "terseLabel": "Adjustment To PEO Compensation, Footnote" } } }, "auth_ref": [ "r776" ] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited" ], "lang": { "en-us": { "role": { "terseLabel": "Stock-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "totalLabel": "APIC, Share-based Payment Arrangement, Increase for Cost Recognition, Total", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": [ "r36", "r37", "r297" ] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalStockIssuedIssuanceCosts", "crdr": "debit", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnauditedParenthetical" ], "lang": { "en-us": { "role": { "label": "Adjustments to Additional Paid in Capital, Stock Issued, Issuance Costs", "terseLabel": "Stock issuance cost", "documentation": "Amount of decrease in additional paid in capital (APIC) resulting from direct costs associated with issuing stock. 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general characteristics of demand deposits in that the customer may deposit additional funds at any time and effectively may withdraw funds at any time without prior
notice or penalty. Cash equivalents, excluding items classified as marketable securities, include short-term, highly liquid Investments that are both readily convertible to
known amounts of cash, and so near their maturity that they present minimal risk of changes in value because of changes in interest rates. Generally, only investments
with original maturities of three months or less qualify under that definition. Original maturity means original maturity to the entity holding the investment. For example,
both a three-month US Treasury bill and a three-year Treasury note purchased three months from maturity qualify as cash equivalents. However, a Treasury note
purchased three years ago does not become a cash equivalent when its remaining maturity is three months. Short-term investments, exclusive of cash equivalents,
generally consist of marketable securities intended to be sold within one year (or the normal operating cycle if longer) and may include trading securities, available-for-
sale securities, or held-to-maturity securities (if maturing within one year), as applicable." } } }, "auth_ref": ["r832"] }, "us-
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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": ["r18", "r74", "r144"] }, "us-
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from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general
characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known
amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r2", "r74"] },
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r348"] }, "us-gaap_CommercialPaperMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommercialPaperMember", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureInvestmentsInvestmentsInAContinualUnrealizedLossPositionDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Commercial paper", "terseLabel": "Commercial Paper [Member]", "label": "Commercial Paper [Member]", "documentation": "Unsecured promissory note (generally negotiable) that provides institutions with short-term funds." } } }, "auth_ref": ["r83", "r266", "r718", "r719", "r720", "r721"] }, "us-gaap_CommitmentsAndContingencies": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingencies", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Commitments and Contingencies", "terseLabel": "Commitments and contingencies (Note 7)", "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": ["r58", "r94", "r460", "r538"] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingencies"], "lang": { "en-us": { "role": { "terseLabel": "Commitments and Contingencies", "label": "Commitments and Contingencies Disclosure [Text Block]", "documentation": "The entire disclosure for commitments and contingencies." } } }, "auth_ref": ["r82", "r260", "r261", "r659", "r874", "r877"] }, "us-gaap_CommonStockCapitalSharesReservedForFutureIssuance": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockCapitalSharesReservedForFutureIssuance", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Common Stock, Capital Shares Reserved for Future Issuance", "terseLabel": "Common stock reserved for future issuance", "documentation": "Aggregate number of common shares reserved for future issuance." } } }, "auth_ref": ["r62"] }, "us-gaap_CommonStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockMember", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureAssetAcquisitionAndPrivatePlacementWithARelatedPartyAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited", "http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnauditedParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common Stock [Member]", "label": "Common Stock [Member]", "documentation": "Stock that is subordinate to all other stock of the issuer." } } }, "auth_ref": ["r714", "r715", "r716", "r718", "r719", "r720", "r721", "r841", "r842", "r844", "r918", "r979", "r980"] }, "clym_CommonStockOptionsMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "CommonStockOptionsMember", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureNetLossPerShareScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfNetLossPerShareAttributableToCo
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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": ["r62"] }, "us-gaap_CommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockSharesOutstanding", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, shares outstanding", "label": "Common Stock, Shares, Outstanding", "periodStartLabel": "Common Stock, Shares, Outstanding, Beginning Balance", "periodEndLabel": "Common Stock, Shares, Outstanding, Ending Balance", "documentation": "Number of shares of common stock outstanding. Common stock represent the ownership interest in a corporation." } } }, "auth_ref": ["r9", "r62", "r539", "r557", "r980", "r981"] }, "us-gaap_CommonStockValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommonStockValue", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Common stock, $0.0001 par value per share, 250,000,000 shares authorized; 67,223,760 and 27,699,446 shares issued and outstanding at September 30, 2024 and December 31, 2023, respectively", "label": "Common Stock, Value, Issued", "totalLabel": "Common Stock, Value, Issued, Total", "periodStartLabel": "Common Stock, Value, Issued, Beginning Balance", "periodEndLabel": "Common Stock, Value, Issued, Ending Balance", "documentation": "Aggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). 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Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity." } } }, "auth_ref": ["r62", "r461", "r706"] }, "ecd_CompActuallyPaidVsCoSelectedMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsCoSelectedMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Company Selected Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Company Selected Measure" } } }, "auth_ref": ["r780"] }, "ecd_CompActuallyPaidVsNetIncomeTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsNetIncomeTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Net Income [Text Block]", "terseLabel": "Compensation Actually Paid vs. Net Income" } } }, "auth_ref": ["r779"] }, "ecd_CompActuallyPaidVsOtherMeasureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsOtherMeasureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Other Measure [Text Block]", "terseLabel": "Compensation Actually Paid vs. Other Measure" } } }, "auth_ref": ["r781"] }, "ecd_CompActuallyPaidVsTotalShareholderRtnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "CompActuallyPaidVsTotalShareholderRtnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Compensation Actually Paid vs. Total Shareholder Return [Text Block]", "terseLabel": "Compensation Actually Paid vs. Total Shareholder Return" } } }, "auth_ref": ["r778"] }, "us-gaap_ComprehensiveIncomeNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ComprehensiveIncomeNetOfTax", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss"], "lang": { "en-us": { "role": { "label": "Comprehensive Income (Loss), Net of Tax, Attributable to Parent", "totalLabel": "Comprehensive loss", "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. 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The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r43", "r666"] }, "clym_ConsultantMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "ConsultantMember", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Consultant [Member]", "label": "Consultant [Member]" } } }, "auth_ref": [] }, "clym_ConversionOfRedeemableConvertiblePreferredStockToCommonStock": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "ConversionOfRedeemableConvertiblePreferredStockToCommonStock", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "label": "Conversion of Redeemable Convertible Preferred Stock to Common Stock.", "documentation": "Conversion of redeemable convertible preferred stock to common stock", "terseLabel": "Conversion of redeemable convertible preferred stock to common stock" } } }, "auth_ref": [] }, "clym_ConvertiblePreferredStockReclassifiedToCommonStockCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://climbbio.com/20240930", "localname": "ConvertiblePreferredStockReclassifiedToCommonStockCarryingValue", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureDescriptionOfOrganizationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Convertible preferred stock, carrying value", "label": "Convertible Preferred Stock Reclassified to Common Stock Carrying Value", "documentation": "Convertible Preferred Stock Reclassified to Common Stock Carrying Value" } } }, "auth_ref": [] }, "us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname":

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in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1),
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products or services, principal markets including location, and the relative importance of its operations in each business and the basis for the determination, including but not limited to, assets, revenues, or earnings. For an entity that has not commenced principal operations, disclosures about the risks and uncertainties related to the activities in which the entity is currently engaged and an understanding of what those activities are being directed toward." } } }, "auth_ref": ["r105", "r114"] }, "us-gaap_NetCashProvidedByUsedInFinancingActivities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInFinancingActivities", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "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. 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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": ["r143"] }, "us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NetCashProvidedByUsedInInvestingActivitiesAbstract", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "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", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "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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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": { "label": "Non-GAAP Measure Description [Text Block]", "terseLabel": "Non-GAAP Measure Description" } } }, "auth_ref": ["r775"] }, "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": { "label": "Non-NEOs [Member]", "terseLabel": "Non-NEOs" } } }, "auth_ref": ["r738", "r748", "r759", "r783", "r791"] }, "ecd_NonPeoNeoAvgCompActuallyPaidAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgCompActuallyPaidAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Compensation Actually Paid Amount", "terseLabel": "Non-PEO NEO Average Compensation Actually Paid Amount" } } }, "auth_ref": ["r766"] }, "ecd_NonPeoNeoAvgTotalCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoAvgTotalCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO Average Total Compensation Amount", "terseLabel": "Non-PEO NEO Average Total Compensation Amount" } } }, "auth_ref": ["r765"] }, "ecd_NonPeoNeoMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonPeoNeoMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Non-PEO NEO [Member]", "terseLabel": "Non-PEO NEO" } } }, "auth_ref": ["r783"] }, "ecd_NonRule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Adopted [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Adopted" } } }, "auth_ref": ["r802"] }, "ecd_NonRule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "NonRule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Non-Rule 10b5-1 Arrangement Terminated [Flag]", "terseLabel": "Non-Rule 10b5-1 Arrangement Terminated" } } }, "auth_ref": ["r802"] }, "us-gaap_NoninterestExpenseOfferingCost": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NoninterestExpenseOfferingCost", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureAssetAcquisitionAndPrivatePlacementWithARelatedPartyAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureDescriptionOfOrganizationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Noninterest Expense Offering Cost", "terseLabel": "Offering Cost", "documentation": "Includes offering costs of open-end investment companies, and closed-end funds with a continuous offering period." } } }, "auth_ref": ["r96"] }, "clym_NotePurchaseAgreementMember": { "xbrltype": "domainItemType", "nsuri": "http://climbbio.com/20240930", "localname": "NotePurchaseAgreementMember", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureAssetAcquisitionAndPrivatePlacementWithARelatedPartyAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Note Purchase Agreement", "label": "Note Purchase Agreement [Member]" } } }, "auth_ref": [] }, "us-gaap_NumberOfOperatingSegments": { "xbrltype": "integerItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "NumberOfOperatingSegments", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureDescriptionOfOrganizationAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Number of Operating Segments", "terseLabel": "Number of operating segments", "documentation": "Number of operating segments. 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": ["r674", "r848"] }, "clym_NumberOfSharesOfCommonStockOutstandingPercentage": { "xbrltype": "percentItemType", "nsuri": "http://climbbio.com/20240930", "localname": "NumberOfSharesOfCommonStockOutstandingPercentage", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Number of Shares of Common Stock Outstanding Percentage", "documentation": "Number of shares of common Stock outstanding percentage" } } }, "auth_ref": [] }, "us-gaap_OperatingExpenses": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpenses", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss"], "lang": { "en-us": { "role": { "label": "Operating Expenses", "totalLabel": "Total operating expenses", "documentation": "Generally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense." } } }, "auth_ref": [] }, "us-gaap_OperatingExpensesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingExpensesAbstract", "presentation": ["http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss"], "lang": { "en-us": { "role": { "terseLabel": "Operating expenses:", "label": "Operating Expenses [Abstract]" } } }, "auth_ref": [] }, "us-gaap_OperatingIncomeLoss": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingIncomeLoss", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfOperationsAndComprehensiveLoss"], "lang": { "en-us": { "role": { "totalLabel": "Loss from operations", "label": "Operating Income (Loss)", "documentation": "The net result for the period of deducting operating expenses from operating revenues." } } }, "auth_ref": ["r98", "r670", "r847", "r849", "r850", "r851", "r852"] }, "us-gaap_OperatingLeaseExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseExpense", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedStatementsOfCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Non-cash operating lease expense", "label": "Operating Lease, Expense", "documentation": "Amount of operating lease expense. Excludes sublease income." } } }, "auth_ref": ["r931"] }, "us-gaap_OperatingLeaseLiability": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiability", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/DisclosureCommitmentsAndContingenciesFutureMinimumLeasePaymentDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total operating lease liabilities", "totalLabel": "Total operating lease liabilities", "label": "Operating Lease, Liability", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease." } } }, "auth_ref": ["r399"] }, "us-gaap_OperatingLeaseLiabilityCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "OperatingLeaseLiabilityCurrent", "crdr": "credit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "label": "Operating Lease, Liability, Current", "terseLabel": "Operating lease liabilities", "documentation": "Present value of lessee's discounted obligation for lease payments from operating lease, classified as current." } } }, "auth_ref": ["r399"] }, "us-gaap_OperatingLeaseLiabilityNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024",

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financial statements disclosure, and significant accounting policies of the reporting entity. May be provided in more than one note to the financial statements, as long as
users are provided with an understanding of (1) the significant judgments and assumptions made by an enterprise in determining whether it must consolidate a VIE
and/or disclose information about its involvement with a VIE, (2) the nature of restrictions on a consolidated VIE's assets reported by an enterprise in its statement of
financial position, including the carrying amounts of such assets, (3) the nature of, and changes in, the risks associated with an enterprise's involvement with the VIE,
and (4) how an enterprise's involvement with the VIE affects the enterprise's financial position, financial performance, and cash flows. Describes procedure if disclosures
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due within one year or the normal operating cycle, if longer." } } }, "auth_ref": [ "r54" ] }, "us-gaap_OtherAssets": { "xbrltype": "monetaryItemType", "nsuri":
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'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, combination of market, performance or service
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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [ "r322" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMaximum", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Expected volatility, Maximum", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum", "documentation": "The estimated measure of the maximum percentage by which a share price is expected to fluctuate during a period. 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That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRateMinimum", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Expected volatility, Minimum", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum", "documentation": "The estimated measure of the minimum percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate", "documentation": "The risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": [ "r324" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMaximum", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate, Maximum", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum", "documentation": "The maximum risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRateMinimum", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Risk-free interest rate, Minimum", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum", "documentation": "The minimum risk-free interest rate assumption that is used in valuing an option on its own shares." } } }, "auth_ref": [] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/DisclosureStockbasedCompensationSummaryOfStockOptionActivitiesParentheticalDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfAssumptionsUsedInBlackScholesModelDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfRestrictedStockAwardsDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfShareBasedCompensationExpenseDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share Based Compensation Arrangement By Share Based Payment Award [Line Items]", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [ "r296", "r298", "r300", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r319", "r320", "r321", "r322", "r323", "r324", "r325" ] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAuthorized", "presentation": [ "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Share-based payment award, number of shares authorized", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized", 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"Options grants in period, weighted average grant date fair value", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology." } } }, "auth_ref": ["r317"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue", "crdr": "debit", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationSummaryOfStockOptionActivitiesDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Aggregate intrinsic value outstanding, beginning of period", "periodEndLabel": "Aggregate 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Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. 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The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityLiquidationPreferencePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityLiquidationPreferencePerShare", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, per share", "verboseLabel": "Temporary equity liquidation preference", "label": "Temporary Equity, Liquidation Preference Per Share", "documentation": "The per share liquidation preference (or restrictions) of stock classified as temporary equity that has a preference in involuntary liquidation considerably in excess of the par or stated value of the shares. The liquidation preference is the difference between the preference in liquidation and the par or stated values of the share. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityParOrStatedValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityParOrStatedValuePerShare", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Temporary Equity, par value", "label": "Temporary Equity, Par or Stated Value Per Share", "verboseLabel": "Temporary equity, par value", "documentation": "Per share amount of par value or stated value of stock classified as temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable." } } }, "auth_ref": ["r14", "r28"] }, "clym_TemporaryEquityProbabilityOfMilestoneAchievement": { "xbrltype": "percentItemType", "nsuri": "http://climbbio.com/20240930", "localname": "TemporaryEquityProbabilityOfMilestoneAchievement", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockTrancheLiabilityScheduleOfValuationOfTheRedeemableConvertiblePre], "lang": { "en-us": { "role": { "documentation": "Temporary equity probability of milestone achievement.", "label": "Temporary Equity Probability Of Milestone Achievement", "terseLabel": "Probability of milestone achievement" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquitySharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesAuthorized", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockScheduleOfConvertiblePreferredStockDetails", "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Shares Authorized", "terseLabel": "Temporary Equity, Shares Authorized", "documentation": "The maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r14", "r28"] }, "us-gaap_TemporaryEquitySharesIssued": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesIssued", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockScheduleOfConvertiblePreferredStockDetails", "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Shares Issued", "terseLabel": "Temporary Equity, Shares Issued", "documentation": "The number of securities classified as temporary equity that have been sold (or granted) to the entity's shareholders. Securities issued include securities outstanding and securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r60"] }, "us-gaap_TemporaryEquitySharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquitySharesOutstanding", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockAdditionalInformationDetails", "http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockScheduleOfConvertiblePreferredStockDetails", "http://climbbio.com/20240930/taxonomy/role/Role_StatementCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "label": "Temporary Equity, Shares Outstanding", "periodStartLabel": "Beginning balance (in shares)", "periodEndLabel": "Ending balance (in shares)", "terseLabel": "Temporary Equity,

Shares Outstanding", "documentation": "The number of securities classified as temporary equity that have been issued and are held by the entity's shareholders. Securities outstanding equals securities issued minus securities held in treasury. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r60"] }, "clym_TemporaryEquityStockIssuedDuringPeriodSharesNewIssues": { "xbrltype": "sharesItemType", "nsuri": "http://climbbio.com/20240930", "localname": "TemporaryEquityStockIssuedDuringPeriodSharesNewIssues", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Temporary Equity Stock Issued During Period Shares New Issues", "documentation": "Temporary equity stock issued during period shares new issues.", "terseLabel": "Stock issued during period shares new issues" } } }, "auth_ref": [] }, "clym_TemporaryEquityStrikePrice": { "xbrltype": "perShareItemType", "nsuri": "http://climbbio.com/20240930", "localname": "TemporaryEquityStrikePrice", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockTrancheLiabilityScheduleOfValuationOfTheRedeemableConvertiblePre], "lang": { "en-us": { "role": { "documentation": "Temporary equity strike price", "label": "Temporary Equity Strike Price", "terseLabel": "Strike price" } } }, "auth_ref": [] }, "us-gaap_TemporaryEquityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TemporaryEquityTableTextBlock", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Redeemable Convertible Preferred Stock", "label": "Temporary Equity [Table Text Block]", "documentation": "Tabular disclosure of temporary equity. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r14", "r28"] }, "clym_TemporaryEquityValuePerShare": { "xbrltype": "perShareItemType", "nsuri": "http://climbbio.com/20240930", "localname": "TemporaryEquityValuePerShare", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureRedeemableConvertiblePreferredStockTrancheLiabilityAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Temporary equity, per share", "label": "Temporary Equity Value Per Share", "documentation": "Temporary equity value per share." } } }, "auth_ref": [] }, "srt_TitleOfIndividualAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "TitleOfIndividualAxis", "presentation": ["http://climbbio.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Title and 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[^5ZX/VBW\T]!.F$R_2H@#!ZNP]=-MFWYWY4:U]%4_34Z+Y8L6^^N-.H%TKR(ML+Q":V;J2K_-M%]77X1D-A>9106U&O-"""*,!ZE(+EH/;=9H;2:4L]A$R %AX ZCPOJDO*N?=MCY=_!W\3U0%9&NK!A[RGP=$+%/88-#E1 1OJA(G%$XB>$Q+%%1HD0-M0F&*I2<%+0LEC>2YW$LQ[2,BL9KD673D/$@#8Q<]WM20^8])!3QX6&JA74A2*3BYTG%T8'WM(Z\MVV[U#/KD[L,YB-LJ[:MF\MD6L/HU0P5T)GO]-9/U>*LZZ$,8O1?RZ]M M\.-H43ZA7)N8K'981B!6DRB?.J(RY8G(,T&4]YKD1EI}3>8R*>X>P^\Y_%WY M?L7?OP)

[OYV]63'W_P7>-#IU/7Z\Y^V/=EW" QX8T>XI=91/8NIB_%G'RN.KR-MGS1,WG./"]*YKPK2'YR382S@AC&-;%Y6?*LS*F1=RJG>W20BUT]'C,O]_FJ M[L'-%6[!NXFB/DEF\ %H^2%<'[YHO(MBZ0FI6&LL]-+AV\^IY[660I57A%THV-M\N=&H0+6%]REU#MN[M4G;HCAO>7YS"/]F/!NF-;D'%NB:YL_ZW7%7RY1\8D-M%\=ULTI4S]-R_K1!\)Z5LT?Y9KM96//L)<%Z-/PUC_!OL@)]VWRR:FO#XU++>&9B92#UZLU-MI3QW7A";6*5DD0HSX@'T,BU-;[UV?$0K$V=-TU."?1ZE$K+2^[TIK+DR>&4])KDI.!.CC1#HN

M24%S4SI7&N[VH[7WG/P+,/("6X?^*UCY\MWY3V*+99.BNSY59;%1M,1)2-* M]L^W83R32]6$4T1)58 .1RU@7^8XTU)XKLQ>%/I'0DE%)[F,*!D]]0>B]Z\:

M5/S0=ZAX@6GNH18R,9<{2\.B3#LJF1:+I)^L]TMR39VVBG#++!1$^]&TJ):R_ME%GI!=/F3OGQ7RF2?CN P_T52>-<%B,M[O)#A0,5E#!U$)(Y(?)^IB:XPLI"<

M\%110$'L;.H)$*GQDL%*?'BYEQ\CYY>9W?,+3YP>8#YF$'M]42TW=P^F91%G- M],S&9A*Q##\N-U+Q\1U%4@TZW.ML>(C51+V/K\0.97U9/+9/+>/;-]6%7OAD M/H6!,?-

D59ZV>LK6[2+ZXIY2%DQ,'KNCT;9+9AR8:E[F"DRU0A+E4O@;F'): M%#RU^9VN=-@5&QH73@>6?#IPY+["YDQ-BNRX>C{$F'BL)GN2D'7/U62FS!PS

MIB1E)@HB:,Z)SDI)"L.M$39-,;:;?;-5[!+!84A835!]?=UZ<^<1_]HVMNB*S M3G&NYTA^42D^KK!(3+JZ;\5:R%+30H-.JS$%E4].)2N^Q@N)H@B 1%2,J1E2\|@H"9\HBRXAGJ2;"

(\(Y28FP MRI2I4$ZK.S5F>VA4S+(8%XZN\ -1YU=Y\-LTUVQXRBVCDILQ1RG[\QQRG4A M%"5<.DF$5B51%/Q%)E9K9D

*(#6$*-$HI;.Z_1:'0^U3QHS[8V2\!]O\<]P?-60# M;EHC^IQT2LCJF/OG7H67P71@/LV*5CIQ=W7GO Y'<74(6/+F\CKO31>\]J;O M2F<$CT5$'YE"P1!VN!W"O*,YAY-8R\W;R,%=4@E5'=B<;QI*;,HP)!C4{\:3 M#=ZQ0*<) ^LGQF&#X\3;V+@(09SYPW8TDUUBG,7Z#ZO#Y&_@71@M%-P,N\]J? M03RD?'Q4*W&U\IM O!I#O#HPB'_;Z: ?]6<8H$? W0NQ"]_4OQZ@^>4]P'HBY M5XV721@A^HW7FEZ/^9C=_*R*@)]@V/FT;JKN8XR! Z]-@XZ,X+GER@MFT.IG MNK,P &_^>DT&%1K+]JF7>)KL(1"I/^R1^W6]Z-CZ@"^;S - @OVQZ.P81"GX M-RZG^V!Q\I,_ PWP>EDQ"[;7L;?',,3{[V_ULNW6&5 ET_K8"=,8{M+-=87C\!]+U\F;9? _L*E_]7+C'+W\]+ "'P_Q4P?K\10CKCT7-SK,*EEA'-MJHM U'-=N<$.Z \?N4Q$V$ZZ2"R0WAX$I3F6??8QAEU8ZX6_\]E4[6NZG." M0EQ:CT]DQPETP*]AT6[P^(Y@7R5^6H4,%7\U+R2D^/1[.SJQ,.$AD+&*6.C9 MZ2A\H5N@*H/*!XC38.';L_+>/=R-LK>@ 6#4)B!Q.^#4/@\XV#USA9G;2_+ M\#.CIR'[K3W##!:4-@]NE6:O@!:O-3F)E_5?#DML,SN5>+(Z<0>W*?3K =/XS;;1VL\4Q413S\-$0.,=Y/MF MD]&K?9<(98!!?0#@'J^15Z]_1W!"G.GPEJ"0?=DKL2:W=3V=)/4\9%+!Z$"S MR^O5"OSFE)W!#/M=8X_6$PSIB0=>DH2CREJ3RU/8)R2M#L$K NI7}]Y3D%M5UA8023/,V(RQH3-2LTMW4<(.)0GC*H3;EH>GC>]H)E 2&#.HK_WFFU,TX>"C/WS=G(O)\E=OIW<'* MO^Y\[674? M5K^"Z7ST&&|\S8/-BCZ/|IWP<_SXQ77O#D;Q!#M_>53A9PF:=("GVF(4%/:D M&[6+BJ*-"PMJ_!S3Y&>=^3M)/BS\';)/Y[!N<%[.S?XX(E952&LW='=F+W* M/;P+K.A!I4_.NYW#G^Y;,'?<891)!PS=B&#:?50AK*@4"172Q7_JH+_MS/YL^G]M!V_? _PR4U7_V8A0]+@%_T(]0!D\0C!-.YH_7R9LNVS/Y3<[6>MV M\]>3]T";.[^$&<^738L>E]YP!WTZ&]/&M84@2S#D^F6 B=5;1)M3'$S];9&" MQN@IC'7:NS-VG=XW',W>;_F9-FG&L1"?"P-Z$B@PIB@T29WF)@?MA6_7)(.," M(!0P*7*8ES1+7PD+8EP5!*=<+,+ ?0TB9EDZVDRT'8^L%;=MMK@YDW*#9 M+]4=0G5V9]*$5,!ZP$WFV5[IV;)?RUG/N"%D/(R/BMTMD[!*/WB$8ZA6K2[Q7RU-MN\@;JS7;@=AW:E@G_0"?@C"?=_"]6?70+D!F)*;]%]Z>S6"AIY>]Y_FRB_C MLR&+#K07TBD"6&U[<6(D2"V16DVT5(QXST!*425= MNB6_I!.Y*8T@0N<>Y)>V(+]L06P]\ZR$?VJVU;]K*(8?[2Q(,/1UP=:]*_]/ MC1[4M\%2:!?=KT#5V9!G\]"YIN]40_A8L'VUNU=Z^C*7 MA!DK@=B/+5/G\<$^]W?K%]@LU_41R-^5_8ZM-NS:QD_Y1N.G M[&N-GS@]H0?$3U@6-PV&LO$8.X;U8*%81WZE;SIV:KO2_H,CD3S-\[S4&>C_ M0"=_#RF!T>#@4T]+GO/<\6T3XA8D\GL[]WJ_;E+D'O7;\X;V)LJD08]N;X?MV.,1QF/7&ERAPA"WQ,!_XX9<_J:CV$XI&\7#,6>"A+R,3M=E#?U!NG_]M(9J1.]7;O.0]T>8S!>NW'6 MM^E=J8D!]7D]V.Z!K'W3PU>X)"3@$9P9[H+5GVBE".S.SWM4,P\OI*MGZ8FTU!.NLB)U#]>V M=)\TLNEJ>2ZO,1.6V"COV*TS2"\N\ M8PX57=,<[OG'-[$!W V;PHU|5%V'LZ%E6Y%IJEJ^?-YL6PK%M=W:=G/-=KNL8E?)Y+K685_N ME]8'#V=U]6KN@M*ERQ8OCZX-P'BJ>ETH4BDA;@ MDY:I)(KP)#NONW-7Y#]ZC'L]O-!@!\7/>#_V MVH"G5$H67C.2FC(CP]6,&+PA)35,"U\X; 26>R\3/C6Y]B3-,TH$*S1>DTA) M2LL\RYB7O.!?R[[$1AQP]K#LC35_Q%K/.W7A>9*6PL>=>MXN\1UDP&$'%;)4 M";J\(+PT>(MFYHE.749LR0W/.'.;,D&^PKH;D4N2\QP@7WA)5(H."*H\)2+I^(!(_7PD+4EW04C72WI1]$"PDY7B= 7!>!\L$8 5H_]U-I M62\2\](K/WKWJ7I>K$_K]\'LXK:F>M_[ET$YGV(G@Q.R&7E]$.KK8% OAN^8\ M+XT>4R=%?H\OW+CKY,8WOMJR MI*7]-HVO1W_?Z\^K3D=KU+WV8IG;7*[SZ-OO[3=.W>Z^J2.]2ZIP1<$*QPBG M2A&AM"&&T9S(3%/G\S3W1NVCMN<;5(&,9E>Y/%T8 PS'D)8 :+NO& O81.;7 M6XA/E3MN=ZG4[6#VIA=K'SW,?ECWM O=?3SOGZLV))!,; WD$?>6%Y5%H!T! MK5$\U9FBI$.&5(:C#BPXHLT55]*K42N;W:S?0/*KDD6T[S\SSV]@K-DN MB> S28TS2. ^1C7VIBVSU#5;E;T2T^8]D?0$KXD,3MC'0%[U0:'WZSMPI.!< MFMQ;,SG1I<!WVMY9(.%-(K@K"2P;@+:.@&#):,. M9*7)TE24G%+SP"Z,ZZ,9WXC8?%)DUQ?3WC\;/6W07EV-O;N+UG$'.;:=LK"QM(YT"A4=|9_,%UY\|\VN2(A563T^3RY=X)R.V MR[!>2^T_OYS"KZ6HO^LY484N^ ML =X')+S?'4>HXR /OA!Z?=71CV4%(==,8/"C$'^V%_LV.5U#1F2?8':(39TM<"SS+!.,R**D1&3PAZ$9):P4/A=E44F$98*(M&!$>0%D)DH0 M;6EF"K55$!M3_&_41:&O8.E3\<8M;MH=M2KCG*?N^3G(*W^C-_4Y7+_KUNE_M)?\YK4TH6[^]*$!Y)72_G42V,%EASCE,HYT*PTH2,)822OLX)\I ^V+(UR-M6T4]-A>/E5P2:EP.9.PXD4(8H" _5ZT92YF\04EWH-]WN.57=9,?C?AZY4]M1<>4S+]"QP6(F4,BX=55,>M$NG6WQ-WZ2NQ^>>C=+!/8_?(I=[^\=<[FN!7O M-_3,##TIHY8>M?3;W>CSQ9#SRT=L>_5V!GK/(]!/MZ-[$FIX?9?#<3=); @X MPS8^H2|@MAQMZG-0&;$58;CY-,3NPK^]V-'Q<-75L$[.]9_83+]N%@2S[,,1 MA.[IW4N7<_S[1B\Z4"QGMIIC5[Y5AWI>+4)Q M2-B6?74.N$TO#I):BZRPCTBM.G%*%,#/O2HWR&7< MG69@5MR2M^B-[=M9_-I[<,;53;KN^P]'ML(WIRN\%@'^]C4[^2#I:XU %=X U-M@(U=X9/^\K.DZAL'MLL2>XZ%MBRZ$,<.?0;?0-TT.YM5&VTV?,,/EF>]U?<7-><M"8]E7?(8[L_TR=!#!FN,=!)2IKLK9N:A=2_I[*&Z=9@IK4BU)EYFOB-34Y0I M,3E5U,H[D\+?A,0'HQ@@\7VSNE+U75.!0J:G^_F0$/D'[-6[$C^Y.?>SK]G& MUR?I/#SE?O^8):]_GV-BR;4U;QTN!Z(.O7:M;9;>K0DZ5/BN]O\9U7-W]\U= M4]VW\Y*WOH(/5K?2ZCHK#9X\J^9=|>#0,&9ZV5^]Z[8N(KR^LCCYI:MU754+ M6MTTX:ZHC0]GL-KM\L%1@=.X!+"HO&[RV@0W64.L 1=W-@!MUU,MYIT);=)9 MWQ6\[F<_]I-$XRD:3[6ZT@\V*#$$N]]I_JN#/=*[\YUPY[KP" -#)Y,M05_NIL_4[(^YDKKFXO*AENOPEWA[FKO]6OZ?6T(5T\]HR*>U>=U8,+.GG= M5?\)?R5O9:W&O^?_9>]/F1IYC7?C[_14(Q75X)H)%5W55US+R<<1H)/GJ7-F:MD.1SXOUTHU82QR! 8YD9^M>_F=7=0&,AAPM(@F#I@\T!T%U;Y1-K9P&(`BL,/K/OONZA9=5XZ_$FZ\ MW+N\B#EL^-_N3[\399<=>;Q+U5VU4Y5M7>O?OC><@TX;Q4DVV/6;.Z#EC(N:= M+V+]NV1(OOADR/?KW'YC!A<,@[#]FPVWW^B^&(8SBKND^YI;L MC]W=-1MM>GJ;^.E9<4HP?Q9^7-YO:_!Z>O%TH]Z3>0ROWG/?KUN!94::V)B![KMJ]N:6*XXH=[^VE11>RX/H_K5'3.'V8FL'_FRQXO,"2ZW[_: LA\P3)"KC^$?.MF%4Y@UZ,%XG?15(7/_I\X1;U]\(^$.E52T<_M(X;5B8B**Z*9EH0F5AOAO;1R*TYY4,"_+[>*,%'5(^OS!=V7.O^K#QO]O-VM MXH&AHX/R/3Q-[.A8EUPTISW;T^^;+C6SP:6]0B'S.MTTK]6;^>:>28!W++C+ MN% !:9+]")]4V7 MRH6W,U7>%[_I,Z\R;*;&C9)O7KIY%9_:_!/R1C?$4M+-@'Z#,I_]U\0U+I6*F(9#W0<@!MUU,MYIT};=)9 MWQ6\[F<_]I-$XRD:3[6ZT@\V*#$$N]]I.DC>TN?:'^> M-"/*+8G\3V>K6C<$RGH(5\ZI14]<'@2P)I:\YHJ0D6*H,)K2XRUG@",)V\K MSV]^=37Z\-3^'"W;%^Z;1RYL^>R@553]0\/IQU3U#S),5M(B7]*PH,D$Z84@ MM1.4B%0[8B16AK2*5HI5E4],2-NLVER/H+*;(N2I'U%\>!W?D6B/V=Z MW%7IRS#F;0 1;6+$LL@1)&XTB1@FO:PHJ^]J+UW*?AI_BK-<0/FZ0EZ#%O9 M-,]O.[-K?7Q0<<]3VS09ZN]5]{37_?--2W*HXG>TVC(!63&862Z0M=[,4C=M7T3A& MZ7-4C1/R5%!SSRINI_Q)Z\TQ>B]]ZFF'?#DS?06'<6Q+/*BK:L^7PW(]9K?O M_^,'>-A-AW\| 3$S(S-0(M*C7=IZ#1NPO+3'^%=N[=TI0/9\!1+OHQQ?W^?H MS$O\'M^S"9W:H@:0&T0ERW*Y_C &51YFZ?H[,;G6;H5#7R\NPVC/S3U_M<-QX9[" M/85[;LT]/ASNZN2E8&/QHAI,_N^F?_O>?V/BDL-'3%79Y]463/MRC*/5AHJ5!MV&G'QF5WJAAU/"LNYUU62' 5^BYT',AYT+/KVO%3W;!)B*DU3'[5OO<^,F MGTZ37I)_*]U,ZSE N^_?I[^=#GZ'O9HM)R*\BE@BG!%=A41T[2.K=,4JMY7@7"D?(].1!"T9$=8SXJJ:$E<' MPSB3P0JSUDD-_'4Z MFP+6 :P'7]Y'!]ZBLM*8$@5#%Z5K".Q MV@.XLF2Y"U9;%1YLZ2YO1JZC;+%RG[UDQJ-6TBN>VE7EO81$H9CXJPNJ}$"X1QW5%,(2U9)R;>~#2D8=]Z_VQ9=^*JA14,/>]D&T MLDZ!RLLD-T3H@ @@!. 'C<(PY83^C>4D\"V@.PA@*P(M:^< M-L13@$EAG20FUHQ$+YR1M0*K^$%>(_1@_OBT26@*]&\Q%MUOYU/IG,"$' Q M@$' &=M2>TNZ?G<;VCM:3^Q|LO:/3Q"_IB67$R]++ACV6H[W%2ZY4/11'^_1 M+;GD:)3;=>)0G>UNY_=+GPJ#]1A0-#^;|88%;6H'%$T%9^$33^"G635WC*>TS^605;BHE0!/HT7)'L-I[QW)..V4DH&35Q4F@@PEXC6WA## MZ\04TU.P|&#CZG%#]V!822X+ACW :U=]8-VW-NYD>CG!%G8#-QF'X]P[S@O! MY>KX4X@B$RB75D;2O#%X!]<20T$>)2>E988R++16]]F%-?.)9^QD_Z,0$\'W0B+H'R M&D7D5DFNK=G*-N6,*U!)3KB1H+):41,G@B"R$I&)RD7K^>U)$BQ8,YI2A: MA[$!T861P]@0L60+%-$F4IAP15.C'(1S?FH3/!UXM7C N@>O9>2%P!]?DXI M-'H8FW)@9'&D,H2=THF39))D0@M'7&\"J12/F@*UJH(6P!Z9TOUT9VFM: % M.@\[';+:AV.U>HF.U:9DU>PKEZ2*O[5/?B?.7>@SXOB9&5)))1;3 M@K=!)B:YY%%OM1L(C++(4D68UI*(*_/1SC"HW++U4II_M1)ED*=@/PM!W@+-M;!38> K8B$8%*:E@9GXCQZ%K12@4>J*]Y57]6FUED301/6"F!#BP2@ M(P2)C)K}< <[8^J8N),"/3E M:LHYG-PM+H9L'>9>$XEQH MKH@+D6+%JDBTLXY{6\GH W?"F4WO$K7.*18<';(*1&CCB*$B$JJ:+I(V=7OQC7T4M97>'C?>;Y6L&DQN(N5>)$I%H3G6A-HC9U39WD5&UE M-P3&@Q'PY;2 M7-N*)B*XE$34VA-MDB>LEC994V/1O<>%K3VF$)3*+@6VRI&^!MCBUD2#Q:0J M[@""C)'$)<"ARE9:;5"UC-P]#WIG]^EQ8)@,?%2XO)-MV6/BCNQD@!,;46BDQZ+K%"B M*Q#(504>+2!,+]RZT4?5&L6!Y$A2K ;<8:.!*R8)C5?R94Q@(CR%OW$;?5XE M\-S._ZV%&@IP%R_^=& %#V6UB5&:B8%$2G6Q&A;DZ1-'9V/TO@M!6Z_0+!'M#VC]H$G^!X.DA5,._OY4P=3#I93]}4(#8:O)817T1(1&1C%UE*B:IY$Y2O+ MU58;MCL;Q8_KG@6#6/%2FOG ,RI?>]&KT]R'1DC2")\X(M" 60:'4 B:9,(+4,=9*53C+N<+=PZX+EA#.6B*\U("_Y2*Q/L18FOD3%4S<< M$"=-"U^4B<(&-_ALOT>L:A,2"W IFCHB!'=$6I"4=:Q"T)Y'76]5DZVEKF2. M#OMT22(I_E6+0 "Q& \N**&JX_?Z'A ;:8+?]V @]2AX!:D/0<&K#77,>@6Z MG61$&!F)BI*3E&I*3;QBVL[?WR^R[M$-;)XTDG[T%I*;;? 5W !V1=-OOW M"VM%Z\H;4@F+)6 % &82@E@3E:HDJ[W=NFUP9ROZD9LAB).ZE-+:.BV?X\,M2SZ:)1)TP-G)H*(5 MOS^IW"8;[2#V\[C!ZB#VN,#7DRL_KQ^]EBE. \QQ*M!5B&N/Q+6*K XP::50 M5W&^%.ZY# _=@8D+AGL(]A7MNS3T_S.;#"SL'YOG1#]=_=M,__>6_[&@1"QL] MW96B5]^#Z;=ST*Y+$Z;BE"Y.Z7+BK_+$"X.|WN-]A4LN%'W4QWMT2RYE7TL3 MIH-$H1VO/;1"RZ5YRSZ;MT05#/>)XQ:(BI+B;/1$*5\],RE*O#M)DQ!4,U9 M(-3]2(2.@IC /7$N6)6$C,H]]>U^?6+D(]_|>C&7#E[*Z@H?[[.;B>11&0\L M3)TD0E2*,XH"50PYI06MMZZ7U0EDT=%"'>&^C>@-A![#@E_[+ "9?42X,P)"K*\ O;BQQU!H2;Q5T[H(9)1\?O^Y_"W@ MUU'2>(&T FD/,JVDT4)7AL [%$":1M.*& <(8TT[^0+5T#$:M'O?*=S&K2M_T MYW39G4U@F>,+^&1@S^+87P'QNGEQX.V1_T]MZE=;]OHT;]Q)+0CS6-G3ZQKT M9^&)|S6WPFAND]T44$)$64G#B*DC)R+"@]98>$5P3&D;?33U$_O^Q(FJ2O'_M A,%)AX*$T]3R5,G(P)WFD0?:H =QHD.OB8],<&84++:.6WJQ\BHY+FL"9CV8 M^@ Y1(NJ(MI3(YQ0@EO[+)4\7V?CN$.HXWD@&%3TMP+,SQ7S458$:QYIG0A$ MJ%H26UM&*JN$E30&T,<>%7A?D,_TO)'TP#BE .AA;,]D>61 FCI5:<2T*E M 0^53!$C*D>DM-1ZP[AS6\V:[FP /ZZ"%HU?49#SL!,O7WNOIME7KF,5+VXI M.UW*3.]#HIE*6[X]2"<1, U,@6:OI2*UC)[Y"CL)[WV@S1P+8,@BM<@T2QW MQ+F$_ABG65W55-GXQ"Y=QD^DUJ74=(&- ALOT<4KO P4]&12<\S,$0X?@Y#T82"H* M7'D]0U#P*&APP3I) C> DLPJ8C4-I!)5DK635+(M!6^_R/IB?;X'!*VE6=-! M9MP6D'V19+-_D*V-PKN/$Z\A&2)98:1V4AP=>*4K]F>K.5O3C^.H6S!5V: M-=W7-0Q_X]\I=O OR\NXG3HX=]A^.E6"V(5 /N>:_]?Q6P^3%?WI\-^=PX M_C6;]\XT&DS28'X>!Q\F%S#\59;5ZMO9X+IK]"? "]/+R=3.X\!-Q@$^L.,P MN%T*_Q[!HO.)>/L[*N^XL&Y_10'-G,?4O7"CN"'<_P67HTSF)_;^6 X&\1_MX7?SR6 R'8SB;(9?C>3<1Q<13L=1.GD(]JR&F>?$=@#?NOLR(X]#'<>X5R_M[?3PVW45'4W&9WN9Z,5D&N\WN3XI/R;374.0CT6"VWSZ#(M|&F[[']SMNZ^#37Q1>9%[>]Y0\^1Z"Z M\62.1G8!M2)O\N?>KN8P63C>86H@+D=#X+EAL]_U>5A M('P^:;!%PI]>)Z8!"SV=P*F#E/+VX/#X7ZVLT7T 59OH+!A]RKAV?@0R0P2H^$_X^B]Y0H6U<*K^C\1RF#ST-X MR"%L_&LQG.*&MB^""\UPG9_@]'#,V>!R.H27P_=3."# Z*OVO(:PWQ,X3V=G M,#+\[/!][LO!UWI]\@C"EEHQ65+2DY3,P%#/VPK$A1=[,O>T17,)++)@%G!_:% M!0@%XXX"XSH"C5\RIP.W>#]=0!Y^9)$'#]]=_B[S_&>8/&PG31?:<3A9GYX A M\QG?K9@ZL]QL*89^NV@!8<&(-V+11.55D);!@'T*;UZ[0347E..E5'(fBLB/&N(E33F@NP M?0W>=6VLW6,G%E[^>ZG]QO^71[5M;;O7+-]ZZ_8OO3T^HRHIS_?QZ!%-X MQAD@DO4"7Q*XME,U2&I-P=SI[OE?@\&?X?\' M?@2RZ3^^N02UG8PG(7833K#KIN5_SOGYWUY1_BW:12_D !Z>#ZB=[GBXOQ MMV$XNQS9JW?XI;>7-@30-WK9E<-FN6U"8O-!JIYU ^9'21R';T&3R=;'NRSD M8#W?NLD7W%IXY[NE?^[++9UP7S^'ZS7,AW46>!@9L'KM#+.+;GERYLG MF"7T?&(]*M@ZS?T>VN.'N1_%VEGCK+L+A0;,<8#AN/%/=!EPC'D;_*A-C :T MERB(C281PZ27%6557;G_Q|99]L[CKB"B'=7'$+ &^)]4$1$K8BVE!'F>*64 M$RSZK4SR6+O E,-"1]P3H:I(3*T3*%M4B0ABA1]F*5*^!Z.FEWK763T_3]88 M15A/?_G8DAGVX<@M.'[^G_X.$_AN-/'__&800?A<68]HRJ,ZWHS7Y0GW:/_7|-M'F!8-$Y9))S1IO-MT#%G-MQ6;F-6#2[@F?-9MD.&,S0H6CLJ3= .1*/Q339: M)HL9B)W9VW=W-.[WQ[E/QLU=U*0UK;:3US.>MM"&\T&D@Q5DBQUDX6319@=\ MVPS'"#VE2^@> !H9V(+>EX5P"N&\2L)YLH]L|[FZ M?_AW\S^LYVS>AM;ZY0?]/=0TI)^KI,%SWS1X=DHIM;T?%$(.AELC?20V!$V$ MBXYIH:@RAS&MNZ[KBM=CT]P=M;2ZR&JRA1'AN\%(L)?924L>I?CZD)V?10U\;LQ4!M"; F%*^3H$HQB412@BBDY*$4TMKX8)*=*N$M=]5\C$Q'$K1D1%&/B*MJ4#_K8!AG,EAAB@ Z!HXI[M6]3HYW-%8FB4A2[4!M]&62.&X]20$L2]-H!?R[5?F<)H__0@=/= "@"34%Q)!4V+3EHHTA*A>]0"P3G@B?8S/HIX67<<<_M#9KV(2++C@!-Q4M3@ /TY!Z-SOC@E@-W%@.YJ_K]PKOD'18"7LH>OM:RAW4E MJ$K1FE0^2I|_U!.7DB3,5>GHPT'KWO(]6\U25" N$]4!?4R*6!2<(2FI7)4L MM>*%R,Q'3VHXLG])!6L*UMS?\M?,6PD&O(D6+7]GB#6N)HJ))+67CH>TB362 M2V.U5\0$6Q$1/?:KUI'4,AC+]'+LA6"-/]GH]14\"M8\=FW6EUHR8:/B0:^(MPM$N^]$5(K8]-6CF.-CQCCB-N5M4,&)=\ 1_ %H%X6@R6ZU)E.IX;?%>V+4H MEW>TH^::;F6_8;&R[XYDW!I2$=@?>CT->=X/;%6N_RB(K\'[=2X>?C5W9?876W?V M6&]WJ--*W;Y=!D=43#WET:SS$6B_'5AK@V:^MX6_O)36*+5; M^@.5!BJU:0Z/?TJZZX.<[YU-AJ7Z[=2?9YLLQ$]Q-+G,^:\AYH*7C;'666Y[M#G,<<*[@'3RPMM,/?(CZQ<33"HP=L!'6F!LK_GU-!CI&)$6RY)K M%8@.,A$F@ZZEUQ7U6QD]=XFR/SF,/?9:ZXO!L%)\X$'LLBH(OZME5!$EN\L$86@1$P:IRML>/5:K6C6/E;B:)28)4RF,@%[JZH@V>L]D"-W:KA=9\,TD?#*B$*5A4G[OZ= MO,5]^^HXIXB$<?2T*UY9Y!T$*.$1GAGAA);Q6!#,0{!XD(01#'M2.UEU7%M!%-2;M7#NH\'V[NTL]_G'SD"ZW'3M$%%I([N2(\4I+C5 #+! 4@9 *E(/;&L M:HU4,&88]],%K1NT]U%;]P]2C)44]-)QW0-C_!H]EI#--^:N3:V=VR\#/XUA M6!3:4LJQE'*\M/RQGE=U%)KP*G BI&5$)!"10>;SB9X@5?@(6FTE8%53&[^V_\TZ$F/Q'U(R>5'\E]ENJXK[P@YWOOIXMX M8T',GXUBLFHOM77I>0R+ M4:PE=55B/]HKH'J I78K>LO!'JYE14Y.[*XP8@=K?;I'F4Y2VW.4AOS^B!!$)<Z(2MK6P?+@A=:[?)90M=\U^GG%JO M7M_MH@&7[FHZ&8V*QOOZ.*A(B;6+)74=DF;&)*X2S)6QD.FD"4^UXE;RRJ@'MW;;.^=(MUWULF&Y?53>4*3*A@%0YTN,"*>WJZ"M02W7 ,I>U1=L0[K=.'GBRDFI10%]M7Q49$-:YY:82(% M,4!J V]K< $46 EJ:6V"BS*Z%.*#/+5]V?!KG_7VW-5#5;4N1X&L*V)=*7'W:MRN[N04*OG M%IGQ:CB]R(R^S "1D'S4CKBD+!&B-E@GV1##:/">*_JK4X?#U!SGZ 99RF: M7+"K',EKP*XJ,> ^E$R1YD.[]_+8S_G_L=M3[PFJ#7G?D}>F@W=]! MWN!!?X?O6+;Q 64O'[(C#ZQX.1M83*5:C.9=&+*2\7 MT]C"8L_$23OL^A9<3B>?A@'^6,N1;"K9SKH?K4_F=&.5@R&6O\6='P(]XA'A M53=8 TSZU->##_8227OP-SNV9WFW3P???3+#W_AH&>XKUW(VDWL M- PNFL-=1X23 >PZXA#0O62*X^$!3&?GPTLX\CQWG,UH!H>_]9[U;2_9Y.F) M=_ ']FL_;)7_&(_"G\/6/)BB>W7L.#)&KU[^/\(TG4./UE_ &C>#M)BA.)C M 2HV\]"?S(:]f R.!M3^ 3#*;#(>QI%@#E/%A-_)O&&I[O5]?\/#4FAV"CP^ ML"'T)%CWDVD<7L L]T3V!@1'P!6SK0/&@%\@C\SAAGF@ZG0.6K5U_;]YTO MO8#'SW%=^-Z33,_PL)W"WSC(DAUA?6C=P)*0WG>-=,T>#\XM|@X>1SZ-SY/!-M%;X_O^?S<#0:8&5D,)O0G!GA'HSAE-$HG.-OQB"UIS-$N@'TRR\W3O@{XK*{ZP5_GCX1@?O($*$#/.AI@53B%8:YFN:.C-^A:,; CCC2O'?3G@E?2U]38IC"]VTB$ KKK(O(1GO,GK&UC8Z"\!3],3-M=!"SZ7 MI=$Y?)(A;PQZO(.Z8)>;,\2W;A8?QIDV_T'X?USIMLV%'!D9$/.EZ&!D/ FQ M>],W:UTN_DV&L(=?WA^:,1K%+R0.1S'3+Y;27UR.OPW#Y>7(7KW#,[^]1-$Q M/N!M%Q(?-?-L@31L-]-T6,'13OW3[TO?VY98.M]!O MY&,5\WW8.3*Y=H:-^ZT[N?-E7+Z=_7 \ H(<[-.VQX(ZU_ OC8?YX-N@O,V MP>+>V=%G$,5M&?S^F7>GF"D_GUB/"K9.<[^']E(YK<|9=|<'&B'8NNML3PKN MTV7WU)D2S^M"^6YD_3 =$&S%#\ \]/NN\C+1PC0% TU,GO6^7 M]AEV/UI,YFC4]5U*S2: E>O16&\4^CQ>M#9]N]+!:?#H$31[M83]:A/R.^2* MN3W'OCYG5R>KGXRJ9(U!>PE_XU)7'\,?KR7#KCN&=@\V+P_/R-)*T&-(971 M'LP;KD"21P-V48JZ%I3*M'6Q,U+K1;":I"#@&4X#T=]0NM4FV0T-WBAZKF, M/*>EK25:,)*"V6K ^K1*)R*Y=S6+7-4R;,V(@03DDA&5LX%]18DVU!$]F+"<-MIDHK58R\OPQZIM:*?5<&U1;#K_@],!^\?-)ZX??8)6ESR=|]45%G+U<<08, M@]0R&?QL.H^#ZN0)O .W5Y1R(!5^4"3#_L?\\/Z(C\"2?9&K5V\3X?3Y;W M+_#,+&(H"VSR"]2V@*C4"%3,'<\33F M &H-'G|<3/VY[=;.R"W?\;#_]0 KM.K 6.=?%-XD+>]LMNFS;R&*[;Q#:1 MH=OLSD[L_OTVR[[_C]5SDQXVD2$;.WBMYT?WO9$,CSAXW1NA^W";]W=^GY=D7TS M? NS\|%X/ P^3Z;C ,<;!Z,&-&>#-VHG;\8F#3[\9PA)A&Q885^XF MV^\AW#\0.QWF@T[3R<7@#7L{.)M\BM,Q4[#-0>3S)CFCM>#:P&U]!VS.$Y\?.M.]"3P9OJ[>H 5F>R08+]E);;>*%9%G_;?B-)L]6:2,G@.KX&,QQC;!W$[=Q MH?<-R56[DR*&8R#386?.M829Z1=H :QQLO39;Z6;KOU@95!^^/?_]-[1#0!1 M8/ 0>]Z TC\W>(4__#B=?#>< +_#6,;_QY-D=1.P;F;(^R0N6WO!DL)TXF%*BK[S7HYG;|-M1W$VGXSCQW9#]N1@8;4ZO?Y*U/-Z5):@N123U[\/ 11*&9\,Y)@QA ME-*>X3,@ES#W*8NH2[C -,P5$L/"M]S9GS.Z9)?2#M64&9Q.'L1BG@ZP(Q[7 M.-AISB1:BI*._%'D3&,"=LH]WK/#%3|R.-ZP:?V^9(V-85?B$_%D BIU%K'3 MG!*&UM]2_F3N!CG;+'G0+!G>=C@$5HPPQ7;YL,&7.-6LH+2;A%N"1]"O"=EB M_P5F>-GP"?+00'3"6[0;"=$S1N7,N::P<.S\:A4J]DWJ4G-^30.L:4]VICI M$!\]JGE]GWN2AE-8>(_>\,27Z^H>QG>N[R5];+.|>V]L(W)SDMAG M3/%<>Q0&'4_@P,!^QU5]REHQ]46&'OP_N1'>,]T--OM8G+ 6CA4HSLA}>4W MM@L$-G#-B/'+Y7 EP1M 7)1_)2>3;A'H)4,1P$II,DK6Y;,YXD[-OWC[_M'$<)?42]1+B66&ZW:1MO?QVZQ.\W2$G47%>,EA,.[6PRSK@-O5DVL#"NF(+ M[(8:VOP3#OM;B^?PCW%63GZ,9Y3(NL.D@]L>VMT9;0>H ^\|SKN1KE,+0 /I MZ\GPJ[R(\Q8DNIW 1,QDAZ-F'RYB;)8#]'@QF<:6K&8(9K!=$2"HKT!E)$1B M6BXH8T]#U+,&:#.AX0A@(N"^HR:&.QQBXY//*MQTLCA#GR0F0 5 /4-8HYW^$U8,_+Y8 M<8.4VP$2<$CAIW32D;GM$7I# MXYN9VEEIG^6,_[$%4@](51B2P&1P,*,G ,>-KF#AR1R;H+N,S"X3Y8.CVP% MHG'P>9B9[Q.*-"3[3%D.] 60W[F/\H>],P:UUN@.^H>'_.WA!/]Q-K79.NU1M<*?JH#ZP_+"G F5_@C_?GT+9#O,_Z7"TE%R!;C 4']>P'&;4PWOR;9VGZH8?W0&C1H4P0&G\kH-MA(/OI?>O5,$6'H:9,G N^;POLZK1>[IUV&J6T&K1ZY%*9<9#ME3TNAW0;M;F9B $!>=KIS5O- S*]33W.V6Y2Q/(YFA$V"S@\|*

9ZQ+CS")]"MAF7(\6-2$-MX0T[5M2:N'@0:-)8@/Q%(T7Q-'$)G9:V3.38O]^31S-WPTFES%#=&SDTO:DRU>R2 YO:939 ;<_QF@W-/KB\#GK:-MO(B3]2"+O<;#FN&C@[#;"[M.]C2V:5]!7VKEB_$HZY YSVW)QAOHV4SBH@7W-M;B+-T7:.Y;3[68S]'\&_T!ZWEY=-TXAWG0<[>RA0J"#!Y-GWM.=UDL3)W5]f-MWX*Pl,Y9#K^$^:VH>DFM?W&H]:JDUK\T4V@K6V5'FOPMLS-NE312/7[2R-/+-M%#PX6R)?H[XY/Q9]&RAC-(F9V,8,*P*2MW]{@*H;SGD?D,-M\) ^':=T[S658VWT(]YRA/\7F*V(.T?FXI/WM,R-68FRO(<-5M6@:2\Z"7GM-%H.T[@+BN#'S.,%TT'6(@&?]^;@)L?\|O,CNR#=P-CF2>;(K-MV[VQE)=*T+7Y(!=--=CI2.39KS5KN=7."$W^S%5Y]^W3I'NU|[+7@:K;.V\CQ-M4O?J19>VG2%OFCCM_-SV?9UM$*-7?,8D_/:60+-"1(%E1&5C13E*@C&HU7@Y-M$O*V1:3.7.C2,TZZC(W-H=;CR]&=TGCFV(X625L8'!D;6\C:QE@Q;>R[58-M#P'-=J>]-+4-4*?%S;&7<3$?>O2DSW'-9KS]SO2/#8NR0]S'8$+|++OD$5]G-M5-_IM.@ER"PS73H"6_IC&R=2Y\'!X'L_G?OPBVN\2(A#UI!&!!NDQ#&8Y&#@M)^3$X1RH*BWS)@#KIFVDU;MKX$47L@#B!4*YC#DI-M*1=8 :#X-&D;GL8GU%I-&ZS0_'B\)/#=V4U-%9UL1/9O+:W[YVP3-HP8DD"4-M1!?EE\O19#A?'WC).C@T\0@+KRVS>E-[OQ-ZS3S5#ME/\$2'{AOK8\M9R6=-M;SAD\TC9E(39;-YVTGJ9[UWVR3$P!&Q>4]SR''!?VM(G-MS;^[VTTSC[>9\LL[?#DNC>81(XAMQ90,F^AK_-2DM*W9_79PL<C0G\"BTD-M?>"L?FH-F-CC+BK1A?O'P_7X(*)R'(ZWP#;7)%J;^-])YWP]HJD@$R-(?,,?A-MQ<5B''N(W@4X7]C_F70AP5GVQDQP:2A8*@:G%GE8/>_SFU%.!^^7-M5R-&5^O&2UY^D[FU-U@&]I,=CAK/>AL]S6%G0-FMV4]R-"/'Y"L;H]TTQ_-MG9-R]\[M'NOOMKW3\7^B'34UR_)-*ECB#^.S43:",,-|NT=$>W?,NC$B+V+->??8KA<:MP%]VOF"4B=>%+-;+#ZTKIKM\>LN3V]RB-KF8;H8;B#78-DFH0*?A&1Y$DWF5-MFFA3IND=J3++NQ(Y2K$%DZNA<)PF5S+'E>"%SG+(*0W0\<._;0$2FN=9.)2M)#!9$R$B)R94%7$IV%@I'QTF0ZXG4'K!N-!N(Y4.B8@0X>>Q=L1I65622BJ[6FD@E.="TP15<%HEE%2?*L-MUD'H*/76%>@]4[@#4G1%=9-4]O;:O-ROYHN=I)/%L@#+0G?E{(3'\E6/94+|-MNYP8OIT-CD@Z&WY9-](?[+W,L?ZE@OL'QFL>;B@D]=\+;MUT*-M[[UR=;<5RKLG[6Z;([?/WET]>Z>TW>:3ZW-U=UE(-R3MPLCW2-G]VB"[Z0V5M2+Q\TE@LT[XWK3%=-\6RQC(78D//VL,"+0-T2L]VODKVC%>D9[ZILLW^C\8-M#8W#]=4V\U]V=7I;A@R(N/EPM"+&]XTD@=6UL;7-TD"*VLV+=1+Y89C]UTWRMTW8)U/69#YL!)[U'AOF=G;34;?-MC-I7)XOR!M=8I-KL>%U^BH!X;T$A'?6,M9@O-E-X=VZ-M?UMXIKW(WU[EZE[RU\&;Y;-_>HJSX,;II%\9F3WB]-[@XZ29U8]<]Y-V1[?48M\WL]=9!YB[$T5%@D]B8CW4YDUXD=G(Y'<9YCI"MTA"&;88D1L-V!Z[K.F\;.%D-M71YF)&999&+;V0[!-^\>N]8R2G]=V"5$TB,PKET5M0])$&ZSXRKPF1M0*]JG6566L%5A9\%$)[-$A$G9;'2"!71\AV1&)V#2+;BA>-MLBH3-&]]<4SGC>/X8[;*]HT.T-G;V<^#7%:MRABXPXUPZ&BH>5"!\XI08*@P1-M@2MB?%1$4VR1)X)9ACR-/7*".6.N2D3Y4C&YU>MHS?=T?#-4+BQ9?&YE\';[G-MYZP4L>9XB9AIVV8G-M>0>VZ&7BIH=U[7>/$VA4T3E-L2,9\GBQ$6@FH*:#7A-MAP.5-M1YZ7C%2W]#A'6<-^*L2L38)#25VH]HMM!-IB1!21$@/2"(I8*X.C"B-M-#NJF(*L75Q#@U^;;=@$A7UIX#OKZ#\W)KQDF7,'NEI?T'549]RB7CF-)0%!M[7:5(IKFAO";\:!%D#IN67B/0F4/4,./4PM_W3[VW)UT*ZZ_"MNOPB_3Y];+-M*.;B^.TEB_9KTEVIPE\X;1%8E>OZ5(S^O4"4&/V0XQ]{SR31XQMWZ>O@^4)@-R"21J-($(81YRAC(0@M%/.6[V=-MSGR_O@X7%|-YWJ'WX_-ASQ+O!P##W+VUPVTF_+Y-V-M=X;.9('<&\.VU;7S7V'K51_LA9L.PUD\;>Y+Y.S'O]DF5Z$5P?^)%]SNVWGWM19[!3^/!WR>?&N'2)&VL91'DBX@Y>[O9WK6N$B.5)I&#*S-A.45;G-=W_EX[B,I_^-MCN75?\[F4]AM.?7BS\M@*W^V\Y-.SN;=_-47"(7=9Z74-M1/-*9#!SE%B?)+)+7449&V?-FL"DX+6I-*X'T64\'9]]H1'FBB=1*Q3EL]V']&-M32=N$-&L\Y?TH77WK!TOF47_+BRFGR?3,(OC9V%Q;MK^DDL\VRP(]ERDU66(-M91LFUSF?],"H:5###&EI]R-O]1F6/0YQ359PQ8F/W!%A)5ZA"HG06-MC]7-5CP\&IM6=-MXI=(HP3+]Q\<@2YK7V)EDK9J=+XFT2MCC8G>T]!VDUG2UNG@_7SUKS^BM8S%-M4;I;\S;;==]'WYIU#:WS=>G;I[_:WW.=2A:7\1.3=:=])Y'/NDJ<4PCEH1H-MG-S-HGJW9S)"MR]H+SZW*73+2A4-Q^"]7X=P&%S?N&&#YC7E;LKTM.GUX?5RH5M&&9(FL-MF$$EC!$G:TMJ:.{/@C&>MNQV*CSUS"12A4!!$%/.GPB2Z*'J*AGNF/.W*&&_-MM3O>10!_GWP7?VT[Z>RM@^XA^F21-QM:6^4-M+-->L64RG3;;VTM/8)8IWJMQ:T;(ZMSY[^Y5LC]NG9-_89VWV+[ZR?I5C]Y=-M/-+,$VPSG.?ZW;>NVU+S..H(PZE?7&#UV+;/M\LE?=N;HW@G*&$FL1U.E]Y(-M])M-F^)F@U]_^4?,^Z[WH]%D-NO]_S;N7*PF.T#%&(LBPQOS!L+_'QP_.L7JMNC(2-&%=$2%<))9)2]JH9$'"61VV^BKYJE85?5/NA_WF]HA8^-M24^4TN@[$]BA1DX4\[;F1BN]MU+9]LXAW[=(_ROLZL>F[L.;;+U<3,-2N)*] M+UWY5[/=#]E]X1^*^'GD5?[82O^FJDKC'APT!7YWR:3&W?;E,J<7?&ZCS5W$-M_W1PE[?QS8ZNV=((AZ$@NPZLF)22&PSMQ-M50FAPC-=.\J(D8YA9^U(M).1-M[K;_@Y7RT-ZV#P-]OUPNM=#DD.9.8,MFXUMJR(&8';MOL;.-5__Q-U@1;CK\-MX\G,CF=D!LIXNL[#(PVK;Q4=2168H;(R8(O6'' CT5@9ZJH=;.?'W(;]=H>>?-M.\O^;Q9ON,;Q87&R&=\(B]JM3M;90T^TIR7,IBQ<;/N9CY;/-FAW8G"R"?,'O[!ID-WR>K%O&_]OF_/S==*=;+-M>>#$FGH=;>D,G-]6TH#IX_)R%Y-%G,8XDL-WS;#,4I/Z1^Z!X"41O9R%M_-MXJ5%_U>W#SGIOGGW-]T<8!++@B*?AK-APR?ONG?T?@B_#,N=RL-*>]JJ_D,_MW$>[Z*;>QY]N>):=BOL^>+_'V&G-GGC(IUYC?:IK<]Q+A&/DZC&'_/.?YM-=-MS-&6O-&-<[Z?S:=34@+VRG_MQNV,;FI*;OSKBF^@Q]?XA3[/8Q;D&J-MZYK".?H1Z^;<)R?]5GK%G^;AH!=^)SUZ1Q6@S>7!1N*W__$-V-HW+G7'O!YQMZ0^K;G6;4U\J8.UM@OO3P'"%LS+ZIXB40_5?U_,(5=^>*SO8M[%##8H;##7_X>-MYX.EH"@\4330QR&S_R_;Z>"'INU#/^'JQ8-2P9R[$T.7HEW@YH'4_DR%6XL,MWB_-&&8P@V%&PHW?/.7[*P8%!EQ-Y4T$_^V3NI3HLG?2?W<.;>>-+8:M>@XF-M?$# /6=SO%FEU/.V]>/M;0CL-EMR8-#T<.CMOW8\..PEKQ/"5^O2[>EL=[+[-M8RX]1POWR37Y+A6+E'/.>%<62*\L)@64!/-!5;-X\S7.RJT:FID98GB21$A-M*3;SD]P8Y2*M4ZH=2W=*"^CPOKD-$N+TE_3C$//5T'*\-I.-KV6R?2V_78AK-M$U5>*B/LE\U?!/V_0KA[A:?\)2[;R74.]892DHQF6K">-A$6,N(Q<;&@M=>-M:A^]<_4F:E8V)0!,1XPTDHC@'(!LXL1S)I02@)KTIC1#ZVE[WR_B8X(EYT<'-MEK?3&O:M$1X&/Q74+*AY']TP4!8IT]CC'?0\6UNBKJ@I,-V?776EX7_=_/S]#%OHJ?@59U<2D\-ME%N6+>NZ%H:7\\%L@JW=>Z7?7P8_W?/0O[X#1RIQO*LMO?K1O!&@8_\=AOG]K<*-[9V_*24VD1$%2]B=1+$&].4%<94<4J#YRO.U,;7?-\SOR[-&--F[?>A\'3/^F;'Y)_ZUT\;N-?IG/V)-AJ4R1;\=X\/8A6IQ620IB@5?S:873W9AP&V1R*\=;72L;&?$);P%9-M"R;F2,,"U'"%Y*@06Z6F]NW*>2%I?3=277'>%%PNN/P:<'DWC@;!K,/;$E-C-M\A]3-OZJ(I$VIBI4$G!6]J4GYT6&)P\(4P\\::8X;_(%XFF<8<7&IA>*#=B=M&QF@^&R.TF=38A(OT<+@DG+.;TUL\HP('2,QI@[P3YM"]'T/8;NA4L?-MY;XB[]HX)DOL_3G4P>/*TM%Y\LM:?/KVWO]:3ZL:N3#3I>9M9-M3K(IN?.E-M@=_.?C@>#<+>V=%G>S5K^]CTS[P]Q*