UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: MARCH 31, 2016

[ ] 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: 000-12885

alpha-En Corporation
(Exact name of registrant as specified in its charter)

Delaware	95-4622429
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

120 White Plains Road, Suite 425, Tarrytown, New York 10591
(914) 418-2000
(Address and telephone number of principal executive offices)

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [ ] No [X]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of "large accelerated filer," "accelerated filer," and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]
(Do not check if a smaller reporting company)			

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of January 5, 2017, there were 32,892,089 shares of common stock outstanding.

EXPLANATORY NOTE

We are filing this report on Form 10-Q in order to become current in our filing obligations under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and additional filings subsequent to this Form 10-Q will be required before we become current with such obligations. We are a technology company in the developmental stage and we were unable to file our periodic reports primarily due to our inability to generate net income from operations and our limited working capital. As a result, the Company was unable (i) to maintain an adequate financial staff, and (ii) to retain the necessary advisors to prepare and complete the financial reports required by the Exchange Act and the rules and regulations of the SEC.

Due to these constraints, we were unable to prepare and timely file the required reports with the SEC under the Exchange Act. This Form 10-Q should be read together and in connection with the other reports filed by us with the SEC for a comprehensive description of our current financial condition and operating results. In the interest of complete and accurate disclosure, we have included current information in this Form 10-Q for certain material events and developments that have taken place through the date of the filing of this Form 10-Q.

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PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ALPHA-EN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(Unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
Current assets		
Cash	$ 693	$ 730
Prepaid expenses	340	301
Due from related party	-	61
Total current assets	1,033	1,092
Property and equipment, net	36	2
Total assets	**$ 1,069**	**$ 1,094**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$ 319	$ 341
Advances from related parties	92	62
Total current liabilities	411	403
Total liabilities	**411**	**403**
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity:		
Preferred stock par value $0.01: 2,000,000 shares authorized; none issued or outstanding	-	-
Class B common stock no par value: 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock par value $0.01: 35,000,000 shares authorized; 33,423,026 and 32,235,525 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively	334	322
Additional paid-in capital	11,692	10,705
Treasury stock at cost: 714,750 shares as of March 31, 2016 and December 31, 2015	(69)	(69)
Accumulated deficit	(11,134)	(10,169)
Shareholders' equity attributed to alpha-En Corporation stockholders	823	789
Non-controlling interest	(165)	(98)
Total stockholders' equity	**658**	**691**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 1,069**	**$ 1,094**

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS

(in thousands, except share and per share data)

(Unaudited)

	For the Three Months Ended March 31,	
	2016	**2015**
Operating expenses		
General and administrative	$ 583	$ 28
Legal and professional fees	49	7
Research and development	394	28
Total operating expenses	1,026	63
Net loss	**(1,026)**	**(63)**
Less: net loss attributable to non-controlling interest	(61)	(1)
Net loss attributable to alpha-En Corporation	**$ (965)**	**$ (62)**
Net loss per share attributable to alpha-En Corporation common stockholders		
Basic and diluted	$ (0.03)	$ (0.00)
Weighted average shares outstanding:		
Basic and diluted	32,448,987	30,285,525

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(in thousands, except share and per share data)

(Unaudited)

	Common Stock		Additional Paid-In	Treasury Stock		Accumulated	Noncontrolling	Total
	Shares	Amount	Capital	Shares	Amount	Deficit	Interest	Equity
Balance at December 31, 2015 (as previously reported)	**28,649,497**	**286**	**10,741**	**714,750**	**(69)**	**(10,169)**	**(98)**	**691**
Correction to outstanding shares (See Note 6)	3,586,028	36	(36)	-	-	-	-	-
Balance at December 31, 2015 (as adjusted)	**32,235,525**	**322**	**10,705**	**714,750**	**(69)**	**(10,169)**	**(98)**	**691**
Stock based compensation	-	-	627	-	-	-	-	627
Issuance of restricted stock to employee	650,000	7	(7)	-	-	-	-	-
Options exercised for cash	100,000	1	10	-	-	-	-	11
Issuance of common stock and warrants in a private placement	437,501	4	276	-	-	-	-	280
Issuance of subsidiary common stock for service	-	-	81	-	-	-	(6)	75
Net loss	-	-	-	-	-	(965)	(61)	(1,026)
Balance at March 31, 2016	**33,423,026**	**$ 334**	**$ 11,692**	**714,750**	**$ (69)**	**$ (11,134)**	**$ (165)**	**$ 658**

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	For the Three Months Ended March 31,	
	2016	**2015**
Cash flows from operating activities		
Net loss	$ (1,026)	$ (63)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1	-
Stock-based compensation	627	35
Issuance of subsidiary common stock for service	75	-
Changes in operating assets and liabilities of business:		
Prepaid expenses	(39)	(69)
Due from related parties	61	-
Accounts payable and accrued expenses	(22)	2
Net cash used in operating activities	(323)	(95)
Cash flows from investing activities		
Purchase of fixed assets	(35)	(2)
Net cash used in investing activities	(35)	(2)
Cash flows from financing activities		
Options exercised for cash	11	-
Proceeds from issuance of common stock and warrants in private placement	280	-
Advances from related parties	50	-
Repayments of advances from related parties	(20)	-
Net cash provided by financing activities	321	-
Net decrease in cash	(37)	(97)
Cash at beginning of period	730	103
Cash at end of period	$ 693	$ 6

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Organization and Operations

alpha-En Corporation (together with its subsidiaries, the "Company") was incorporated in Delaware on March 7, 1997.

On February 25, 2009, alpha-En Corporation was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries. After much effort, it was determined the process was not commercially feasible and efforts surrounding this technology were abandoned in 2011. The Company has settled an amendment and release related to this license. (See Note 7)

During 2011 and 2012, alpha-En Corporation devoted its resources to developing proprietary technology to produce highly pure lithium metal.

In 2013, alpha-En Corporation invented a new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadened its focus to develop products and processes derived from its new core proprietary technology, including battery components and compounds of lithium.

During the period from 2013 to the present, alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal, from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporation has also been pursuing strategic partnerships both commercially and with research institutions.

Formation of Majority-Owned Subsidiary

In September 2014, alpha-En Corporation formed Clean Lithium Corporation ("CLC") under the laws of New York State as a wholly owned subsidiary with a nominal share capital of $100,000.

Following the sale of CLC's shares, the ownership is as follows:

Stockholder	Shares	Percentage
alpha-En Corporation	9,095,000	90.95%
Non-controlling interests	905,000	9.05%
Total:	10,000,000	100.00%

Note 2 – Going Concern and Liquidity

The Company has elected to adopt early application of Accounting Standards Update No. 2014-15, *"Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15")*.

The Company's condensed consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016 and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 net cash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.

The Company is attempting to further develop the intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products; and begin generating revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional funds by way of a public or private offering and its ability to further develop its technology and generate sufficient revenue.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 - Significant and Critical Accounting Policies and Practices

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. For consolidated entities where the Company owns less than 100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interests in its condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained in such entities by the respective non-controlling parties.

The unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented.

Certain information in footnote disclosures normally included in the financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC rules and regulations for interim reporting. The financial results for the periods presented may not be indicative of the full year's results.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the fiscal year ended December 31, 2015 included in the Company's Annual Report on Form 10-K filed on October 20, 2016.

The Company's unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

The Company's unaudited condensed consolidated financial statements include certain amounts that are based on management's best estimates and judgments. The Company's significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair value measurements, stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty inherent in such estimates, actual results may differ from these estimates.

Fair Value Measurements

Accounts Payable and Accrued Expenses. The carrying amounts of accounts payable and accrued expenses approximate fair value as these accounts are largely current and short term in nature.

Cash

As of March 31, 2016 and December 31, 2015, substantially all of the Company's cash was held at major financial institutions and the balance at certain accounts may exceed the maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Property and Equipment

Office equipment is recorded at cost and depreciated using the straight-line method over the estimated useful life of each asset, generally three years.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairment review include significant underperformance of the business in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluate a long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the use and eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of an asset are less than its carrying amount. The impairment loss would be based on the excess of the carrying value of the impaired asset over its fair value. There was no impairment of long lived assets during the quarter ended March 31, 2016.

Research and Development

Research and development costs are expensed as incurred. Advance payments for goods and services that will be used in future research and development activities are expensed when the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestone payments due to third parties that perform research and development services on the Company's behalf will be expensed as services are rendered or when the milestone is achieved.

Research and development costs primarily consist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation, payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made to third party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, and costs associated with regulatory filings, laboratory costs and other supplies.

In accordance with ASC 730-10-25-1, *Research and Development*, costs incurred in obtaining technology licenses are charged to research and development expense if the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchased by the Company require substantial completion of research and development and regulatory and marketing approval efforts in order to reach commercial feasibility and have no alternative future use.

Contingencies

The Company records accruals for contingencies and legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has been incurred and the amount can be reasonably estimated.

If a loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Stock-Based Compensation

The Company expenses stock-based compensation to employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates. For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at each reporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employee awards are recognized as compensation expense in the period of change.

The Company estimates the fair value of stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment.

Income Taxes

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is more likely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. For tax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefit that is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained upon audit, the Company does not recognize any portion of the benefit.

Loss Per Share

Basic loss per share of common stock is computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stock and outstanding common stock purchase warrants because their effect would be anti-dilutive.

Securities that could potentially dilute loss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 are as follows:

	As of March 31,	
	2016	**2015**
Warrants to purchase common stock	2,025,000	150,000
Options to purchase common stock	4,170,000	2,670,000
Total	**6,195,000**	**2,820,000**

Non-Controlling Interests

Non-controlling interests in consolidated entities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* (“ASU 2016-02”). ASU 2016-02 requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting* (“ASU 2016-09”). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital (“APIC”). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer’s statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxes owed using the maximum statutory tax rate in the employee’s applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeitures of awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December 15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currently evaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cash flows.

Note 4 – Property and Equipment

The components of property and equipment as of March 31, 2016 and December 31, 2015, at cost are (dollars in thousands):

($ in thousands)	Useful Life (Years)	**March 31, 2016**	**December 31, 2015**
Lab equipment	3	2	2
Office furniture and equipment	3	4	-
Leasehold improvement		31	-
Gross property and equipment		37	2
Less: Accumulated depreciation		(1)	-
Property and equipment, net		$ 36	$ 2

The Company's depreciation expense for the three months ended March 31, 2016 and 2015 was $1,000 and $0, respectively.

Note 5 – Related Party Transactions

Advances from Stockholders

From time to time, stockholders of the Company advance funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.

As of March 31, 2016 and December 31, 2015, the outstanding amount of the advances from related parties was approximately $92,000 and $62,000, respectively. During the three months ended March 31, 2016, advances from related parties was $50,000 and the Company repaid $20,000 to related parties.

Free Office Space

The Company has been provided office space by its Executive Chairman of the Board at no cost. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Restricted Stock Grant to Chief Executive Officer and Associated Withholding Payments

During three months ended March 31, 2016, Steven M. Fludder, Chief Executive Officer, paid the Company a withholding tax obligation of $198,000 related to the grant of restricted stock in 2015.

Note 6 – Stockholders' Equity

Adjustment to Outstanding Shares and Options

In the consolidated financial statements for the years ended December 31, 2015 and 2014 filed with the SEC, the Company incorrectly excluded 3.6 million shares of common stock and 150,000 non-employee stock options, of which 75,000 were vested, in the calculation of basic and diluted earnings per share, weighted average and number of common shares outstanding. Given the net loss in 2014 and 2015, the excluded stock options had no impact earnings per share as their effect, if included, would have been anti-dilutive. In addition, the exclusion of 3.6 million shares of common stock also did not have a material effect on earnings per share. As a result, net loss per common share outstanding, basic and diluted, weighted average and the number of common shares outstanding were misstated by an amount that the Company has determined to be immaterial. The exclusion of such shares does not affect total stockholders' equity or net loss.

The following table provides a comparison between the previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):

	Previous Filings		After Correction of Error	
	2015	**2014**	**2015**	**2014**
Total shares outstanding	28,649,497	26,699,497	32,235,525	30,285,525
Common stock	$ 286	$ 267	$ 322	$ 303
Additional paid-in capital	$ 10,741	$ 8,130	$ 10,705	$ 8,094

The following table provides a comparison between the previously filed numbers and the numbers after the correction for the years ended December, 31:

	Previous Filings		After Correction of Error	
	2015	2014	2015	2014
Net loss	$ 1,792,000	$ 47,000	$ 1,792,000	$ 47,000
Net loss per share	$ (0.07)	$ (0.00)	$ (0.06)	$ (0.00)
Weighted-average shares	27,263,059	26,394,554	30,849,087	29,980,582

In accordance with the SEC's Staff Accounting Bulletin Nos. 99 ("SAB 99"), the Company evaluated this error and, based on an analysis of quantitative and qualitative factors, determined that the error was immaterial to the prior reporting periods affected. Therefore, as permitted by SAB 99, the Company corrected, in the current filing, the calculation of basic earnings per share and weighted average number of common shares outstanding as of December 31, 2015.

Common Stock

During three months ended March 31, 2016, the Company entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrants to purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Company also issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00 per share.

As of March 31, 2016, there were warrants to purchase 2,025,000 shares of common stock issued and outstanding.

Stock Options

The grant date fair value of stock options granted during the three months ended March 31, 2016 was approximately $223,000. The fair value of the Company's common stock was based upon the publicly quoted price on the date that the final approval of the awards was obtained. The Company does not expect to pay dividends in the foreseeable future so therefore the expected dividend yield is 0%. The expected term for stock options granted with service conditions represents the average period the stock options are expected to remain outstanding and is based on the expected term calculated using the approach prescribed by the Securities and Exchange Commission's Staff Accounting Bulletin for "plain vanilla" options. The expected term for stock options granted with performance and/or market conditions represents the estimated period estimated by management by which the performance conditions will be met. The Company obtained the risk-free interest rate from publicly available data published by the Federal Reserve. The Company uses a methodology in estimating its volatility percentage from a computation that was based on a comparison of average volatility rates of similar companies to a computation based on the standard deviation of the Company's own underlying stock price's daily logarithmic returns. The fair value of options granted in the three months ended March 31, 2016 was estimated using the following weighted-average assumptions:

	As of March 31, 2016
Exercise price	$ 0.90
Expected stock price volatility	80%
Risk-free rate of interest	1.34%
Term (years)	4.6

A summary of option activity under the Company's employee stock option plan for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,050,000	$ 0.27	$ 757,000	5.1
Employee options granted	400,000	0.90	-	6.8
Outstanding as of March 31, 2016	1,450,000	$ 0.44	$ 1,271,000	5.4
Options vested and expected to vest as of March 31, 2016	1,450,000	$ 0.44	$ 1,271,000	5.4
Options vested and exercisable as of March 31, 2016	237,500	$ 0.12	$ 285,000	2.0

Estimated future stock-based compensation expense relating to unvested employee stock options is approximately $313,000 as of March 31, 2016 and will be amortized over 3.8 years.

A summary of activity of options granted to non-employees for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015 (as reported)	2,670,000	$ 0.20	$ 2,118,000	4.0
Adjustment to stock options	150,000	0.10	134,000	2.1
Outstanding as of December 31, 2015	2,820,000	$ 0.19	$ 2,252,000	3.9
Non-employee options exercised	(100,000)	0.11	-	-
Outstanding as of March 31, 2016	2,720,000	$ 0.19	$ 3,061,000	3.8
Options vested and expected to vest as of March 31, 2016	2,720,000	$ 0.19	$ 3,061,000	3.8
Options vested and exercisable as of March 31, 2016	995,000	$ 0.19	$ 1,126,000	3.9

Restricted Stock

A summary of the restricted stock award activity for the three months ended March 31, 2016 is as follows:

	Number of Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2015	650,000	$ 0.40
Vested	(650,000)	$ 0.40
Nonvested at March 31, 2016	-	$ -

Warrants

A summary of the status of the Company's outstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,850,000	$ 0.31	$ 1,249,000	4.3
Issued	175,000	0.97	61,000	4.9
Outstanding as of March 31, 2016	2,025,000	$ 0.37	$ 1,921,000	4.1
Warrants exercisable as of March 31, 2016	2,025,000	$ 0.37	$ 1,921,000	4.1

Stock-based Compensation Expense

Stock-based compensation expense for the three months ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):

	For the Three Months Ended March 31	
	2016	**2015**
Employee restricted stock awards	$ 136	$ -
Employee stock option awards	31	3
Non-employee option awards	460	32
Total compensation expense	$ 627	$ 35

Note 7 – Contingencies and Commitments

On March 22, 2016, the Company entered into a lease (the "Lease") with Hudson View Building #3, LLC (the "Landlord"), for office and laboratory space located in Yonkers, New York (the "Leased Premise"). The Leased Premise consists of approximately 8,000 square feet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantially completed certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately $208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease following a default by the Company, the Company will be obligated to pay the sum of the rent payable for the remainder of the Lease term.

The Company estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$	-
2017		139
2018		210
2019		213
2020		217
Thereafter		744
Total	$	1,523

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields. Commencing in October 2010, working through a third party, the Company conducted a series of tests to determine if the process worked and, based on the results, initially believed that the process produced lithium, however it did not prove to be commercially feasible and research and development efforts involving this license were abandoned. In exchange for the license, the Company had certain financial, share issuance and royalty obligations if certain sale thresholds were met. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

Note 8 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that the following reportable subsequent event(s) need to be disclosed:

In April 2016, the Company entered into a private placement offering with an investor and issued 117,188 shares of the Company's common stock and 46,875 warrants for $75,000. The warrants have a 5-year term and an exercise price of $0.97.

In June 2016, the Company entered into a private placement offering with an investor and issued 100,000 shares of the Company's common stock and 250,000 warrants for $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjected to "price protection" for a twelve-month period. Specifically, in the event the Company issues to any person common stock or their equivalent at a lower price per share than $2.50 (the "Lower Price"), the Company shall, simultaneously with the issuance of such shares, issued that investor a number of additional common shares (the “Additional Shares”) necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzed by the Company and the Company determined that such feature was not required to be bifurcated from the common stock and recorded as a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Price was triggered and the Company became obligated to issue an additional 100,000 shares of common stock under the arrangement.

In August 2016, the Company entered into a private placement offering with an investor and issued 40,000 shares of the Company’s common stock and 100,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $2.94.

In August 2016, 221,875 warrants with a weighted average exercise price of $0.97 were exercised for cash consideration of $215,000. The investors were granted 221,875 additional warrants in August 2016 with a 5-year term and an exercise price of $2.70 per share.

On November 1, 2016, the Company entered into an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $1.16 per share.

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields by a third party. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

On December 6, 2016, the Company cancelled 210,000 shares and exchanged 210,000 shares into 210,000 options with an exercise price of $1.08 and a 5-year term to a consultant who previously performed services prior to 2014. The consultant is related to George McKeegan, a Board member of the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Organization and Operations

alpha-En Corporation (together with its subsidiaries, the "Company") was incorporated in Delaware on March 7, 1997.

On February 25, 2009, alpha-En Corporation was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries. After much effort, it was determined the process was not commercially feasible and efforts surrounding this technology were abandoned in 2011. We have settled an amendment and release related to this license.

During 2011 to 2012, alpha-En Corporation devoted its resources to developing proprietary technology to produce highly pure lithium metal.

In 2013, alpha-En Corporation invented a new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadened its focus to develop products and processes derived from its new core proprietary technology, including battery components and compounds of lithium.

During the years 2013 to the present, alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal, from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporation has also been pursuing strategic partnerships both commercially and with research institutions.

In September 2014, alpha-En Corporation formed Clean Lithium Corporation ("CLC") under the laws of New York State with a nominal share capital of $100,000. CLC was formed to hold certain of our intellectual property and to further develop and commercialize our technology. As of March 31, 2016, we owned approximately 91.0% of CLC's outstanding capital stock.

Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015

General and administrative expenses were approximately $583,000 for the three months ended March 31, 2016 as compared to approximately $28,000 for the three months ended March 31, 2015. The increase in general and administrative expenses mostly relates to increased stock based compensation which was approximately $369,000 for the three months ended March 31, 2016 as compared to approximately $20,000 for the three months ended March 31, 2015.

Legal and professional fees were approximately $49,000 for the three months ended March 31, 2016 as compared to approximately $7,000 for the three months ended March 31, 2015. The increase in legal and professional fees was due to accounting and legal services incurred in relation to the filing of our annual and quarterly financials.

Research and development expenses were approximately $394,000 for the three months ended March 31, 2016 as compared to approximately $28,000 for the three months ended March 31, 2015. The increase in research and development expenses mostly relates to increased stock based compensation which was approximately $258,000 for the three months ended March 31, 2016 as compared to approximately $15,000 for the three months ended March 31, 2015. Other increase in research and development expenses resulted from scaling up of our efforts to develop and demonstrate our technology.

Net loss attributable to non-controlling interest was approximately $61,000 for the three months ended March 31, 2016 as compared to approximately $1,000 for the three months ended March 31, 2015. The increase was partly due to the increase in the non-controlling interest's ownership percentage of CLC from 1.5% for the three months ended March 31, 2015 to 9.1% for the three months ended March 31, 2016 and partly due to the increased loss of CLC.

Going Concern

The Company's condensed consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016 and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 net cash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.

The Company is attempting to further develop the intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products; and begin generating revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional funds by way of a public or private offering and its ability to further develop its technology and generate sufficient revenue.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Liquidity and Capital Resources

As of March 31, 2016, we had working capital of approximately $622,000 compared to approximately $689,000 at December 31, 2015.

In April 2016, we entered into a private placement offering with an investor and issued 117,188 shares of our common stock and 46,875 warrants for $75,000. The warrants have a 5-year term and an exercise price of $0.97.

In June 2016, we entered into a private placement offering with an investor and issued 100,000 shares of our common stock and 250,000 warrants for $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjected to "price protection" for a twelve-month period. Specifically, in the event we issue to any person common stock or their equivalent at a lower price per share than $2.50 (the "Lower Price"), we shall, simultaneously with the issuance of such shares, issue that investor a number of additional common shares (the "Additional Shares") necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzed by us and we determined that such feature was not required to be bifurcated from the common stock and recorded as a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Price was triggered and we became obligated to issue an additional 100,000 shares of common stock under the arrangement.

In August 2016, we entered into a private placement offering with an investor and issued 40,000 shares of our common stock and 100,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $2.94.

On November 1, 2016, we entered into an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $1.16 per share.

The table below sets forth selected cash flow data for the periods presented (dollars in thousands):

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Net cash used in operating activities	$ (323)	$ (95)
Net cash used in investing activities	(35)	(2)
Net cash provided by financing activities	321	-
Net decrease in cash and cash equivalents	$ (37)	$ (97)

The success of our business plan during the next 12 months and beyond is contingent upon us generating sufficient revenue to cover our costs of operations, or upon us obtaining additional financing. We believe that our current capital resources are not sufficient to support our operations for the next 12 months. We intend to finance our operations through debt and/or equity financings. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all. We intend to use all commercially-reasonable efforts at our disposal to raise sufficient capital to run our operations on a go forward basis.

Off Balance Sheet Arrangements

None

Commitments

On March 22, 2016, we entered into a lease (the "Lease") with Hudson View Building #3, LLC (the "Landlord"), for office and laboratory space located in Yonkers, New York (the "Leased Premise"). The Leased Premise consists of approximately 8,000 square feet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantially completed certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately $208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease following a default by us, we will be obligated to pay the sum of the rent payable for the remainder of the Lease term.

We estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$	-
2017		139
2018		210
2019		213
2020		217
Thereafter		744
Total	$	1,523

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2016. This evaluation was carried out under the supervision and with the participation of our Principal Executive Officer, and our Principal Financial and Accounting Officer. Based upon that evaluation, our Chief Executive Officer and Principal Accounting Officer concluded that, as of March 31, 2016, our disclosure controls and procedures were ineffective as of the end of the period covered, due to the following material weaknesses which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both United States generally accepted accounting principles and Securities and Exchange Commission guidelines. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated. We have added additional resources and expect to remediate the material weakness in our disclosure controls and procedures end of our fiscal quarter ending June 30, 2017.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Principal Executive Officer, and Principal Financial and Accounting Officer, to allow timely decisions regarding required disclosure.

During the fiscal year 2016, we, together with our independent registered public accounting firm, identified material weaknesses in our internal control over financial reporting, as described below. 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 company's annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses in internal control over financial reporting resulted from operating deficiencies which are listed below. To remediate the material weaknesses, we are initiating controls and procedures to formally monitor new transactions and events that change our business so that we consider material impacts to our financial statements, including proper recording and disclosure of those transactions or events as well as documenting the related significant estimates and judgments made by management.

- There is a lack of accounting personnel with the requisite knowledge of Generally Accepted Accounting Principles in the U.S. ("GAAP") and the financial reporting requirements of the U.S. Securities and Exchange Commission;

- There are insufficient written policies and procedures to ensure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements;

- Insufficient segregation of duties, oversight of work performed and lack of compensating controls in the Company's finance and accounting functions due to limited personnel;

- Inadequate controls surrounding related party transactions, to ensure that all material transactions and developments impacting the financial statements are reflected and properly recorded;

- Management has not performed a proper evaluation of 1) the disclosure controls and procedures and 2) internal control over financial reporting; and

- Inadequate controls over Company arrangements and contract management.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the three months ended March 31, 2016 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition and results of operations or cash flows.

Item 1A. Risk Factors.

There are no material changes to the risk factors in our most recent Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During three months ended March 31, 2016, the Company entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrants to purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Company also issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00 per share. All of the foregoing issuances were exempt from registration requirements under Section 4(2) and/or Rule 506 of Regulation D of the Securities Act of 1933, as amended.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits

Exhibit Number	**Description of Exhibit**
31.1	Certification of Principal Executive Officer and Principal Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

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.

alpha-En Corporation

Date: January 17, 2017

By: */s/ Jerome I. Feldman*

Jerome I. Feldman
Executive Chairman, Chief Financial Officer and Treasurer
(principal financial and accounting officer)

0001493152-17-000559.txt : 20170117 0001493152-17-000559.hdr.sgml : 20170116 20170117172429 ACCESSION NUMBER: 0001493152-17-000559 CONFORMED SUBMISSION TYPE: 10-Q PUBLIC DOCUMENT COUNT: 53 CONFORMED PERIOD OF REPORT: 20160331 FILED AS OF DATE: 20170117 DATE AS OF CHANGE: 20170117 FILER: COMPANY DATA: COMPANY CONFORMED NAME: alpha-En Corp CENTRAL INDEX KEY: 0001023298 STANDARD INDUSTRIAL CLASSIFICATION: SERVICES-ALLIED TO MOTION PICTURE PRODUCTION [7819] IRS NUMBER: 954622429 STATE OF INCORPORATION: DE FISCAL YEAR END: 1231 FILING VALUES: FORM TYPE: 10-Q SEC ACT: 1934 Act SEC FILE NUMBER: 001-12885 FILM NUMBER: 17531537 BUSINESS ADDRESS: STREET 1: 10 WEST 66TH STREET CITY: NEW YORK STATE: NY ZIP: 10023 BUSINESS PHONE: 2127693814 MAIL ADDRESS: STREET 1: 10 WEST 66TH STREET CITY: NEW YORK STATE: NY ZIP: 10023 FORMER COMPANY: FORMER CONFORMED NAME: AVENUE ENTERTAINMENT GROUP INC /DE/ DATE OF NAME CHANGE: 19971103 10-Q 1 form10-q.htm

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED: MARCH 31, 2016

[ ] 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: 000-12885

alpha-En Corporation

(Exact name of registrant as specified in its charter)

Delaware	**95-4622429**
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)

120 White Plains Road, Suite 425, Tarrytown, New York 10591
(914) 418-2000
(Address and telephone number of principal executive offices)

Indicate by check mark whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 [ ] No [X]

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes [X] No [ ]

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See definitions of “large accelerated filer,” “accelerated filer,” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	[ ]	Accelerated filer	[ ]
Non-accelerated filer	[ ]	Smaller reporting company	[X]

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes [ ] No [X]

As of January 5, 2017, there were 32,892,089 shares of common stock outstanding.

EXPLANATORY NOTE

We are filing this report on Form 10-Q in order to become current in our filing obligations under the Securities Exchange Act of 1934, as amended, or the Exchange Act, and additional filings subsequent to this Form 10-Q will be required before we become current with such obligations. We are a technology company in the developmental stage and we were unable to file our periodic reports primarily due to our inability to generate net income from operations and our limited working capital. As a result, the Company was unable (i) to maintain an adequate financial staff, and (ii) to retain the necessary advisors to prepare and complete the financial reports required by the Exchange Act and the rules and regulations of the SEC.

Due to these constraints, we were unable to prepare and timely file the required reports with the SEC under the Exchange Act. This Form 10-Q should be read together and in connection with the other reports filed by us with the SEC for a comprehensive description of our current financial condition and operating results. In the interest of complete and accurate disclosure, we have included current information in this Form 10-Q for certain material events and developments that have taken place through the date of the filing of this Form 10-Q.

TABLE OF CONTENTS

PART I. FINANCIAL INFORMATION

Item 1. Financial Statements

ALPHA-EN CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)
(Unaudited)

	March 31, 2016	December 31, 2015
ASSETS		
Current assets		
Cash	$ 693	$ 730
Prepaid expenses	340	301
Due from related party	-	61
Total current assets	1,033	1,092
Property and equipment, net	36	2
Total assets	**$ 1,069**	**$ 1,094**
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued expenses	$ 319	$ 341
Advances from related parties	92	62
Total current liabilities	411	403
Total liabilities	**411**	**403**
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity:		
Preferred stock par value $0.01: 2,000,000 shares authorized; none issued or outstanding	-	-
Class B common stock no par value: 1,000,000 shares authorized; none issued or outstanding	-	-
Common stock par value $0.01: 35,000,000 shares authorized; 33,423,026 and 32,235,525 shares issued and outstanding as of March 31, 2016 and December 31, 2015, respectively	334	322
Additional paid-in capital	11,692	10,705
Treasury stock at cost: 714,750 shares as of March 31, 2016 and December 31, 2015	(69)	(69)
Accumulated deficit	(11,134)	(10,169)
Shareholders' equity attributed to alpha-En Corporation stockholders	823	789
Non-controlling interest	(165)	(98)
Total stockholders' equity	**658**	**691**
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	**$ 1,069**	**$ 1,094**

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)
(Unaudited)

	For the Three Months Ended March 31,	
	2016	**2015**
Operating expenses		
General and administrative	$ 583	$ 28
Legal and professional fees	49	7
Research and development	394	28
Total operating expenses	1,026	63
Net loss	**(1,026)**	**(63)**
Less: net loss attributable to non-controlling interest	(61)	(1)
Net loss attributable to alpha-En Corporation	**$ (965)**	**$ (62)**
Net loss per share attributable to alpha-En Corporation common stockholders		
Basic and diluted	$ (0.03)	$ (0.00)
Weighted average shares outstanding:		
Basic and diluted	32,448,987	30,285,525

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION

CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY

(in thousands, except share and per share data)

(Unaudited)

	Common Stock		Additional Paid-In	Treasury Stock		Accumulated	Noncontrolling	Total
	Shares	Amount	Capital	Shares	Amount	Deficit	Interest	Equity
Balance at December 31, 2015 (as previously reported)	**28,649,497**	**286**	**10,741**	**714,750**	**(69)**	**(10,169)**	**(98)**	**691**
Correction to outstanding shares (See Note 6)	3,586,028	36	(36)	-	-	-	-	-
Balance at December 31, 2015 (as adjusted)	**32,235,525**	**322**	**10,705**	**714,750**	**(69)**	**(10,169)**	**(98)**	**691**
Stock based compensation	-	-	627	-	-	-	-	627
Issuance of restricted stock to employee	650,000	7	(7)	-	-	-	-	-
Options exercised for cash	100,000	1	10	-	-	-	-	11
Issuance of common stock and warrants in a private placement	437,501	4	276	-	-	-	-	280
Issuance of subsidiary common stock for service	-	-	81	-	-	-	(6)	75
Net loss	-	-	-	-	-	(965)	(61)	(1,026)
Balance at March 31, 2016	**33,423,026**	**$ 334**	**$ 11,692**	**714,750**	**$ (69)**	**$ (11,134)**	**$ (165)**	**$ 658**

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(in thousands)

(Unaudited)

	For the Three Months Ended March 31,	
	2016	**2015**
Cash flows from operating activities		
Net loss	$ (1,026)	$ (63)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1	-
Stock-based compensation	627	35
Issuance of subsidiary common stock for service	75	-
Changes in operating assets and liabilities of business:		
Prepaid expenses	(39)	(69)
Due from related parties	61	-
Accounts payable and accrued expenses	(22)	2
Net cash used in operating activities	(323)	(95)
Cash flows from investing activities		
Purchase of fixed assets	(35)	(2)
Net cash used in investing activities	(35)	(2)
Cash flows from financing activities		
Options exercised for cash	11	-
Proceeds from issuance of common stock and warrants in private placement	280	-
Advances from related parties	50	-
Repayments of advances from related parties	(20)	-
Net cash provided by financing activities	321	-
Net decrease in cash	(37)	(97)
Cash at beginning of period	730	103
Cash at end of period	$ 693	$ 6

See notes to condensed consolidated financial statements.

ALPHA-EN CORPORATION
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1 - Organization and Operations

alpha-En Corporation (together with its subsidiaries, the "Company") was incorporated in Delaware on March 7, 1997.

On February 25, 2009, alpha-En Corporation was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries. After much effort, it was determined the process was not commercially feasible and efforts surrounding this technology were abandoned in 2011. The Company has settled an amendment and release related to this license. (See Note 7)

During 2011 and 2012, alpha-En Corporation devoted its resources to developing proprietary technology to produce highly pure lithium metal.

In 2013, alpha-En Corporation invented a new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadened its focus to develop products and processes derived from its new core proprietary technology, including battery components and compounds of lithium.

During the period from 2013 to the present, alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal, from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporation has also been pursuing strategic partnerships both commercially and with research institutions.

Formation of Majority-Owned Subsidiary

In September 2014, alpha-En Corporation formed Clean Lithium Corporation ("CLC") under the laws of New York State as a wholly owned subsidiary with a nominal share capital of $100,000.

Following the sale of CLC's shares, the ownership is as follows:

Stockholder	Shares	Percentage
alpha-En Corporation	9,095,000	90.95%
Non-controlling interests	905,000	9.05%
Total:	10,000,000	100.00%

Note 2 – Going Concern and Liquidity

The Company has elected to adopt early application of Accounting Standards Update No. 2014-15, *"Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15")*.

The Company's condensed consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016 and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 net cash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.

The Company is attempting to further develop the intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products; and begin generating revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional funds by way of a public or private offering and its ability to further develop its technology and generate sufficient revenue.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Note 3 - Significant and Critical Accounting Policies and Practices

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. For consolidated entities where the Company owns less than 100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interests in its condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained in such entities by the respective non-controlling parties.

The unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented.

Certain information in footnote disclosures normally included in the financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC rules and regulations for interim reporting. The financial results for the periods presented may not be indicative of the full year's results.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the fiscal year ended December 31, 2015 included in the Company's Annual Report on Form 10-K filed on October 20, 2016.

The Company's unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

The Company's unaudited condensed consolidated financial statements include certain amounts that are based on management's best estimates and judgments. The Company's significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair value measurements, stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty inherent in such estimates, actual results may differ from these estimates.

Fair Value Measurements

Accounts Payable and Accrued Expenses. The carrying amounts of accounts payable and accrued expenses approximate fair value as these accounts are largely current and short term in nature.

Cash

As of March 31, 2016 and December 31, 2015, substantially all of the Company's cash was held at major financial institutions and the balance at certain accounts may exceed the maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Property and Equipment

Office equipment is recorded at cost and depreciated using the straight-line method over the estimated useful life of each asset, generally three years.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairment review include significant underperformance of the business in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluate a long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the use and eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of an asset are less than its carrying amount. The impairment loss would be based on the excess of the carrying value of the impaired asset over its fair value. There was no impairment of long lived assets during the quarter ended March 31, 2016.

Research and Development

Research and development costs are expensed as incurred. Advance payments for goods and services that will be used in future research and development activities are expensed when the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestone payments due to third parties that perform research and development services on the Company's behalf will be expensed as services are rendered or when the milestone is achieved.

Research and development costs primarily consist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation, payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made to third party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, and costs associated with regulatory filings, laboratory costs and other supplies.

In accordance with ASC 730-10-25-1, *Research and Development*, costs incurred in obtaining technology licenses are charged to research and development expense if the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchased by the Company require substantial completion of research and development and regulatory and marketing approval efforts in order to reach commercial feasibility and have no alternative future use.

Contingencies

The Company records accruals for contingencies and legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has been incurred and the amount can be reasonably estimated.

If a loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Stock-Based Compensation

The Company expenses stock-based compensation to employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates. For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at each reporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employee awards are recognized as compensation expense in the period of change.

The Company estimates the fair value of stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment.

Income Taxes

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is more likely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. For tax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefit that is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained upon audit, the Company does not recognize any portion of the benefit.

Loss Per Share

Basic loss per share of common stock is computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stock and outstanding common stock purchase warrants because their effect would be anti-dilutive.

Securities that could potentially dilute loss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 are as follows:

	As of March 31,	
	2016	**2015**
Warrants to purchase common stock	2,025,000	150,000
Options to purchase common stock	4,170,000	2,670,000
Total	**6,195,000**	**2,820,000**

Non-Controlling Interests

Non-controlling interests in consolidated entities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxes owed using the maximum statutory tax rate in the employee's applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeitures of awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December 15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currently evaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cash flows.

Note 4 – Property and Equipment

The components of property and equipment as of March 31, 2016 and December 31, 2015, at cost are (dollars in thousands):

($ in thousands)	Useful Life (Years)	**March 31, 2016**	**December 31, 2015**
Lab equipment	3	2	2
Office furniture and equipment	3	4	-
Leasehold improvement		31	-
Gross property and equipment		37	2
Less: Accumulated depreciation		(1)	-
Property and equipment, net		$ 36	$ 2

The Company's depreciation expense for the three months ended March 31, 2016 and 2015 was $1,000 and $0, respectively.

Note 5 – Related Party Transactions

Advances from Stockholders

From time to time, stockholders of the Company advance funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.

As of March 31, 2016 and December 31, 2015, the outstanding amount of the advances from related parties was approximately $92,000 and $62,000, respectively. During the three months ended March 31, 2016, advances from related parties was $50,000 and the Company repaid $20,000 to related parties.

Free Office Space

The Company has been provided office space by its Executive Chairman of the Board at no cost. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Restricted Stock Grant to Chief Executive Officer and Associated Withholding Payments

During three months ended March 31, 2016, Steven M. Fludder, Chief Executive Officer, paid the Company a withholding tax obligation of $198,000 related to the grant of restricted stock in 2015.

Note 6 – Stockholders' Equity

Adjustment to Outstanding Shares and Options

In the consolidated financial statements for the years ended December 31, 2015 and 2014 filed with the SEC, the Company incorrectly excluded 3.6 million shares of common stock and 150,000 non-employee stock options, of which 75,000 were vested, in the calculation of basic and diluted earnings per share, weighted average and number of common shares outstanding. Given the net loss in 2014 and 2015, the excluded stock options had no impact earnings per share as their effect, if included, would have been anti-dilutive. In addition, the exclusion of 3.6 million shares of common stock also did not have a material effect on earnings per share. As a result, net loss per common share outstanding, basic and diluted, weighted average and the number of common shares outstanding were misstated by an amount that the Company has determined to be immaterial. The exclusion of such shares does not affect total stockholders' equity or net loss.

The following table provides a comparison between the previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):

	Previous Filings		**After Correction of Error**	
	2015	**2014**	**2015**	**2014**
Total shares outstanding	28,649,497	26,699,497	32,235,525	30,285,525
Common stock	$ 286	$ 267	$ 322	$ 303
Additional paid-in capital	$ 10,741	$ 8,130	$ 10,705	$ 8,094

The following table provides a comparison between the previously filed numbers and the numbers after the correction for the years ended December, 31:

	Previous Filings		After Correction of Error	
	2015	**2014**	**2015**	**2014**
Net loss	$ 1,792,000	$ 47,000	$ 1,792,000	$ 47,000
Net loss per share	$ (0.07)	$ (0.00)	$ (0.06)	$ (0.00)
Weighted-average shares	27,263,059	26,394,554	30,849,087	29,980,582

In accordance with the SEC's Staff Accounting Bulletin Nos. 99 ("SAB 99"), the Company evaluated this error and, based on an analysis of quantitative and qualitative factors, determined that the error was immaterial to the prior reporting periods affected. Therefore, as permitted by SAB 99, the Company corrected, in the current filing, the calculation of basic earnings per share and weighted average number of common shares outstanding as of December 31, 2015.

Common Stock

During three months ended March 31, 2016, the Company entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrants to purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Company also issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00 per share.

As of March 31, 2016, there were warrants to purchase 2,025,000 shares of common stock issued and outstanding.

Stock Options

The grant date fair value of stock options granted during the three months ended March 31, 2016 was approximately $223,000. The fair value of the Company's common stock was based upon the publicly quoted price on the date that the final approval of the awards was obtained. The Company does not expect to pay dividends in the foreseeable future so therefore the expected dividend yield is 0%. The expected term for stock options granted with service conditions represents the average period the stock options are expected to remain outstanding and is based on the expected term calculated using the approach prescribed by the Securities and Exchange Commission's Staff Accounting Bulletin for "plain vanilla" options. The expected term for stock options granted with performance and/or market conditions represents the estimated period estimated by management by which the performance conditions will be met. The Company obtained the risk-free interest rate from publicly available data published by the Federal Reserve. The Company uses a methodology in estimating its volatility percentage from a computation that was based on a comparison of average volatility rates of similar companies to a computation based on the standard deviation of the Company's own underlying stock price's daily logarithmic returns. The fair value of options granted in the three months ended March 31, 2016 was estimated using the following weighted-average assumptions:

	As of March 31, 2016
Exercise price	$ 0.90
Expected stock price volatility	80%
Risk-free rate of interest	1.34%
Term (years)	4.6

A summary of option activity under the Company's employee stock option plan for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,050,000	$ 0.27	$ 757,000	5.1
Employee options granted	400,000	0.90	-	6.8
Outstanding as of March 31, 2016	1,450,000	$ 0.44	$ 1,271,000	5.4
Options vested and expected to vest as of March 31, 2016	1,450,000	$ 0.44	$ 1,271,000	5.4
Options vested and exercisable as of March 31, 2016	237,500	$ 0.12	$ 285,000	2.0

Estimated future stock-based compensation expense relating to unvested employee stock options is approximately $313,000 as of March 31, 2016 and will be amortized over 3.8 years.

A summary of activity of options granted to non-employees for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015 (as reported)	2,670,000	$ 0.20	$ 2,118,000	4.0
Adjustment to stock options	150,000	0.10	134,000	2.1
Outstanding as of December 31, 2015	2,820,000	$ 0.19	$ 2,252,000	3.9
Non-employee options exercised	(100,000)	0.11	-	-
Outstanding as of March 31, 2016	2,720,000	$ 0.19	$ 3,061,000	3.8
Options vested and expected to vest as of March 31, 2016	2,720,000	$ 0.19	$ 3,061,000	3.8
Options vested and exercisable as of March 31, 2016	995,000	$ 0.19	$ 1,126,000	3.9

Restricted Stock

A summary of the restricted stock award activity for the three months ended March 31, 2016 is as follows:

	Number of Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2015	650,000	$ 0.40
Vested	(650,000)	$ 0.40
Nonvested at March 31, 2016	-	$ -

Warrants

A summary of the status of the Company's outstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,850,000	$ 0.31	$ 1,249,000	4.3
Issued	175,000	0.97	61,000	4.9
Outstanding as of March 31, 2016	2,025,000	$ 0.37	$ 1,921,000	4.1
Warrants exercisable as of March 31, 2016	2,025,000	$ 0.37	$ 1,921,000	4.1

Stock-based Compensation Expense

Stock-based compensation expense for the three months ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):

	For the Three Months Ended March 31	
	2016	**2015**
Employee restricted stock awards	$ 136	$ -
Employee stock option awards	31	3
Non-employee option awards	460	32
Total compensation expense	$ 627	$ 35

Note 7 – Contingencies and Commitments

On March 22, 2016, the Company entered into a lease (the "Lease") with Hudson View Building #3, LLC (the "Landlord"), for office and laboratory space located in Yonkers, New York (the "Leased Premise"). The Leased Premise consists of approximately 8,000 square feet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantially completed certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately $208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease following a default by the Company, the Company will be obligated to pay the sum of the rent payable for the remainder of the Lease term.

The Company estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$	-
2017		139
2018		210
2019		213
2020		217
Thereafter		744
Total	$	1,523

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields. Commencing in October 2010, working through a third party, the Company conducted a series of tests to determine if the process worked and, based on the results, initially believed that the process produced lithium, however it did not prove to be commercially feasible and research and development efforts involving this license were abandoned. In exchange for the license, the Company had certain financial, share issuance and royalty obligations if certain sale thresholds were met. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

Note 8 – Subsequent Events

The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that the following reportable subsequent event(s) need to be disclosed:

In April 2016, the Company entered into a private placement offering with an investor and issued 117,188 shares of the Company's common stock and 46,875 warrants for $75,000. The warrants have a 5-year term and an exercise price of $0.97.

In June 2016, the Company entered into a private placement offering with an investor and issued 100,000 shares of the Company's common stock and 250,000 warrants for $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjected to "price protection" for a twelve-month period. Specifically, in the event the Company issues to any person common stock or their equivalent at a lower price per share than $2.50 (the "Lower Price"), the Company shall, simultaneously with the issuance of such shares, issued that investor a number of additional common shares (the "Additional Shares") necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzed by the Company and the Company determined that such feature was not required to be bifurcated from the common stock and recorded as a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Price was triggered and the Company became obligated to issue an additional 100,000 shares of common stock under the arrangement.

In August 2016, the Company entered into a private placement offering with an investor and issued 40,000 shares of the Company's common stock and 100,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $2.94.

In August 2016, 221,875 warrants with a weighted average exercise price of $0.97 were exercised for cash consideration of $215,000. The investors were granted 221,875 additional warrants in August 2016 with a 5-year term and an exercise price of $2.70 per share.

On November 1, 2016, the Company entered into an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $1.16 per share.

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields by a third party. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

On December 6, 2016, the Company cancelled 210,000 shares and exchanged 210,000 shares into 210,000 options with an exercise price of $1.08 and a 5-year term to a consultant who previously performed services prior to 2014. The consultant is related to George McKeegan, a Board member of the Company.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Organization and Operations

alpha-En Corporation (together with its subsidiaries, the "Company") was incorporated in Delaware on March 7, 1997.

On February 25, 2009, alpha-En Corporation was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries. After much effort, it was determined the process was not commercially feasible and efforts surrounding this technology were abandoned in 2011. We have settled an amendment and release related to this license.

During 2011 to 2012, alpha-En Corporation devoted its resources to developing proprietary technology to produce highly pure lithium metal.

In 2013, alpha-En Corporation invented a new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadened its focus to develop products and processes derived from its new core proprietary technology, including battery components and compounds of lithium.

During the years 2013 to the present, alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal, from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporation has also been pursuing strategic partnerships both commercially and with research institutions.

In September 2014, alpha-En Corporation formed Clean Lithium Corporation ("CLC") under the laws of New York State with a nominal share capital of $100,000. CLC was formed to hold certain of our intellectual property and to further develop and commercialize our technology. As of March 31, 2016, we owned approximately 91.0% of CLC's outstanding capital stock.

Three Months Ended March 31, 2016 Compared to Three Months Ended March 31, 2015

General and administrative expenses were approximately $583,000 for the three months ended March 31, 2016 as compared to approximately $28,000 for the three months ended March 31, 2015. The increase in general and administrative expenses mostly relates to increased stock based compensation which was approximately $369,000 for the three months ended March 31, 2016 as compared to approximately $20,000 for the three months ended March 31, 2015.

Legal and professional fees were approximately $49,000 for the three months ended March 31, 2016 as compared to approximately $7,000 for the three months ended March 31, 2015. The increase in legal and professional fees was due to accounting and legal services incurred in relation to the filing of our annual and quarterly financials.

Research and development expenses were approximately $394,000 for the three months ended March 31, 2016 as compared to approximately $28,000 for the three months ended March 31, 2015. The increase in research and development expenses mostly relates to increased stock based compensation which was approximately $258,000 for the three months ended March 31, 2016 as compared to approximately $15,000 for the three months ended March 31, 2015. Other increase in research and development expenses resulted from scaling up of our efforts to develop and demonstrate our technology.

Net loss attributable to non-controlling interest was approximately $61,000 for the three months ended March 31, 2016 as compared to approximately $1,000 for the three months ended March 31, 2015. The increase was partly due to the increase in the non-controlling interest's ownership percentage of CLC from 1.5% for the three months ended March 31, 2015 to 9.1% for the three months ended March 31, 2016 and partly due to the increased loss of CLC.

Going Concern

The Company's condensed consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016 and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 net cash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.

The Company is attempting to further develop the intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products; and begin generating revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional funds by way of a public or private offering and its ability to further develop its technology and generate sufficient revenue.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

Liquidity and Capital Resources

As of March 31, 2016, we had working capital of approximately $622,000 compared to approximately $689,000 at December 31, 2015.

In April 2016, we entered into a private placement offering with an investor and issued 117,188 shares of our common stock and 46,875 warrants for $75,000. The warrants have a 5-year term and an exercise price of $0.97.

In June 2016, we entered into a private placement offering with an investor and issued 100,000 shares of our common stock and 250,000 warrants for $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjected to "price protection" for a twelve-month period. Specifically, in the event we issue to any person common stock or their equivalent at a lower price per share than $2.50 (the "Lower Price"), we shall, simultaneously with the issuance of such shares, issue that investor a number of additional common shares (the "Additional Shares") necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzed by us and we determined that such feature was not required to be bifurcated from the common stock and recorded as a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Price was triggered and we became obligated to issue an additional 100,000 shares of common stock under the arrangement.

In August 2016, we entered into a private placement offering with an investor and issued 40,000 shares of our common stock and 100,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $2.94.

On November 1, 2016, we entered into an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $1.16 per share.

The table below sets forth selected cash flow data for the periods presented (dollars in thousands):

	Three Months Ended March 31, 2016	Three Months Ended March 31, 2015
Net cash used in operating activities	$ (323)	$ (95)
Net cash used in investing activities	(35)	(2)
Net cash provided by financing activities	321	-
Net decrease in cash and cash equivalents	$ (37)	$ (97)

The success of our business plan during the next 12 months and beyond is contingent upon us generating sufficient revenue to cover our costs of operations, or upon us obtaining additional financing. We believe that our current capital resources are not sufficient to support our operations for the next 12 months. We intend to finance our operations through debt and/or equity financings. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all. We intend to use all commercially-reasonable efforts at our disposal to raise sufficient capital to run our operations on a go forward basis.

Off Balance Sheet Arrangements

None

Commitments

On March 22, 2016, we entered into a lease (the "Lease") with Hudson View Building #3, LLC (the "Landlord"), for office and laboratory space located in Yonkers, New York (the "Leased Premise"). The Leased Premise consists of approximately 8,000 square feet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantially completed certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately $208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease following a default by us, we will be obligated to pay the sum of the rent payable for the remainder of the Lease term.

We estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$	-
2017		139
2018		210
2019		213
2020		217
Thereafter		744
Total	$	1,523

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of March 31, 2016. This evaluation was carried out under the supervision and with the participation of our Principal Executive Officer, and our Principal Financial and Accounting Officer. Based upon that evaluation, our Chief Executive Officer and Principal Accounting Officer concluded that, as of March 31, 2016, our disclosure controls and procedures were ineffective as of the end of the period covered, due to the following material weaknesses which are indicative of many small companies with small staff: (i) inadequate segregation of duties and effective risk assessment; and (ii) insufficient written policies and procedures for accounting and financial reporting with respect to the requirements and application of both United States generally accepted accounting principles and Securities and Exchange Commission guidelines. Management anticipates that such disclosure controls and procedures will not be effective until the material weaknesses are remediated. We have added additional resources and expect to remediate the material weakness in our disclosure controls and procedures end of our fiscal quarter ending June 30, 2017.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Principal Executive Officer, and Principal Financial and Accounting Officer, to allow timely decisions regarding required disclosure.

During the fiscal year 2016, we, together with our independent registered public accounting firm, identified material weaknesses in our internal control over financial reporting, as described below. 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 company's annual or interim financial statements will not be prevented or detected on a timely basis. The material weaknesses in internal control over financial reporting resulted from operating deficiencies which are listed below. To remediate the material weaknesses, we are initiating controls and procedures to formally monitor new transactions and events that change our business so that we consider material impacts to our financial statements, including proper recording and disclosure of those transactions or events as well as documenting the related significant estimates and judgments made by management.

- There is a lack of accounting personnel with the requisite knowledge of Generally Accepted Accounting Principles in the U.S. ("GAAP") and the financial reporting requirements of the U.S. Securities and Exchange Commission;

- There are insufficient written policies and procedures to ensure the correct application of accounting and financial reporting with respect to the current requirements of GAAP and SEC disclosure requirements;

- Insufficient segregation of duties, oversight of work performed and lack of compensating controls in the Company's finance and accounting functions due to limited personnel;

- Inadequate controls surrounding related party transactions, to ensure that all material transactions and developments impacting the financial statements are reflected and properly recorded;

- Management has not performed a proper evaluation of 1) the disclosure controls and procedures and 2) internal control over financial reporting; and

- Inadequate controls over Company arrangements and contract management.

Changes in Internal Control over Financial Reporting

There was no change in our internal control over financial reporting during the three months ended March 31, 2016 that materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

We are not currently involved in any litigation that we believe could have a material adverse effect on our financial condition and results of operations or cash flows.

Item 1A. Risk Factors.

There are no material changes to the risk factors in our most recent Annual Report on Form 10-K.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

During three months ended March 31, 2016, the Company entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrants to purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Company also issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00 per share. All of the foregoing issuances were exempt from registration requirements under Section 4(2) and/or Rule 506 of Regulation D of the Securities Act of 1933, as amended.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

Not applicable.

Item 6. Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of Principal Executive Officer and Principal Financial Officer, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	XBRL Instance Document
101.SCH	XBRL Schema Document
101.CAL	XBRL Calculation Linkbase Document
101.DEF	XBRL Definition Linkbase Document
101.LAB	XBRL Label Linkbase Document
101.PRE	XBRL Presentation Linkbase Document

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.

alpha-En Corporation

Date: January 17, 2017

By: */s/ Jerome I. Feldman*
Jerome I. Feldman
Executive Chairman, Chief Financial Officer and Treasurer
(principal financial and accounting officer)

EX-31.1 2 ex31-1.htm

EXHIBIT 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR RULE 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934

The undersigned hereby certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of alpha-En Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this interim report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrants' other certifying officers and I am responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal controls over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under my supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 17, 2017	*/s/ Jerome I. Feldman*
	Jerome I. Feldman Executive Chairman, Chief Financial Officer and Treasurer (principal financial and accounting officer)
Date: January 17, 2017	*/s/ Steven M. Fludder*
	Steven M. Fludder Chief Executive Officer (principal executive officer)

EX-32.1 3 ex32-1.htm

EXHIBIT 32.1

CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER AND PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350 AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, each of the undersigned officers of alpha-En Corporation (the "Company"), hereby certify, that, to his knowledge:

1. The Quarterly Report on Form 10-Q for the quarter ended March 31, 2016 (the "Report") of the Company fully complies with the requirements of Section 13(a) or Section 15(d) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: January 17, 2017	*/s/ Jerome I. Feldman*
	Jerome I. Feldman Executive Chairman, Chief Financial Officer and Treasurer (principal financial and accounting officer)
Date: January 17, 2017	*/s/ Steven M. Fludder*
	Steven M. Fludder Chief Executive Officer (principal executive officer)

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After much effort, it was determined the process was not commercially feasible andefforts surrounding this technology were abandoned in 2011. The Company has settled an amendment and release related to this license.(See Note 7)</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">During 2011 and 2012, alpha-En Corporationdevoted its resources to developing proprietary technology to produce highly pure lithium metal.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In 2013, alpha-En Corporation inventeda new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadenedits focus to develop products and processes derived from its new core

proprietary technology, including battery components andcompounds of lithium.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">During the period from 2013 to the present,alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal,from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporationhas also been pursuing strategic partnerships both commercially and with research institutions.</p>
<p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p>
<p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify"><i><u>Formation of Majority-Owned Subsidiary</u></i></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"><i> </i></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In September 2014, alpha-En Corporationformed Clean Lithium Corporation (“CLC”) under the laws of New York State as a wholly owned subsidiary with a nominalshare capital of $100,000.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Following the sale of CLC’s shares,the ownership is as follows:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="border-bottom: black 1.5pt solid; line-height: 115%">Stockholder</td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Shares</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Percentage</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 62%; line-height: 115%">alpha-En Corporation</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">9,095,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">90.95</td> <td style="width: 1%; line-height: 115%">%</td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Non-controlling interests</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">905,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">9.05</td> <td style="line-height: 115%">%</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Total:</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">10,000,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">100.00</td> <td style="line-height: 115%">%
</td></tr></table><p style="font: 11pt/115% Calibri, Helvetica, Sans-Serif; margin: 0 0 10pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">
Note 3 - Significant and CriticalAccounting Policies and Practices</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Basis of Presentation and Principlesof Consolidation</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p>
<p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The accompanying unaudited condensedconsolidated financial statements include the accounts of the Company and its subsidiaries. For consolidated entities where theCompany owns less than 100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interestsin its condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained insuch entities by the respective non-controlling parties.</p><p style="font:

10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission(the “SEC”) and reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which,in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Certain information in footnote disclosuresnormally included in the financial statements prepared in conformity with accounting principles generally accepted in the UnitedStates of America have been condensed or omitted pursuant to the SEC rules and regulations for interim reporting. The financialresults for the periods presented may not be indicative of the full year’s results.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">These unaudited condensed consolidatedfinancial statements should be read in conjunction with the Company’s audited consolidated financial statements and the notesthereto for the fiscal year ended December 31, 2015 included in the Company’s Annual Report on Form 10-K filed on October20, 2016.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company’s unaudited condensedconsolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactionshave been eliminated.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Use of Estimates</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company’s unaudited condensedconsolidated financial statements include certain amounts that are based on management’s best estimates and judgments. The Company’s significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair value measurements,stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty inherent in suchestimates, actual results may differ from these estimates.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Fair Value Measurements</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify"><i>Accounts Payable and Accrued Expenses.</i>The carrying amounts of accounts payable and accrued expenses approximate fair value as these accounts are largely currentand short term in nature.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Cash</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">As of March 31, 2016 and December 31,2015, substantially all of the Company’s cash was held at major financial institutions and the balance at certain accountsmay exceed the maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced losseson these accounts and management believes that the Company is not exposed to significant risks on such accounts.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Property and Equipment</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Office equipment is recorded at costand depreciated using the straight-line method over the estimated useful life of each asset, generally three years. </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Impairment of Long-Lived Assets</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company reviews long-lived assets,including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carryingamount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairmentreview include significant underperformance of the business in relation to expectations, significant negative industry or economictrends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluate a long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the useand eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimated undiscountedfuture cash flows expected to result from the use of an asset are less than its carrying amount. The impairment loss would be basedon the excess of the carrying value of the impaired asset over its fair value. There was no impairment of long lived assets duringthe quarter ended March 31, 2016.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and Development</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and development costs are expensedas incurred. Advance payments for goods and services that will be used in future research and development activities are expensedwhen the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestonepayments due to third parties that perform research and development services on the Company’s behalf will be expensed asservices are rendered or when the milestone is achieved.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 15.4pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and development costs primarilyconsist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation,payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made tothird party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, andcosts associated with regulatory filings, laboratory costs and other supplies.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In accordance with ASC 730-10-25-1,<i>Research and Development</i>, costs incurred in obtaining technology licenses are charged to research and development expenseif the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchasedby the Company require substantial completion of research and development and regulatory and marketing approval efforts in orderto reach commercial feasibility and have no alternative future use.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Contingencies</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company records accruals for contingenciesand legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has beenincurred and the amount can be reasonably estimated.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">If a loss contingency is not probablebut is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimateof the range of possible loss if determinable and material, would be disclosed.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Stock-Based Compensation</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company expenses stock-based compensationto employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates.For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at eachreporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employeeawards are recognized as compensation expense in the period of change.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company estimates the fair valueof stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value ofstock-based awards represent management’s best estimates and involve inherent uncertainties and the application of management’sjudgment.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Income Taxes</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company records income taxes usingthe asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributableto temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respectiveincome tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is morelikely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. Fortax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefitthat is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained uponaudit, the Company does not recognize any portion of the benefit.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Loss Per Share</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 13.2pt"><i> </i></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Basic loss per share of common stockis computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstandingfor the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stockand outstanding common stock purchase warrants because their effect would be anti-dilutive.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 13.2pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Securities that could potentially diluteloss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 areas follows:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">As of March 31,</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2015</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 62%; line-height: 115%">Warrants to purchase common stock</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">2,025,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">150,000</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Options to purchase common stock</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">4,170,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">2,670,000</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-left: 10pt; line-height: 115%">Total</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">6,195,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">2,820,000</td> <td style="line-height: 115%"> </td></tr></table><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Non-Controlling Interests</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Non-controlling interests in consolidatedentities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiarywhile the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controllinginterests.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Recent Accounting Pronouncements</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In February 2016, the FASB issued ASU2016-02, <i>Leases (Topic 842)

</i>(“ASU 2016-02”). ASU 2016-02 requires an entity to recognize right-of-use assetsand lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are requiredto disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements toassess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interimperiods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the processof evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In March 2016, the FASB issued ASU No.2016-09, <i>Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting </i>(“ASU2016-09”). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additionalpaid-in capital (“APIC”). Instead, they will record all excess tax benefits and tax deficiencies as income tax expenseor benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement thatexcess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess taxbenefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liabilityclassification for shares used to satisfy the employer’s statutory income tax withholding obligation. An employer with astatutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxesowed using the maximum statutory tax rate in the employee’s applicable jurisdiction(s). ASU 2016-09 requires a company toclassify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation asa financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified.In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeituresof awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likelyto change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currentlyevaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In August 2016, the FASB issued ASUNo. 2016-15, <i>Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments</i>, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cashpayments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning afterDecember 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in aninterim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cashflows.</p> <p style="margin: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 2 – Going Concern and Liquidity</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company has elected to adopt early applicationof Accounting Standards Update No. 2014-15, <i>“Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity’s Ability to Continue as a Going Concern (“ASU 2014-15”)</i>.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company’s condensed consolidatedfinancial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations,realization of assets, and liquidation of liabilities in the normal course of business.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">As reflected in the condensed consolidatedfinancial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 netcash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company is attempting to further developthe intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products;and begin generating revenue; however, the Company’s cash position is not sufficient to support its daily operations. Whilethe Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or privateoffering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent uponits ability to raise

additional funds by way of a public or private offering and its ability to further develop its technologyand generate sufficient revenue.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">These factors raise substantial doubt aboutthe Company’s ability to continue as a going concern. The condensed consolidated financial statements do not include anyadjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilitiesthat might be necessary should the Company be unable to continue as a going concern.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 4 – Property and Equipment</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0">The components of property and equipment as of March 31,2016 and December 31, 2015, at cost are (dollars in thousands):</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="border-bottom: black 1.5pt solid; line-height: 115%"><i>($ in thousands)</i></td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Useful Life (Years)</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">December 31, 2015</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 46%; line-height: 115%">Lab equipment</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">3</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">2</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">2</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Office furniture and equipment</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">4</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Leasehold improvement</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">31</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Gross property and equipment</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">37</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2</td> <td style="line-height:

115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Less: Accumulated depreciation</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">(1</td> <td style="line-height: 115%">)</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Property and equipment, net</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">36</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">2</td> <td style="line-height: 115%"> </td></tr> </table><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company’s depreciation expensefor the three months ended March 31, 2016 and 2015 was $1,000 and $0, respectively.</p> <p style="margin: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 5 – Related Party Transactions</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"><i><u>Advances from Stockholders</u></i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">From time to time, stockholders of the Companyadvance funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">As of March 31, 2016 and December 31, 2015,the outstanding amount of the advances from related parties was approximately $92,000 and $62,000, respectively. During the threemonths ended March 31, 2016, advances from related parties was $50,000 and the Company repaid $20,000 to related parties.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"><i><u>Free Office Space</u></i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company has been provided office spaceby its Executive Chairman of the Board at no cost. The management determined that such cost is nominal and did not recognize therent expense in its financial statements.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"><i><u>Restricted Stock Grant to Chief Executive Officer and Associated Withholding Payments</u></i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"><i> </i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">During three months ended March 31, 2016,Steven M. Fludder, Chief Executive Officer, paid the Company a withholding tax obligation of $198,000 related to the grant ofrestricted stock in 2015.</p> <p style="margin: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 6 – Stockholders’ Equity</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i>Adjustment to Outstanding Shares and Options</i> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i> </i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">In the consolidated financial statements forthe years ended December 31, 2015 and 2014 filed with the SEC, the Company incorrectly excluded 3.6 million shares of common stockand 150,000 non-employee stock options, of which 75,000 were vested, in the calculation of basic and diluted earnings per share,weighted average and number of common shares outstanding. Given the net loss in 2014 and 2015, the excluded stock options had noimpact earnings per share as their effect, if included, would have been anti-dilutive. In addition, the exclusion of 3.6 millionshares of common stock also did not have a material effect on earnings per share. As a result, net loss per common share outstanding,basic and diluted, weighted average and the number of common shares outstanding were misstated by an amount that the Company hasdetermined to be immaterial. The exclusion of such shares does not affect total stockholders’ equity or net loss.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The following table provides a comparison betweenthe previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center">Previous Filings</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center">After Correction of Error</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2015</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2014</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2015</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2014</td> <td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%">Total shares outstanding</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">28,649,497</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">26,699,497</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">32,235,525</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">30,285,525</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Common stock</td> <td> </td> <td>$</td> <td style="text-align: right">286</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">267</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">322</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">303</td> <td> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td>Additional paid-in capital</td> <td> </td> <td>$</td> <td style="text-align: right">10,741</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">8,130</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">10,705</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">8,094</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The following table provides a comparison betweenthe previously filed numbers and the numbers after the correction for the years ended December, 31:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center">Previous Filings </td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center">After Correction of Error</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2015</td> <td style="padding-bottom:

1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2014</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2015</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2014</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%">Net loss</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">1,792,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">47,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">1,792,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">47,000</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Net loss per share</td> <td> </td> <td>$</td> <td style="text-align: right">(0.07</td> <td>)</td> <td> </td> <td>$</td> <td style="text-align: right">(0.00</td> <td>)</td> <td> </td> <td>$</td> <td style="text-align: right">(0.06</td> <td>)</td> <td> </td> <td>$</td> <td style="text-align: right">(0.00</td> <td>)</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td>Weighted-average shares</td> <td> </td> <td> </td> <td style="text-align: right">27,263,059</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">26,394,554</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">30,849,087</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">29,980,582</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">In accordance with the SEC’s Staff AccountingBulletin Nos. 99 (“SAB 99”), the Company evaluated this error and, based on an analysis of quantitative and qualitativefactors, determined that the error was immaterial to the prior reporting periods affected. Therefore, as permitted by SAB 99, theCompany corrected, in the current filing, the calculation of basic earnings per share and weighted average number of common sharesoutstanding as of December 31, 2015.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i> </i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i>Common Stock</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">During three months ended March 31, 2016, theCompany entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrantsto purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Companyalso issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00per share.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">As of March 31, 2016, there were warrants topurchase 2,025,000 shares of common stock issued and outstanding.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i>Stock Options</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">The grant date fair value of stock optionsgranted during the three months ended March 31, 2016 was approximately $223,000. The fair value of the Company’s common stockwas based upon the publicly quoted price on the date that the final approval of the awards was obtained. The Company does not expectto pay dividends in the foreseeable future so therefore the expected dividend yield is 0%. The expected term for stock optionsgranted with service conditions represents the average period the stock options are expected to remain outstanding and is basedon the expected term calculated using the approach prescribed by the Securities and Exchange Commission’s Staff AccountingBulletin for “plain vanilla” options. The expected term for stock options granted with performance and/or market conditionsrepresents the estimated period estimated by management by which the performance conditions will be met. The Company obtained therisk-free interest rate from publicly available

data published by the Federal Reserve. The Company uses a methodology in estimatingits volatility percentage from a computation that was based on a comparison of average volatility rates of similar companies toa computation based on the standard deviation of the Company’s own underlying stock price’s daily logarithmic returns.The fair value of options granted in the three months ended March 31, 2016 was estimated using the following weighted-average assumptions:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">As of March 31, 2016</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 67%">Exercise price</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 30%; text-align: right">0.90</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Expected stock price volatility</td> <td> </td> <td> </td> <td style="text-align: right">80</td> <td>%</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td>Risk-free rate of interest</td> <td> </td> <td> </td> <td style="text-align: right">1.34</td> <td>%</td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Term (years)</td> <td> </td> <td> </td> <td style="text-align: right">4.6</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of option activity under the Company’semployee stock option plan for the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p> <table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Number of Shares</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average
Exercise Price</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Total Intrinsic Value</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average Remaining Contractual Life (in years)</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%">Outstanding as of December 31, 2015</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">1,050,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">0.27</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">757,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">5.1</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Employee options granted</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">400,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.90</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">-</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right"><font style="font-size:

10pt">6.8</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 1.5pt">Outstanding as of March 31, 2016</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">1,450,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.44</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">1,271,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">5.4</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Options vested and expected to vest as of March 31, 2016</td> <td> </td> <td> </td> <td style="text-align: right">1,450,000</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">0.44</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">1,271,000</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">5.4</td> <td> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td>Options vested and exercisable as of March 31, 2016</td> <td> </td> <td> </td> <td style="text-align: right">237,500</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">0.12</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">285,000</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">2.0</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">Estimated future stock-based compensation expenserelating to unvested employee stock options is approximately $313,000 as of March 31, 2016 and will be amortized over 3.8 years.</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of activity of options granted tonon-employees for the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: center"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Number of Shares</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average
Exercise Price</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Total Intrinsic Value</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average Remaining Contractual Life (in years)</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%">Outstanding as of December 31, 2015 (as reported) </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">2,670,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">0.20</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">2,118,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">4.0</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Adjustment to stock options</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-

bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">150,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-
bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black
1.5pt solid; text-align: right">0.10</td> <td style="padding-bottom:
1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt
solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right"><font style="font-size:
10pt">134,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom:
1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt
solid; text-align: right">2.1</td> <td style="padding-bottom: 1.5pt">
</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td><font style="font-size:
10pt">Outstanding as of December 31, 2015</td> <td> </td> <td> </td> <td style="text-align:
right">2,820,000</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">0.19</td>
<td> </td> <td> </td> <td>$</td> <td style="text-align: right">2,252,000</td> <td> </td> <td> </td> <td> </td> <td style="text-
align: right">3.9</td> <td> </td></tr><tr style="vertical-align: bottom;
background-color: white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Non-
employee options exercised</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom:
black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right"><font style="font-size:
10pt">(100,000</td> <td style="padding-bottom: 1.5pt">)</td> <td
style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td
style="border-bottom: black 1.5pt solid; text-align: right">0.11</td> <td
style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom:
black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right"><font style="font-size:
10pt">-</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td>
<td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align:
right">-</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr
style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 1.5pt"><font style="font-size:
10pt">Outstanding as of March 31, 2016</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-
bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">2,720,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-
bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td>
<td style="border-bottom: black 1.5pt solid; text-align: right">0.19</td> <td
style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom:
black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align:
right">3,061,000</td> <td style="padding-bottom: 1.5pt"> </td> <td
style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td
style="border-bottom: black 1.5pt solid; text-align: right">3.8</td> <td
style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Options vested and expected to vest as of March 31, 2016</td> <td> </td>
<td> </td> <td style="text-align: right">2,720,000</td> <td> </td>
<td> </td> <td>$</td> <td style="text-align: right"><font style="font-size:
10pt">0.19</td> <td> </td> <td> </td> <td>$</td> <td
style="text-align: right">3,061,000</td> <td> </td> <td> </td>
<td> </td> <td style="text-align: right">3.8</td> <td> </td></tr><tr
style="vertical-align: bottom; background-color: #CCEEFF"> <td>Options vested and
exercisable as of March 31, 2016</td> <td> </td> <td> </td> <td style="text-align: right">995,000</td> <td> </td> <td> </td> <td><font style="font-size:
10pt">$</td> <td style="text-align: right">0.19</td> <td> </td>
<td> </td> <td>$</td> <td style="text-align: right"><font style="font-size:
10pt">1,126,000</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">3.9</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times,
Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">
<i>Restricted Stock</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p
style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of the restricted stock
award activityfor the three months ended March 31, 2016 is as follows:</p><p style="font: 10pt Times New Roman,

Times, Serif; margin: 0; text-align: justify"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Number of Units</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average Grant Date Fair Value</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 57%">Nonvested at December 31, 2015</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 18%; text-align: right">650,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 18%; text-align: right">0.40</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Vested</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">(650,000</td> <td style="padding-bottom: 1.5pt">)</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.40</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 2.5pt">Nonvested at March 31, 2016</td> <td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double"> </td> <td style="border-bottom: black 2.25pt double; text-align: right">-</td> <td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double">$</td> <td style="border-bottom: black 2.25pt double; text-align: right">-</td> <td style="padding-bottom: 2.5pt"> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i>Warrants</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i> </i></p> <p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of the status of the Company’soutstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Number of Warrants</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average
Exercise Price</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Total Intrinsic Value</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average Remaining Contractual Life (in years)</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 47%">Outstanding as of December 31, 2015</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">1,850,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">0.31</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 10%; text-align: right">1,249,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 10%; text-align: right">4.3</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color:

white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Issued</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">175,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.97</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">61,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">4.9</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 1.5pt">Outstanding as of March 31, 2016</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">2,025,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.37</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">1,921,000</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">4.1</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Warrants exercisable as of March 31, 2016</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">2,025,000</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">0.37</td> <td> </td> <td> </td> <td>$</td> <td style="text-align: right">1,921,000</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">4.1</td> <td> </td></tr></table><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"><i>Stock-based Compensation Expense</i></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0"> </p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">Stock-based compensation expense for the threemonths ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center">For the Three Months Ended March 31</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom"> <td> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2016</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">2015</td> <td style="padding-bottom: 1.5pt"> </td></tr> <tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 58%">Employee restricted stock awards</td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 18%; text-align: right">136</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 18%; text-align: right">-</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td>Employee stock option awards</td> <td> </td> <td> </td> <td style="text-align: right">31</td> <td> </td> <td> </td> <td> </td> <td style="text-align: right">3</td> <td> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 1.5pt">Non-employee option awards</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">460</td> <td style="padding-bottom: 1.5pt"> </td>

<td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">32</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-bottom: 2.5pt">Total compensation expense</td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double">$</td> <td style="border-bottom: black 2.25pt double; text-align: right">627</td> <td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double">$</td> <td style="border-bottom: black 2.25pt double; text-align: right">35</td> <td style="padding-bottom: 2.5pt"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 8 – Subsequent Events</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company has evaluated all eventsthat occurred after the balance sheet date through the date when the financial statements were issued to determine if they mustbe reported. The Management of the Company determined that the following reportable subsequent event(s) need to be disclosed:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In April 2016, the Company entered intoa private placement offering with an investor and issued 117,188 shares of the Company’s common stock and 46,875 warrantsfor $75,000. The warrants have a 5-year term and an exercise price of $0.97.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In June 2016, the Company entered intoa private placement offering with an investor and issued 100,000 shares of the Company’s common stock and 250,000 warrantsfor $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjectedto “price protection” for a twelve-month period. Specifically, in the event the Company issues to any person commonstock or their equivalent at a lower price per share than $2.50 (the “Lower Price”), the Company shall, simultaneouslywith the issuance of such shares, issued that investor a number of additional common shares (the “Additional Shares”)necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzedby the Company and the Company determined that such feature was not required to be bifurcated from the common stock and recordedas a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Pricewas triggered and the Company became obligated to issue an additional 100,000 shares of common stock under the arrangement.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In August 2016, the Company enteredinto a private placement offering with an investor and issued 40,000 shares of the Company’s common stock and 100,000 warrantsfor $100,000. The warrants have a 5-year term and an exercise price of $2.94.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In August 2016, 221,875 warrants witha weighted average exercise price of $0.97 were exercised for cash consideration of $215,000. The investors were granted 221,875additional warrants in August 2016 with a 5-year term and an exercise price of $2.70 per share.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">On November 1, 2016, the Company enteredinto an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for$100,000. The warrants have a 5-year term and an exercise price of $1.16 per share. </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">On February 25, 2009, the Company wasgranted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithiumfor use in batteries and other fields by a third party. However, since contractually agreed thresholds were not met and the technologywas not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendmentand release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two millionof the three million total shares from the original license and will forfeit the remaining one million shares. The two millionshares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect hasbeen given to this transaction in the accompanying financial statements.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">On December 6, 2016, the Company cancelled210,000 shares and exchanged

210,000 shares into 210,000 options with an exercise price of $1.08 and a 5-year term to a consultantwho previously
performed services prior to 2014. The consultant is related to George McKeegan, a Board member of the Company.</p>
<p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">
Basis of Presentation and Principlesof Consolidation</p><p style="font: 10pt/normal Times New Roman, Times,
Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman,
Times, Serif; margin: 0; text-align: justify">The accompanying unaudited condensedconsolidated financial statements
include the accounts of the Company and its subsidiaries. For consolidated entities where theCompany owns less than
100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interestsin its condensed
consolidated statements of operations equal to the percentage of the economic or ownership interest retained insuch
entities by the respective non-controlling parties.</p><p style="font: 10pt/normal Times New Roman, Times, Serif;
margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif;
margin: 0; text-align: justify">The unaudited condensed consolidatedfinancial statements have been prepared by the
Company pursuant to the rules and regulations of the Securities and Exchange Commission(the “SEC”) and
reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which,in the opinion of
management, are necessary for a fair presentation of the results for the interim periods presented.</p><p style="font:
10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p
style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Certain information in footnote
disclosuresnormally included in the financial statements prepared in conformity with accounting principles generally
accepted in the UnitedStates of America have been condensed or omitted pursuant to the SEC rules and regulations for
interim reporting. The financialresults for the periods presented may not be indicative of the full year’s results.</p>
<p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent:
29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">These
unaudited condensed consolidatedfinancial statements should be read in conjunction with the Company’s audited
consolidated financial statements and the notesthereto for the fiscal year ended December 31, 2015 included in the
Company’s Annual Report on Form 10-K filed on October20, 2016.</p><p style="font: 10pt/normal Times New
Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times
New Roman, Times, Serif; margin: 0; text-align: justify">The Company’s unaudited condensedconsolidated
financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions
have been eliminated.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif;
margin: 0; text-align: justify">Use of Estimates</p><p style="font: 10pt/normal Times New Roman, Times,
Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman,
Times, Serif; margin: 0; text-align: justify">The Company’s unaudited condensedconsolidated financial statements
include certain amounts that are based on management’s best estimates and judgments. TheCompany’s
significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair valuemeasurements,
stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty
inherent in such estimates, actual results may differ from these estimates.</p> <p style="margin: 0pt"></p><p style="font:
10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Fair Value Measurements</p><p
style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p
style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify"><i>Accounts Payable and
Accrued Expenses.</i>The carrying amounts of accounts payable and accrued expenses approximate fair value as these
accounts are largely currentand short term in nature.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times
New Roman, Times, Serif; margin: 0; text-align: justify">Cash</p><p style="font: 10pt/normal Times New
Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New
Roman, Times, Serif; margin: 0; text-align: justify">As of March 31, 2016 and December 31,2015, substantially all of the
Company’s cash was held at major financial institutions and the balance at certain accountsmay exceed the
maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced
losseson these accounts and management believes that the Company is not exposed to significant risks on such
accounts.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0;
text-align: justify">Property and Equipment</p><p style="font: 10pt/normal Times New Roman, Times, Serif;
margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times,
Serif; margin: 0; text-align: justify">Office equipment is recorded at costand depreciated using the straight-line method
over the estimated useful life of each asset, generally three years.</p> <p style="margin: 0pt"></p><p
style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Impairment of Long-Lived
Assets</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent:
31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align:
justify">The Company reviews long-lived assets,including property and equipment, for impairment whenever events or

changes in business circumstances indicate that the carryingamount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairmentreview include significant underperformance of the business in relation to expectations, significant negative industry or economictrends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluatea long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the useand eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimatedundiscounted future cash flows expected to result from the use of an asset are less than its carrying amount. The impairment losswould be based on the excess of the carrying value of the impaired asset over its fair value. There was no impairment of longlived assets during the quarter ended March 31, 2016.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and Development</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and development costs are expensedas incurred. Advance payments for goods and services that will be used in future research and development activities are expensedwhen the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestonepayments due to third parties that perform research and development services on the Company’s behalf will be expensed asservices are rendered or when the milestone is achieved.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 15.4pt"> </p> <p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Research and development costs primarilyconsist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation,payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made tothird party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, andcosts associated with regulatory filings, laboratory costs and other supplies.</p> <p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 27.5pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In accordance with ASC 730-10-25-1,<i>Research and Development</i>, costs incurred in obtaining technology licenses are charged to research and development expenseif the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchasedby the Company require substantial completion of research and development and regulatory and marketing approval efforts in orderto reach commercial feasibility and have no alternative future use.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Contingencies</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company records accruals for contingenciesand legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has beenincurred and the amount can be reasonably estimated.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">If a loss contingency is not probablebut is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimateof the range of possible loss if determinable and material, would be disclosed.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify"> Stock-Based Compensation</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company expenses stock-based compensationto employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates.For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at eachreporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employeeawards are recognized as compensation expense in the period of change.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company estimates the fair valueof stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value ofstock-based awards represent management’s best estimates and involve inherent uncertainties and the application of management’sjudgment.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Income Taxes</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 31.9pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company records income taxes usingthe asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributableto temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respectiveincome tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is morelikely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. Fortax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefitthat is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained uponaudit, the Company does not recognize any portion of the benefit.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Loss Per Share</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 13.2pt"><i> </i></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Basic loss per share of common stockis computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstandingfor the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stockand outstanding common stock purchase warrants because their effect would be anti-dilutive.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 13.2pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Securities that could potentially diluteloss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 areas follows:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p> <table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">As of March 31,</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%"> 2015</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 62%; line-height: 115%">Warrants to purchase common stock</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">2,025,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">150,000</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Options to purchase common stock</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">4,170,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">2,670,000</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-left: 10pt; line-height: 115%">Total</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">6,195,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">2,820,000</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Non-Controlling Interests</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 29.7pt"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Non-controlling interests in consolidatedentities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiarywhile the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controllinginterests.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Recent Accounting Pronouncements</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In February 2016, the FASB issued ASU2016-02,

<i>Leases (Topic 842) </i>(“ASU 2016-02”). ASU 2016-02 requires an entity to recognize right-of-use assetsand lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are requiredto disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements toassess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interimperiods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the processof evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In March 2016, the FASB issued ASU No.2016-09, <i>Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting </i>(“ASU2016-09”). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additionalpaid-in capital (“APIC”). Instead, they will record all excess tax benefits and tax deficiencies as income tax expenseor benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement thatexcess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess taxbenefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liabilityclassification for shares used to satisfy the employer’s statutory income tax withholding obligation. An employer with astatutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxesowed using the maximum statutory tax rate in the employee’s applicable jurisdiction(s). ASU 2016-09 requires a company toclassify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation asa financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified.In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeituresof awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likelyto change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currentlyevaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">In August 2016, the FASB issued ASUNo. 2016-15, <i>Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments</i>, which addresses eightspecific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cashpayments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning afterDecember 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in aninterim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cashflows.</p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Following the sale of CLC’s shares, the ownership is as follows:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="border-bottom: black 1.5pt solid; line-height: 115%">Stockholder</td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Shares</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Percentage</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 62%; line-height: 115%">alpha-En Corporation</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">9,095,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 16%; text-align: right; line-height: 115%">90.95</td> <td style="width: 1%; line-height: 115%">%</td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Non-controlling interests</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%"><font style="font: 10pt Times New

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Roman, Times, Serif">905,000</font></td> <td style="line-height: 115%"> </td> <td style="line-height:
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bottom: black 1.5pt solid; text-align: right; line-height: 115%"><font style="font: 10pt Times New Roman, Times,
Serif">9.05</font></td> <td style="line-height: 115%"><font style="font: 10pt Times New Roman, Times, Serif">%
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style="font: 10pt Times New Roman, Times, Serif">100.00</font></td> <td style="line-height: 115%"><font style="font:
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could potentially diluteloss per share in the future that were not included in the computation of diluted loss per share at
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solid; text-align: center; line-height: 115%"><font style="font: 10pt Times New Roman, Times, Serif"><b>As of March
31,</b></font></td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-
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<b>2016</b></font></td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td
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New Roman, Times, Serif"><b>2015</b></font></td> <td style="line-height: 115%"> </td></tr><tr
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style="font: 10pt Times New Roman, Times, Serif">Warrants to purchase common stock</font></td> <td style="width:
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text-align: right; line-height: 115%"><font style="font: 10pt Times New Roman, Times, Serif">2,025,000</font></td>
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Roman, Times, Serif"><b>Total</b></font></td> <td style="line-height: 115%"> </td> <td style="border-bottom:
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line-height: 115%"><font style="font: 10pt Times New Roman, Times, Serif"><b>6,195,000</b></font></td> <td
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line-height: 115%"><font style="font: 10pt Times New Roman, Times, Serif"><b>2,820,000</b></font></td> <td
style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p
style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0">The components of property and equipment as of
March 31,2016 and December 31, 2015, at cost are (dollars in thousands):</p><p style="font: 10pt/normal Times New
Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt
Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td
style="border-bottom: black 1.5pt solid; line-height: 115%"><font style="font: 10pt Times New Roman, Times,
Serif"><i>($ in thousands)</i></font></td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-
bottom: black 1.5pt solid; text-align: center; line-height: 115%"><font style="font: 10pt Times New Roman, Times,
Serif">Useful Life (Years)</font></td> <td style="line-height: 115%"> </td> <td style="line-height:
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115%">March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%"> December 31, 2015</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 46%; line-height: 115%">Lab equipment</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">3</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">2</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 15%; text-align: right; line-height: 115%">2</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Office furniture and equipment</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">4</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Leasehold improvement</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">31</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Gross property and equipment</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">37</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Less: Accumulated depreciation</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">(1</td> <td style="line-height: 115%">)</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Property and equipment, net</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">36</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double;

line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">2</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The fair value of options granted inthe three months ended March 31, 2016 was estimated using the following weighted-average assumptions:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">As of March 31, 2016</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 67%; line-height: 115%">Exercise price</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 30%; text-align: right; line-height: 115%">0.90</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Expected stock price volatility</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">80</td> <td style="line-height: 115%">%</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Risk-free rate of interest</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">1.34</td> <td style="line-height: 115%">%</td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Term (years)</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">4.6</td> <td style="line-height: 115%"> </td></tr> </table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of option activity under theCompany’s employee stock option plan for the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Number of Shares</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average
Exercise Price</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Total Intrinsic Value</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average Remaining Contractual Life (in years)</td> <td style="text-align: center; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%; line-height: 115%">Outstanding as of December 31, 2015</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">1,050,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">0.27</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td

style="width: 10%; text-align: right; line-height: 115%">757,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">5.1</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 10pt; line-height: 115%">Employee options granted</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">400,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.90</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">6.8</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Outstanding as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">1,450,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.44</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">1,271,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">5.4</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Options vested and expected to vest as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">1,450,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.44</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">1,271,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">5.4</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Options vested and exercisable as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">237,500</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.12</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">285,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2.0</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal

Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of activity of options grantedto non-employees for the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: center; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Number of Shares</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average
Exercise Price</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Total Intrinsic Value</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average Remaining Contractual Life (in years)</td> <td style="text-align: center; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%; line-height: 115%">Outstanding as of December 31, 2015 (as reported)</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">2,670,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">0.20</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">2,118,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">4.0</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 10pt; line-height: 115%">Adjustment to stock options</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">150,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.10</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">134,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">2.1</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Outstanding as of December 31, 2015</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2,820,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.19</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">2,252,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3.9</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-

color: white"> <td style="padding-left: 10pt; line-height: 115%">Non-employee options exercised</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">(100,000</td> <td style="line-height: 115%">)</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.11</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Outstanding as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">2,720,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.19</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">3,061,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">3.8</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Options vested and expected to vest as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2,720,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.19</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">3,061,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3.8</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Options vested and exercisable as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">995,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.19</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">1,126,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3.9</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of the restricted stock award activityfor the three months ended March 31, 2016 is as follows:</p><p style="font: 10pt Times New Roman, Times, Serif; margin: 0; text-align: justify"> </p><table cellspacing="0" cellpadding="0" style="font: 12pt Times New Roman, Times, Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align:

center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Number of Units</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td style="padding-bottom: 1.5pt; text-align: center"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center">Weighted Average Grant Date Fair Value</td> <td style="padding-bottom: 1.5pt; text-align: center"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 57%">Nonvested at December 31, 2015</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 18%; text-align: right">650,000</td> <td style="width: 1%"> </td> <td style="width: 1%"> </td> <td style="width: 1%">$</td> <td style="width: 18%; text-align: right">0.40</td> <td style="width: 1%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-bottom: 1.5pt; padding-left: 10pt">Vested</td> <td style="padding-bottom: 1.5pt"> </td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right">(650,000</td> <td style="padding-bottom: 1.5pt">)</td> <td style="padding-bottom: 1.5pt"> </td> <td style="border-bottom: black 1.5pt solid">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right">0.40</td> <td style="padding-bottom: 1.5pt"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="padding-bottom: 2.5pt">Nonvested at March 31, 2016</td> <td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double"> </td> <td style="border-bottom: black 2.25pt double; text-align: right">-</td> <td style="padding-bottom: 2.5pt"> </td> <td style="padding-bottom: 2.5pt"> </td> <td style="border-bottom: black 2.25pt double">$</td> <td style="border-bottom: black 2.25pt double; text-align: right">-</td> <td style="padding-bottom: 2.5pt"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">A summary of the status of the Company’soutstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Number of Warrants</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average
Exercise Price</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Total Intrinsic Value</td> <td style="text-align: center; line-height: 115%"> </td> <td style="text-align: center; line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Weighted Average Remaining Contractual Life (in years)</td> <td style="text-align: center; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 47%; line-height: 115%">Outstanding as of December 31, 2015</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">1,850,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">0.31</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">1,249,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td

style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">4.3</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="padding-left: 10pt; line-height: 115%">Issued</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">175,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.97</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">61,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">4.9</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Outstanding as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">2,025,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">0.37</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%">$</td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">1,921,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">4.1</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Warrants exercisable as of March 31, 2016</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">2,025,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">0.37</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">1,921,000</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">4.1</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Stock-based compensation expense forthe three months ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):</p> <p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p> <table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">For the Three Months Ended March 31 </td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2016 </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2015</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align:

bottom; background-color: #CCEEFF"> <td style="width: 58%; line-height: 115%">Employee restricted stock awards</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 18%; text-align: right; line-height: 115%">136</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 18%; text-align: right; line-height: 115%">-</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Employee stock option awards</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">31</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">3</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Non-employee option awards</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">460</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">32</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Total compensation expense</td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">627</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">35</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> 100000 0.97 0.97 3.97 2.94 2.70 1.16 1.00 0.9095 0.0905 1.00 6195000 2820000 2025000 150000 4170000 2670000 20000 P3Y P3Y P3Y 37000 2000 2000 2000 4000 31000 -1000 1000 0 92000 62000 198000 400000 0.90 223000 0.09 0.27 0.19 0.2 0.44 0.19 0.80 0.0134 P4Y7M6D 1050000 2820000 2670000 1450000 2720000 1450000 2720000 237500 995000 0.44 0.19 0.12 0.19 757000 2252000 2118000 1271000 3061000 1271000 3061000 285000 1126000 P5Y1M6D P3Y10M24D P4Y P5Y P6Y9M18D P5Y4M24D P3Y9M18D P2Y P3Y10M24D 650000 175000 221875 650000 0.40 0.40 2025000 0.31 0.37 0.97 0.97 0.37 1249000 1921000 61000 1921000 P4Y3M18D P4Y10M24D P4Y1M6D 2025000 313000 0.00 3600000 3600000 437501 117188 46875 100000 250000 100000 100000 100000 40000 100000 250000 100000 0.50 2025000 75000 150000 -965000 -62000 1792000 47000 1792000 47000 7000 -7000 650000 280000 4000 276000 437501 100000 -100000 -11000 1000 10000 -75000 81000 -6000 <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">Note 7 – Contingencies andCommitments</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">On March 22, 2016, the Company enteredinto a lease (the “Lease”) with Hudson View Building #3, LLC (the “Landlord”), for office and laboratoryspace located in Yonkers, New York (the “Leased Premise”). The Leased Premise consists of approximately 8,000 squarefeet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantiallycompleted certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately$208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease followinga default by the Company, the Company will be obligated to pay the sum of the rent payable for the remainder of the Lease term.</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company estimated the lease commencementdate is in February, 2017. Contractual minimal lease payments are as follows (in thousands):</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="text-align: center; line-height: 115%"><font style="font: 10pt Times New Roman, Times,

Serif">2016</td> <td style="line-height: 115%"> </td> <td> </td> <td style="text-align: right; line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="width: 73%; text-align: center; line-height: 115%">2017</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 23%; text-align: right; line-height: 115%">139</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="text-align: center; line-height: 115%">2018</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">210</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="text-align: center; line-height: 115%">2019</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">213</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="text-align: center; line-height: 115%">2020</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">217</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Thereafter </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">744</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Total </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">1,523</td> <td style="line-height: 115%"> </td></tr></table><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">On February 25, 2009, the Company wasgranted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithiumfor use in batteries and other fields. Commencing in October 2010, working through a third party, the Company conducted a seriesof tests to determine if the process worked and, based on the results, initially believed that the process produced lithium, howeverit did not prove to be commercially feasible and research and development efforts involving this license were abandoned. In exchangefor the license, the Company had certain financial, share issuance and royalty obligations if certain sale thresholds were met.However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendmentand release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingenciesset forth in the amendment and release, the third party will retain two million of the three million total shares from the originallicense and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subjectto customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financialstatements.</p> 50000 175000 280000 P5Y 75000 1.00 2.50 P3Y9M18D 150000 0.1 134000 P2Y1M6D P87M 0.015 P5Y P5Y P5Y P5Y P5Y 221875 215000 1850000 2025000 Q1 2016 Smaller Reporting Company 1000 627000 35000 39000 69000 -61000 -22000 2000 -323000 -95000 <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The following table provides a comparisonbetween the previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">Previous Filings</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">After Correction of Error</td> <td

style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2015 </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2014</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2015</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2014 </td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%; line-height: 115%">Total shares outstanding</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">28,649,497</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">26,699,497</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">32,235,525</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 10%; text-align: right; line-height: 115%">30,285,525</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Common stock</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">286</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">267</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">322</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">303</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Additional paid-in capital</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">10,741</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">8,130</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">10,705</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">8,094</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The following table provides a comparison between the previously filed numbers and the numbers after the correction for the years ended December, 31:</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p> <table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height:

115%">Previous Filings</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="6" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">After Correction of Error</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom"> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%"> 2015</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2014</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2015</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td colspan="2" style="border-bottom: black 1.5pt solid; text-align: center; line-height: 115%">2014 </td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="width: 48%; line-height: 115%">Net loss</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">1,792,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">47,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">1,792,000</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%">$</td> <td style="width: 10%; text-align: right; line-height: 115%">47,000</td> <td style="width: 1%; line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="line-height: 115%">Net loss per share</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">(0.07</td> <td style="line-height: 115%">)</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">(0.00</td> <td style="line-height: 115%">) </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">(0.06</td> <td style="line-height: 115%">)</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">(0.00</td> <td style="line-height: 115%">)</td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Weighted-average shares</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">27,263,059</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">26,394,554</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">30,849,087</td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="text-align: right; line-height: 115%">29,980,582</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> P5Y4M24D P3Y9M18D P3Y10M24D 0.11 1.08 P4Y1M6D 8000 208000 <p style="margin: 0pt"></p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify">The Company estimated the lease

commencementdate is in February, 2017. Contractual minimal lease payments are as follows (in thousands):</p><p style="font: 10pt/normal Times New Roman, Times, Serif; margin: 0; text-align: justify; text-indent: 0in"> </p> <table cellspacing="0" cellpadding="0" style="font: 11pt Calibri, Helvetica, Sans-Serif; width: 100%; border-collapse: collapse"><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="text-align: center; line-height: 115%">2016</td> <td style="line-height: 115%"> </td> <td> </td> <td style="text-align: right; line-height: 115%">$</td> <td style="text-align: right; line-height: 115%">-</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: white"> <td style="width: 73%; text-align: center; line-height: 115%">2017</td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 1%; line-height: 115%"> </td> <td style="width: 23%; text-align: right; line-height: 115%">139</td> <td style="width: 1%; 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background-color: white"> <td style="line-height: 115%">Thereafter </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; line-height: 115%"> </td> <td style="border-bottom: black 1.5pt solid; text-align: right; line-height: 115%">744</td> <td style="line-height: 115%"> </td></tr><tr style="vertical-align: bottom; background-color: #CCEEFF"> <td style="line-height: 115%">Total </td> <td style="line-height: 115%"> </td> <td style="line-height: 115%"> </td> <td style="border-bottom: black 2.25pt double; line-height: 115%">$</td> <td style="border-bottom: black 2.25pt double; text-align: right; line-height: 115%">1,523</td> <td style="line-height: 115%"> </td></tr></table><p style="margin: 0pt"></p> 139000 210000 213000 217000 744000 1523000 100000 75000 250000 100000 210000 210000 210000 627000 35000 31000 460000 32000 3000 136000 3586028 36000 -36000 EX-101.SCH 5 alpe-20160331.xsd XBRL SCHEMA FILE 00000001 - Document - Document and Entity Information link:presentationLink link:calculationLink link:definitionLink 00000002 - Statement - Condensed Consolidated Balance Sheets (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000003 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 00000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000005 - Statement - Condensed Consolidated Statement of Stockholders' Equity (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) link:presentationLink link:calculationLink link:definitionLink 00000007 - Disclosure - Organization and Operations link:presentationLink link:calculationLink link:definitionLink 00000008 - Disclosure - Going Concern and Liquidity link:presentationLink link:calculationLink link:definitionLink 00000009 - Disclosure - Significant and Critical Accounting Policies and Practices link:presentationLink link:calculationLink link:definitionLink 00000010 - Disclosure - Property and Equipment link:presentationLink link:calculationLink link:definitionLink 00000011 - Disclosure - Related Party Transactions link:presentationLink link:calculationLink link:definitionLink 00000012 - Disclosure - Stockholders' Equity link:presentationLink link:calculationLink link:definitionLink 00000013 - Disclosure - Contingencies and Commitments link:presentationLink link:calculationLink link:definitionLink 00000014 - Disclosure - Subsequent Events link:presentationLink link:calculationLink link:definitionLink 00000015 - Disclosure - Significant and Critical Accounting Policies and Practices (Policies) link:presentationLink link:calculationLink link:definitionLink 00000016 - Disclosure - Organization and Operations (Tables) link:presentationLink link:calculationLink link:definitionLink

00000017 - Disclosure - Significant and Critical Accounting Policies and Practices (Tables) link:presentationLink link:calculationLink link:definitionLink 00000018 - Disclosure - Property and Equipment (Tables) link:presentationLink link:calculationLink link:definitionLink 00000019 - Disclosure - Stockholders' Equity (Tables) link:presentationLink link:calculationLink link:definitionLink 00000020 - Disclosure - Contigencies and Commitments (Tables) link:presentationLink link:calculationLink link:definitionLink 00000021 - Disclosure - Organization and Operations (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000022 - Disclosure - Organization and Operations - Schedule of Ownership Interest in the Subsidiary Company (Details) link:presentationLink link:calculationLink link:definitionLink 00000023 - Disclosure - Going Concern and Liquidity (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000024 - Disclosure - Significant and Critical Accounting Policies and Practices (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000025 - Disclosure - Significant and Critical Accounting Policies and Practices - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 00000026 - Disclosure - Property and Equipment (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000027 - Disclosure - Property and Equipment - Schedule of Property and Equipment (Details) link:presentationLink link:calculationLink link:definitionLink 00000028 - Disclosure - Related Party Transactions (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000029 - Disclosure - Stockholders' Equity (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000030 - Disclosure - Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Equity (Details) link:presentationLink link:calculationLink link:definitionLink 00000031 - Disclosure - Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Operation (Details) link:presentationLink link:calculationLink link:definitionLink 00000032 - Disclosure - Stockholders' Equity - Schedule of Fair Value of Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 00000033 - Disclosure - Stockholders' Equity - Schedule of Stock Options, Activity (Details) link:presentationLink link:calculationLink link:definitionLink 00000034 - Disclosure - Stockholders' Equity - Schedule of Nonvested Restricted Stock (Details) link:presentationLink link:calculationLink link:definitionLink 00000035 - Disclosure - Stockholders' Equity - Schedule of Warrants Outstanding(Details) link:presentationLink link:calculationLink link:definitionLink 00000036 - Disclosure - Stockholders' Equity - Schedule of Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 00000037 - Disclosure - Contingencies and Commitments (Details Narrative) link:presentationLink link:calculationLink link:definitionLink 00000038 - Disclosure - Contingencies and Commitments - Schedule of Contractual Minimum Lease Payments (Details) link:presentationLink link:calculationLink link:definitionLink 00000039 - Disclosure - Subsequent Events (Details Narrative) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 6 alpe-20160331_cal.xml XBRL CALCULATION FILE EX-101.DEF 7 alpe-20160331_def.xml XBRL DEFINITION FILE EX-101.LAB 8 alpe-20160331_lab.xml XBRL LABEL FILE Common Class B [Member] Class of Stock [Axis] Common Stock [Member] Equity Components [Axis] Additional Paid-in Capital [Member] Treasury Stock [Member] Accumulated Deficit [Member] Noncontrolling Interest [Member] Clean Lithium Corporation [Member] Legal Entity [Axis] Lab Equipment [Member] Property, Plant and Equipment, Type [Axis] Employee Stock Option [Member] Award Type [Axis] Non Employee Stock Option [Member] Restricted Stock [Member] Warrant [Member] Financial Instrument [Axis] Alpha-En Corporation [Member] Investment, Name [Axis] Stock Option [Member] Option Indexed to Issuer's Equity [Axis] Office Furniture Equipment [Member] Leasehold Improvements [Member] Chief Executive Officer [Member] Related Party [Axis] Non-Employee [Member] Private Placement [Member] Sale of Stock [Axis] Investor [Member] Consultant [Member] Title of Individual [Axis] Previous Filings [Member] Scenario [Axis] After Correction of Error [Member] Hudson View Building, LLC [Member] Type of Arrangement [Axis] Subsequent Event [Member] Subsequent Event Type [Axis] Price Protection [Member] Additional Shares [Member] Additional Warrant [Member] Additional Private Placement [Member] Employee Restricted Stock Awards [Member] Document And Entity Information Entity Registrant Name Entity Central Index Key Document Type Document Period End Date Amendment Flag Current Fiscal Year End Date Entity Filer Category Entity Common Stock, Shares Outstanding Trading Symbol Document Fiscal Period Focus Document Fiscal Year Focus Statement [Table] Statement [Line Items] ASSETS Current assets Cash Prepaid expenses Due from related party Total current assets Property and equipment, net Total assets LIABILITIES AND STOCKHOLDERS' EQUITY Current liabilities Accounts payable and accrued expenses Advances from related parties Total current liabilities Total liabilities COMMITMENTS AND CONTINGENCIES Stockholders' equity: Preferred stock par value $0.01: 2,000,000 shares authorized; none issued or outstanding Common stock Additional paid-in capital Treasury stock at cost: 714,750 shares as of March 31, 2016 and December 31, 2015 Accumulated deficit Shareholders' equity attributed to alpha-En Corporation stockholders Non-controlling interest Total stockholders' equity TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY Preferred stock, par or stated value per share Preferred stock, shares authorized Preferred stock, shares issued Preferred stock, shares outstanding Common stock, par or stated value per share Common stock, shares authorized Common stock, shares, issued EX-101.PRE 9 alpe-20160331_pre.xml XBRL

PRESENTATION FILE XML 10 R1.htm IDEA: XBRL DOCUMENT

Document and Entity Information - shares	3 Months Ended Mar. 31, 2016	Jan. 05, 2017
Document And Entity Information		
Entity Registrant Name	alpha-En Corp	
Entity Central Index Key	0001023298	
Document Type	10-Q	
Document Period End Date	Mar. 31, 2016	
Amendment Flag	false	
Current Fiscal Year End Date	--12-31	
Entity Filer Category	Smaller Reporting Company	
Entity Common Stock, Shares Outstanding		32,892,089
Trading Symbol	ALPE	
Document Fiscal Period Focus	Q1	
Document Fiscal Year Focus	2016	

XML 11 R2.htm IDEA: XBRL DOCUMENT

Condensed Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands	Mar. 31, 2016	Dec. 31, 2015
Current assets		
Cash	$ 693	$ 730
Prepaid expenses	340	301
Due from related party		61
Total current assets	1,033	1,092
Property and equipment, net	36	2
Total assets	1,069	1,094
Current liabilities		
Accounts payable and accrued expenses	319	341
Advances from related parties	92	62
Total current liabilities	411	403
Total liabilities	411	403
COMMITMENTS AND CONTINGENCIES		
Stockholders' equity:		
Preferred stock par value $0.01: 2,000,000 shares authorized; none issued or outstanding		
Common stock	334	322
Additional paid-in capital	11,692	10,705
Treasury stock at cost: 714,750 shares as of March 31, 2016 and December 31, 2015	(69)	(69)
Accumulated deficit	(11,134)	(10,169)
Shareholders' equity attributed to alpha-En Corporation stockholders	823	789
Non-controlling interest	(165)	(98)
Total stockholders' equity	658	691
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	1,069	1,094
Common Class B [Member]		
Stockholders' equity:		
Common stock		

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Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) - $ / shares	Mar. 31, 2016	Dec. 31, 2015
Preferred stock, par or stated value per share	$ 0.01	$ 0.01
Preferred stock, shares authorized	2,000,000	2,000,000
Preferred stock, shares issued		
Preferred stock, shares outstanding		
Common stock, par or stated value per share	$ 0.01	$ 0.01
Common stock, shares authorized	35,000,000	35,000,000
Common stock, shares, issued	33,423,026	32,235,525
Common stock, shares, outstanding	33,423,026	32,235,525
Treasury stock, shares	714,750	714,750
Common Class B [Member]		
Common stock, par or stated value per share		
Common stock, shares authorized	1,000,000	1,000,000
Common stock, shares, issued		
Common stock, shares, outstanding		

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Condensed Consolidated Statements of Operations (Unaudited) - USD ($) $ in Thousands	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
Operating expenses		
General and administrative	$ 583	$ 28
Legal and professional fees	49	7
Research and development	394	28
Total operating expenses	1,026	63
Net loss	(1,026)	(63)
Less: net loss attributable to non-controlling interest	(61)	(1)
Net loss attributable to alpha-En Corporation	$ (965)	$ (62)
Net loss per share attributable to alpha-En Corporation common stockholders		
Basic and diluted	$ (0.03)	$ 0.00
Weighted average shares outstanding:		
Basic and diluted	32,448,987	30,285,525

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Condensed Consolidated Statement of Stockholders' Equity (Unaudited) - USD ($) $ in Thousands	Common Stock [Member]	Additional Paid-in Capital [Member]	Treasury Stock [Member]	Accumulated Deficit [Member]	Noncontrolling Interest [Member]	Total
Balance at Dec. 31, 2014	$ 286	$ 10,741	$ (69)	$ (10,169)	$ (98)	$ 691
Balance, Shares at Dec. 31, 2014	28,649,497		714,750			
Correction to outstanding shares	$ 36	(36)				
Correction to outstanding shares, Shares	3,586,028					
Balance at Dec. 31, 2015	$ 322	10,705	$ (69)	(10,169)	(98)	691
Balance, Shares at Dec. 31, 2015	32,235,525		714,750			

Stock based compensation		627				627
Issuance of restricted stock to employee	$ 7	(7)				
Issuance of restricted stock to employee, Shares	650,000					
Options exercised for cash	$ (1)	(10)				11
Options exercised for cash, Shares	100,000					
Issuance of common stock and warrants in a private placement	$ 4	276				280
Issuance of common stock and warrants in a private placement, Shares	437,501					
Issuance of subsidiary common stock for service		81			(6)	(75)
Net loss				(965)	(61)	(1,026)
Balance at Mar. 31, 2016	$ 334	$ 11,692	$ (69)	$ (11,134)	$ (165)	$ 658
Balance, Shares at Mar. 31, 2016	33,423,026		714,750			

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Condensed Consolidated Statements of Cash Flows (Unaudited) - USD ($) $ in Thousands	**3 Months Ended**	
	Mar. 31, 2016	**Mar. 31, 2015**
Cash flows from operating activities		
Net loss	$ (1,026)	$ (63)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	1	
Stock-based compensation	627	35
Issuance of subsidiary common stock for service	75	
Changes in operating assets and liabilities of business:		
Prepaid expenses	(39)	(69)
Due from related parties	61	
Accounts payable and accrued expenses	(22)	2
Net cash used in operating activities	(323)	(95)
Cash flows from investing activities		
Purchase of fixed assets	(35)	(2)
Net cash used in investing activities	(35)	(2)
Cash flows from financing activities		
Options exercised for cash	11	
Proceeds from issuance of common stock and warrants in private placement	280	
Advances from related parties	50	
Repayments of advances from related parties	(20)	
Net cash provided by financing activities	321	
Net decrease in cash	(37)	(97)
Cash at beginning of period	730	103
Cash at end of period	$ 693	$ 6

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Organization and Operations	**3 Months Ended**

	Mar. 31, 2016
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Organization and Operations	**Note 1 - Organization and Operations**

alpha-En Corporation (together with its subsidiaries, the "Company") was incorporated in Delaware on March 7, 1997.

On February 25, 2009, alpha-En Corporation was granted a license for an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries. After much effort, it was determined the process was not commercially feasible and efforts surrounding this technology were abandoned in 2011. The Company has settled an amendment and release related to this license. (See Note 7)

During 2011 and 2012, alpha-En Corporation devoted its resources to developing proprietary technology to produce highly pure lithium metal.

In 2013, alpha-En Corporation invented a new process for the production of highly pure lithium metal and associated products at room temperature and subsequently broadened its focus to develop products and processes derived from its new core proprietary technology, including battery components and compounds of lithium.

During the period from 2013 to the present, alpha-En Corporation has been exclusively focused on developing its own technology for the production of highly pure lithium metal, from the bench scale through multiple demonstrations, with the end goal of commercialization. During this time, alpha-En Corporation has also been pursuing strategic partnerships both commercially and with research institutions.

Formation of Majority-Owned Subsidiary

In September 2014, alpha-En Corporation formed Clean Lithium Corporation ("CLC") under the laws of New York State as a wholly owned subsidiary with a nominal share capital of $100,000.

Following the sale of CLC's shares, the ownership is as follows:

Stockholder	Shares	Percentage
alpha-En Corporation	9,095,000	90.95%
Non-controlling interests	905,000	9.05%
Total:	10,000,000	100.00%

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Going Concern and Liquidity	3 Months Ended Mar. 31, 2016
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Going Concern and Liquidity	**Note 2 – Going Concern and Liquidity**

The Company has elected to adopt early application of Accounting Standards

Update No. 2014-15, *"Presentation of Financial Statements—Going Concern (Subtopic 205-40): Disclosure of Uncertainties about an Entity's Ability to Continue as a Going Concern ("ASU 2014-15")*.

The Company's condensed consolidated financial statements have been prepared assuming that it will continue as a going concern, which contemplates continuity of operations, realization of assets, and liquidation of liabilities in the normal course of business.

As reflected in the condensed consolidated financial statements, the Company had an accumulated deficit of approximately $11.1 million and $10.2 million at March 31, 2016 and December 31, 2015, respectively. A net loss of approximately $965,000 and $62,000, and approximately $323,000 and $95,000 net cash used in operating activities for the three months ended March 31, 2016 and 2015, respectively.

The Company is attempting to further develop the intellectual property associated with its technology; broaden its patent portfolio; scale up our production of various products; and begin generating revenue; however, the Company's cash position is not sufficient to support its daily operations. While the Company believes in the viability of its strategy and in its ability to raise additional funds by way of a public or private offering, there can be no assurances to that effect. The ability of the Company to continue as a going concern is dependent upon its ability to raise additional funds by way of a public or private offering and its ability to further develop its technology and generate sufficient revenue.

These factors raise substantial doubt about the Company's ability to continue as a going concern. The condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern.

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Significant and Critical Accounting Policies and Practices	**3 Months Ended Mar. 31, 2016**
Accounting Policies [Abstract]	
Significant and Critical Accounting Policies and Practices	**Note 3 - Significant and Critical Accounting Policies and Practices** **Basis of Presentation and Principles of Consolidation** The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. For consolidated entities where the Company owns less than 100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interests in its condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained in such entities by the respective non-controlling parties. The unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which, in the opinion of management, are necessary for a fair presentation of the results for the interim

periods presented.

Certain information in footnote disclosures normally included in the financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC rules and regulations for interim reporting. The financial results for the periods presented may not be indicative of the full year's results.

These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the notes thereto for the fiscal year ended December 31, 2015 included in the Company's Annual Report on Form 10-K filed on October 20, 2016.

The Company's unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

The Company's unaudited condensed consolidated financial statements include certain amounts that are based on management's best estimates and judgments. The Company's significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair value measurements, stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty inherent in such estimates, actual results may differ from these estimates.

Fair Value Measurements

Accounts Payable and Accrued Expenses. The carrying amounts of accounts payable and accrued expenses approximate fair value as these accounts are largely current and short term in nature.

Cash

As of March 31, 2016 and December 31, 2015, substantially all of the Company's cash was held at major financial institutions and the balance at certain accounts may exceed the maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Property and Equipment

Office equipment is recorded at cost and depreciated using the straight-line method over the estimated useful life of each asset, generally three years.

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairment review include significant underperformance of the business in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluate a long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the use and eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of an asset are less than its carrying amount. The impairment loss would be based on the excess of the carrying value of the impaired asset over its fair value. There was no impairment of long lived assets during the quarter ended March 31, 2016.

Research and Development

Research and development costs are expensed as incurred. Advance payments for goods and services that will be used in future research and development activities are expensed when the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestone payments due to third parties that perform research and development services on the Company's behalf will be expensed as services are rendered or when the milestone is achieved.

Research and development costs primarily consist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation, payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made to third party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, and costs associated with regulatory filings, laboratory costs and other supplies.

In accordance with ASC 730-10-25-1, *Research and Development*, costs incurred in obtaining technology licenses are charged to research and development expense if the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchased by the Company require substantial completion of research and development and regulatory and marketing approval efforts in order to reach commercial feasibility and have no alternative future use.

Contingencies

The Company records accruals for contingencies and legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has been incurred and the amount can be reasonably estimated.

If a loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Stock-Based Compensation

The Company expenses stock-based compensation to employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates. For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at each reporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employee awards are recognized as compensation expense in the period of change.

The Company estimates the fair value of stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment.

Income Taxes

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is more likely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. For tax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefit that is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained upon audit, the Company does not recognize any portion of the benefit.

Loss Per Share

Basic loss per share of common stock is computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stock and outstanding common stock purchase warrants because their effect would be anti-dilutive.

Securities that could potentially dilute loss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 are as follows:

	As of March 31,	
	2016	**2015**
Warrants to purchase common stock	2,025,000	150,000
Options to purchase common stock	4,170,000	2,670,000
Total	**6,195,000**	**2,820,000**

Non-Controlling Interests

Non-controlling interests in consolidated entities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests.

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxes owed using the maximum statutory tax rate in the employee's applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeitures of awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December 15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currently evaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cash flows.

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Property and Equipment	**3 Months Ended** **Mar. 31, 2016**
Property, Plant and Equipment [Abstract]	
Property and Equipment	**Note 4 – Property and Equipment** The components of property and equipment as of March 31, 2016 and December 31, 2015, at cost are (dollars in thousands):

($ in thousands)	Useful Life (Years)	**March 31, 2016**	**December 31, 2015**
Lab equipment	3	2	2
Office furniture and equipment	3	4	-
Leasehold improvement		31	-
Gross property and equipment		37	2
Less: Accumulated depreciation		(1)	-
Property and equipment, net		$ 36	$ 2

The Company's depreciation expense for the three months ended March 31, 2016 and 2015 was $1,000 and $0, respectively.

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Related Party Transactions	**3 Months Ended Mar. 31, 2016**
Related Party Transactions [Abstract]	
Related Party Transactions	**Note 5 – Related Party Transactions**

Advances from Stockholders

From time to time, stockholders of the Company advance funds to the Company for working capital purposes. Those advances are unsecured, non-interest bearing and due on demand.

As of March 31, 2016 and December 31, 2015, the outstanding amount of the advances from related parties was approximately $92,000 and $62,000, respectively. During the three months ended March 31, 2016, advances from related parties was $50,000 and the Company repaid $20,000 to related parties.

Free Office Space

The Company has been provided office space by its Executive Chairman of the Board at no cost. The management determined that such cost is nominal and did not recognize the rent expense in its financial statements.

Restricted Stock Grant to Chief Executive Officer and Associated Withholding Payments

During three months ended March 31, 2016, Steven M. Fludder, Chief Executive Officer, paid the Company a withholding tax obligation of $198,000 related to the grant of restricted stock in 2015.

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Stockholders' Equity	**3 Months Ended Mar. 31, 2016**
Equity [Abstract]	
Stockholders' Equity	**Note 6 – Stockholders' Equity**

Adjustment to Outstanding Shares and Options

In the consolidated financial statements for the years ended December 31, 2015 and 2014 filed with the SEC, the Company incorrectly excluded 3.6 million shares of common stock and 150,000 non-employee stock options, of which 75,000 were vested, in the calculation of basic and diluted earnings per share, weighted average and number of common shares outstanding. Given the net loss in 2014 and 2015, the excluded stock options had no impact earnings per share as their effect, if included, would have been anti-dilutive. In addition, the exclusion of 3.6 million shares of common stock also did not have a material effect on earnings per share. As a result, net loss per common share outstanding, basic and diluted, weighted average and the number of common shares outstanding were misstated by an amount that the Company has determined to be immaterial. The exclusion of such shares does not affect total stockholders' equity or net loss.

The following table provides a comparison between the previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):

	Previous Filings		After Correction of Error	
	2015	**2014**	**2015**	**2014**
Total shares outstanding	28,649,497	26,699,497	32,235,525	30,285,525
Common stock	$ 286	$ 267	$ 322	$ 303
Additional paid-in capital	$ 10,741	$ 8,130	$ 10,705	$ 8,094

The following table provides a comparison between the previously filed numbers and the numbers after the correction for the years ended December, 31:

	Previous Filings		After Correction of Error	
	2015	**2014**	**2015**	**2014**
Net loss	$ 1,792,000	$ 47,000	$ 1,792,000	$ 47,000
Net loss per share	$ (0.07)	$ (0.00)	$ (0.06)	$ (0.00)
Weighted-average shares	27,263,059	26,394,554	30,849,087	29,980,582

In accordance with the SEC's Staff Accounting Bulletin Nos. 99 ("SAB 99"), the Company evaluated this error and, based on an analysis of quantitative and qualitative factors, determined that the error was immaterial to the prior reporting periods affected. Therefore, as permitted by SAB 99, the Company corrected, in the current filing, the calculation of basic earnings per share and weighted average number of common shares outstanding as of December 31, 2015.

Common Stock

During three months ended March 31, 2016, the Company entered into six private placement offerings with six investors and issued 437,501 shares of its common stock and warrants to purchase 175,000 shares of common stock for $280,000. The warrants have a 5-year term and an exercise price of $0.97. The Company also issued 75,000 shares of its subsidiary, CLC, to a consultant for the service provided, and the shares were valued at $1.00 per share.

As of March 31, 2016, there were warrants to purchase 2,025,000 shares of common stock issued and outstanding.

Stock Options

The grant date fair value of stock options granted during the three months ended March 31, 2016 was approximately $223,000. The fair value of the Company's common stock was based upon the publicly quoted price on the date that the final approval of the awards was obtained. The Company does not expect to pay dividends in the foreseeable future so therefore the expected dividend yield is 0%. The expected term for stock options granted with service conditions represents the average period the stock options are expected to remain outstanding and is based on the expected term calculated using the approach prescribed by the Securities and Exchange Commission's Staff Accounting Bulletin for "plain vanilla" options. The expected term for stock options granted with performance and/or market conditions represents the estimated period estimated by management by which the performance conditions will be met. The Company obtained the risk-free interest rate from publicly available data published by the Federal Reserve. The Company uses a methodology in estimating its volatility percentage from a computation that was based on a comparison of average volatility rates of similar companies to a computation based on the standard deviation of the Company's own underlying stock price's daily logarithmic returns. The fair value of options granted in the three months ended March 31, 2016 was estimated using the following weighted-average assumptions:

	As of March 31, 2016
Exercise price	$ 0.90
Expected stock price volatility	80%
Risk-free rate of interest	1.34%
Term (years)	4.6

A summary of option activity under the Company's employee stock option plan for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,050,000	$ 0.27	$ 757,000	5.1
Employee options granted	400,000	0.90	-	6.8
Outstanding as of March 31, 2016	1,450,000	$ 0.44	$1,271,000	5.4
Options vested and expected to vest as of March 31, 2016	1,450,000	$ 0.44	$1,271,000	5.4
Options vested and exercisable as of March 31, 2016	237,500	$ 0.12	$ 285,000	2.0

Estimated future stock-based compensation expense relating to unvested employee stock options is approximately $313,000 as of March 31, 2016 and will be amortized over 3.8 years.

A summary of activity of options granted to non-employees for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015 (as reported)	2,670,000	$ 0.20	$2,118,000	4.0
Adjustment to stock options	150,000	0.10	134,000	2.1
Outstanding as of December 31, 2015	2,820,000	$ 0.19	$2,252,000	3.9
Non-employee options exercised	(100,000)	0.11	-	-
Outstanding as of March 31, 2016	2,720,000	$ 0.19	$3,061,000	3.8
Options vested and expected to vest as of March 31, 2016	2,720,000	$ 0.19	$3,061,000	3.8
Options vested and exercisable as of March 31, 2016	995,000	$ 0.19	$1,126,000	3.9

Restricted Stock

A summary of the restricted stock award activity for the three months ended March 31, 2016 is as follows:

	Number of Units	Weighted Average Grant Date Fair Value
Nonvested at December 31, 2015	650,000	$ 0.40
Vested	(650,000)	$ 0.40
Nonvested at March 31, 2016	-	$ -

Warrants

A summary of the status of the Company's outstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,850,000	$ 0.31	$1,249,000	4.3
Issued	175,000	0.97	61,000	4.9

Outstanding as of March 31, 2016	2,025,000	$ 0.37	$1,921,000	4.1
Warrants exercisable as of March 31, 2016	2,025,000	$ 0.37	$1,921,000	4.1

Stock-based Compensation Expense

Stock-based compensation expense for the three months ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):

	For the Three Months Ended March 31	
	2016	2015
Employee restricted stock awards	$ 136	$ -
Employee stock option awards	31	3
Non-employee option awards	460	32
Total compensation expense	$ 627	$ 35

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Contingencies and Commitments	3 Months Ended Mar. 31, 2016
Commitments and Contingencies Disclosure [Abstract]	
Contigencies and Commitments	**Note 7 – Contingencies and Commitments**

On March 22, 2016, the Company entered into a lease (the “Lease”) with Hudson View Building #3, LLC (the “Landlord”), for office and laboratory space located in Yonkers, New York (the “Leased Premise”). The Leased Premise consists of approximately 8,000 square feet. The Lease has a term of 87 months from the lease commencement date, which is the date upon which the Landlord has substantially completed certain interior leasehold improvements to the Leased Premise. The annual rent for the first year of the lease is approximately $208,000, increasing by 1.5% on each anniversary of the lease commencement date. In the event of a termination of the Lease following a default by the Company, the Company will be obligated to pay the sum of the rent payable for the remainder of the Lease term.

The Company estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$ -
2017	139
2018	210
2019	213
2020	217
Thereafter	744
Total	$ 1,523

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields. Commencing in October 2010, working through a third party, the Company conducted a series of tests to determine if the process worked and, based on the results, initially believed that the process produced lithium, however it did not prove to be commercially feasible and research and development efforts involving this license were abandoned. In exchange for the license, the Company had certain financial, share issuance and royalty obligations if certain sale thresholds were met. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

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Subsequent Events	**3 Months Ended Mar. 31, 2016**
Subsequent Events [Abstract]	
Subsequent Events	**Note 8 – Subsequent Events** The Company has evaluated all events that occurred after the balance sheet date through the date when the financial statements were issued to determine if they must be reported. The Management of the Company determined that the following reportable subsequent event(s) need to be disclosed: In April 2016, the Company entered into a private placement offering with an investor and issued 117,188 shares of the Company's common stock and 46,875 warrants for $75,000. The warrants have a 5-year term and an exercise price of $0.97. In June 2016, the Company entered into a private placement offering with an investor and issued 100,000 shares of the Company's common stock and 250,000 warrants for $250,000. The warrants have a 5-year term and an exercise price of $3.97. 100,000 shares issued in this offering is subjected to "price protection" for a twelve-month period. Specifically, in the event the Company issues to any person common stock or their equivalent at a lower price per share than $2.50 (the "Lower Price"), the Company shall, simultaneously with the issuance of such shares, issued that investor a number of additional common shares (the "Additional Shares") necessary to cause the 100,000 purchased plus the Additional Shares to have a combined average cost per share equal to the Lower Price, provided that in no event shall the Additional Shares exceed 100,000 shares. The price protection featured was analyzed by the Company and the Company determined that such feature was not required to be bifurcated from the common stock and recorded as a derivative as the price protection feature is clearly and closely related to an equity host. In November 2016, the Lower Price was triggered and the Company became obligated to issue an additional 100,000 shares of common stock under the arrangement. In August 2016, the Company entered into a private placement offering with an investor and issued 40,000 shares of the Company's common stock and 100,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $2.94. In August 2016, 221,875 warrants with a weighted average exercise price of $0.97

were exercised for cash consideration of $215,000. The investors were granted 221,875 additional warrants in August 2016 with a 5-year term and an exercise price of $2.70 per share.

On November 1, 2016, the Company entered into an additional private placement offering with an investor and sold 100,000 shares of common stock and 250,000 warrants for $100,000. The warrants have a 5-year term and an exercise price of $1.16 per share.

On February 25, 2009, the Company was granted an exclusive, worldwide, transferable, perpetual license to use certain proprietary technology for the processing of lithium for use in batteries and other fields by a third party. However, since contractually agreed thresholds were not met and the technology was not used, the Company negotiated an amendment and release related to this license in November 2016. Pursuant to the amendment and release, and subject to certain contingencies set forth in the amendment and release, the third party will retain two million of the three million total shares from the original license and will forfeit the remaining one million shares. The two million shares to be retained by the third party will be subject to customary transfer restrictions for restricted shares. No effect has been given to this transaction in the accompanying financial statements.

On December 6, 2016, the Company cancelled 210,000 shares and exchanged 210,000 shares into 210,000 options with an exercise price of $1.08 and a 5-year term to a consultant who previously performed services prior to 2014. The consultant is related to George McKeegan, a Board member of the Company.

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Significant and Critical Accounting Policies and Practices (Policies)	3 Months Ended Mar. 31, 2016
Accounting Policies [Abstract]	
Basis of Presentation and Principles of Consolidation	**Basis of Presentation and Principles of Consolidation** The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. For consolidated entities where the Company owns less than 100% of the subsidiary, the Company records net income (loss) attributable to non-controlling interests in its condensed consolidated statements of operations equal to the percentage of the economic or ownership interest retained in such entities by the respective non-controlling parties. The unaudited condensed consolidated financial statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the "SEC") and reflect all adjustments (consisting of normal recurring adjustments unless otherwise indicated) which, in the opinion of management, are necessary for a fair presentation of the results for the interim periods presented. Certain information in footnote disclosures normally included in the financial statements prepared in conformity with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to the SEC rules and regulations for interim reporting. The financial results for the periods presented may not be indicative of the full year's results. These unaudited condensed consolidated financial statements should be read in conjunction with the Company's audited consolidated financial statements and the

notes thereto for the fiscal year ended December 31, 2015 included in the Company's Annual Report on Form 10-K filed on October 20, 2016.

The Company's unaudited condensed consolidated financial statements include the accounts of the Company and its subsidiaries. All intercompany balances and transactions have been eliminated.

Use of Estimates

Use of Estimates

The Company's unaudited condensed consolidated financial statements include certain amounts that are based on management's best estimates and judgments. The Company's significant estimates include, but are not limited to, useful lives assigned to long-lived assets, fair value measurements, stock-based compensation, accrued expenses, provisions for income taxes and contingencies. Due to the uncertainty inherent in such estimates, actual results may differ from these estimates.

Fair Value Measurements

Fair Value Measurements

Accounts Payable and Accrued Expenses. The carrying amounts of accounts payable and accrued expenses approximate fair value as these accounts are largely current and short term in nature.

Cash

Cash

As of March 31, 2016 and December 31, 2015, substantially all of the Company's cash was held at major financial institutions and the balance at certain accounts may exceed the maximum amount insured by the Federal Deposit Insurance Corporation. However, the Company has not experienced losses on these accounts and management believes that the Company is not exposed to significant risks on such accounts.

Property and Equipment

Property and Equipment

Office equipment is recorded at cost and depreciated using the straight-line method over the estimated useful life of each asset, generally three years.

Impairment of Long-lived Assets

Impairment of Long-Lived Assets

The Company reviews long-lived assets, including property and equipment, for impairment whenever events or changes in business circumstances indicate that the carrying amount of the assets may not be fully recoverable. Factors that the Company considers in deciding when to perform an impairment review include significant underperformance of the business in relation to expectations, significant negative industry or economic trends, and significant changes or planned changes in the use of the assets. If an impairment review is performed to evaluate a long-lived asset for recoverability, the Company compares forecasts of undiscounted cash flows expected to result from the use and eventual disposition of the long-lived asset to its carrying value. An impairment loss would be recognized when estimated undiscounted future cash flows expected to result from the use of an asset are less than its carrying amount. The impairment loss would be based on the excess of the carrying value of the impaired asset over its fair value. There was no impairment of long lived assets during the quarter ended March 31, 2016.

Research and Development

Research and Development

Research and development costs are expensed as incurred. Advance payments for goods and services that will be used in future research and development activities are expensed when the activity has been performed or when the goods have been received rather than when the payment is made. Upfront and milestone payments due to third parties that perform research and development services on the Company's behalf will be expensed as services are rendered or when the milestone is achieved.

Research and development costs primarily consist of personnel related expenses, including salaries, benefits, travel, and other related expenses, stock-based compensation, payments made to third parties for license and milestone costs related to in-licensed products and technology, payments made to third party contract research organizations, consultants, the cost of acquiring and manufacturing clinical trial materials, and costs associated with regulatory filings, laboratory costs and other supplies.

In accordance with ASC 730-10-25-1, *Research and Development*, costs incurred in obtaining technology licenses are charged to research and development expense if the technology licensed has not reached commercial feasibility and has no alternative future use. Certain licenses purchased by the Company require substantial completion of research and development and regulatory and marketing approval efforts in order to reach commercial feasibility and have no alternative future use.

Contingencies

Contingencies

The Company records accruals for contingencies and legal proceedings expected to be incurred in connection with a loss contingency when it is probable that a liability has been incurred and the amount can be reasonably estimated.

If a loss contingency is not probable but is reasonably possible, or is probable but cannot be estimated, the nature of the contingent liability, together with an estimate of the range of possible loss if determinable and material, would be disclosed.

Stock-based Compensation

Stock-Based Compensation

The Company expenses stock-based compensation to employees over the requisite service period based on the estimated grant-date fair value of the awards and forfeiture rates. For stock-based compensation awards to non-employees, the Company remeasures the fair value of the non-employee awards at each reporting period prior to vesting and finally at the vesting date of the award. Changes in the estimated fair value of these non-employee awards are recognized as compensation expense in the period of change.

The Company estimates the fair value of stock options grants using the Black-Scholes option pricing model and the assumptions used in calculating the fair value of stock-based awards represent management's best estimates and involve inherent uncertainties and the application of management's judgment.

Income Taxes

Income Taxes

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax effects attributable to temporary differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company establishes a valuation allowance if it is more likely than not that the deferred tax assets will not be recovered based on an evaluation of objective verifiable evidence. For tax positions that are more likely than not of being sustained upon audit, the Company recognizes the largest amount of the benefit that is greater than 50% likely of being realized. For tax positions that are not more likely than not of being sustained upon audit, the Company does not recognize any portion of the benefit.

Loss Per Share

Loss Per Share

Basic loss per share of common stock is computed by dividing net loss applicable to common stockholders by the weighted average number of shares of common stock outstanding for the period. Diluted loss per share excludes the potential impact of common stock options, unvested shares of restricted stock and outstanding common stock purchase warrants because their effect would be anti-dilutive.

Securities that could potentially dilute loss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 are as follows:

	As of March 31,	
	2016	**2015**
Warrants to purchase common stock	2,025,000	150,000
Options to purchase common stock	4,170,000	2,670,000
Total	**6,195,000**	**2,820,000**

Non-controlling Interests

Non-Controlling Interests

Non-controlling interests in consolidated entities represent the component of equity in consolidated entities held by third parties. Any change in ownership of a subsidiary while the controlling financial interest is retained is accounted for as an equity transaction between the controlling and non-controlling interests.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In February 2016, the FASB issued ASU 2016-02, *Leases (Topic 842)* ("ASU 2016-02"). ASU 2016-02 requires an entity to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. The Company is currently in the process of evaluating the impact of adoption of ASU 2016-02 on the consolidated financial statements and related disclosures.

In March 2016, the FASB issued ASU No. 2016-09, *Compensation-Stock Compensation (Topic 718), Improvements to Employee Share-Based Payment Accounting* ("ASU 2016-09"). Under ASU 2016-09, companies will no longer record excess tax benefits and certain tax deficiencies in additional paid-in capital ("APIC"). Instead, they will record all excess tax benefits and tax deficiencies as income tax expense or benefit in the income statement and the APIC pools will be eliminated. In addition, ASU 2016-09 eliminates the requirement that excess tax benefits be realized before companies can recognize them. ASU 2016-09 also requires companies to present excess tax benefits as an operating activity on the statement of cash flows rather than as a financing activity. Furthermore, ASU 2016-09 will increase the amount an employer can withhold to cover income taxes on awards and still qualify for the exception to liability classification for shares used to satisfy the employer's statutory income tax withholding obligation. An employer with a statutory income tax withholding obligation will now be allowed to withhold shares with a fair value up to the amount of taxes owed using the maximum statutory tax rate in the employee's applicable jurisdiction(s). ASU 2016-09 requires a company to classify the cash paid to a tax authority when shares are withheld to satisfy its statutory income tax withholding obligation as a financing activity on the statement of cash flows. Under current GAAP, it was not specified how these cash flows should be classified. In addition, companies will now have to elect whether to account for forfeitures on share-based payments by (1) recognizing forfeitures of awards as they occur or (2) estimating the number of awards expected to be forfeited and adjusting the estimate when it is likely to change, as is currently required. These aspects of ASU 2016-09 are effective for reporting periods beginning after December 15, 2016, with early adoption permitted provided that all of the guidance is adopted in the same period. The Company is currently evaluating the impact of ASU 2016-09 on the consolidated financial statements and related disclosures.

In August 2016, the FASB issued ASU No. 2016-15, *Statement of Cash Flows - Classification of Certain Cash Receipts and Cash Payments*, which addresses eight specific cash flow issues with the objective of reducing the existing diversity in practice in how certain cash receipts and cash payments are presented and classified in the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. Early adoption is permitted, including adoption in an interim period. The Company is currently evaluating the impact of this new pronouncement on its consolidated statements of cash flows.

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Organization and Operations (Tables)	**3 Months Ended Mar. 31, 2016**
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Schedule of Ownership Interest in the Subsidiary Company	Following the sale of CLC's shares, the ownership is as follows:

Stockholder	Shares	Percentage
alpha-En Corporation	9,095,000	90.95%
Non-controlling interests	905,000	9.05%
Total:	10,000,000	100.00%

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Significant and Critical Accounting Policies and Practices (Tables)	**3 Months Ended Mar. 31, 2016**
Accounting Policies [Abstract]	
Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share	Securities that could potentially dilute loss per share in the future that were not included in the computation of diluted loss per share at March 31, 2016 and 2015 are as follows:

	As of March 31,	
	2016	**2015**
Warrants to purchase common stock	2,025,000	150,000
Options to purchase common stock	4,170,000	2,670,000
Total	**6,195,000**	**2,820,000**

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Property and Equipment (Tables)	**3 Months Ended Mar. 31, 2016**

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment

The components of property and equipment as of March 31, 2016 and December 31, 2015, at cost are (dollars in thousands):

($ in thousands)	Useful Life (Years)	**March 31, 2016**	**December 31, 2015**
Lab equipment	3	2	2
Office furniture and equipment	3	4	-
Leasehold improvement		31	-
Gross property and equipment		37	2
Less: Accumulated depreciation		(1)	-
Property and equipment, net		$ 36	$ 2

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Stockholders' Equity (Tables)	**3 Months Ended Mar. 31, 2016**

Schedule of Adjustment to Outstanding Shares and Options Equity

The following table provides a comparison between the previously filed numbers and the numbers after the correction as of December, 31(in thousands, except share):

	Previous Filings		**After Correction of Error**	
	2015	**2014**	**2015**	**2014**
Total shares outstanding	28,649,497	26,699,497	32,235,525	30,285,525
Common stock	$ 286	$ 267	$ 322	$ 303
Additional paid-in capital	$ 10,741	$ 8,130	$ 10,705	$ 8,094

Schedule of Adjustment to Outstanding Shares and Options Operation

The following table provides a comparison between the previously filed numbers and the numbers after the correction for the years ended December, 31:

	Previous Filings		**After Correction of Error**	
	2015	**2014**	**2015**	**2014**
Net loss	$ 1,792,000	$ 47,000	$ 1,792,000	$ 47,000
Net loss per share	$ (0.07)	$ (0.00)	$ (0.06)	$ (0.00)
Weighted-average shares	27,263,059	26,394,554	30,849,087	29,980,582

Schedule of Fair Value of Assumptions

The fair value of options granted in the three months ended March 31, 2016 was estimated using the following weighted-average assumptions:

	As of March 31, 2016
Exercise price	$ 0.90
Expected stock price volatility	80%
Risk-free rate of interest	1.34%
Term (years)	4.6

Schedule of Nonvested Restricted Stock

A summary of the restricted stock award activity for the three months ended March 31, 2016 is as follows:

	Number of Units	**Weighted Average**

		Grant Date Fair Value
Nonvested at December 31, 2015	650,000	$ 0.40
Vested	(650,000)	$ 0.40
Nonvested at March 31, 2016	-	$ -

Schedule of Warrants Outstanding

A summary of the status of the Company's outstanding warrants as of March 31, 2016 and changes during the three months ended March 31, 2016 is presented below:

	Number of Warrants	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,850,000	$ 0.31	$1,249,000	4.3
Issued	175,000	0.97	61,000	4.9
Outstanding as of March 31, 2016	2,025,000	$ 0.37	$1,921,000	4.1
Warrants exercisable as of March 31, 2016	2,025,000	$ 0.37	$1,921,000	4.1

Schedule of Stock-based Compensation Expense

Stock-based compensation expense for the three months ended March 31, 2016 and 2015 was comprised of the following (dollars in thousands):

	For the Three Months Ended March 31	
	2016	2015
Employee restricted stock awards	$ 136	$ -
Employee stock option awards	31	3
Non-employee option awards	460	32
Total compensation expense	$ 627	$ 35

Employee Stock Option [Member]

Schedule of Stock Options, Activity

A summary of option activity under the Company's employee stock option plan for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015	1,050,000	$ 0.27	$ 757,000	5.1
Employee options granted	400,000	0.90	-	6.8
Outstanding as of March 31, 2016	1,450,000	$ 0.44	$1,271,000	5.4
Options vested and expected to vest as of March 31, 2016	1,450,000	$ 0.44	$1,271,000	5.4
Options vested and exercisable as of March 31, 2016	237,500	$ 0.12	$ 285,000	2.0

Non Employee Stock Option [Member]

Schedule of Stock Options, Activity

A summary of activity of options granted to non-employees for the three months ended March 31, 2016 is presented below:

	Number of Shares	Weighted Average Exercise Price	Total Intrinsic Value	Weighted Average Remaining Contractual Life (in years)
Outstanding as of December 31, 2015 (as reported)	2,670,000	$ 0.20	$2,118,000	4.0
Adjustment to stock options	150,000	0.10	134,000	2.1
Outstanding as of December 31, 2015	2,820,000	$ 0.19	$2,252,000	3.9
Non-employee options exercised	(100,000)	0.11	-	-
Outstanding as of March 31, 2016	2,720,000	$ 0.19	$3,061,000	3.8
Options vested and expected to vest as of March 31, 2016	2,720,000	$ 0.19	$3,061,000	3.8
Options vested and exercisable as of March 31, 2016	995,000	$ 0.19	$1,126,000	3.9

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Contigencies and Commitments (Tables)	3 Months Ended Mar. 31, 2016
Commitments and Contingencies Disclosure [Abstract]	
Schedule of Contractual Minimal Lease Payments	The Company estimated the lease commencement date is in February, 2017. Contractual minimal lease payments are as follows (in thousands):

2016	$ -
2017	139
2018	210
2019	213
2020	217
Thereafter	744
Total	$ 1,523

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Organization and Operations (Details Narrative) $ in Thousands	Sep. 30, 2014 USD ($)
Clean Lithium Corporation [Member]	
Franchisor Disclosure [Line Items]	
Capital	$ 100

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Organization and Operations - Schedule of Ownership Interest in the Subsidiary Company (Details)	Mar. 31, 2016 shares

Equity method investment, ownership percentage	100.00%
Clean Lithium Corporation [Member]	
Shares, outstanding	10,000,000
Equity method investment, ownership percentage	100.00%
Alpha-En Corporation [Member] | Clean Lithium Corporation [Member]	
Shares, outstanding	9,095,000
Equity method investment, ownership percentage	90.95%
Noncontrolling Interest [Member] | Clean Lithium Corporation [Member]	
Shares, outstanding	905,000
Equity method investment, ownership percentage	9.05%

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Going Concern and Liquidity (Details Narrative) - USD ($) $ in Thousands	3 Months Ended		
	Mar. 31, 2016	Mar. 31, 2015	Dec. 31, 2015
Organization, Consolidation and Presentation of Financial Statements [Abstract]			
Retained earnings (accumulated deficit)	$ 11,134		$ 10,169
Net loss	965	$ 62	
Net cash provided by operating activities, continuing operations	$ 323	$ 95	

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Significant and Critical Accounting Policies and Practices (Details Narrative)	3 Months Ended
	Mar. 31, 2016
Accounting Policies [Abstract]	
Ownership percentage	100.00%
Office equipment, useful life	3 years
Recognized tax percentage	50.00%

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Significant and Critical Accounting Policies and Practices - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
Franchisor Disclosure [Line Items]		
Antidilutive securities excluded from computation of earnings per share, amount	6,195,000	2,820,000
Stock Option [Member]		
Franchisor Disclosure [Line Items]		
Antidilutive securities excluded from computation of earnings per share, amount	4,170,000	2,670,000
Warrant [Member]		
Franchisor Disclosure [Line Items]		
Antidilutive securities excluded from computation of earnings per share, amount	2,025,000	150,000

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Property and Equipment (Details Narrative) - USD ($) $ in Thousands	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
Property, Plant and Equipment [Abstract]		

Depreciation expense	$ 1	$ 0

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Property and Equipment - Schedule of Property and Equipment (Details) - USD ($) $ in Thousands	3 Months Ended	
	Mar. 31, 2016	Dec. 31, 2015
Property, Plant and Equipment [Line Items]		
Property, plant and equipment, useful life	3 years	
Total property and equipment	$ 37	$ 2
Less: Accumulated depreciation	(1)	
Property and equipment, net	$ 36	2
Lab Equipment [Member]		
Property, Plant and Equipment [Line Items]		
Property, plant and equipment, useful life	3 years	
Total property and equipment	$ 2	2
Office Furniture Equipment [Member]		
Property, Plant and Equipment [Line Items]		
Property, plant and equipment, useful life	3 years	
Total property and equipment	$ 4	
Leasehold Improvements [Member]		
Property, Plant and Equipment [Line Items]		
Total property and equipment	$ 31	

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Related Party Transactions (Details Narrative) - USD ($) $ in Thousands	3 Months Ended	12 Months Ended
	Mar. 31, 2016	Dec. 31, 2015
Related Party Transaction [Line Items]		
Proceeds from related party debt	$ 92	$ 62
Advances from related parties	50	
Repayments of related party debt	20	
Chief Executive Officer [Member]		
Related Party Transaction [Line Items]		
Payments related to tax withholding for share-based compensation	$ 198	

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Stockholders' Equity (Details Narrative) $ / shares in Units, $ in Thousands	3 Months Ended
	Mar. 31, 2016 USD ($) $ / shares shares
Number of common shares	3,600,000
Number of stock option	75,000
Class of warrant or right, issued	2,025,000
Class of warrant or right, outstanding	2,025,000
Fair value of stock option granted | $	$ 223
Dividend yield	0.00%
Stock based compensation expense relating to unvested | $	$ 313

Amortized period	3 years 9 months 18 days
Clean Lithium Corporation [Member] | Consultant [Member]	
Number of common stock issued for service	75,000
Exercise price per shares | $ / shares	$ 1.00
Private Placement [Member] | Investor [Member]	
Number of common shares	437,501
Warrant purchase of common stock, shares	175,000
Warrant to purchase of common stock | $	$ 280
Warrant term	5 years
Exercise price of warrant | $ / shares	$ 0.97
Common Stock [Member]	
Number of common shares	3,600,000
Non-Employee [Member]	
Number of stock option	150,000

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Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Equity (Details) - USD ($) $ in Thousands	Mar. 31, 2016	Dec. 31, 2015	Dec. 31, 2014
Common stock	$ 334	$ 322	
Additional paid-in capital	$ 11,692	$ 10,705	
Previous Filings [Member]			
Total shares outstanding		28,649,497	26,699,497
Common stock		$ 286	$ 267
Additional paid-in capital		$ 10,741	$ 8,130
After Correction of Error [Member]			
Total shares outstanding		32,235,525	30,285,525
Common stock		$ 322	$ 303
Additional paid-in capital		$ 10,705	$ 8,094

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Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Operation (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended		12 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015	Dec. 31, 2015	Dec. 31, 2014
Net loss	$ (965)	$ (62)		
Net loss per share	$ (0.03)	$ 0.00		
Weighted-average shares	32,448,987	30,285,525		
Previous Filings [Member]				
Net loss			$ 1,792	$ 47
Net loss per share			$ (0.07)	$ 0.00
Weighted-average shares			27,263,059	26,394,554
After Correction of Error [Member]				
Net loss			$ 1,792	$ 47
Net loss per share			$ (0.06)	$ 0.00

Weighted-average shares	30,849,087	29,980,582

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Stockholders' Equity - Schedule of Fair Value of Assumptions (Details)	3 Months Ended Mar. 31, 2016 $ / shares
Equity [Abstract]	
Exercise price	$ 0.09
Expected stock price volatility	80.00%
Risk-free rate of interest	1.34%
Term (years)	4 years 7 months 6 days

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Stockholders' Equity - Schedule of Stock Options, Activity (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended Mar. 31, 2016	12 Months Ended Dec. 31, 2015
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Weighted Average Exercise Price, Outstanding, Ending Balance	$ 0.09	
Employee Stock Option [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Number of Shares, Outstanding, Beginning Balance	1,050,000	
Number of Shares, Options granted	400,000	
Number of Shares, Outstanding, Ending Balance	1,450,000	1,050,000
Number of Shares, Options vested and expected to vest	1,450,000	
Number of Shares, Options vested and exercisable	237,500	
Weighted Average Exercise Price, Outstanding, Beginning Balance	$ 0.27	
Weighted Average Exercise Price, Options granted	0.90	
Weighted Average Exercise Price, Outstanding, Ending Balance	0.44	$ 0.27
Weighted Average Exercise Price, Options vested and expected to vest	0.44	
Weighted Average Exercise Price, Options vested and exercisable	$ 0.12	
Intrinsic Value, Outstanding, Beginning Balance	$ 757	
Intrinsic Value, Options granted		
Intrinsic Value, Outstanding, Ending Balance	1,271	$ 757
Intrinsic Value, Options vested and expected to vest	1,271	
Intrinsic Value, Options vested and exercisable	$ 285	
Weighted Average Remaining Contractual Life (in years), Outstanding, Beginning Balance	5 years 1 month 6 days	
Weighted Average Remaining Contractual Life (in years), Options granted	6 years 9 months 18 days	
Weighted Average Remaining Contractual Life (in years), Outstanding, Ending Balance	5 years 4 months 24 days	
Weighted Average Remaining Contractual Life (in years), Options vested and expected to vest	5 years 4 months 24 days	
Weighted Average Remaining Contractual Life (in years), Options vested and exercisable	2 years	
Non Employee Stock Option [Member]		

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Number of Shares, Outstanding, Beginning Balance	2,820,000	2,670,000
Number of Shares, Adjustment to stock options		150,000
Number of Shares, Option Exercised	(100,000)	
Number of Shares, Outstanding, Ending Balance	2,720,000	2,820,000
Number of Shares, Options vested and expected to vest	2,720,000	
Number of Shares, Options vested and exercisable	995,000	
Weighted Average Exercise Price, Outstanding, Beginning Balance	$ 0.19	$ 0.2
Weighted Average Exercise Price, Adjustment to stock options		0.1
Weighted Average Exercise Price, Options Exercised	0.11	
Weighted Average Exercise Price, Outstanding, Ending Balance	0.19	$ 0.19
Weighted Average Exercise Price, Options vested and expected to vest	0.19	
Weighted Average Exercise Price, Options vested and exercisable	$ 0.19	
Intrinsic Value, Outstanding, Beginning Balance	$ 2,252	$ 2,118
Intrinsic Value, Adjustment to stock options		134
Intrinsic Value, Options granted		
Intrinsic Value, Outstanding, Ending Balance	3,061	$ 2,252
Intrinsic Value, Options vested and expected to vest	3,061	
Intrinsic Value, Options vested and exercisable	$ 1,126	
Weighted Average Remaining Contractual Life (in years), Outstanding, Beginning Balance	3 years 10 months 24 days	4 years
Weighted Average Remaining Contractual Life (in years), Outstanding, Ending Balance	3 years 9 months 18 days	3 years 10 months 24 days
Weighted Average Remaining Contractual Life (in years), Adjustment to stock options		2 years 1 month 6 days
Weighted Average Remaining Contractual Life (in years), Options vested and expected to vest	3 years 9 months 18 days	
Weighted Average Remaining Contractual Life (in years), Options vested and exercisable	3 years 10 months 24 days	

XML 43 R34.htm IDEA: XBRL DOCUMENT

Stockholders' Equity - Schedule of Nonvested Restricted Stock (Details) - Restricted Stock [Member]	3 Months Ended
	Mar. 31, 2016 $ / shares shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of Units, Nonvested, Beginning Balance | shares	650,000
Number of Units, Vested | shares	(650,000)
Number of Units, Nonvested, Ending Balance | shares	
Weighted Average Grant Date Fair Value, Nonvested, Beginning Balance | $ / shares	$ 0.40
Weighted Average Grant Date Fair Value, Vested | $ / shares	0.40
Weighted Average Grant Date Fair Value, Nonvested, Ending Balance | $ / shares	

XML 44 R35.htm IDEA: XBRL DOCUMENT

Stockholders' Equity - Schedule of Warrants Outstanding(Details) - Warrant [Member] $ / shares in Units, $ in Thousands	3 Months Ended
	Mar. 31, 2016 USD ($) $ / shares

	shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Number of Warrant, Beginning | shares	1,850,000
Number of Warrant, Issued | shares	175,000
Number of Warrant, Ending | shares	2,025,000
Number of Warrants, Warrants exercisable | shares	2,025,000
Weighted Average Exercise Price, Outstanding, Beginning Balance | $ / shares	$ 0.31
Weighted Average Exercise Price, Issued | $ / shares	0.97
Weighted Average Exercise Price, Outstanding, Ending Balance | $ / shares	0.37
Weighted Average Exercise Price, Warrants exercisable | $ / shares	$ 0.37
Intrinsic Value, Outstanding, Beginning Balance | $	$ 1,249
Intrinsic Value, Issued | $	61
Intrinsic Value, Outstanding, Ending Balance | $	1,921
Intrinsic Value, Warrants exercisable | $	$ 1,921
Weighted Average Remaining Contractual Life (in years), Outstanding, Beginning Balance	4 years 3 months 18 days
Weighted Average Remaining Contractual Life (in years), Issued	4 years 10 months 24 days
Weighted Average Remaining Contractual Life (in years), Outstanding, Ending Balance	4 years 1 month 6 days
Weighted Average Remaining Contractual Life (in years), Warrants exercisable	4 years 1 month 6 days

XML 45 R36.htm IDEA: XBRL DOCUMENT

Stockholders' Equity - Schedule of Stock-based Compensation Expense (Details) - USD ($) $ in Thousands	3 Months Ended	
	Mar. 31, 2016	Mar. 31, 2015
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Share-based Compensation	$ 627	$ 35
Employee Restricted Stock Awards [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Share-based Compensation	136	
Employee Stock Option [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Share-based Compensation	31	3
Non Employee Stock Option [Member]		
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]		
Share-based Compensation	$ 460	$ 32

XML 46 R37.htm IDEA: XBRL DOCUMENT

Contingencies and Commitments (Details Narrative) - Hudson View Building, LLC [Member] $ in Thousands	3 Months Ended
	Mar. 31, 2016 USD ($) a
Operating lease square feet | a	8,000
Lease term	87 months
Annual rent | $	$ 208
Increase in annual rent of lease percentage	1.50%

XML 47 R38.htm IDEA: XBRL DOCUMENT

Contingencies and Commitments - Schedule of Contractual Minimum Lease Payments (Details) $ in Thousands	Mar. 31, 2016 USD ($)
Contingencies And Commitments - Schedule Of Contractual Minimum Lease Payments Details	
2016	
2017	139
2018	210
2019	213
2020	217
Thereafter	744
Total	$ 1,523

XML 48 R39.htm IDEA: XBRL DOCUMENT

Subsequent Events (Details Narrative) - USD ($) $ / shares in Units, $ in Thousands				1 Months Ended			3 Months Ended	
	Dec. 06, 2016	Nov. 02, 2016	Nov. 30, 2016	Aug. 31, 2016	Jun. 30, 2016	Apr. 30, 2016	Mar. 31, 2016	Nov. 01, 2016
Number of common stock shares issued							3,600,000	
Subsequent Event [Member]								
Number of shares cancelled during period	210,000							
Number of shares exchanges during period	210,000							
Subsequent Event [Member] | Stock Option [Member]								
Number of shares exchanges during period	210,000							
Option exercise price per share	$ 1.08							
Stock option expiration term	5 years							
Private Placement [Member] | Investor [Member] | Subsequent Event [Member]								
Number of common stock shares issued				40,000	100,000	117,188		
Shares issued price per share					$ 2.50			
Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Additional Shares [Member]								
Number of common stock shares issued			100,000		100,000			
Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Price Protection [Member]								
Number of common stock shares issued					100,000			
Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Common Stock [Member]								
Number of common stock shares issued				100,000	250,000	46,875		
Number of warrants exercised for cash				221,875				
Proceeds from warrants exercised				$ 215				

Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Warrant [Member]					
Proceeds from issuance of warrants		$ 100	$ 250	$ 75	
Warrant, terms		5 years	5 years	5 years	
Warrant, exercise price		$ 2.94	$ 3.97	$ 0.97	
Warrant, weighted average exercise price		$ 0.97			
Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Additional Warrant [Member]					
Warrant, terms		5 years			
Warrant, exercise price		$ 2.70			
Number of warrants granted		221,875			
Additional Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Common Stock [Member]					
Number of common stock shares issued	100,000				
Additional Private Placement [Member] | Investor [Member] | Subsequent Event [Member] | Warrant [Member]					
Number of common stock shares issued	250,000				
Proceeds from issuance of warrants	$ 100				
Warrant, terms	5 years				
Warrant, exercise price					$ 1.16

EXCEL 49 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ("B+,4H?(\\#P !," + 7W)E;',O+G)E;'.MDD^+ MPD ,Q;]*F?L:5\'#8CUYZ6U9_)Q)Q)OU#.Y,A$[%%[%%^>X>];+=44/
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M.>RGGD7E2B.5^S3%":4A+,*P).B0\5?UX^8 TBTH_0(:+L A#&^NQT:E8(C M-R."?S]PN -02P,$% @ *(LQ2F;S"V""
L0 ! !D;V-0&UL38Y-"\(P$$3_2NG=;BGB06) L$?!D_>0;FP@R8;-"OGYIH(? MMWF\81AU8\K(XK%T-8943OTJDH\
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MWTG] E!+ P4 " HBS%*#8Y43.X K @ $0 &1O8U!R;W!S+V-O
M&ULS9+!2L0P$(9?17)OIVG%0NCFLFN))07!!\1:2V=U@DX9DDI-VW-ZV[M740?P&-F_GSS#4RG@]!#Q.8T8]
M.O24@)<-8CLV2RSMP M>'MZ?%G6+:Q/I+S&_"M90:> &W:9_-IL[W621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS
M[BYBZ(:(E/)X8-DOV]:[MR_>X%%#BVR]*+41B%G\@MNN01.+5)#3(3/PB=AIAJ4!P"I
DQEJ&&^+3&K!'@$WVWO@C(MWXV(]ZMOFCU7H5A)VH3X$$8:XIQSYG/1;/L'I4;1]E6\W*.76!4!EQC?-*HU
M+,76>)7 \:V@S&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=* MY
\FIS_I,C0'HYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_ MT=HWPJOX@L Y?RY]SZ7ON?0]H=*W-
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\%1L*/O/)8=QXCR MHB'NH8:8S\-#AWE[7YAGE<90-!1M;*PD+$:W8+C7\2P4X&1@+: '@Z]1 O)2 M56
Q6\8#*Y"B?$R,1>APYY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYE
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MFYRN>B)V^I=WP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5 M' 86%S+D4.Z2D 83
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MU*M:I60K$3]+!WP?D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHS
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7*S![N3OMZ43#NH"3ZS;

<#3#3!('XT M9!"+>:!3.3'VJA>?+]LPTA$12LY2N\!J>) #H51[4G'\FIR&LZ8F+N?OWC^: MY%4R)RS(@=&?S476VS

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IH)*/LO(9X(\4P83Q.,D9E4/V") MJY*S(>#CU^JQOA3P.5:'>=9&._A4XN(C8+Q![,X@-/5[0$S\]\=(30T\6]-0Z
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/)C-BLI*Y4+7@_7)#Q-F>;5B ME!&(FB7/5@\LBWA-]./1'!F]\XTPX5U[GD[9![IO_"Q87[%_-9T(C@QJ9YZ
M\R!?&9-$!1,]J3!JU:/G!257J:<;->=CHQH7DO53$P;S/X'J#U!+ P04 M" HBS%*RYBZEUH# "T#P &
'AL+W=OBV\1(!6JJI5:*4K5]MF!!:S87FHOD/[[KB]!9F:6 MY"78SC>[9VQSV)V==?/2[I4RWFM5UNW B"=KU75=
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[D*PF!WRG?JIS*_#8V//@LLHFZ)2=5OHVFO4=NY_8@\KGG0% M?>)WH<[MY-CK6GG6^J4[^;:9^V%'I$JU-
MT0N?TXJ94JRVXDR_%W'-2_S-D5 M3H_?1O_2-V^;>MO7I:<#D+3MTX8V0Y M1/@T0(> @,B&C.2*2(\(<&>#
0Q(H01.RABDB+& M4S! $:,I6"C@8Z%"&:=)$I(DP23@%5XF^)['@ -"! I"9%B"-#I,B4ZC<&3 M6U&A3-
(D&4F2H:^;<-2SD)9&B'N)H#5"?$<9[(4*2<=+QAP"8Y@EABP,39,A
MA^%,['B^C+88XY@$:FC,3&>1C$$4(A0*!PMM1(:5**"*QLP[+$3(R4);D6$M M"J@C*@-]=#MS34)
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M=D7=>L_:V)U8OU_::FV4'2^\M_=F;[?0EY-2;4UWF-CC9MA'#B=&'\8]-6/DG*=L%0F)WHC41
M+ZREC;IS8+PF4DWY$8F64[(W1G6%PB!(44W*QL^79FW#\R4[RZILZ(9[XES7
MA/];TXIU*Q_['PNOY?$D]0+*ERTYTI]4_FHW7,W0Z&5?UK01)6L\3@\K_Q->
M%#C1!D;QNZ2=N!I[.I4M8V]Z\FV_\@--1"NZD]H%49<++6A5:4^*X^_@U!]C M:L/K\8?W+R9YE5
/_.]/3V05#@DEOC=D_YU>:*7D MFD3%V+%*F']O=Q:2U8,7A5*3]_Y:-N;:]7>R^6 &&X2#03@:X/BN03081)8!
MZLE,JI^))/F2L\[C_=-JB7XI\")2F[G3BV;OS#V5K5"KESS!2W31?@;)NI>$ M5Y)PJB@
13)*D(H_0H0@1&CLXVL(*\2ZE\R,I#&2X"6P2(L'H@E)!))$+DED MD?22Y"J(*AK]LV >ZR8\,<(@3NSRQQ>-*
(AOEKF1"D8 4B4N16!2NQ*&X*YE0 MI"!%ZE*D%D7ZS%OR0#0AR4"2S"7)+)+,>?I1
KXF3P@G1#.0:.82S2RBF1LH MBL,H"*U-+ !A&$9)T3 _W3K@M X^[.\QT4PRT4 SW4K@= XY(\T471U<=?G
\9^$'XL&^%M MF53G"/.U/S FJ?(7O"A_)W4 '"<5/4@]S-28]Z>@?B)9.YSPT'C,S/\#4$L# M!!0 ("B+,4K8H'A'H0(#<) 8
>&PO=V]R:W-H965T&UL?5;OK]H@%/U7FGY_%NAO4TVTR[(E6V+>\K;/J*C-:TL'J&___8#6
MV@'=%UOH.?>>@W OQ9VR=WXA1'@?3=WRE7\1HEL& 3]<2(/Y@G:DE5].E#58 MR"$[![QC!!\UJ:D#!$
2-+AJ_76AYW9L7="KJ*N6[)C'KTV#V9\MJ>E]Y4/_ M,?%:G2]"303KHL-G\H.(MV['Y"@8HQRKAK2
\HJW'R&GE;^"RA)$B:,3/BMSY MY-U35O:4OJO!U^/*!TH1J@_IA3$:?OC^B?M7EI M9H\Y*6G]JSJ*R\K/?.]
(3OA:BU=Z_T(&0['O#>Z_D1NI)5PID3D.M.;ZUSM< MN:#-$$5*:?!'_ZQ:_;P/\1\T-P$-!#029.
[_$<*!$#X)>C6#7IFV^@D+O"X8 MO7NL_[P"&XJS@#9]A T@3P1@0P^9D"N M#%MDT=&_"4H;D2!WAM#I(=3\
<,H/W?S(R8\T/YKR(V,->DBJ(:V&Q%EHV+ Q M*'/+B)TR8EM&;,CH(?$D190;*FQ(ZA:1.$4DMHC$$)%8&
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G?!):0%)@5 UA'X24W-W/I0LT=?#A3O:!U]-,Y.\[JM('(MMH-,.STFFPH%"V">_P$V]0-FM+CK&+0+63JS1Z"
[DD&[E-EN(OO\HBC*\BPU M#3F0 &5QC&)#53!I-
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'AL+W=O='H.@ MW1UUE;??S$G7]IN#::J\LZ?-:]">&IWOAZ"J#$08RJ#*B]I?S(9KS\UB9MZZ MLJCU<^.U;U65-
_\M=6G.9'?_+;?NZ'?46ZU+NN3Y'; MCW>]TF799[)U_.N2^M^M]>'_*WL
MOIOSK]HUE/B>Z_YW_:Y+B_>5V#%VIFR'_][NK>U,Y;+84JK\Y^6SJ(?/L\O_ M$<8"'!<@K@%"W
V(7$!T#8CDW8#8!<2?(\1W Q(7D'P&J+L!T@7(SY*BNP&I
M"T@_51KF[R+N,%OKO,L7L\::RX$YYOZ[A,;7K8==?'*9_^,Y.6&NOOB_2 M>!:\]WD0863-(.D:>&"0;(QL&46-
D2Y$LO"*!%>.JB& 5 M$4-\?!L/2)$+D@Y(/2 B0_VN* -A&J-,:TH]2-30$\- "!C;,)A"\FTI(Q7P
MXD2L.!$51R!Q+D@R%B=6L4+3O:9@"G&:3$Q6S-83TWHB5$],>H[P7,6DD@?,
MK.E(48@FZFMD\S6RO8N,)$E821(J"=[1">DW2C(9BHP?1[+C2#H.NBTL)95>
MH.6RDJ06NT]"E&E-,]%]0C.Q^X3!R#ZAS.0^25EQ4BH.6E#+E$Z"$%&2"-P[M!>_MDXRM)Z/UH.VXRFC/
M^A:1JRPK]&MO='&G6CV&X4[0;-X%*1!8/[570= M3!0!(6^=(2T#+;:E8T:])J']P^Y(I@P
MT8#>_Q6V-*"&%4?VCH"?+IAB'@,<_.D.2Z7 M]R2@IB31G>$).
.0"2Z8H23@BEG+$7*B9MXJ@'J%PD;JF)&31F0>* 36_@1> M%!2C7LI! (#'W+ <%G/+4#*9>-@ WL"
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MZO)%]H(BW^O5?Y,OLC#PEHF98ZN*QOYZVW.C5=EG,53*[+6[YI6]7OK\;V%\ M /8!. 1]-
T0>(|X"9%=\QLU(_93I;+6IU\>INMTY96Q1P)\QB;MM!NW;V M/Z.V,;:,OJS19!"]MGAZR[B X@L"
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B#$1PJ!BP3.)6":1JR3EXV,V/G:4 M0!@2*1TF&I$$(L/-(D*>1<*R2!@69(YUXK"(D13>QL6(B.:6ES>TX
S->>,6P'E_/NY+P!L3I,S"II1*ZKX;\Y!R<3-- M<4'>XM"U.$'K#5WWBB@3+L\4$]
[@D#$XH!N$KL'=H,/EXPZ'O,.AZW! "V&- MKGL)I-7"9)KDPGL<,AX'2+EP'D>/=0XT^NB\)L-;'+J?;

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MD'O=WB;FONZ:INY!JU/?$ 9#5[KZ!U!+ P04 " HBS%*7]L OK$! #2 M P & 'AL+W=O=
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T_7X=M5A=L(W_ZE\&:=8+=*L(L$N_^VN)9S^ZD(6\Q4@6GB-EE28J_C M)B^B\\+>I_%._J2/V_Z-
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0 T@, !@ !X M;"]W;W)KN.P%2K]6T M29MTZK3UF XU_:F,5]^C:AKG. J\B2$F6;C8W3'&A:9'%V-$6F>F]%!J.
MEKA>*6[_'D":(:<)O00>1=/Z$&!%UO$&?H+_U1TM>FQFJ80"[831Q$*=T[MD
M?]B%_)CP6\#@%C8)G9R,>0[.MRJGFR ())0^,' \SG /4@8BE/%GXJ1SR0!< MVA?V+[%W[.7$'=P;^20JW^;
TEI(*:MY+_VB&KS#U^\41,+2E'\93R%CNY?& M._F?/F[[#VX;H1TY&8\W&^=?&
^,!I6RN<(5:?&"S(Z'VP?R$MAW7;'2\Z:87 MQ.9G7/P#4$L#!!0 ( "B+,4I-EI/"L@$ -(# 8 >&PO=V]R:W-H
M965T&UL?5-AC]0@$/TKA!]P=-D]/3=MD]LS1A---F?4SVP[ M;T3ZX#\.19*^,*VGG?'QES50=:N!OL
MP82;!JT6/IBV9:ZW(.H$THKQ+'O%M)"&EGGRG6V9X^"5-'"VQ U:"_OC! K' M@N[HB^-
1MIV/#E;FO6CA,_@O_=D&BRTLM=1@G$1#+#0%O=\=3X<8GP*^2AC= MZDQB)1?$IVA\J
N:14&@H/*1083M"@^@5"0*,K[/G'1)&8'K\PO[NU1[J.4B
M'#R@^B9KWQ7TCI(:&C$H_XCC>YCKN:5D+OXC7$&%\*@DY*A0N;22:G >]E+G%D=BI][V(3[P[\M";
M*CI3*])=$.^"]UKN>):S:R2:8TY3#%_'+!$LL"\I^%:*$_\+SK?A^TV%^P3?
M_Z;P'_D/FP2'1'#X;XE;,7^J9*N>:K!MFB9'*AQ,FN25=QG8>Y[>Y%?X-.V? MA&VE<>2"/KQLZG^#Z"%
(R6["'"7A@RV&@L;'X^MPMM.838;'?OY!;/G&Y4]0 M2P,$% @ *(LQ2NQL(6ZT 0 T@, !D
!X;"]W;W)K&UL?5/;;MP@$/T5Q >$->>NDT]#^ID:C MA/.F:9CM#8@J@I1D?+>
[84ITFA99])U,D>'@9*?A9(@=E!+FUQ$DCCE-Z+OC MN6M:%QRLR'K1P#=PW_N3\19;6*I.@;
8=:F*@SNE=5@':J9Q4M1XFW: M.QWW<;I)DQFV#> S@"^ VYB'38FB\@?A1)$9'(F9>M^+\,3)@?O>E,$96Q'O
MO'CKO9H]1]L,234+AP_^;.9QFPR'/;S#V++-RY^ U!+ P04 M " HBS%*#LZLG[0! #2 P &0 'AL+W=OW<NC
M@Q59)QKX!OY[=[;!8C-+)348)]$0"W5.[[?'TS[&IX ?$@:W.)-8R07Q)1J? MJYQNHB!04/K((,)VA0=0*A(%&
3\G3CJGC,#E^8W]8ZH]U'(1#AY0/'ODH3=E=*96I+L@W@7O MM=CRVXQ=(]$47
M3?VO$3T$*9N;,$)M^&"SH:#V\7@7SG8&PO=V]R:W-H965T&,"*C:EMEO3O.S:$HA;E
MQ?:,SSES\3B?C'UV'8 G+UKUKJ"=]\.1,5=UH(6[,0/T>-,8JX5'T[;,#19$
M'4E:,9XD[Y@6LJ=E'GUG6^9F]$KV<+;$C5H+^_L$RDP%3>FKXU&VG0\.5N:#
M:.$[^!_#V:+%5I5::NB=-#VQT!3T/CV>#@$? 4\2)KX@D)XR 1C5$:YN))J=-[H1053T>)EWF4?]VF^X>E"
MVR?PA.O:F",[8BWF'R#KW7,N4? MB!/_C\[WZ=ENAEFD9]OH6;(O<-@5.$2!PYLE
M[F"R?XMDFYYJL&V<)D=6#O>7R3O_!YVK\)V\K>D8OQ^+*Q_XTQ M'C"5Y 9'J,,/MAH*&A^.
[_%LYS&;#6^&Y0>Q]1N7?P!02P,$% @ *(LQ M2IX8^DBU 0 T@, !D !X;"]W;W)K&UL;5-A
M;]P@#/TKB!]0[DANJTY)I%ZK:K:I:I]0M'Q^0OBI:Z;VK=1+H-(%9M:YA4\X+M[:a="u0o]&9M(0%hxXaxL&FcZBdbJpGQRpjQ+..}
```

\5.)SE*AL_))RL [U MK.)+T>)M.F47SW'6O]&V"7PF\#L"FQ+%RC\()XK,X$C,-/M>A"M.CMS/I@S!
M.(KXSQ=O??1:)(?4E!=]*<>+_T?DV?;]9X3[2]^OL MR6%;(-T42*- ^D^+CW[^0O?-KV
MK\(TLK/D@L[?;)Q_C>C E[)[\"O4^@>V. IJ%\QWWC;3FDV.PWY^06QYQL4? M4$L#!!0 ("B+,4HV:PGZLP$
-(# 9 >&PO=V]R:W-H965T75LQUUH0121IQ?AJ=<.TD W-DA@[V"PQG5>R@8,EKM-:V+][4*9/Z9J> M
\^RJGT(L"QI104_P?]J#Q8]-JD44D/CI&F(A3*E]^O=?AOP$? BH74@3BWS^I/L7?LY2@SGFI*Q^>]P H7P4
GFR(UR\4ORSGFC1Q4L18NW MX91-//M1_TQ;)O"1P"\(;$@4*W\47F2)-3VQP^Q;$:YXO>,XFSP$XRCB/RS>
M8?24K6]N$W8*0B-F/V#X'#,A&*I/*?A2BCW_0.?+],UBA9M(W\RS\T_R;Q<%
MME%@^Z[%NXL6ES!?+I*PV4PUV"INDR.YZ9JXR;/HM+#W/-[)?_BP[3^$K63C MR-%XO-
DX_](8#UC*Z@I7J,8'-CD*2A_,6[3ML&:#XTT[OB V/>/L'U!+ P04 M " HBS%*(J-9Q;4! #2 P &0
'AL+W=O?2=39GCZ)3LX6R(';46YO<)%$X%3>F;XUFVG0L. M5N:#:.$;N._#V7B+K2RUU-!;B3TQT!3T(3V>LA
? WY(F.SF3$(E%\278'RN M"YH$0:"@ MDAH:,2KWC-,G6.JYI60I_@M<0?GPH,3GJ%#9N))JM
[UPN*E:/$Z[[*/^S3? M9.D"VP?P!PMN:#S M+QO[WR Z\%*2&S]"G?]@JZ&@<>%XY\]F'K/9<#@L/XBMW[C\
U!+ P04 M" HBS%*):^Z>!T" #?!@ &0 'AL+W=OS,V,;K_->JA== YC@5?!6%V%M3+MG3E))9BQ0W4F MNE/
CCY)<$*C*"&"-6U8YCZV5V4N+X8W+>Q5H"]",/5G!USV11B';X'GYEP; M%R!EWK$S?
?SH]LK.R(3R[$1T.I&MH&"4Q%NX\TNIB[!(WXVT.N;?N"62<-)TR7>]M_8/_G%V\4>=/S+ R5[(/U+#Y'7-
G'&^HW9O*!?U6 M^#EK7MOHM8S314ZNCFC$[8,O<5,"&+9)PF*2>SHNW2*IR]0APN?OOS/X7+F
M$,.L<)$E*K)$")*9"(9)<9$5*K)""+*9"(99XR()*I*\)\BBF0B&N7.D*2J2
M(@1T)H)A%KA(AHID",'\X#',G8-?HR)KA"#!">((OT$10I'.KQ &RN[HW+FI M,4)QY]>
(T9NXC>E'K"*@=333(3?U18 Z^\JJ@TI>6E_6;Z)3]=[ZXDW^P8?2 M_XVI<]/JX""-K7*^%IVD-&"]1
_V.M3VM9D&'$[&=5/;5T/)'09&=N-S0J8W MK?P+4$L#!!0 ("B+,4K0EU!&PO=V]R:W-H965T
MI.G*MI1-5;52*ZU2-7EF[;&- M L8!O$[_O@-V'#?U"S##.6R168&KV0')TO45%"+0?D',WZ#N9YK2N;B?\
%%,)#)ABC-,K%E92#\T;/*IB* M%J_3+KNXC]/--9]IVP0^$_A"N(UQV!0H9OY
%>%%DUHS$3KWO17CBY,"Q-V5P MQE;$.TS>H?=2))^3C%V"T(PY3AB^QBP(ANI+"+X5XLC_H_-
M>KJ981KIZ3IZ MFFX+[#<%]E%@_T^)_$.)6YB/0=BJIQIL$Z?)D=(,79SDE7<9V+OXB.P=/DW[M3V$;V3ER-
AY?-O:_-L8#IK*[PA%J\8,MAH+:A^,G/-MIS";#FW[^06SYQL5? M4$L#!!0 ("B+,4J(G$KI@$)L# 9
>&PO=V]R:W-H965T37MB;K# VQBD),NS;,,4%YK69?0=;%V:LY="P\$2=U:*VW][D&:LZ(I^
M.%[$J??!P>IRX"?X!?[W<+!HL9G2"@7:":.)A:ZB7U>[?1'T4? J8'17>Q(Z M.1KS%HSO;46S4!!(:'P@<%PN\
A2!A"6\7=BTCEE"+S>?]"?8^_8RY$[>#3R MCVA]7]$'2EKH^%GZ%S-^@ZF?>TJFYG_
!23*0R68HS'2Q2]ISLX;-5&P%,7? MTRIT7,=TLEE/8L(6-\ MMLN 8A%0+%3P*G-I-E&C4Z:+/N4A%W--
5S;G]R>A';D:#S^HCC(SA@/R,ON M\"[T^%)F0T+GPW:+>YON2S*\&::GP.;W6/\'4$L#!!0 ("B+,4H%).R- M_0$
$T& 9 >&PO=V]R:W-H965T0/. ,)(42 U%Q5M5(K15>U?79@">@,IK83KG]?VQ"4RRU2\A![S>S,[A!O
MTD'(5U4#:.^MY9W*2*UUOZ-4%36T3#V)'CKSI!*R9=J$\D15+X&5+JGE-/3]
M#6U9TY$\=6<'F:?BK'G3P4%ZZMRV3/[; Q=#1@)R/7AI3K6V!S1/>W:"GZ!_
M]0=I(CJSE$T+G6I$YTFH,O(IV.T#E^ 0OQL8U,W>LZTX #=P6XG1* 17[MLKSDJ+=F(QI;3L;5R;
SJW#Q']-PQ/" M*2&<$T*70$2C%X%/80V>%>V:*5^;TD@=)DM*+ M)9HP^Q$3WF#,6Y\QU/#
/(BJCJ"]3N"XXPX2XR H567T@")(-3K!&"=9(M!:N[*D=,Y##=*.*/'UPI0I6B!_S ,
M^;%"1#4*PQ@EBE"!^P(_X@Q^)GT2+ M=FQ1H>T#=F"8"!=)4)$$(5CX>00^?E7\!PR90.
\=638D6+B5P0.6H*#X3H?> M# ([:'\P>6HZY1V%-C/%W?Q*" V&T'\R5==FML\!ATK;;6SV&PO=V]R:W-H
M965TQ/2]S=I&D:6'//7&A%/-_ M&R"L+_S0OP5>FW,M=0"5>8?/\
OD[V[/U0Z-*L>&0BL:UGH<3H7_'*YWF<8; MP)\&>C%9>[J2 V-O>O/]6
/B!-@0$*JD5L'I=80N$:"%EX]UJ^F-*39RN;^HO MIG95RP$+V#+RMSG*NO"??.\()WPA\I7UW
\#6D_J>+?X'7($HN':BH:+7,@J>#:6V2,$YFI3A009BMW&92IYET82:;']H 22=95EDZZWNZ<#+I^YV-
MS&DC6_8D#&8^LD6..(IG/I:8U?QPT>1"4^!G,RR$5[%+*_6]F$3'>?0&UL=53;;MP@$/T5Q <$F]UUTI5M*9NH
M:J566J5J\LS:XXL"Q@6\3OZ^@!W'V9 7PPQGSIG!,Z2C5,^Z 3#H1?!.9[@Q MIM\3HHL&!--
7LH?.GE12"6:LJ6JB>P6L]$&"$QI%"1&L[7">>M]1Y:D<#&\[M."JD!R&8>CT EV.&8_SF>&CKQC@'R=.>U?
'S-_^J*Q%%I:R%=#I5G9(097A MVWA_2!S> QY;&/5JCUPE)RF?G?&SS'#D$@(.A7$,S"YGN /.'9%-X]_,B1=)
M%[C>O[%_][7;6DY,PYWD3VUIF@S?8%1"Q09N'N3X ^9Z=AC-Q?^",W +=YE8
MC4)R[;^H&+218F:QJ0CV,JUMY]=Q.KG^-H>% ^@<0)< J^UJF81\YO?,L#Q5 MN5\<[ZF]F\(Y_57X,YN
\MMYS3N,X)6='-&,.$X:N,.\(8MD7"1J2 M.-!/X30H+MAQ+I18D!3/1%EKN@R"X@LKD0"6&V M89$D*)
($"'87(B%,&PO=V]R:W-H965T"K\A+L969V=H/762ODJRH!=/#&6:W68:EULT)(%25PJIY$ [5Y'(DS1#">
(TZK.LPS%]O)/!-GS:H:=C)09\ZI_+L!)MIU&(77 MP$MU*K4-H#QKZ
E^@/[9[*39H4'E4'&H527J0,)Q'3Y'JVV$+<$A?E70JM$Z
ML*7LA7BUFZ^'=8BM(V!0:"M!S>,"6V#,*AD??WK1<,AIB>/U5?VS*]X4LZ<* MMH+]K@ZZ7(>+,#C
D9Z9?A'M%^@+2L*@K_X;7(9N'5BE!>]5
MC!5.W[IG5;MGV^M?:7X"Z0ED()C<_R/$/2%^)\Q<\9TS5^HGJFF>2=$&LONW M&FH_BF@5FV86-
NAZY]Z9:I6)7G(2I1FZ6*$>L^DP9(2)!@0RZD,*XDNQ(1,Z MN4VPG2+FQ)\A]A81.WX\-KA,_0(SK

\#,"&$J^AQ&-HZ1>8>P7FC[TMIH;(!P)+K\#R\9:8P>0]+/B!IO2@FVHQ\7PH'F"4>+J"1F>9@SRYL:>"
M0IQK;4_-*#J,UF=B9\%=?&-'KIL1[S+=O/Y.Y:FJ5; 7VDP:-P^.0F@P-O&3 M,5B:*V+8,#AJNTS-
6G9SLMMHT?1W !HNHOP?4$L#!!0 ("B+,4HLFMCE MV0$ %X$ 9 >&PO=V]R:W-
H965T?+Y30!.T/MH^_[SL7GT,V M2O6F.P"#WCD3.H\Z8X8=QKKJ@%-])P<0]J:1BE-CCZK%>E!
:T_B#),XWF). M>Q$5F;<=5)')DV&]@(-"^L0Y57]+8'+,HTWT87CIV\XX RZR@;;P$\ROX:#L M"<\J=
<]!Z%X*I*#)HZ?-;I\ZO ?\[F'4BSURF1RE?'.';W4>Q2X@8% 9IT#M M9RI!KVDKWVM>GRZ#%"-
33TQ,R+'+_" ME,]]A*;DO\,9F(6[2*R/2C+MOZ@Z:2/YI&)#X?0]K+WPZQANMH\3;9U)@*9
M"=;W_PC)1$@N!%]-'"+SJ7ZAAA:9DB-2X;$&ZGIBLTML,2MG]+7S=S9;;:WG M@I!-AL].:,*4 4,6F
L"6_79!5ES49(;.OGL8'^+V))U#\EJ$HGG)\L 2;HN
MD*X*I%X@_52%JR#+@'GP&'%5A9#&+2*^"@(OGH6#:GT':U3)DS"N OK/"1/ MQ#WKE;VTPQ-
Z_2(3)N\'56TO-#I*8YO&/VTCI0$;8'QGV[FSPSX?&;1_L M7H66#P&PO=V]R:W-
H965TN4X(LM)B<43JTFEWIP8+[%46WYV1,T)/AJCDCJ>ZRZ<$A>5G2;F;,_3 MA%TD+2JRYY:XE"7F?
[>$LF9M(_MV\%R<T-6NU0K T,XE=!&C%86SJ5 V.O>O/MN+9='1&A)).: JO'E>P(
MI9I)Q?&G([5[G]IPN+ZQ?S')JV0.6) =H[^+H\S7=FQ;1W+"%RJ?6?.5= F%
MMM5E_YU<"55P'8GRD3$JS*^5781D9<>B0BGQ6_LL*O-L.OZ;&6S@=09>;Z!\ M__ [PS\=X/
)-]&9E+]C"5.$\X:B[?_5HUU4Z"5KXJ9Z4-3._-.92O4Z37U M/#]QKIJHPVQ;C#? H![A*/;>A0>YV'H3<^_>P0Y
A+ "TS"-_;^71(!3!" M!($A".X(PE$5 R:<1*"3D+ R6+DI,5$!E,9C!^-BC6%>' 4"S"*!1#%R,6V MQ80#%Y_0*
(HIC>_"841@&-'4?M05VVA:BU&Y=M$DT)E:Q& 0,5"+&"98@@3+ MQQL/N;#^W
=:#P+-]1Z:T3EZH/LZ$-Q;;<4[R ,E1^#78(,\()#E# 4L=_0! MO2-8\.@1Q4.@V;+#FD>/B!Y-)1V,RS[EF=,;@G6/
.'/4L":1=$'Z@XK#D&2 MF]0CGBI__/T!B";9.(-+L"3\;.8%867L4IEA97#:SR0;SURB[_!VH/F!^;FH
MA'5@4EW%YL(\,2:)"L5]4O]-KF:H?D/)2>IEI-:\'23:C61U-R0Y_:26_@-0 M2P,$% @ *(LQ2@U5/SL9 @ &@8
!D !X;"]W;W)K&ULC57M;ILP%'T5Q /4B0D0(H+4I)HV:9.B3NM^.^3RH=J8V4[H
MWGZVH92"._5/;%^?>\ZY=GQ).RZ>906@O!=&&[GW*Z7:'4(RKX 1><=;:/1. MP04C2B]%B60K@%QL$J,
(KU818J1N_"RUL9/(4GY5M&[@)#QY98R(OP>@O-O[M:_\U\%B7E3(!E*4M*>$GJ%_M2>@5&EDN-
8-&UKSQ!!1[_WZ].R8&;P%/-71R M,O=,)6?.G\WBVV7OKXPAH) KPT#T<(,C4&J(M(T_
Z<_2IK$Z?R5_8NM7==R M)A*.G/ZN+ZK:^UO?NT!!KE0]\NXK#/6$OC<4_QUN0#7<.-$:.:?2_GKY52K.
M!A9MA9&7?JP;.W;]3HR'-'<"'A+PF*"U_Y<0# G!6T)DB^^=V5(?B")9*GCG MB?ZR6F+^$^M=H
\S-T%[=G9/5RMU]);A8)VBFR$:,(<>@R>8&>*X1. CQBD M'8PVL,O&
2\)9A(.1.A6")R%!C8_>&*RULEV)H(F3XV!*&U7DE[.KXWMB)/HV/CN;3-
M;_"^:_X@HJP;Z9VYT@_>/LN"&PO=V]R:W-H M965T>%6-R%?U)ES';TV=:O6\5GK[CY) MU/[,&Z;N1,=;
<^2UNZQCBMX7GZG36=B'9K#IVXM^X_MX]23-+QBR'JN&MJD0;
M27YW>;.9'5/\4=0_JX,^K^-%'!WXD5UJ_2QNG_BP(1I' MP^Z_\"NOC=Q68AA[42OW/]I?E!;-
D,64TK#7_EJU[GKK[Y3E$(8'D"& C &9 M"TAZD*O\ ]-LLY+B%LG^\#MFGS'<$W,V>[OHCL+=,
\4KLWK=D&RQ2JXVT:#9 M]AHRT<"H2SV4$PQ);,PDFVQ!-D:(V92Y!/$^2I5V.OH4[3.DU6I/8/!^4H M*$=
X('R&:BD00Q%,13!$]#9QB2DC"H0$$% LH\4/%_H!(%E0@H]T"]IIR" M2(9#%BAD@4"H!\$T!0Y9HI
EDJ#T(,O93C(((12W'4I@IG9#A,%C ,!=\,\ M!0T\64#=^P $2>&;8A"]TQ6 VQP0GU/?%X-
H>OB!EQ'@'@?$Y#3T]'#_ F9@ M_X4$%S M,%$9X.!.!L3*=.:Q7K28[">]6P9 !#7(^FHKVXM*Y!G*R.?> #<9W.
M7WG?1'YE\E2U*MH);?HEU]4F4+.IF\=)S4_:CLLS5CVS5L_T:(; M&M-D[(XW?P!02P$,$% @ *(LQ2OR/+6]D
@ 1@@ !D !X;"]W;W)K M&ULC9;;CMHP$(9?)$-O\\^>;&6R3WQA_$V=*I?->5XU8NF@%#LU:1LW"
(W:UM>Y.PBJ[*A M6^Z(2UT3_G=%*W9;NKY[7@M3V>I%[PB;\F)_J#R9[OE:N;U+H+H>RIHTH6>-P
M>ERZG_S%QCJ65DFL2]8X]JX3Y=/87(5EM711*3=Z[9]F8Y\WZW\/@@, &!'V C_\;$-J M*,!V
;@28#7I6)JLR&2%#EG-X=W[6V)_A7Y"ZRJO]>+IMCF.U4>H5:O11"C MW+MJ(ZM9=9I@J!DKUH
B&DLV@"3V>XVG('O2 "0-C $>&.)QJJ3)$;2&$D8 MX@DJH D"F",$.<(Y1SCA"&?O\TXFQ8-4*$$13
+!EGPC"6('R03@0818##) M9MUIH@%GD,8XPUDR:3$@C.-L)!PAQ2!2_+3/ZWA6.44T@0$T\0..!.1(GO9Y MG4
=Q/Z$9*Y*_1#!*"F(D@)=PK!!!AID'VAS-NN>VAAA%,UV,B!$03H2CI!\
M!)\\Z'FCK>;1;K4G"R!"X0.6!Z>@_[S95O-XOUJ:N2Q%V;1;WN!\UC?L=\)/ M92.<'9/JJ#<'\I$Q294C>E&E
/JM+O9]4]"CU,%%CWMULW42RUM[:7O_7H?@' M4$L#!!0 ("B+,4I@OKL~~&PO=V]R:W-~~
~~H965T[EW'L,W.F9\1>QIU0&KTW=BEFXE_(PB2*QWM.&B#MV MH*UZLV6\(5)-^2X2!T[)QC@U=80~~
~~2*.&5&TXGQK; Y]/V5'654L?>"".34/X MOP6MV7D6PO#-\%CM]E(;HOGT0';TBN9E$?95,UM!45:P-.M[/P'DY6~~
~~M,-8.!O&[HFZI'6M(RD>?VW0L%]3 M.P[';]&_FN15,L]$T"6K_U0;N9^%>1ALZ)8<:_G(SM^H30B'@ZFF"619#~~
~~[E[!SP[GLX$/W9P0E65E0>20C_1V%NOV 1(AC1RIUP=)#.0UD"^%&Y-EQY0>J5BB9=(,B*"TM1A~~
~~MTF'RX2+@#L0.E61$!?B)8"\1["&2.40Z#!XL$:,DR8O<-2X]0(!RC ="7E!* MO912#Z4KQ4PA+=UMY@;~~
~~MPGM0UY2'WA/Q'J)/:&]!KOBIRP9]5F[H/_7@^-@;"VY!EYLW3PK@[O*5!XF*~~
~~M(@H[U5CUD]JNI5ZF*DQ[[J3;B+9P79> M4=_^S?\#4$L#!!0 ("B+,4H\=<6MZ $ 0% 9 >&PO=V]R:W-H~~
~~M965T,##(J.3B=JLK.;39NTR62;;G\S M>OW(@EC UZN I/CHP1\?L" ME$^Y'_H?B9>N:95)H"(;2~~
~~/?0?T8KD)':&6I.@:]['CO":AS_R$\7U*#MX#7 M#B:YF7NFDQOG;R;X4N5^8 P!A5(9!J*'.SP"I89(V_BUN4H~~

M%6<+B[;"R/L\=KT=IWDE#9"O!:@&/;RRQDG3\118I,\,D3\|X/Q/SB
M\(SUWI0F:;?"KFGS4F?O!4Y.&;H;H@5SF3%X@PE7!-+LJP1V25SP/^4X^>0F
MB)P>(TL0;?6CP$T0.PEB2Q!O':3!KLD9<[*8WF*"0_?FT>GRM&A$NY47!CL M%DF<(HF#
(-J)N#"Q6R1UBJ0.@N-.Q(5)=B)H/^F5?.SMW=]DURO^ M@.TI_@N?WX=O1#1=+[T;5_HNV!-;E=;_22M
85:F6FJYV*^F'.@ M^+"\.6A]^(H_4$L#!!0 ("B+,4J/>,M^K 0 * 8 9 >&PO=V]R
M:W-H965TD+5A=74N+MOZ\NC"L.#[W.0VPIASPSE.;3B%E>Z^9;>]*Z"[Z71=6N MPE/779ZCJ-
V==)FW3_5%5_U?#G53YEU_V!RC]M+H?#\.*HM(,+:(ROQOE
M>.ZU62_K]ZXX5_JU"=KWLLR;?S>ZJ*^KD(>?)[ZQN. 4?'765_;V?=@2.6MKK\-![_M5R$;
M(M*%WG7#%'G_\:&WNBB&F?HX_C&3AC?/8>#\^^?LOXS)]\F\Y:W>UL7?YWUW
M6H5I&.SU(7\ONB_U]5=M$HK#P&3_N_[012\?(ND]=G71CK^#W7O;U:69I0^E MS+]/G^=J_+R:^3^'X0'"#!"W
6)Q=X T R09$$V1C:G^G'?Y>MG4UZ"9KM8E M'VX*_BS[Q=P-)\>U&__69]OV9S_6(DF6T<&DEFN()%)Q
C1,H:X*,K-2D24=--6K8$\NP M2PQ=8L>%IPL\P0).L'@\SP1.D+AYIHSD.6GB69Z F9Q%XK6,0O7
"KF%H)4",B\1CA6N82&"VHT23*+"-/+7)<\OR1FC-("4T8 RF04?)09AZ- M;801(P!B,HHS(YHG-
(>#[8/Y(@!?,HHR*/+Y8+P(@)>,X@6*?!<(XT4 O&2T MS*#(@S&!N2%<;DCZ9-L
D=\'8T.XV)",WOY0Y.L5,36$2PV>^D+%0!#IXVV2 MP,4N4%_AK*I;['WS
1H+)%PD_J>]Q#4OW9J7C)3B5H*:O]-82%SUTJUZR6@U M2K>Q^(G?Z>
DKGR).@N*,B.REC!!:XV$Y*+807G>*% 70K%G1/>"LKTP*B2@ M@-/%&='<*\MBOQ6FA41=!NWBC(@
_#.ZT)-JZ&3G78\G' P5B7@14Z-)Q+D= MC\<(4T6Z5)&,4M^([.Z*^XPP>R1H1IRNTHBR'RQP>O
\RV.%@CDG$,=I5&I$W M'/O]&;-)H;<>^K@SHL?9!4$-"G_+*15%?3+3)-2KO-;##P;A2J&^A
MCP8C\H9C&V$0*?!2Y'2Y1C3/B'/AV4C?'<6N\#7;U>S7NR_.WK;?7\2X7_R_?-J[_R-OCN>J#=[J
MKJO+<6_X4->=[F-A3WT%G72^OQT4^M -7Y/^>S/MF4\'77TQ_P^(;O^46/\' M4$L#!!0 ("B+,4HA+B>9"P(
-(% 9 >&PO=V]R:W-H965TP&DM$F,XM#W=YB1MO/RU,;.(D_Y5=&V@[- \LH8$3]/0/F0 M>8%W#SRU=: ,
.=I3VKX"NJY/PN]P[-+V3+H9,L[)*#*O(?@>#H8O15\:V&0 MBS4RG5PX?S&;3V7F^:8@H%
HXT#TXP:/0*DQTF7\F#R]&6D2E^N[^P?;N^[E M0B0\8F'2JC(E:HG/GR$J9_80U/SG^$&5,M-)9I1<"KM-
RJN4G$V MN>A2&'D=GVUGG\/D?T]S)X130C@G1#8!CR!;^7NB2)X*/B QGGU/S$\<'$-]
M-H4)VJ.P[W3Q4D=O>12$*;X9HTES&C7A0A/,"JS=9T3H0IS"-^E1$+D-(F>- MD36(%@;A/G$;;)T&6VNP_:."
[:K)41-;36<>(WG'?_M NV3Q,4SV,_P502P,$% M @ *(LQ2@#]69^G @ \PD !D
!X;"]W;W)K&ULE9;;CILP$(9?!?$ "[;#*2*1DJVJ5FJE:*NVUPYQ$K2 J>V$[=O7-H2R M9I#:7
3;&<\W0SR_)^^X>)57QI3W5E>-W/A7I=IU$,CBRFHJGWC+&OW+F8N: M*CT5ET"V@M&3W517
0[#.*AIV?C;W*X=Q#;G-U65#3L(3][JFHK?>U;Q;N,C M_['P4EZNRBP$V[RE%_:-
J>_M0>A9,'HYE35K9,D;3[#SQM^A]1YE9H.U^%&R
M3D[&GDGER/FKF7P^;?S01,0J5BCC@NK'G3VSJC*>=!R_!J?^R#0;I^.']X\V M>9W,D4KVS*N?Y4E=-
W[J>R=VIK=*O?#N$QL2BGQOR/X+N[-*FYM(-*/@E;3? M7G&3BM>#%QU*3=_Z9]G89S?X?VR#-^!A
QXWD,3FTH-LY!^HHMM<\,X3_*E7[UN"PSRX&T>#S;ZWP1,;-%H$VON(P!!BCV?; M,4;($IJ 0+JH0X"1N584
B"R!%JH7 :#4!2'HO2V!P!K> M(0R ,A?4&R73HXU7"Z6.X%I'9 XB,T$BLR,7+YP#!"L" B2!N)* $W(\!((
M5@0$2)Q)6$P2OX-!$L"FFL"SMQ2!8P((0L<6!$0(EDQH&,H@4.+ AHK@@X
MFQUM0#9(O,"!)0$!FD!FM0H9N9Q@.9H?MG?W7 MO&^'OE)Q*1OI';G2-
[^]G\^<*Z9C"9_T8;GJ#FR<5.RLS##18]&W(?U$\79H ML8*QS]O^ 5!+ P4 " HBS%*.UH#,4L" "*!P &0
'AL+W=O"[/A=0&+TL;ZYNWL!R+"NH1P=C"(EQ):,3H[NI0#8Z_Z\O6X=GV=$5#
(I:8@ZG&%'5"JF50>OWM2=XBI M'@=@L%!Q?Z7 ^X=\+M#:(KO M,C.E?B*29"EGK<.[K]40_:=
*ZS$S+71:&?>J6J%LEXSC)/4NVJB'K/M,,$(M@P:$I]B'$($MQ#:8N0V/-86/-8S/,(?3M!9"6('E.X4DECS2&;^*
(GL!$LKP?)Q)9!O;PW_2UZT%@,C"9:V#!W,KG3I,BBQO(. MA;4)-RCX#SWL78;P(WK@60N$D3\59
[''TX;W1A.L GXVPUXX.;O44L^*D758 M*)M 3\")?:L7C9F,[S3=EOI.^+FLA7-@4LU7,P5/C$E0*?I
/ZFL5:C$.%PHG MJ8^Q.O-N.W07R9I^\WG#^LW^ E!+ P4 " HBS%* 4I36]T! ##! M&0
'AL+W=OPYG&:@K8T3^.0$58Q'NPGOBM6\[;1.HS ?2P@_0/X>S-!%:6.J> 5>] MX(&$I@@?=\=39O$.
*N'4:WV@>WD(L2[#;[611A90T"ATI:!F.4&3T"I)3(V M?L^$A#&IHR)7J5S%^@;F?- SFYK_! M#:B!6R=&
HQ)4N=^@NBHMV,QBK##R,:T]=^LX\]_+_ 5X+L!+<:NETG(.7\F
MFI2Y%&,@I[,?B/V+=T=LSJ:R27<4[ILQKTSV5L;)+DD=1#D&U$)LQ^U0J.#GZ1S"N2>43V&Q$?9BN"5I>
(@6S=^*B@$E?N1G>5 M72;T<;J$G_!IO+\3V?9AS55V%ZX10H.Q$CV8ACOSHBP!A4;;[=[LY317
M4Z#%,#\9:'FWRK]02P,$% @ *(LQ2L7,"Q/X 0 O 4 !D !X;"]W M;W)K&UL=93=CILP$(5?!?$:S 0(")(S595*[52
MM%7;:P>&@-;&U';"]NUK&X)8XKW!/YPYWXPM3S%R\2I; .6],=K+@]\J->P1
MDE4+C,@G/D"O_S1<,*+T4ER0' 20V@8QBG 0[! C7>^7A=T[B;+@5T6['D["
MDU?&B/AW!,K'@Q_Z]XV7[M(JLX'*8B 7^ GJUW 2>H46E[ICT,N.]YZ YN!_M"O?'W.BMX'<'HUS-/5
/)F?-7L_A6'_S) 04*F4I.)M=="J,O$UCU]MQG/WO8>X / ?@)0!/M4P@F_EGHDA9"#YZ
M8CK[@9@K#O=8GTUE-NU1V'\Z>:EW;V44YP6Z&:-9*U)@D6#M/\"P4X(MM@;1.X/0;1
Y#2)KD%B#WAK@(-QMTIQ$\9KR09:Q$Q*[(.D&\B@*H]Q-29R4 MQ$7)-A2'*/R@EIV3LG-

1MO?J$(61FY(Z*:F#@H,-Q2%:G>H[2N:D9(_WFN - M)'N I"LAN1.2/X
R;:%3))T??4)WIX76CT\T]=^$"I>NF=N=)OV+ZTAG,% MVC!XTOFVNI4N"PJ-,M
4S\744*:%XL/<*]'2L,O_4$L#!!0 ("B+,4JT M%"R'R , (03 9 >&PO=V]R:W
H965T7M3.Y%W?^RE4V5=_VP>0G: M?2/RS1A4E0$-PR2H\J+VE_/QVE.SG,O7KBQJ\=1X[6M5Y$3__W"
MU^)EUPT7@N5\G[^(;Z+[OG]J^E%PRK(I*E&WA:R]1FP7_@=R\\B2(6!$_"C$ MH3T[|X9;>9;RUS!XW"S\<%
D2K'NAA1Y?W@3MZ(LATR]CM\JJ7_B' +/S]^S MWX\WW]_,<]Z*6UG^+#;=;N&GOK<1V_RU[+[*PR>A;
BCV/77WG\6;*'OXH*3G M6,NR'?]|[Z]>VDY7*TDNI\C_'8U&/QX/*_QZ& Z@*H*< $OTW@*D -C4@4@'1
MU(!8!<13 Q(5D$P-X"J 3PU(54 Z-2!3 9D1$!S7;RR(CWF7+^>-/'C-L:;W M^=
ZY";K2VX]7!PK;/RMKXFVO_JV9#&;!V]#(H59'3%4PT0ZYA9A8AWS$6$2 M'7.',%S'W"-,JF,>$";3,9]L#
41CR!+$IXP03^SI^FE<'KIF"#2$A!#QA$3 MCYCZG63XPT0,$C% 1'&""":(0
*S$")+*25NH3'DB0&/44RK^"J>!/(D@"?& M"3A,P"<(Y5<)32%/"GB,KE@=,>D9#YF%*6;)
($L&6(R^6MD8>M9[&@D)L9N$
M@,:ADS@,B5QNF3L%.I_X2)MW910VC(0V[@'A"">I2SGN=8*:/3,E46LIZHYXFI-KE. M+38'
MR!._R6X+XGJ/&M0D\GKH&-HS&J=!L7)2EW%2#V$@+,A#-3>68KHL1) M1;&A4&
HW'#A.P7BF@V[>+#K4. Z3JF.1SUH?VYN;Q2(Z^MI+"8]8MIK"0 M.05C'Z'(1[@IV 91:T,V!?1P
:0KQK9%@6WQU%0< 8?-(E.RC6*SS-)LH\)S ME"X:&QM%QI:9HN-KB+#]46!_J6NWBFV
(ENS2L(&N1<2>Q\%WFY[AOH^,:FB_UJKSH-;E:%6Y2:/#7*6/\.=RD"GFN7_J$#Z
MH\D!E%P]J(_?)_ZDC&POR=7031)O>W- M5LFRO%$B6\K*3BJ5N@\@.12Q"P)<)2LU/WXZ]
<,9O#@0_;NI3;ZD*Q, #,] M/?WNGI[OBJ)4RS3^9:G/LV5:_N&;_9.#;]3G>9(6?_AF5I:+5R]?%N.9GD=%
M+UOH%)Y,LWP>E?#/_.YELA)_>G[*.^I_4&HAOW!4?WAGZ*TI_J']/"X_M#"<]8*3_UU>>-'?1<791[!
M=Q^BN:Z_%26+6;1WD:KS+%]T#'$.D^91 I--]&?U9_W8"=G'QT5CAD%_[R^= M']SH/,YP
1/U-BH;WQID!?_Q'VWH.H,Q)C3.NR2ZJS^=1DG1&/%\F>?T05R,
M84E_UU'>.?O>WF"XMS_HP,J[.-&Y.H?O[K*\@9+;>93@\Q_U(LO+.+T#!,\7 M4=IXT> XF\^!IF[+;/QSJ&Z)L
3ULBQ*H#[XO/[9QSS"G]7MXWR4)0W$7-U< M=.)YX!F:2%GL":TB)+X@F@:*+>1$F4CC4L
M#?BM4+N?TF@YB>')"V"D3[=OU>[."[6CXE1]G&7+ E;=&/FM'EO6.>S:V*@H
M8/S&TZB8U7^[R?4BBB=*?UX@O,WIEEI-\VRN($(#U6JR_;A.I8JDR1Q
M-(J3N(R;*SL;CU%@%K"BQVB4:)HQ&H_SI>Y&Q]GD'C>P:.*D909_O2M X1=7 MO'!^_?
[]Y_W!*S4,^_T^_D\$O(J6Y2S+XW_JR6N5 M9JE6<5$@JK)<9=TL*BQ-DS21";
0/0AO6CC2X!V0_CA8QX*+)Z#HJEOFC !N5 M:IP5Y2MU/#@(CP\K$ N5317(R_',:A?:5F
:/1^!).IB'"""&Y7S)NSG1TW@< M-\B-Q%$-K0!)F<>C)7Y69LK3(UG.&K)PMJ,^YHEAH5T MD'K1LK&-
Z_GEVIJ\NS-Y=7EQ^!.HA>;C]>G__YC]=7;R]^O/UO=?&73Y M.:N]SD\L^ZT9V=%B;
UF+=;X+JL>EE4NAE6X0LA:];*0^*&37+CWH>,_:].O> M!\+)]9CH!NC)V=Y.P;/Z?3/QAO WY,H:^!OO\S:
(B0[('SD\E9FN@3I3 M$2+V\WA<6I,,5J+GBR1[U W9M.EW7>N^7K UI]U/HX12O"@P?AJ^@?=;W:
M[<+F,CTQ]D.4HQ=>(!=%(%CC>R!6M4C =6@3F%\RUB;P%GZ4[Z?$J?D_]2::((F.>^W4V: M_+0L2H8 * O8#
0'>/V5&D+- W\C3:@E+@! :!NY(9K?:G 6QS'K!U+(L*('6]JF'MG2]=YW=1*M1.6*HLXU6OAHZ ,%_>8
E+?D'F/ =+QDL M"D=^_-LA+;NN&RQ!6 _!B!&5H#4;M7MEMF=!MGI<4]=I^J= M'N5+%-5#B@WW3\-6F
(<^0[)#5D$^'V,8I5$>I2"'ALGP/+W()@?LCR9/ "5 M)3P>@&N'5JP(6[70I=+"LGPQR#B@)O46.=E1"2<
17KHI]7B69DEV]TA3 MP'J#!3(&^ M,(2!K9O%R3D^73%TCL)@UXJ>GSJ;PEYHO8:UZ"J^ V@*C#9

1RL'%F) Q@1.(5PY" (9I#,-8+ M=F^U5D18QR_4VV6.4. <]#7\,>S8/7"?,B('6 %0=0923Y..$;*Q^G /[P$
M3R9+$$(S+T^^W3D[!$R@DB4&H/%NNRM3*^8;/. M65B;%46&VDU/S&=D!>09R#'@2>(L_!+?1:;
1ORQA:AAOE&<1V (!")ABO%E M!P'.8.R;(H :Z04$*]IG)(WA,<(/_*4[T!4B^R5+(@\F2#*"%D 0*0\>T#^!
M@@J'CGMF,PD='#ZG*1&I3 8X(\FC,&C%,1+62&N'&9&$<9D83DS=G<9U9]I M"Y=MNA5A0-#A%R.=
IMAY!XX>@:\<3<#SDO*> $_3#2H+(X%P']#DF?T%K<"'2@$\T[T*<*.8#$.#?L_QG5D(8 MG8W4 [C9L)R,
'/,;UH;\%P&$B]* @XL2#08Q]H9<#0:5YJ G6(HL,#-1,N8 M 3EZ71B7+\#'. _A%.P3!&!*'Q>O L?E-Q;Z#2 ;E>B=;
B?;T[!_>D@1\=-^ M[_10?1MTA6\+>$/>[/7Q17*>7ZE!WP;583D]^,^WC?A4QFDR,'ER5L%7\2]+
M0%(SU$O"=8C:];#_6JWXL"'507:/3^Z#N GF6P.UC&/!P[Z#_XE7P M-B[&X%H@+\- GU+1NV2S1R
P[U$?<<[0;/H9&?6D V!@ 'HI!%>;C&$]N_UD MP#?DZ^#(C#FV+MG8<"V]C1BUG\WPY9SH%L8]:/4X2',J!
M[HZ@&S-T('1F\7A&KZ '#X,7YGU<&^ BL_98&("Q:L00&N MSP.J'ADC17F!T(
DTJXC!"8)*MZID(B\O@4JV.:KR(V-AV9^A6!>@!3_'(/D M0A6P Q;(0,T!2\;\!*[O#:M?REIN)VC-[80H(Q<8#D+%
NNI7-7FE*='S*@T MVQ$GO5A[^^_M#_>K]T0,P+#!6M?/ZBO0.& 1S;DJ0F-51%NFJFT!+OO&%+4%
MZJ!I@-JGRYSL;U&:)/50#B6X@6C#+FQ&M;)'2-JB;JWTZFMC=M#O"W@-+#U, MVX/(C+
/7HC:7"P444].]]V#K9V"C&,/D->T+N4GJCN+M!&P.$ +AOU:S['^ MS#U"L3Q'WEM6Q&R-L:U;+*=
(,@@1K+A8+A N@G,2Q:A-+%?TU-]F<:(#EP1' M.HEA/DOZ]\(-Q%#DL;
29B4;,P*B2I[D40PL$E51VRF91.!9/D0T1@3Z? 22 M$U,[XMV"_1W
E9-BR15!F8_LAV)A9Q=6K*6TVE\'6%Y$!$ M3?0"J0IPM 0;+O@*BU!F$8P8?\ :W=6HB2A]EZ[^R=$0&

M%KPP8)JE6.3S*B.#:-T3:'I3@1,,_=T10- MPU2$ (.+'F/^-)Z*'N4 +5CA$Q.OP2
7E1V(6##_;/_6D=P!D87WP9H(Q+[:4UT !&L!4)@^(A'O62+\#NPG6OD%VC5^^(1X;CQFQ.'H
M2Q-7K>@F6$\WAF!*&6XIX2MW5PP7N1$2LMQ]NM1HV.#R'DAR8$3!C #F++C8 MZ)
",:1H1'YK)JEL:5\!,_45I ,QWC+7:A=UX8N-TX=%(#*Q@X*+T1=R6*L M4
D&9?06M<&8HPD@[E/$L>QTTTB*M=H\Y%B#0J*CQB\@-!BYC-*L@&ZA >9
M_5LV]&D&G!9)D*3N;Y#6X>0((N]U>-ESN!3)>7G,<6IJ>0M
MIMQRL%O%RFXOK%O%XY$Y!JY:HEQIM(O+B#FV"_.(39?C5"RVG7>7*=%-AD+[M(:8XU 0%#>8/R.P,
]&/Z'F+^)E'*6P89U/0(:N$#H730'S'N7'VKJ%/XYS;(R1:DPL,+NUG[M'4+
M[<9A0#>CX5%*LZM9B9.%E0ZBLW^&T1,.2EV#H0)C M!L,^6^N]-H_QM]8=9["=1#-
CH_@YZR@XPZAV1+M0!!6=@CF,019BOD_L_%V
M#)D397_U19F8N;%SR(I!6<*I/,!L)63,C".4_]K"A&OY:3FYHX$)[T$-Q,*Q M&JKO!
(00?%N>$OD"%\\67(A^&W $_'1/Q8,X"MMV29;>[2443C5N-8DZKMB:
M4S&&>+M!T9&8#!O%I"&GI0J'W4D?E]%G626;:B"%QK2]F(,4N;&T01 4?L@" M*>ISA9HQL$O&.F3
H[+A]'ZP/7-9?:5GOG64I6QU[XU3' MGLF"+F1!O8 276>;E%T&[-DZ)CY*V22I$;KG!V*N8Z9!M*#ABS%-
A]3<*>5 M$*,J.6_I3A82("KT9\Q8TJOS")S[Y5SH$H=;.CK^G9Y0F=A;3;ZHNDS%:7,C
M@CWUQQ9/EB)L2&FX[<"F\-&$H@]H?::R Y;-$?** 2I?E=C$'36V@V8%$ZE+
M]'E<_%P@,Y&E9$;O*:^<^L*44ZMK],=T55^-HU=N"E?7!ES,)BEZ^'U9V* K
M2!;T0X!%4F2'TQ.VH*K-&D=YCDY$(%0EM"WE!XYJ1D7\6+F/B49.9%>X
ML?-DY&%I&H(R@=V@A2'$E/'2.1HV&&2KUA,P;JP0=DF%XO3RE4G8$^^81<(L MY.9*-162\;@T:1
%WI%3?L74!B [$ZQ"0)NQZH,21-1$XI'N5P:O&&< ;D6) MZZ":9%VA? W4P75*>
<7/@*1Z4FG@%9M2LR^F!R%3. MEE GD*091?*1 "ZL<>.OU?S*(UF\D%RA1*C5P#0C@,6Y<'=J#)D
8I4K#M2$ M4G0410*/ ,>$>UO\M:>\.MZW51VO_\ I\"5!61"*1,E/ JYKP$,?8%_)>1%E M*UJ0".\R--F)+[C&3)B>
\@,C;"P M[S% E84(=*4)@:#G9B358>?MV[(6Y+UY-('-^+0 XI%XS1SL9;"(4AW8)4^,
M%1/GMG"'%VQD5^<*+7ZR5KM]I&=1,K5X,PB ?0_LEQ%A$&5>;=$64HJICV>H M=R>]=5L-
SN(-?1RQTJU$?F=!C8E,8=,11/G*^;%2Y$@R!'=R8TF+!
M2-X""^,RC"@_5DJ&M7)S8K%4S:0!>E]D7]HA0!=2N5*(#.G"AZ_"C&(DV9F8
M7E(NES&ZP\Q8G:Q#?>Z6HU&]EXP1F, 41=V09P4&AC^>VGHKZ^T88@LK72:Q
M*%P[UZ.^B;ABM^)*;^L-$W?R<. 4:Q>5"9VCI0KV@C82T%3:6*?9-[2IW&V/ M,O..GVILJ
?*W..2@/*F.F:M0OY?\(Z.([4#9[Z4V+"%LQY@%G^XX'!,8W[W M6PM,2=Y 8 -=9H$@7S&
NDRE;LYIR@('<13:,S:,)YZBJ1?;4N6])5AAJ@%7X M@ 4&L-PSJZ+"QXALJ!E?@,;*
()K8S]56D0@?,4B+7!N;277]'5?'5A[6FR2" M+;D=SS(,%?)KB!LJ8YUG$YU4C(IE!C*.L1Q
8HXIL"C#>:OW(A:R[%Q+!'&S M:$RJ@[*50R$<*A;1)3R]60H@*K(/@
M%78_BD/:PR,P6@2F^;:K$KRV[3:VR!88?L@Y6O_,%'(OYN)!M>0FSJ+)-1SI
M\D'KSMATW80FBUA_EE!^%XR,U3AW,A^!LS3<4/&WJD($/N>%7\(;8T!&+)/# M$FGK&R0+"XN+&VB+"I
M.FQ8Y*+)$ -GE5-+F"GG0'0S:4:D4$A!6WZ'3.![]6+%<5XV1B;6J#%XPL/^ MMP8 .R\7[*#R0*G;
3I"N@WX00OXDTRS#K;K4)2P0E%;>: "?T]=(8WC&Z3\3:GNH'^I+EQ0S1"$I
MQ_MJ)PJ<\UV!GP@!GN>3@W7PJ=)T(MNYR+"XA8*(@*]QV9Q@(3;KDHY.8([3
M0E(_;D6VFWOBS!MI80YMV!,0(SV.T,5F3F:I4AD8&!G=H]./0/8]-VM(!#*F M]RS\R:.4AV% M
ZG4&H8G0WX'2S;/6\X]%JJ[F)/M[2H)9A/1E=8TB*3B:1+F?(BT]FF5PZ:P M-G& X[%AM.=13
FJ)[-9<2K0J5+\X.+'B;9VL '9C8Y+%IT,;Y-(+TQD6%0<
M%H2D!E0G6^2I+W<"W/-:KCVP>$+?>4RM>9Q2C3Q+,S0.R'$,+MU3'$ 6++;>
MG=V^,=TDSFX_$<'L]8>ANL(C!H7:_4CEH2<'PQ?HHS%E=7Z.M:DRQ&GHF>9[
M?"S3L]9E[./!R8L0H\\Y:"5[V.W"6*TD&,78OY'PA[-* .IL>0=B><6BI&+V MB"IFO=/'SJ&^/6Z_X)4
F?PXO888CA=B'- O L[J1BHV\M_U5JAN$E-R4Z4)
MUM3K')C:XXXLPT>7*4@HM$?CZWT[@NZ^':')3I"NW)T #4:YF/MRZ/'%JV!W
MQ_\%TYR8B+C"1,0N=NV!WVKBK#%58Y.Y O8!Q5K3)43MJ_PC^ M;]B6R_7&$F_,UUY'AHR"%
M$'[_'O?%^#K8U$+7Q[BSVJ&L(S[YY(N@L*7!O#E/7<#[G4'9W/8CVMUB!"+.>4?A4_5M <;
O)Y@5KTTLNY"'U.[)+V^A@)V9'5VC#-S0.ZL$=P:G)[3# MM0)<"IQ@3*/1!8&
/-!XV*UQ;>GTTVM&Q1=0I;]K[G9$0.@(A=#(<#%Y[PH5^
M.WYM6HM49^IQ'4Z#.]LL@([>LLBZM&;8FHJ;*?K#,TFE=Y9"B0@_D,HF6YUU M>W'N.Y%T.!>
[:B2/QGV:J/W>D3V.T>Z=D3\DQKL?^JOY5O ='W"#K^9SA\:,4/31#;(;3Q1- L:<).RB213'%;(P1=<=+K8#(/&;H5-
M7]^6]JW?'B80+);E[EFC1SZ53)JL430!0)];[B)9O5*46*@8AZ031RG4%<5'X6L>T"2QK 8DT>A349
M)T4-1_#O:2EI@G'5]H9-:,/N(?#[KFL"AY1Y7Y2\0#"1;V0V[.!)F\T'T9U& M.E@6F.=93H5;S 3V+W&P6S9I>!
(>'9R&!Z=@RQZ%1Z?\Y_XP'.X?AH?#0[7? M#X=N""Y8;'8HOMJ(-C^:/Y8]#2M&M'[?9[_6/U
M0O[JV[^.W-\"TW-KK]9S:W@<#H_VP_[A*6[T_NE!>'AX@+M[MO?/X'M/PU/
M3_KAX.H>.0W>+)-$PU_@S@-+G9[BTJR30WA8?+NL*LG@@//;_"DC#4J>E[GWLUM1F^)FGP>

M#$M2;>/G9J,8>QZM8!K"E[BY32;,*?&6@_WC\+ _<"P4/K[2T94F<&.+ S%'
M.G0HU2*C@3#!TE3VSR+,G@42]_I|["KB>.)!*2= M90$-&+S2[\
<0C[N'='S;*:NPDL?FC,6E":W@D@'9U,)T(+DN.P-@]<#7]@W7 MTAQD?.#"*QO(#2SFJMAM!^YD<;6
N:32K;W[T9KU+?ELS]X*3)>7290A0DZJDI&6CL-W.E4!\>%I#DEHV3<_[% M2!S)GA-A>G:TJ6:K2A2Q)
[T?P2!NKQ<7NF :8>A5+A.FL0P9 1KG\:@J^5Y_ M0FL#986X$3T%8@M^N(|2,,HC45=FA1NA57EH=2MV
;Z7\/8\RG_&AE<6T4$- MT57Y@Z"Z^@$6[9:=/XHO)JDT.Y.SB:;*;JY+GQ@-B7*\(BY^WILB#U8'^8B-
M,;)C&2.ZC^*$J!+804X>%[-F^?V/[%O[\RT+,MXXR\\]86);Z$,9"5C^?89Z
MD,H!G).'!$7DI;PX.6:9&"T$UR[$Q(N0JS-D;DZ!%3'X7%'.7Z24I\L"?P*O M9*>01AI861A[)^;J0@:[WE"I=O+
(C6(HG8B2Q+["A]\! 0!K.<.3E+D&'@?R M"IJ"K$Y4(B$VDY=N2;^M*;%V]4/=1'1*4AKI0&[<<.%KQ!T%^K
?7!B&<%;K MHOVDK[X-?K04EDO]CZ6T06__+NM(#OM/G*8_P#\XC/0G6"CY8\5(JK:V*IO M36T+@M;
(!16M;]'4(78/YXTTH.Q5\,&:6A+OL8UMSP2#%C\WA -VMR[3$O0< MVG1\8*?QU8\D)Z7?"46NL/B"
MW:@0'PX/2=OJ F8)_,\P' PX+'W0ZP=^5-??.1,0!9+IJ\'^@1#,8",XJNH% MHKE3FGEXR#
[^?N^4^E#I.DM6'7MWI7<6^/7P.?9YW%O/E3I7/FWD-5QY*I4>=LA!.!@>&0PUDR,>U7
/);2V!0$:X98@MDJ2U3F,5G>,9 M\A8RYSP-WKWCG,;$/37K+UMHXL@5;
/W@K_SJKOGYA7G@#5,#%"]BV%.V**>! M$@RT+NN)3ZL=O="L&:-3#IDC7ENY:JO%A@7\7TYP#,
(39WOV!ZQW,"Y&HF(_MN&1/V,0:,!B@A $.@)\W8$[C:M,$QS3!Z=",,*@JK=:KLS5#*;?QLE
MO1=:BZ4]UEF5"?;K"W"LG 28Z5Y@+J;<.. M'$P#"I*:L[#<=KMFW08[P_X)%Y?$*;
7FIE:UC^#F'7[+B4HZAY7&(, +1V]U MH*5G4NET+)=+*N7(C^N(,^ZMK %O?J*G$1Z1]?O_^/1K[&PI6V
;"&-RI$B7 M\\K,P+9ZTE/!8(3C6Q.=^S @<.TG2B8=ZPQHKV.2BZ;0DN]1['E*#>^]P59!
M/((]UR7OXC*JPXF_3MMNT4HZ]MMU!6]MNY_3@%&.E!2=--'>9
MCVVS&,1\/[258*;G<.14_3;.H*=X]A(7C8'4F#N6E52&3"V@)0^%A0,.S#0% MF\JA'W"21B#
(0K&4C$N/"2>594:1[MD3L_C0M&H,XM(6#A#C2T*]LPEY]Y%> MTYVXP2='%M MA1&=_S,?%](>6A2$$ME
M3@]VZ1."A[;\M:3Z+BNY*,MMO!XP8E4,;VW#9Z/>NJFUH*JM9&[]&E8 MTI$;.K$AZ/
/JDH?!>P>FJX:C,V]ZG0PB4B2L@/Y9N<8%5 M=ED>WU%O:/=
(,XTKIQH=44H\G.I:J1++4G=ZF8.)V=;)BYQOP#_2!D&8<=F1;*1;AV^0[/8GK)J!.=5_C2HW
MVT]>7=RWF6Z-%]95UYX8,Z_Y9;V>LLK"8W\?[JC"IZ2RL3EE;"LG3,L>NH+8 M9,=83EKCQ9[9;
ZU[(SZ3W&*+C'Q4<]BI@#:88SE,!^^K]$>MUU9;MK_R/7@4 MTM]5UWY>Y6[Q GC7EAO9T*OZ(0
Z)ZDV_*EO'?0# MXW!PKD>$X5 M"YIJK);#Q1[-W/9:KS0,C<=M+24X%2L.'V-_?I!!SBGD(P#S@)B4#6U1*EN
M#N?9G33U#: *DB5[5(VA\$LA%IA_1*+#),.HUMLYB>@V126$!82PL*I EW5B M23EO)>&M8V9I:>;3'=-
QG9S00BNIRQG50& 5U#^!_&IM3>LE]JT%[#*2M6&H M84%N)=\HG@+6.]B]'>#$TW#L8#
<7+J^1,JP"E-$U0H^,L\XD2L+J&LRR%CJ MIF4MHNI4VXQJ\B]K1E%889_)E<.R)*LL^J/6F* M)&_55:J1)
QKGU[K\;&.N,@31>7!4R2E68PO*>T]'$^7E,/>Z4%SUXN9 [KIP++I MXH_[;F7UM4.:@_61,8_FN
MX^"TB/PJ3F.PM=.HOK+3&&SM-*JO[#0&3W :U==S&H.G.HWJ*SF-P9NT2EX=M,9IC20+29SCPI
;G9#DN,U&UAR2IS&\F'6T;,K5)A?X)"PU/ MC-3*6X.'6>:6YE>M[&RO-]L\".OD[=T/ICPV]CJ>_:"S')3)^_&?M;
Z+L%NO MG.6;:V-5.ICXBA,LCS-0C/UR \7X/P? W" M\S4(S]
<@/%^#T%#N]5L1UCU_OC5A_:T)@7=K0G=3VU_KUH2@?FM"M>2M;TVH
MTT/')0H;OK;A70NM=XP_7[U02P+_RUR]L%D_IG_9FQCJX+=QR"EGL<:.R5]S@T
M6XJU]VS?]+WGZQ^>KW]XOO[A^?J'%=<_K*S:7UW2[YM"SU=%_.ZNBFCM0-=R MH*;]O>
<;)IYOF'B^8>++;YAH>*C.A1.KGCU?1O%\&04E])XOH_@M+J.HLZ)_ M-\5&?5B?K[-XOL[BW^4ZB^91#;
\"P%YOT?;B\ST8^E>Y!Z,95UI]+<:V[S]? MH_';7:-
Q[40QZ.WKJK!G]R/J@V89%QC5>K),2,M<6]*]M*3(]'1KJ=BHRD:^ ML.IB$<\OSJW"5P^'
\'M_:O2(;__B-.'W)P9N+%%2$&4+&;1WD7J)M?4 M:=@727/:[YT>JF^#;J%PVIWU\D435*
\7%?RSY^M1)]MNO64&W >+/8 2C M>5S%F5^IV%L>S7ONU]5I']G030MCH(ISV??WH:K/G"VQ^ M\PML-
KF[83-AL,V%"ZUW0G03R$;]Q0/7DGCN]/[U.[U_M=VW^OU?E@">&\PW
M&LROVGVGZ@IHH8IE;K[!:QJIDOWU;]%(=16>JTYS]69[&R'ZN2&?:4*PUEFH;B]*.KMIUXO-GYMI/S?3;
I%0JYIHM\2L MU58DOP']KFAX'=2K$G[WA/K<\/IWT_!ZF[:N&X507-IZ+^TCN4UE1^B\VY_Z
MO76SW"IG\!:S4$FA/J 5A\%I] QB+.H2T!J;H!<]='O)-_]T^U;M[C0VZAR6 MG@++4ZL*+Y3?90R\PR,UL[@
B>:V!;["8R27I9X7S<; '(O99K%[ZJFI$(NG
MQE*!#7J6"SA4T'%]JYR&X0XH'%VLDB35.>SZUYRO:*8KI!=5UNEX?7_6EDLQ M&Z#^5VV_2Y1^:8
"TJ\MQ_N%4_7ZS9E^R$2MC'7.NWL5 W(G%'=MH>0])02Z MAJ9_-*E8>SG=;
N0%C*?Q."X;>X]1)CK]8%MEC1Z=\J*J(#Z4FL\E'0FW!/DU
M4U#-U33$4UD_9FJF7,6JX*EAJJUC3#.F]*O/#.YUT9JR_@FK=N'D6W>N%= MT_H[M0:VS2$R
X7J)C'T4XVW2IM47R[LEYMQ >O>]@Q4HWIL92ZJ\78T/> A! M6BZ9(R5\)F2B1RUGK*Q]1M5GZ]
[ON$*^F^W,Z&ZK*Y"*[O7R=-,>E:(T U.; MI1Q;C;B75?\CCBR':S;$,V5D#ZMAVD7?A_9;6KM?<]VRIMD8
\2$^B?'B&8L< MO4O3\ZK_"TH8[_53L :>==1UE_VJ[*:.@5T<;6R[9:YCZSMV5Q M(6:')E:G)@@
CL,D>FR>]%EKAJ&M5K6HZJ+JYJZ[%ZH2/?,ICH8I[*>'K.HK M<-66U)I,S7T%;VQ?00?

<2]-1<)UFM'4@-;##CEG-=VX)27W%+7ME/|/YO&'Q MM%M,%XT>9(:>5V$%@PXV_-
099&V3%S4[:?MBA">HYK=Z;(7+07.#:PGBKN5T M9?\;#-.58/[-$&7=S@Y<;2V=FRGM!N6U9ZZ?L-+.!/6&?G
WT?JDWGRZ,D]< M?_VD5>IVYY$;%DAO_Z#QN9MDKC\[$#EKK[XY:A6S&V"X(^'QM8CEUC$GO&39
M6=7HE^YV=]ZS%;"4UUYE9*T)%(#^))^N7F#H(GP[(=B/I,9OBR\$5QM_-4MIK?/;F-2VLU&W(XWZV!8=
M7S#&"@W^90-WH+%[Q"V-U[:85&.("D-?8KMN]'W7>KM\Z_U?R22[;(T@'VRI
M-"\E<[4-24^-*JRZ&WO[N%U7)*$1NC&1R(;./>/*TB[5N_)"Z8X$4]M=RWS1
MLB.-MTUU1(W,6M4HA"IY^%IDA=JN&ND=-B-CJU'MDU*COFHYK]57.<2T/;)7@W;6#=KU1J)
M9(W8GBV;:I!YXQ;)=:G-K94]1<#[&? MENF*+Q=Y]T,&J&/8COR/=\G@.@QOD%R2\>RM+^9$1WL2K
/&=N1"F6/U=)V# MDAN57LACW9';:L*9N:C12QY@C;)L5WF"P'>%,NWWH60:T#^>F# L^:=@=TU
M*U]Q6JYAOJFN[_M-9I63IJN]SXIR'VIV@*[NC6N"Z58Z-#_\59>U0;61-YQ[-MD:8!M"-M&A(;=#_5*_-
'|K4UE_3]5O2]#DTM&|\1L'0&_>WI\]>:O!L]+XNB-M_/[_%!+-P04-" HBS%*%!:8(TT" #]"P-#0-'AL+W-
T>6QEG9:8H?I"5)CK-M2"XD0TJ[LO#J2F*4U2:)42_T_;G'$.$PB7C#[IBJ02H:KF)X.4# Y=^*#,?P
M\>SM]T:HFS? C9-WDXG_>'ZSBY_9P#D$CN-3%L-@?@F]WR>]\/?SZM@.]>S/-MJ)]AWB&>
[R$>B?8D7IE$K]O5),H%'S=W"AV@F1'#8(5H#&\1)4M)3%:.&*%K M!X<&2-45$BA]JKIR8)#ZR84#YYD#
[W@8X4+:VJZ"^UUVTW<"O6<$$DH'@2%T
M0!)52"DL^9UV[&0+_A("G;U85UIA(=$Z"&=P3+"#+K(4,L-R*!/-'DHBBG,C
M1Y*B-*,2E6>"2@FFC8R@0G!D-?09G:%I4TSI@_D:ON5;W&T.W!QS)#X$1D5O MZE5WYGAJOI6\R>:X-
VG#@WA!159"?6ST;%@<&#!)$)]'5-*29XTG[DJJ0:PA&"%I2+I)O)#HFJ!6]5?IS8_
M5'-X@IK_]3X7F&.)Z*9H??>/>9?_L^+IU=]+MO\JNX*/:U=?6Z)Y?D] Y.SX M14ZOCU^C:5Q.0.1K?]I>]WIOM
A;#<*-@F5#J"*\DUN2+, .C^G08OC5M'YT MZYD>^P1-K]!2]^);_#HWPSEJJ+HW2[3!&([V9R,\F ^S%@-%#$?
["\Y(PZYM MP;'A3WX"4$L#!!0 ("B+,4JL:&PO=V]R:V)O M;VLN>&ULQ9E=;]L@%$#_"O++NH?.
9+T0TVEK:VF2E4;-=7>B4T25!M2(.VV M7S]P&O6F2J[V>V>^VL6%4+&)&;
M6VJ;[LR<;U5,EWY>AJ77J@X+K6/;E*+7&Y:M,K:XO-CT-?;EY44^^67T6_@H
MSY=,5=&\ZBN6K7:QC64UXV*QMFP
M,,M0,*M:/2HV59BR-;NQT<0_[-:NNTIU"]8]^K8>%3R=1Q53FU<3S+31!?/G M)MWPMS7/X'205\
[6V@9=LW067&/JQ%&S'ZI1MM(,0 H$4AP24@)(B4#*@T!. M,DYJ"B#["&3_D) # #E (
>'A!P"R"$".:2%?/!S9(UAIOR:\,R\K4Z M56X%!\P9-GE&"SGVJ;5/F;M+XBE^R]P YNX>EKQ[M'2/N3
-C;'*B$]>V9"= MM_T-%,3$;,*) M=8)'\P1B8D[AQ%+9G0YS(!-'^-HQ,;-P:K7LR#H[(3&S<&*U=.EG3_9)L'#J
MC3E&$#L&'4#7&F)BHA'$HL$PC]D$8J(K&6+G(+.RS]'$K".HK8.E(]&'F)B#
MQ"$=)*"#!.8@0>R@?5GS6D=E&FAT@3E($#MH#V8:/:GS>@4Q,0<)8@?MG_1V-M$868F(/$01ST_LK9
/<3$+"2(+;03<_/*&YB0)&8A26PA%%-RB(E92!Y@N?.! M*2-F9B%);"$<AI[,'>.=7]YLA];/[07/X#4$L#!!0 M (
"B+,4J#246%G@$ $H8 : >&PO7W)E;',O=V]R:V)O;VLN>&UL M+G)E;'/%V3UNPD-0AN&K(!\@ZYGA-
P*J-+1)+F"9Q4;X3[L;!6X?QTV,!#LI MT$=C9!G-O-7#RJS?;96%8]OX\MCYR;FN&K])RA"Z5V-
\7MHZ\R]M9YO^R:%U M=1;Z6U>8+LM/66$-I^GSYSL]IO$[?:43#XS5]BP2S@<<_O6YE^U;<*-BK\%B;
D=Q/$@A@=)/$C@0=-X MT!0>-(L'S>!!\WC0'!ZTB - 2'K2*!ZW@090J,J;X)-UKO-:D<$UX
MKTD!F_!BDT(VX+U9T9OQ>K.B-^/U9D5OQNO-BMZ,UYL5O1FO-RMZ,UYO5O1FO-ZB
MZ"UXO4716_!ZBZ*W/.%=B?:R!*^W*'H+7F]1]!:\WJ+H+7B]1=%;\'J+HK?@ M]19%;\'K/1WI[F
\(\NN1I^MV8$MP^7RCX^8YAZ=_](Z=!OL6:X M/OSG8ICZ&V&N_CK8_@!02P,$% @ *(LQ2F:LT:"E 0 I1@ !,
!; M0V]N=&5N=%]4>7!E&ULS9G?;L(@%(=?Q?1VL0AL[D_4FVVVWF\GV-JP]
MM<2V$$"G;S]:=.G21?9"?6#,9R75-MRJ?&4A,CA7&U"K'K%LRJ;*D6Q,1H-&:9:0(U81C:',EL\D2%6E5A
\+@;;U-/ M$V5MI3,5M&G8NLE_)1WN$Z:.JFZ.+[7U5W%",GC>Q"P^CDV3&/4).Z+"[X5M M/ZY[79-
S.J=_H9FBT!GE)EO5<4GJK2.5^Y(HU%7J2^4H?PM.-XL][URY*+J MF)AM*O9C0GHYCK"MJ!^@BYRS1
MYC'J63OQG%ND]NKDE!]5/*:^W(?]-&[9O?<=^!'?0LZXY[=3/QR%-."0(QS4(
MQPT(QQB$XQ:$XPZ$XQZ$$@X]00%",RE&4RE&ZK/N[\3L"U!+-0(4 Q0 (M "B+,4H?(\#P !," + " 0 !?D M
!D;V 0&UL4$L! A0#% @ *(LQ2@V.5$$SN *P(M !$ (!F0$ &1O8U!R;W!S+V-O&UL4$L! A0#% M @
*(LQ2IE&PO=V]R:W-H965T&UL4$L! A0#% M @ *(LQ2LN8NI=: P M \ !@ (!D@L 'AL+W=O&PO
M=V]R:W-H965T&UL4$L! A0#% @ *(LQ2NE@K52O P M?Q !@ (!PA0 'AL+W=O&PO=V]R:W-H965T&
UL4$L! A0#% @ *(LQ2E\M0).Q 0 T@, !@ M (!'1X 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
*(LQ2@B:>O"T 0 T@, M !D (!PB4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *(LQ2NK8&X]: @ HP@
!D M (!A"L 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ *(LQ2B*C6<6U 0 T@, !D (!YS$
'AL+W=O M!T" #? M!@ &0 @ '3,P >&PO=V]R:W-H965T&UL4$L! A0#% @ *(LQ2H@" M<2NF 0 FP, !D (
!$$@ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ *(LQ2M$IV+34 0 G 0 !D M (!=3X 'AL+W=O&PO
M=V]R:W-H965T=" !X;"]W;W)K&UL4$L! A0#% @ *(LQ2L'[9^J) @ M0D !D (! M]T0 'AL+W=O&
PO=V]R:W-H965T&UL4$L! A0#% M @ *(LQ2OR/+6]D @ 1@@ !D (!!DT 'AL+W=O&PO=V]R:W-H965T&
UL4$L! A0#% @ *(LQ2H]XRWZL M! H!@ !D (!PU0 'AL+W=O&PO=V]R:W-H965TA; !X;"]W;W)K&UL4$L!
A0#% @ *(LQ2CM: S%+ @ B@< !D M (!QEX 'AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @

*(LQ2K04+(?(P A!, !D (!BV4 M 'AL+W=O&PO&PO&PO7W)E;',O=V]R M:V)O;VLN>&UL+G)E;' 02P$"% ,4 " HBS%*9JS1H*4! "E& $P M @ %-H@ 6T-O;G1E;G1?5'EP97-=+GAM;%!+!08 , P + (- CI ! end XML 50 Show.js IDEA: XBRL DOCUMENT /** * Rivet Software Inc. * * @copyright Copyright (c) 2006-2011 Rivet Software, Inc. All rights reserved. * Version 2.4.0.3 * */ var Show = {}; Show.LastAR = null, Show.hideAR = function(){ Show.LastAR.style.display = 'none'; }; Show.showAR = function (link, id, win){ if(Show.LastAR){ Show.hideAR(); } var ref = link; do { ref = ref.nextSibling; } while (ref && ref.nodeName != 'TABLE'); if (!ref || ref.nodeName != 'TABLE') { var tmp = win ? win.document.getElementById(id) : document.getElementById(id); if(tmp){ ref = tmp.cloneNode(true); ref.id = ''; link.parentNode.appendChild(ref); } } if(ref){ ref.style.display = 'block'; Show.LastAR = ref; } }; Show.toggleNext = function(link){ var ref = link; do{ ref = ref.nextSibling; }while(ref.nodeName != 'DIV'); if(ref.style && ref.style.display && ref.style.display == 'none'){ ref.style.display = 'block'; if(link.textContent){ link.textContent = link.textContent.replace('+', '-'); }else{ link.innerText = link.innerText.replace('+', '-'); } }else{ ref.style.display = 'none'; if(link.textContent){ link.textContent = link.textContent.replace('-', '+'); }else{ link.innerText = link.innerText.replace('-', '+'); } } }; XML 51 report.css IDEA: XBRL DOCUMENT /* Updated 2009-11-04 */ /* v2.2.0.24 */ /* DefRef Styles */ ..report table.authRefData{ background-color: #def; border: 2px solid #2F4497; font-size: 1em; position: absolute; } ..report table.authRefData a { display: block; font-weight: bold; } ..report table.authRefData p { margin-top: 0px; } ..report table.authRefData .hide { background-color: #2F4497; padding: 1px 3px 0px 0px; text-align: right; } ..report table.authRefData .hide a:hover { background-color: #2F4497; } ..report table.authRefData .body { height: 150px; overflow: auto; width: 400px; } ..report table.authRefData table{ font-size: 1em; } /* Report Styles */ ..pl a, .pl a:visited { color: black; text-decoration: none; } /* table */ ..report { background-color: white; border: 2px solid #acf; clear: both; color: black; font: normal 8pt Helvetica, Arial, san-serif; margin-bottom: 2em; } ..report hr { border: 1px solid #acf; } /* Top labels */ ..report th { background-color: #acf; color: black; font-weight: bold; text-align: center; } ..report th.void { background-color: transparent; color: #000000; font: bold 10pt Helvetica, Arial, san-serif; text-align: left; } ..report .pl { text-align: left; vertical-align: top; white-space: normal; width: 200px; white-space: normal; /* word-wrap: break-word; */ } ..report td.pl a.a { cursor: pointer; display: block; width: 200px; overflow: hidden; } ..report td.pl div.a { width: 200px; } ..report td.pl a:hover { background-color: #ffc; } /* Header rows... */ ..report tr.rh { background-color: #acf; color: black; font-weight: bold; } /* Calendars... */ ..report .rc { background-color: #f0f0f0; } /* Even rows... */ ..report .re, .report .reu { background-color: #def; } ..report .reu td { border-bottom: 1px solid black; } /* Odd rows... */ ..report .ro, .report .rou { background-color: white; } ..report .rou td { border-bottom: 1px solid black; } ..report .rou table td, .report .reu table td { border-bottom: 0px solid black; } /* styles for footnote marker */ ..report .fn { white-space: nowrap; } /* styles for numeric types */ ..report .num, .report .nump { text-align: right; white-space: nowrap; } ..report .nump { padding-left: 2em; } ..report .nump { padding: 0px 0.4em 0px 2em; } /* styles for text types */ ..report .text { text-align: left; white-space: normal; } ..report .text .big { margin-bottom: 1em; width: 17em; } ..report .text .more { display: none; } ..report .text .note { font-style: italic; font-weight: bold; } ..report .text .small { width: 10em; } ..report sup { font-style: italic; } ..report .outerFootnotes { font-size: 1em; } XML 53 FilingSummary.xml IDEA: XBRL DOCUMENT 3.6.0.2 html 109 191 1 false 35 0 false 5 false false R1.htm 00000001 - Document - Document and Entity Information Sheet http://alpha-encorp.com /role/DocumentAndEntityInformation Document and Entity Information Cover 1 false false R2.htm 00000002 - Statement - Condensed Consolidated Balance Sheets (Unaudited) Sheet http://alpha-encorp.com /role/BalanceSheets Condensed Consolidated Balance Sheets (Unaudited) Statements 2 false false R3.htm 00000003 - Statement - Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) Sheet http://alpha-encorp.com /role/BalanceSheetsParenthetical Condensed Consolidated Balance Sheets (Unaudited) (Parenthetical) Statements 3 false false R4.htm 00000004 - Statement - Condensed Consolidated Statements of Operations (Unaudited) Sheet http://alpha-encorp.com/role/StatementsOfOperations Condensed Consolidated Statements of Operations (Unaudited) Statements 4 false false R5.htm 00000005 - Statement - Condensed Consolidated Statement of Stockholders' Equity (Unaudited) Sheet http://alpha-encorp.com/role/StatementOfStockholdersEquity Condensed Consolidated Statement of Stockholders' Equity (Unaudited) Statements 5 false false R6.htm 00000006 - Statement - Condensed Consolidated Statements of Cash Flows (Unaudited) Sheet http://alpha-encorp.com /role/StatementsOfCashFlows Condensed Consolidated Statements of Cash Flows (Unaudited) Statements 6 false false R7.htm 00000007 - Disclosure - Organization and Operations Sheet http://alpha-encorp.com /role/OrganizationAndOperations Organization and Operations Notes 7 false false R8.htm 00000008 - Disclosure - Going Concern and Liquidity Sheet http://alpha-encorp.com/role/GoingConcernAndLiquidity Going Concern and Liquidity Notes 8 false false R9.htm 00000009 - Disclosure - Significant and Critical Accounting Policies and Practices Sheet http://alpha-encorp.com/role/SignificantAndCriticalAccountingPoliciesAndPractices Significant and Critical Accounting Policies and Practices Notes 9 false false R10.htm 00000010 - Disclosure - Property and Equipment Sheet http://alpha-encorp.com/role/PropertyAndEquipment Property and Equipment Notes 10 false

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Disclosure - Organization and Operations (Tables) Sheet http://alpha-encorp.com/role/OrganizationAndOperationsTables Organization and Operations (Tables) Tables http://alpha-encorp.com/role/OrganizationAndOperations 16 false false R17.htm 00000017 - Disclosure - Significant and Critical Accounting Policies and Practices (Tables) Sheet http://alpha-encorp.com/role/SignificantAndCriticalAccountingPoliciesAndPracticesTables Significant and Critical Accounting Policies and Practices (Tables) Tables http://alpha-encorp.com /role/SignificantAndCriticalAccountingPoliciesAndPractices 17 false false R18.htm 00000018 - Disclosure - Property and Equipment (Tables) Sheet http://alpha-encorp.com/role/PropertyAndEquipmentTables Property and Equipment (Tables) Tables http://alpha-encorp.com/role/PropertyAndEquipment 18 false false R19.htm 00000019 - Disclosure - Stockholders' Equity (Tables) Sheet http://alpha-encorp.com/role/StockholdersEquityTables Stockholders' Equity (Tables) Tables http://alpha-encorp.com/role/StockholdersEquity 19 false false R20.htm 00000020 - Disclosure - Contigencies and Commitments (Tables) Sheet http://alpha-encorp.com /role/ContigenciesAndCommitmentsTables Contigencies and Commitments (Tables) Tables 20 false false R21.htm 00000021 - Disclosure - Organization and Operations (Details Narrative) Sheet http://alpha-encorp.com /role/OrganizationAndOperationsDetailsNarrative Organization and Operations (Details Narrative) Details http://alpha-encorp.com/role/OrganizationAndOperationsTables 21 false false R22.htm 00000022 - Disclosure - Organization and Operations - Schedule of Ownership Interest in the Subsidiary Company (Details) Sheet http://alpha-encorp.com/role/OrganizationAndOperations-ScheduleOfOwnershipInterestInSubsidiaryCompanyDetails Organization and Operations - Schedule of Ownership Interest in the Subsidiary Company (Details) Details 22 false false R23.htm 00000023 - Disclosure - Going Concern and Liquidity (Details Narrative) Sheet http://alpha-encorp.com/role/GoingConcernAndLiquidityDetailsNarrative Going Concern and Liquidity (Details Narrative) Details http://alpha-encorp.com/role/GoingConcernAndLiquidity 23 false false R24.htm 00000024 - Disclosure - Significant and Critical Accounting Policies and Practices (Details Narrative) Sheet http://alpha-encorp.com /role/SignificantAndCriticalAccountingPoliciesAndPracticesDetailsNarrative Significant and Critical Accounting Policies and Practices (Details Narrative) Details http://alpha-encorp.com /role/SignificantAndCriticalAccountingPoliciesAndPracticesTables 24 false false R25.htm 00000025 - Disclosure - Significant and Critical Accounting Policies and Practices - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) Sheet http://alpha-encorp.com /role/SignificantAndCriticalAccountingPoliciesAndPractices-ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareDetails Significant and Critical Accounting Policies and Practices - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) Details 25 false false R26.htm 00000026 - Disclosure - Property and Equipment (Details Narrative) Sheet http://alpha-encorp.com/role/PropertyAndEquipmentDetailsNarrative Property and Equipment (Details Narrative) Details http://alpha-encorp.com/role/PropertyAndEquipmentTables 26 false false R27.htm 00000027 - Disclosure - Property and Equipment - Schedule of Property and Equipment (Details) Sheet http://alpha-encorp.com/role/PropertyAndEquipment-ScheduleOfPropertyAndEquipmentDetails Property and Equipment - Schedule of Property and Equipment (Details) Details 27 false false R28.htm 00000028 - Disclosure - Related Party Transactions (Details Narrative) Sheet http://alpha-encorp.com /role/RelatedPartyTransactionsDetailsNarrative Related Party Transactions (Details Narrative) Details http://alpha-encorp.com/role/RelatedPartyTransactions 28 false false R29.htm 00000029 - Disclosure - Stockholders' Equity (Details Narrative) Sheet http://alpha-encorp.com/role/StockholdersEquityDetailsNarrative Stockholders' Equity (Details Narrative) Details http://alpha-encorp.com/role/StockholdersEquityTables 29 false false R30.htm 00000030 - Disclosure - Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Equity (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfAdjustmentToOutstandingSharesAndOptionsEquityDetails Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Equity (Details) Details 30 false false R31.htm 00000031 -~~

Disclosure - Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Operation (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfAdjustmentToOutstandingSharesAndOptionsOperationDetails Stockholders' Equity - Schedule of Adjustment to Outstanding Shares and Options Operation (Details) Details 31 false false R32.htm 00000032 - Disclosure - Stockholders' Equity - Schedule of Fair Value of Assumptions (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfFairValueOfAssumptionsDetails Stockholders' Equity - Schedule of Fair Value of Assumptions (Details) Details 32 false false R33.htm 00000033 - Disclosure - Stockholders' Equity - Schedule of Stock Options, Activity (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfStockOptionsActivityDetails Stockholders' Equity - Schedule of Stock Options, Activity (Details) Details 33 false false R34.htm 00000034 - Disclosure - Stockholders' Equity - Schedule of Nonvested Restricted Stock (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfNonvestedRestrictedStockDetails Stockholders' Equity - Schedule of Nonvested Restricted Stock (Details) Details 34 false false R35.htm 00000035 - Disclosure - Stockholders' Equity - Schedule of Warrants Outstanding(Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfWarrantsOutstandingdetails Stockholders' Equity - Schedule of Warrants Outstanding(Details) Details 35 false false R36.htm 00000036 - Disclosure - Stockholders' Equity - Schedule of Stock-based Compensation Expense (Details) Sheet http://alpha-encorp.com/role/StockholdersEquity-ScheduleOfStock-basedCompensationExpenseDetails Stockholders' Equity - Schedule of Stock-based Compensation Expense (Details) Details 36 false false R37.htm 00000037 - Disclosure - Contingencies and Commitments (Details Narrative) Sheet http://alpha-encorp.com/role/ContingenciesAndCommitmentsDetailsNarrative Contingencies and Commitments (Details Narrative) Details http://alpha-encorp.com/role/ContingenciesAndCommitments 37 false false R38.htm 00000038 - Disclosure - Contingencies and Commitments - Schedule of Contractual Minimum Lease Payments (Details) Sheet http://alpha-encorp.com/role/ContingenciesAndCommitments-ScheduleOfContractualMinimumLeasePaymentsDetails Contingencies and Commitments - Schedule of Contractual Minimum Lease Payments (Details) Details 38 false false R39.htm 00000039 - Disclosure - Subsequent Events (Details Narrative) Sheet http://alpha-encorp.com/role/SubsequentEventsDetailsNarrative Subsequent Events (Details Narrative) Details http://alpha-encorp.com/role/SubsequentEvents 39 false false All Reports Book All Reports alpe-20160331.xml alpe-20160331.xsd alpe-20160331_cal.xml alpe-20160331_def.xml alpe-20160331_lab.xml alpe-20160331_pre.xml true true ZIP 55 0001493152-17-000559-xbrl.zip IDEA: XBRL DOCUMENT begin 644 0001493152-17-000559-xbrl.zip M4$L#!!0 ("B+,4J\.'?3_X !U9!@ 1
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M**(;!-A8).O\^I>9M: +@*X@_")N3?ZR 10E965E5OE\H__^WWF&(_,#VS/
M_>E5I|5^93!W[%FV^_#3J]_NFY?W5[>WKXS_^_/__E\&_-__D^S:=S8S+'> M&1^]_]O76S7N-
SG[]Z^?7IZ:KG>H_GD^7\%K;&7;;A[M+_+'3(UU^>GNVNBV.X-VK] <>G__8_=CN
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MV#^]TM;XU&MY_L/;;KO=>?O__OKI?CQE,[-INT%HNF/V2G[EV.Y?R[[K#(?#
MM_14OKKP)DXNY^B]Q<3K/INL!'GP%I[*%^W ZW<[Y^O6Q]^0 M'T2AO_+EX5MXJEX,F@^F.5-
M9LMALD+_;?@\9V_AI2:\Q7Q[K+Y[^:/D!WA6U!>F,Y^:3606_AP.W^RM/$2O MY)E .GH7$+5^91.#2/#=E#8&
/F9-^4'K>V"]$H]QVI]>!38RC%?&6SD4/R-C MSPW9]]"PK9]>W?C>3**BW0D]_G>O&<^O/F-
N:(?/ZE?UNVWADXD-'(J@9 EL M2/*ZNOWO5S_#:>VTN[WN\.(?;],?Q].]73J?F&T.F/2L12C@[/@A\IF?X^7(
MD>)G"Y\!4]0^PG7'TUN)3^3O"0#DCP*EJ_%\&7R9(/\CP,XJAEO.F<*?XP6H M*<23G2));,0?XGS_
7)OYKE7CAD$'WYELQ'S#X:_F-S8PXQI"U>/+ #F^]RQ MQW;(834L&]
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[X\IAIOO)#J=V-+OR_+GGFV@Q59L:+&:_^\0>3.>:X.5[CY&= M[]8N]Z!\@':E$#X@=OZ3.
<)#,L>%5'N[Y:F^\SU 4/A\YP#N+EU++>_#\[?G M.=/(8"M1W[JTS+@>C9WO&?&R"[Z,J_^D5,^:LTD)SNI2:;
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MB0.UC*E8=$/)ZX9GR6J/ MAH!>:JY7YS1M03]WOOT($X+R-6:Q=JT>\Z *[TB$W'TT"FS+-OWG>Q.#2I:0
MU')\[#8 :A-9F]R(FLZSN%9JVJYI^V7:+D%,5I90/O42(#-RPLK'X>RM)FD> M:OUFAWA6;EW+?K2MR'1T,%*
(KGGNMM&H-0F?& D?UI%^Y[-'VXN"&]LYPL3; M^S%S34"6MMU+%WRL;M'E93WK/3_PGA=9T%
/FK4U"Y@.7]1FIFE\FU[Y_-%K] MFJU?M^[3.O4U!92* O;*];T"ZYEP %E0#5N]_H:V=2J0]G(IK\)V?0+()LU
MW*:6/8>7/97G/341E8R(2LN)UMWEG4I#B](UL2FYJS97],FQ$T_INJ%4@WC6 M:$
U\92$>$JK^:POK%IWXZGYS>:E2X:]0:]_,6A?5)UFRMW#IQI4LZR,0"VE MCD)*';8&Q:F03KE-
J]*2SAK3ZK\B*_#>[-4E+CR730*V-\1O'_]R(Y%2B#!?)E MFB1P\V$9N#
O3H(@YN],H-:C:P9PTGKTX$CTZ#A_SAZS.]\+>2Y'?;#K@[W3@[TT M@W$)R=4BO6"17I_Q^HS7HG,;
T7EI638R,-.YGYH^.Y+<_IFW

M2^FN%J#+64*GW>Q)EM#IU"RA9@DU2RB&)=#)R\L2Z(CNVV]^H6D)%QO7'J[U
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M\Z%OI4XER+1V1I>4.90MUK1LMU,Q@^@VVV>20<#?@^/.VZADY@+M46[BPD8
/)1\DI<+05X_-$Q)53""302QO/ ?#=K9B' M=(C/;?6G:E_&2GG?9P/)Y @L9 M$'K'_#&0N/G
7MBX.?RY\;;!VLR5XT>A_\X[ESYV#@%.-)_L^?,$^J, M>^5H^G0?O7$T$VPW\RR@D?T/'U__?-
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MT,>:R730OODF_G3_/!MY3F8,H*"9TM\+P=69H<93"]="_\'1>ZCZ9!I$EZ9 MOO\,7_W3="*V;.ERHGCI*
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G=F/*Z_63V[IT](U!R$19/1-* MN4'X&#$\U5^9 PS*N@.=TF9!?F1\#^QWKNW\]"KT(_;*>+OM-)D6/$BN=]T<
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@<-QML?^#X9*]R#Y+UAWO9YEE//8B8'MWYK,Y MS4SG=2Z\T^YX[!S<81^YU=@0O,Y9NW+9=,0I>).)!28+
M7FXV)MWM[FVYJD@U>[2]*+@!8G&DZLI?)M>^+R]+B]_(_LZ
2]NT+P"G75F##77K7IES.S2=S57%SB"MMR^? M80M ,FJ3Y^VS8@#9@M !RK3NMG,HMS^.%YV4,V?OJ-S\
!2Q[SL[K1<+)D\V M6+_YY.U_WH$43EEVBR-O-GTF/O,G,V2A@>)%KXD6DW+IC)\([BSO/
M1RYS&8:^/8I"=!)\\SY[+H+F>PX*AJT1-3B[>&&/-@&GN$5FY&"=2B^RO]1> MTL,U_17:QV:*;-60D::%
[9"1TD&KAHPT9214 MLRPH: Y>DM#E1D":&DX. 6D*2"N;F7"PJ+-6#0UI.CA1-*2I8?F7F9-Q/-JU ML,;$BJN%
[,I3RMJN^O*WT1<6G*951\;)B%KIEK M>\@6D5<<9)33E1-?^8)57IIG]>HWF>>%?(#=+NJ%R39?F:8!;\
P,@>MW!4# MSR9<(<.,.P(R;Z3/OI&V!2O=#FDYF&@V9*V N9/F8FM@V VX&=)_SHH#*A?!
M'1Z'F:73;G'XHF#*A[\&=E$_)XQLK&>D9]&EF0=;@I6,=2RL5J4GV36X";A.>)O;[53YYW^
M^=FJ("/^S88@9$;(!B#\PESFFPYF;E@SVZ7LZM!^9"+)+6NVZEH3^>PB&<'S MPIP[
'%)A>N7X@NV@?#.]R8L",@G>\-2F[@IUOK#E"F7G&,3&'*CY3P7"%]9 MP$Q_C)FC']DCUO]AJSN
M8.%:1\.T+Q)&>OP M?5[D,OK:,O+GEE1@,[+GJ9;6[%TD;N]S+RL4E5EVCG7=! M:3L;EG?-
6W#&56L>@&UU=M8O[YJWYZ,K2?P";.TRG]SMF>ZJ71\.+]IG%]U= M+_W2^A/
0VLW^.:MB%>C(4=FP"RLJ Q6H(DO?65_1W9@A^R>^8_VF/':=5_9 MV'MP:93%1,!-
5?A!-^G>V#?0)472+N(*:U1N8I"_Y#@OVZKR6/,OK2W334"> MI+%5'.YBT!_VAQIS?_%B8(N;DER@+5Y?[
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H*%>YF+97L]WXSK?,OG5PXSW4]V.+6CV<)++Z]AV!ZF0G7W@M]U
M?&YG*]GG0G8#HX@AV1L3V-)@V1-CWY4Y-1CN4^SLQO#9LP#:D766=D"\".1G
M%F+EVCO?PV+KUH?GWT]NG5YGQIX_Q+@>.25Z !XVXW@-W$CY;D[NG#JG:4= MZUN M/\%YK
\XZ.YQ?3#,F#$KX-5GY^8SZ>/;+2;FQRZM$W>-&6: M?)= 9T#_*H6:^D'I0;H&C%ZCTQG8!CF(8
M0Z^[<..V!4C[7^ .L+Z\F#@W26_=,2JS["/C_[LCYILJZI<#@%T#GY^Q#G<' M_)U@0M^\RS%
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[\+]FR&D<^^3/*SW)__TPG?SXT@?';83Z]FIO]@ MN^^,]CQ\]9\/X7M\^'9.?_U'IR?^HW
\P@5G>&1UX_ZWK^8!?XYL]@V5^9D_& M5V]FN@W^0\.XAW,W>6^H&=X;"%[3=.P'^">ZZ^S)LYITA'
\@-HV.T32^^-^F M:_^;5F: YFK$ZR0(1X>-5?QHN]BH#%ZR70Z].9N__X_.H'T8Y"4: FSU7@= M>@\LG#+?>
;E@"QP\ (HE%@6[;IVS@'/#<$\/WS]^@3-=UG^L M80#;&3:,99M$\""'[!)$V#7-!Q[3-&6$\\'JC?8]
[$3!?8C:QA/GN]83Z"H MP+;!Z\$$C@/PFX8!YV+.P@A@EQ^'GA&A@ 4^;,*&S8$EPWZ'"%#(QE/7<[R'
M9YH""(" F*.B&01HHGH3&(>\(/0&#@1CC,P0[%(@FI9!%JHQBV#CV01>"1N& M'1*E6
R>S-"53Y0E!J5'KH?29S9C_M@V'0=F!Q%L-_QXM@D$/A92*!B\$3>7 M 8Q !_F) =F9(_C$-GRS11W'P!:+I;
3CT*]%-.VX&@0PU["P="< IBY&$*@LH)[3G\8+$9*(^A4"(;I!?15R @C %Q! "X ?H,#)J4/=AC8PXF@) 0BG@
M""Q?)$, 2$?]S@T))6?C7_I/J[S2]/J"/<2X7WF8"- ME-E@E\F 4$M*HO8@,$KASNP,,$T7:(:X04O:(IJ-\>E*
MMR^ #S-^X,&F((Z,0/_+_\R*-W>P -E/$T]/!T>;:BR8)[Y40'91@UD'8(E MX(4 1)%X&.^'3KO=
+N_/CRO^%%Q'.])0XP=Q$U^Y/K]JOZ-]ST[+DOY- =^:A<07S MCWR[8?P7A-XL?AO=/?2%);\04_7X0/"
/]E=%IG &K@.;;U M'J2CRYI3"DO$-9S]J/@++FMQ7]9O"'VL%64B_.+'BB^%UAIP5P"3W*[E(P#N
M8*O'PZIN2+LU/-OY9FP#T8\KH=D14WF:VB%;QU+VL*C/GMO4 MHO; S.1A>\5+M8U5FIW.411Q;
\)K#JHYG.(NM=IY.5 5V4X&768/R_KF@5W^ MKH(GH!C:ZY"OHJ),HCI(QM3IBAWQM^3#2/R4=K-
TYN%;A.Q%MX7RLL#_ZRS& M?6CQ=@LQ)@LASK!7]@1F<$/1WIQJ8COVV&;!-]C.#XX';/Q8(E-
Z1M/0EDP. M^RO?)I9+\,1(,"06Z*4[WQS#6ZP.7EF%7TR2)0_P';]BBB-_[GS;'>,53D @ MH;\2*!%5@MC
\+0-&N^>HK)0!J1@/88['/"(":3%RS/&\XW$^# >;R#_-,4X M#AE[(D?QGMS .UX0O#%,
MK1P/WEVZ*PT>NI9V"7Z%FR3<&C8 'B^.MV-_8]2-O!E5?BP)-0"'5Q-C Q"A MN=!E12)?I+W"+_SJ@B)J)
(Y&SS0&O#G'3)!'MK"$.0\OK"\V%,DOH?+$3O+; MJF54/C4?F;BT]1D@%CX4&R!)C2YSD>6+

[?8C1[!VGSU@=U>B"+'S]VP<^7P? M\8WK[V.@Z <:;&9334 >:)2,O[N_3MR-\;$G#FR_83J.8<8)SL9K7)9-R2(X
MI\"BC]/29;7^;N32H?(P&/#)IG N"^05X.,-^A[&TX8\ W37,[==<9,*&P'4 MC(,T#+Q5!&L)OC-M>51HBM:
(OK+&:QT M;&KG*#Z!R/U@.@H=2ATBH/@5!PE)1Y(_(]-5MP"NBG5D@PI&EM@<8 ^\\4 M?CA2E(_<5)#J)
(*3|8"/ M"L1)!2#C5F@SOJ"H(7A('A< GEU#3+64Z0QL3$RB'8;8WY@H(_T2C"H=?!
M.-W.V<)Q6@+2I>NBV/]*5(D131A^ @AO_C?,X/ @IR_CT(-Q"8QNF\8>')R<
M2J6>+D'L(9342SC^Q&>$LFR,3(?2[#@]8:"U.>99!SS 2_(WYM@8=5(&(:;M MJS2F4AM\$.LH"=%O
?'<:W@T0ZE16VW%'0N9"&#.^,D ^RHDC8Y*X2"_BE4] M?>81FBE,[AB=B#\CZX$&)UFLVV^)
"+-11)_+\!I&&"7<842I#(>(QZ)W\!< M Y#'\-,CSA;@*#Q&W_'0'YQ
MQ(:HAJ&P<=$,-="0(S#4TG%>RM"0V@KJ))8]F8#HD<&K<#[4^X=F*26QZ13S
MN,'-YE68?M4VNS0\I$3XHI#12RD#[\QG4R39&)>"]&45\5;L6[8E^QF;OD\. M(\DJ@&4K@3K7!DN?(\.J/(#
(E-=P1?*>.>L03I@ M",))1-T[3DI9U&79&/!-*6Q3!B8,",X9!IAK EBP)K&?_E/;%' MYB==I%.1?
(<'%51>^,@RT$4JG>GNPOET+4T= !W L1G*8U(:])%M-; 7<#&M
MBWW?#OX*4+4@MZ8[F)&T=0#=?A1I"1(=1&OBII+]X"D[%]VE? ^"9H"Y>-188_\
M:LPW^"U'0/GB>,CPVF%L^^-HAM)V3$_XU4,L3:3&R4\J%W]"&'/P=/\M>FOY MK=\CSWYO&
3=@67G^$O%$-R382!K!P4H@M#B$FI*,F8]><,P0C]9* X<0,"D_D#DO\(+*I3$TP?$NCA M,W/#6!G#N C%NXG
T'J&84@!TJZ:%D"$L>@J5QHR9(:TC,O$\E$!,IYBGS15 M^L6.G40>&M_7(.?>
[8BRG+,O@@PH5\!&IH^ZX$Z R2F?7W"L!)0<&IK:1AID MH#R=R37+7_EH"C\DW2@-6QEI-"N QNLTZ--
CAC0@V-#9A6%1/JSTL!M_1Z:/ M!2&X1SVI@Y=&W2N)[29[G
G;1'4Y*Z4T.RS.$JBR8E216L>]",+W($H*\^0=06)<3UX>"](_)37^19"X\D&^V]$IY6N?<09]U!BJ
\5?"HD!2^!43P1VQ<@23,(KR,X4 !37EEHZG:&P>_$JE<];J5^(8S'V05+[M/*L; 3L@
MM@U[&WB@'3BJU$WL\8Y5O7]E7'>:S<[[6;WK"E"/TVI&G("Y/ M(JB1\S/0N_T'I?DM/Z;BS' 3BRMDB\-
9RDOGHVN!'RI1%404RB)EFT;GKQJF M _3F@V
)1+0U;U0H1B>@_G!Y?Z/IE4LCCJG4>^C24)C0GOA?0[REK MA?(%7PB/&Z9;+.#9)),2%[W*^'3
4G=X52J&,C-I\5%,6PE"1U*:5"C"0GLXGTQ?6/?#R";.Y#<^#:1 &S$99!:3\
M6N2)*%C3R28BT"C@T:0+,.C?*H!"NBT2GF41QRP7"M8;AJ9ZANC[P,"6E9X M*\W=V?
(1K5M?+*AZ2;]OC*D%T((D<%RX"0#]A /4#)*8$1LLYQ" 8Z$\FKP MYE(R7UZ"^E5H6Y(@)!C.\.0\-(/H-
M-O'#YCAWKP?3SV,@.>O(4U@@2IC MYEG,B45^$$0S,8[T4X'M.:9X>3%
<8M<7PN#$=OM,!,9G#_FSW4?/H:L*$>(6 MQ[W)!!<"$>W4LE,?F]O/+0/Y!^7XUIJ@0#;I_BAV#W,EXC-\Y#E+(0
MZ^5Z/N91\1!01E>C(Q8^,;8RB6=I:![[+G+ 5L')SZ;M:WF$TJ:02T3V(.X9 M16HC7OB@IDE?PQMC0(HM
("E$B-)UMP&A@$+M(,ISFGP2T22JU@GD-PTH+5R
MHV?F^1P$Q_Z+4=0$J+^H2:L+7$ON@[8!Y%\6^K:X@&2:HH :=#PK)FF._A19 MDX](2C9IR@S;O PE)K*-
P-FD#>*6E@TPFBDX8-11XR:&YPZ2',^N70$^ M0IMG"5P=6%R&Y3'IE1+K,2@3$I68^
96K./0W+PDZH'BVY_P!-W!7E*UP-)P M[DZOU=6$7KF*SE*?;,Y[YNCZIEJNHB@S1A*B.L/9%]=2J0
/X"-GH(X_NP#QP MSKJX,B*2O_7O>2%+E5_])#IX&R9OX6VXU,,;9^554-/S&U[<2H^'!"02#T&,
MB,[DJ650-6Q+<(2Y%S+N;,7+]G&X.,E<7UU!,.D] 5-)@\#DHBSTR7&"'V MG6@TJ(TF7<
&L&ZNA([8V,3H!"X4H]SHH7[E7)2!3,?LI"5F:,K#EW^02UO15FXQ\J9"= M/5GTGI7UX)2S?O+O4@
/"&&"I%B7TRWQ(K&OWQKCM-MK=NIARB3:D<[9)*?Y -K2[O?R-0.&%T&R3MZ,KV$[;""
(S7W[RY/38N^MTW](S?Y[[6 M^N7=_V:(K[6JRBU#^UTFGO CAD?_F:?1R+@ DOQ-;]+$2T0>LZ'%VZ/]K(>E
M>#S[.ME7EA)61(BS\1=[3E3X-4=>%-)(='+CYFG :CXQF$\$NV!Z-Y8CX $Z
MO#6=#+M1@V,Q"%_,J6LFZHBI(JX"I">T2)
M8()#5O[%4'6Z8D2DB'='#$B2TJAX_U]5Z:E#/78Z%RWCFC??LT3X(B]BP.L6 M)Z."\%:>%RRC
\LO\HMWQY'QDC)J1P0TQK??:GBLF:PMU5-\/$.56YF:J-6$ M/KWP56 A_%)M)?\P/GLMC8<,-
1ZBAV0V*6(^$2LOF%2SP0>*D:5$Y@O@@)E MJ08*>!.YL[QZI&M M&X3,Y/DCJOL0 4(]MU<
LP"$J0!,^:>YP1Q MWG=6(M%V!U.<8K$! MX\Y:B4E-)_!B:1-
_%WJR4+F&/0(AQB!)ISB&4>7T"YX18R;)7O74?>I&*OB) M-D3+N(E\?
O#ZA)8X@JL3<61QSY).BVA"Z4E/P0^K1PY+@8<\2 D*@6BQZK&
M>0E4]B#$84E83>+V8KCZN:QPHX)8"8RQ Q*&"M7PCJF>+Z.$(EE)#IX$$Q[I M)
%+U*4%%$64'ZJ1G02:6BCP!JA4%^]26QS/>A(AZ)G'D&?UB8*,,#"%@ZG0 M), 7F7=:N'LTCSN*J:!*"I&
FP_&4J#TFJP#&D"%(F"FB$BEDFH1>4#T.&?LS M @EL\89:KX,W28J-52-#EL86\E[LQ[.H#@,ARR]UVBV-
8(1*]/_04PA5"V M?O)YEC095MJ>44GN'+@5)1V6D?,+)T(R6"&\C5\N+^\:&+XKN\8%O$$U)D+# MWO%L$^U
Q47L)45BSAH"D^ U"RS[B6<1HVI%O3P *_QD>M+4X\J-RO;AA1!) MN/!08%5;
S2UYTWBM.0]A1_)K4/>=@"SJ:],:P8,P-?@ZHL,B(D#6EMJ/E' MJ9Q1,;K(Z>1=1>2W,KE"SQ3EH;
E2->66B01I1;>ZXP#"XP:-W3R MF\954@;A8Z%AT6OH%[#G8G?H%Z$/!K$2V.#-=I!3^&C:P5E#ZY(+%
\YYQC&[MX0 '<6^,/2?8F.M:*S.H_$5H M@H+-X,&+^Z?P?N22XRGZ7\5DO_&'KH4=\=::<.G#2T"D+;-
SO5),NI%0PM33 MAUYKSNDCQB]@ND7L*%.3K+']5AYL:C+I AG/=>^0]
^LZ2VFMH+C%OO\>R'I'#ODR^2->E]/;=NO?*?2E6^PVUA&/PW]U0=+"JV6HZ=(BN/ETE

```
ME$324QHJITKKV$:RM/ 0XVT9[;'$&&\W6\&SG MF[$-1#^NA&9'3.40\:\KHPC*$:9VI
&5P_8FO*:TT6C'NDNM=EX.5$6VDT&7 MV<.R*"KV705/0$'Y&Q3Y6%$F41TDMUN[0G!A1WS[J-
2MW5X+90756)=N:,OJ M 7'. #4O@&"AA^PJSG# ,DG'Q1Z#8ZTN%5"7"JA6%GE=*J N%7#H7/:Z5$!= M*J
\SM6Z5$!=*N!D-J0N%5"7"BB]+ZXN%5"-?:I+!6RCJ=6E NI2 ?7V;6#A M'$^I@-
W[4M/>VI7]T:OC?>4W2'K^.KF)EO?3QD#%A \) 5&N4!5;*QRD9PW9 MYIY"?E];Z/3S11\.+PK@F^!-
8[2TW6*'B2V$3_F>8D_)+>:L&T7*Q#*[%7Z M+6"3R#$^V1,X'/_"N/(W59*494:M$F?)&YMJJB250/0"\S^4_K!?-
VE_L!\W MZ2=S%(O9HW/GG17F@>L='>XJNA'=>B-.:B-VQ(D/XHV>3#"3<1*!U4?1(@F;
MITJ:0J$A7WE9;1DP4Q7<|FO<|@VWS:/01_>A@V(A%JH@8L8@5NYE$$0S_MO1U$3$B$*M\K0W,3R1
M\_& Z6"4>TV08/YU./49,V8 QC0PF(N9V:E,:ZRA+ L"ZT6J)ZKTXA/1"[.:
M)HAR\X'Z:4BL5J>H8IT=?LS9X66.WTIEAQ<7+E>NW"0E[:K6&=@_DRN8I2_)1QR8G6>/0<4$FH-T;U
M%/-BB.NB:E6.JN-U_FH'?S4GJ M2FQ&01[*&8DV-JS+.6[T=Q0J5FAX/P2"_
M,7]FO'ZN7%Y&L8%JK7VZ_65L_B"=";P.FC7XH.0QM9_W^(&?^0C>.T MD7^EE(PR^@$KJ+[+CCF*[J
M^/6R3P%[=J@N)"/F>$]UT;:"S?(<1NZ&G&\'HU;"?/^L.FUIG10V,=WK+=G5 MEOPN/)+&)?=
(KMF2D6^\31RJ[6=7WH@[Y8VHR>&0Y$ %28Q;-_1M-[#'!JH4 M];X+_;@1OT0A M]7&C-
FGD?%Z>0EQ:'^H&@Q7G NTTVD76HBO%8-O@:T.G=H$[VFYU\X8"UYM9
MULT\/SL_L<-9:FYYULH;65KR^Z*"JNU)EU,ZN*-P=^DIQI7L1!+O<>Y#G/WO'-JA[F"3
/>LM<^C6)1=O@]50)C>CRS 6PS*$)2AG:%' M/Y=#1:A*2%.5Q7L)&'LMFNO]J;98K0JCJH1(/)!]O$PH4D
,1<[5\C!/^F[O MO'%V3 ?Y^+AMN]799Y)UO3_;'J&+3=HTEGB+RL>D6@6W2=MO'D*^3('#Y1Z,
MHP#D_A^?/;>ZV0=2R;V6UT.A(N2@V_Z%95CI; ;BI, MB [K_2GO_G0;W;/N<1VBTC&J7FN?1^#(;-+/6GB
"B$0\89U,OR>6X+M,AM^ M&TCJQF![ELEU0^!R;U&=3G^Z^W-D!FV=3%^"\!8Z]%
<[T_U1:K56%4E1")=3)]U[@N Y1Z=A4X=>_94ZG_^RY7/1]A?_Z-AJ#- A/ M@]TJ@7YWR?&
[SHK'!'=?K=?@@=8F]D54"?,$3JYD>!.3YQW'>PKRY,'O8&G]
MR7?OO@S;X=/=4_[F28S8#^]^,DZ%Z9X1_Q-GP MO[EVN'DR?(WM+-A>R*#]!0MT&!^Q3?2-:?M;ICKO
E7%F7B"IYR=KQ;T:40J M$6:8X>[Z;.4FR4-^>;$LM2LS @?;==,Z'*8RK&W3[,7M,-IN]?>!SAT=P\RA
MA2F6L1AQF!DA_Z0#N@O.M1M1L?/;K2*NRS)C^_5F)WH-IC),FC=&L,A]V0.C MV.?^;< ^\F*S.
(F>AJR;BZH2PGTK/^P:.+;@)IN-LI1XNJTN4H_E16"M[6'( M;2@R;WQ=%9%=%).HS*;LU96UB>-).J\N/]U=:
[ZPWTT?+::R>*OV5,H1'5%! M:(91(/^%GC_3?1:;UQ^\#P@L3POY?!*H67J11;==XZGI/@"<5N3C!R6N_5C7
M>2QUM;+]C%J)&FBQOTRRHHV]-?6F[&I3ZOJ1-3EH&U+7CRSGOM3U(]<[!/OG M!ZL?F1.UY:^
5M%R:IW&Q78>^M+B\%0K%K9;O;P9O_5FEG4S.XUN?WABQ[/4 M_++?ZA6S%3M2!LI2ZN,V"*
(#E/2HT]MR<9OSJ@99G](NM5O#\WJ+2KU%EA5%==V:.F[-S;UVVTNRA\O4A:H
/(>^MC3'ZN2EYBE36"$LB"6IK7^U-M25P51E6X%-T^ZC17Q.CJ
MEN-ZKO65%X0WGA\G8M^9S]BZZ1*'?F#X9W#IP'CT]JJ,;1PE^/!\YYCNT82M M4AQOCY7'91 LS[E&)\AK
M"P,O_<"P77CB10%\&+PIKBFY0,')1ZL>E!&JF*=!B6.>;D1=@6]$^[]RVK]. MT#XM<9, IST;+.7?^#('NRD+:M\
[>[+H/2OKP=DR'WY/7:2O96>/Y>50\K:= M/(&XHJ6)X7MJH?7VU+^(*!3WU.75H(I.S5
/:H5ZW_"SC$+*=Y]XM]CLM?\81V#9S/ZXOG*B%R;?_W; M_<=7AL7&]LQT@I]>-
7NO?NZT\?_BE8M)%V!QS"!0=UQ?_*^X1S(?G=+1XPLP M\33H+(-<7#"](0;^_[Y]-$,&V!@3
CG,ZO$M%73Q_&5+N>-E7?05W7Z^>?4S MQLEK"]H$\GTNOX
\;M]'RU<_WT2A@?T?P_O7CXD<"D"-"V:"$*.N5&V47&Q^R M_:&LVQKV3Q%E@DM?6I:-;-ET-L+=>;
N\N.M@",'B.DM"=YU69[!CW%W_'=GA M\Z\LG'H67P:N[\N3R_Q@:L_O8#3X-Y:>6"T#->#C]Y< KXOGS//N
V"UP86L^T]9\EG7-W8MNN\)K7K+/+XJ7 M59AH=X]L]S?%1.?L6$E":X"3%1G]SGF5L;&.+#;
1G=0!#:^LCEWQX#X^LH< MT#NM.],/GS^RT0;H;OTLV\-TUNQT,YV$PD%:0VTE O;EHU%>8%\X(6L!
[Q\$<"F4 M/C$S8%//L6YG<]]]Y*[X+&#W.HE5Z$=@7+W='3@;H/$E M8"['XV@6D53\R.8^()V$.?SM,/P#X
,Q[H?VO^GWE;!OS#>;R9W=%3Q%KG,% M+WX)]3H<.U%\DIC4A\\[]7IK<\G4&><%M(X9LP*
<9B^ZWW"!,:^<;UO8DCC* M((T'6\ F-%CQWC?OF_G]=SN<(@\ C3MQV:G?8>8UH:ZF-
IM2+];^I9VD?OA>?&:%\/11"-4:J<7W+I@DMB>M,CYW+H[]_1J=]7D7TRIUX#(( MHAF'X?K[G&%6Z3\],
)LQPZ?OV)?Z]P:SMHK^(M=Z-?9H=\KPK[:P5\W/F,R
M8F$/Z&IW>KLXMEFA7XJN3931=3OTC?FS3O9[F?Z_SG\=?$PA82\P[9%=B;9C M.]+K5MT5M\]V:\
N+."@&,K'NK/&6!P'CC;3OK)>+!\'CG;H*>KTC_*D;:8D MK:*B\ZJ=M']2DUN\/I!2P<.?*D]
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_9H4=UN^56!_G5 MHOT#H5\[E;T_.S\WV9%\DUE )9NS!#5EUNL?$B*X'M\G&;LN-;4X.+I^[N1='.G"HC>VOB
M[G2Z@Q+C>PNQM-J1\97-3!N3-Z^P;H(Y#B/3P2OL[N[D[\]W9__J[.;B??/E M5
BC6>@8DR$[[5^[_1JKV3(T,F*U_Z\:G\NH%'#8/A-4BG\/,A8#6LX-2H'C MW>G[S%J13;
*AEWRUL&_AK]V+C[N,N8_]WIV3;:YW?&K ,L:')91BO5WRW!W MM\SJ;T!6H2>
(O7P++6@+5KOE"SD#W1WR[MVML/JX/Y3.M^<]V,1VXF7';MT@ M]"/\,?@23IG_;6JZ F9
TB.!G3T4]JMJ=$1HS1I,,=A5^%3>-94*F6G^D!69 M>_-'OKBHI!=VJPICP]Z@U[\8M"\R1-N=[\A;DW-])]95GF
M077,(I O;QO+M<#B.==GTC V:][PTVT)_+7F9SOQ'4'^7 MW%QT>]7?&&;=CQ>L=8^ECCI"2I?6VI^^IN
```

MG"$^HG/>N;@X>D2L/B 9:&60C$HH'D,##4/[ZNJX>MOU[:
<78@?!T,)JZGDQ0ACZR6W?LS=@W\SM:NNCG ML=T(!ODR9[QS^ 9V[%K+_4QW=60&
(N'M6^K_X1C8C:/H5GVDVG"8^^_3#AT M.W,?+(M'WS&L)
<+'DAR:35MC%X&ISRSDM/\I>VNR%QHJ#@?)#4],D7O^W*T MFZD^=[N>S1]N+@AO;P:[3F>ZGSX>[!*ZO
=??&KC^>3%XNYR$S+_R M?)_;4%\FU[Z_Q(|U4/1M#F,>+*Z0G.023D5"T[G>J'_@.@F_K IA%MF^'L*#
M+%-3DTS;NG6OS+D=FDZ6)3>+6S-GPH7L[0HALY ;LQ&@AUGN-Y^90>0_;YGP MMV9_Z6IR-
ST0+S+A.9YU7V!NR@CZ)0-_BP/>/1_L93&\Y#J\8 M32T@,UE_V77#%Y>X1L7X:
=CQP-=B7V#97UP8);,+2/_TPG?SXT@?';83Z[F MIO[@N^^,]CQ\[9\/X7M\^'9.?_U'IR?^_^W=[7-
C>)(^*^H9G>N=JM(UL;O MD[NKRB:3VE1E)G.SN:N:CQCD6#L8>25(UO?KKUL"#+9C P:"4WQ); RMIU\D
M)'6K._G #%KY0+IP_R\>%\ X>6 +D/!G^DR^\H7E&?J"08 M-KL@<0L7!.&=
M62Y[A*]_PHN9S59QHU/\\)G[E(S(/ZS%\N*'[@ >24^L+,]1B!*248"GKP$] MO,@\AR+=#O,T,QK
\L/,ZLKSWR"=+V'-BF@9!M1L$IN($|WPM;T6HLF4M1>;Y MG%C$A4DW)3_A72'V_NCB#B|&7\<7/Y-GYL_)
[X$CN4?^RP#@;P%S53#L#SV# MW-U=;5$ 9;E<. DB!IEQ0?ALAL?6X&?B6E,N+)^+E0(DEQ;\ ,9LP>J>,(|\
MX]YW*H!_E,@W+K[OA.F0+X(N6 KO.7F &],_8P^13/H2(!!KN13\;^BY/G57 M9&Q MR7RKP F<
K*C%(_08/,+;_^$+I8X,/C$8'9@#^79 8=30E82]$&PP1; M5?OIQ ':!GF>,] &D^HNO$2") %O4
JZ@%?8$>K/$*DUR M2SSGY-93OU/T)BJ|*"$S3WDGHJ>U#F8P'/-G:% AL6#DG5F!ZV/S"1-/V_LS
MV!4@M3YZ%<)^9X\^1P<[|"P(C*UCNF0VRLI:2?B#1IW=K M0(A%1 U!CT62;L3EE/NP= 9"EOW]4?#
W*P)X;1%$7,B M8DEQV>JE!^__)";27MUXYZ&%]P2LKX5#P)\)T[R%Y MD5;:3@I9[|LE
X'M52*"'W/R7P^JLPJUHCZ*HZT8WL_^W6?#87<:]=ZGNW^U M[CS**;FHT[|_$5
.DVT\,7-3&=69<+6=/31P9*Q ,K-,%M3 , MC9R@^85+62U2$*T+,L4=)V!=8 -V4[MDXV]=$LJ*
(\ZM0VQ/$+_MMU LB?T^[!(/.XBG?AX6>;2N5HX#.@X<|9L-!. M&K@#"0&-J>6C4T3[" E7T6US+
H!"X..0OT=?_#G M,,]SM'],&?"(4M+^!NN!)M[3F KQHE4;2D0Z!J@4KM='*J=%P!IEL2NFE$2
M&%KVC/TV.#F,TH)VJ;*58A?'*#C\J7RS-_92-;' M3?HG[CYI\3 9J^^9XC;\%)[B'G64"P?L8([G2&*U*!>
OC\MQ;FU=F3-HNR' M!I$8.D68E_%<">'QE>7ZJ\AUHPYO@5BCAZ4%;(#:J$0/F-2H%M0_5QA^UX(!
MPLP+?>2@N+__6"__M)W9V:"%K'P;\C[Q/*6$")Y_1":Y/"7*S-""11QG'L/XS+%KH,#153NEU"./
M,/9YL5(5-4L1B85MV]I2D+?8X+5B?+ (Y=A*>!,3>:%RA7]L!H]\U?;V!<7P
ML(9UN8!YG"_O9XEKI011;1P$R-%\INQ;\;DS:@<"1DHJKZ K4^>W57B?#&_<
M%^-;53:2P<7!RB/!YZ,VRVS-"F,\PY*5'G3UIP^ME<&|2 M]:@81Q&X*7[3Z71KYW K-+S77ZLO&
[9]ZMN5O_..S>BM]PW6,;58+!8+360Q M+0=@BF<58I;G-1G"UJ&9&)D9!6;>W5W%J,>C3R'DF/Z&
X:A@/D!ZJ2($OP+(M^YFZ=YW^HD1$6?-B=@>Q]60 ^-*,XU7S[1RHZK=[OB)SLM*(O#CEL%)O/L-*
M.*@US5XE'-2:B2H_!]%4(%I^Q(>)8,9[9B1QJAY9PGZ,QN>KFSC[WMY.EE9-//4U6XE%
(O+TV"Q\E9<%WLO;Y, MN2&21M>PVKA=0/7,A]>_->_88&PE]++S>'$,U[C
M^'E7YKIXXI[6CL26!E'/G<:=BE2&)H;&6UV-E4<4.Z< M7+TL)!U0
MQ)+8\=_,@5'X8/:P>P#KSK9+A%Q"S]QN_=*VE1?DBSYNA@.$;>>F:Z:,IQF*KG,'\:QL>.,A7CHDL
\(=#0UZS9(KYLZ>VE@ C%4$D4=7L2 MLY*3F 6B+>N)<@1V0'K>K^^&[XI%TU88<(\/J^P040I3$N8P5?RL
\T:<2$#I M28A:I3LEZWRG.'2HC*>UR+Q B'/S>Y;98'7C'.#$>U/#Q=MOQ=M:[\F*MQ[K
MK>]D2SBWZX]?/N9]_"F7,,*5KUD-^AK'FW5L 3S*[>]-F<(= MPT\SHU^P9JN>!JNG\S82V50@FG4,,<' @#,\
M9:J3?C?%H-^>.78[QJC?;8I\6PUMHQH;W=X;RN7T]A2$7:B3=^W4:JC6+M29 MU)SM:#/-R^[PA)=C
/:(XXMQ!)P=C5O8^'<>^M+$KN6-7HG0DF.%>$NHY0" 9 MR7(ZT2J-
]2&SYQJ3,>DC9YHJ3;X)G2M5VG?SRGMMOH@XJEVX;.M+9[JM)M M V=RK28_4Y^X7,JFT3H[:$ESA=
<($8IF!YB.6D?7-F7&6J=YUF.2/W7..R7%HAP#X^=6PU5J MN"3G9ZOAQFJXI'"_5L.-
U7"C^W!].Q,5L!6E!CVS=&[0\$1/4\RY>:6[1H8Y M[!F=05NMK])C-[U)WQ@,JHRZ:"Z%VLYMC/L3HS-
^0^'8C1.R.3$FXXXQ&%<9 M5+WC!51A_%"V *#MO(S3P^D,IYOI#".JZP8SI++&/*S=O-4;]N72'GSK?S+[
MU\G>]^ZG6:8Y_Y,APD(\J7TI2&&.&/NK:>S MA^ZK.%"F<68MA-
]E-:Q*F:;*&HPULX@2NH.GX<9,RT7%'_WO#-^;?&7FZ17 M;F;IS=\'9>X77BH_\:0W[/7'P\X8QI-
^LG)$LWC."^@*O@@L?A#F)X4M_6K*$NQ,_ED&NY>4%OC23SA MNPG\0-!/H(A%L,"'+#?4K[SA8H/H
\XVXQIO)Q[\'95,I'!YH8LA8I5(51[1
MUC4Z:5P[T8$;",,:E'%94JQ)VAUA/<_8?,D"Y8BE116592A(@J6?+!F&FTN2 M2E;8IB>L)+ZZX-
9;30F)L'?4MAQOYI*YF;O09_6NWRMQ5X?=:=1[7UN"+1P) M]>N&7S1J5!ZWFZ35;9)VJSR@7-?H6I\MMJZG
M*FWQ;>37J,T:S3>47*"!UEBE_P*9XZVJC'A$?]
MFE,GG$[LC4ZA^U;LUSPWT;@<'DQ=VHB=@2PPZSK.,#!KGE<<'P%0ZI[P@:WR M%.6(YG5 KP(AX..>
[?V\=:XR-GSK/3QS50X[1]N;9<4G^S;B#[=<'/I<4'H< M>+/;*0@^;KLP_!L>B&
/1]XJACYLN#IX]'2WZ44'P4=,%P2PK:WPK96!Y-ET716YP-?2#E45?JFZ\S649,GG-LNK[+?OE M.L\52>
(5R[/O'Y\&M1O%*]9YK[!_/& YR$"L5"!,&$EI_Q4P09U2(FTR5)W> M>,OO0;05*8"W((_4N0X$C)D8_=
(5EIH6$(>Q^IC_[#&:#?U ;;GVY;FCE M_!T'NH$BR!1,]2K"N71AVH_1$[M#B,HL9[Q9^3E;T^4!/K8R=-
UXB\5![^>H MVSB.;<>EO_5!+ P04 M " HBS%* O0MA_@- CE@ $0 &%L<&4M,C Q-C S,S$N>'-D[5UM

```
M<]LV$OY\-W/_:>9F^9F3I9E)T[LVNW(;SEW'$NUE:37+QV(A"0T)*"""I"SE MU|\"?!'%%Y"4Y%*-Y \>FMA=
[.Z#72Y $#[_<69;:$J$0SF[:+0/#AN(,(.; ME(TN&A^?FIVGJ[N[!OKQAW_\'<'/^3^;371+B66>H6MN-._8D'^
/'K!-SM![ MPHC +A??HT 8\N0=?DLM(M 5MR<6<0DT^#V=H=<'[1.,FLT2S1 K+B+!WWC5FS\YG /3^9-
[_?KFUW<>^3*> M?KY\.S#926O^\^_=^.,28V1H |GK:4JTA:8IR-A!6*/JX)9L'V"&1 M9&BE&GK*'!=".&./&;
EM^X1$HS24]\4AJ2FB1!YQ#C8,2G+6@ ^O;K MYF&[>=P.R3VG.<)X$K$,L3-0HH,&R7*RS,
(X8YZ=;:CIBI8[GY 6$#6!B@AJ M1'S%3,L,7"OB9#[%G@U#\\; $A M)68#N5B,B"O'H3/!!BDA,1S0F#$.XQYB
/;@C[TTF% 8VW/C;N1P!9X);I_: M(WD! 9XO7Q*T(#(\J6V'F3?,I>Y8F)7GUDV#,IM/Q[[WCID1X68-
N8N!0TSD!AN5T/R?&ZD*!7 M2]WM+D21%YWNL#N1M1#T& 1)3IL>FM?EH%G(1GR(%M+W<1,'I3M\R7?
([V:/52* KK SOK7XFC>RA(+)C86=SQ!X(^X(%5S+43M MK._?0*[.Y>@B]"N_O9WBI*5P?
M#RQ2-,\+B/2(G528[:%7OLC=!625T(ECM0: 'L;4I'V=P-MUE+/F'7$4->UZ ME%(3 .S9R1Z!=
%6\%$5YK7KOIR?KF8N[N^Y[5=9F%LAQ# JIM%@;I<7G) M6GJ/2>XS_IJXF%K. Q;RQI04E 0I2=,9W<,9>
->X=D[,<:E(LYG);%F;SP*4%J*XH5(]]:IU!ASWDTD % M]9HS5
*%6B#*D#LF:*$+"I2)ALWN#I:\MP79L5V:6@]O:C5#\ZYA'[IK3@&R MD=R()#W*Z764-:8%^T&
PUB"(9>D.$)G4\J03GXCA27[BW,P,RS.)>2NX+;.C MY_NK.[S!@H%0IT?$TQ@+LO14V Y5],-PD\M"RX^:N/IHH3
\*#4!#L #%3)!, MH1$(K$#*C/U3*'/2FYVW2E'J!T1JU2EO(KS/.5J 8H&L024?MI+\>C!3:T\Y
M8"Y';@'BNXMSWDO8[& L3:W',+4RE?\*=Q^4VH6JG%JOF$X/4,G%JSTT&FCB
M98 YN^>HU:4^[WJN (1%?E>EB@%'3:[56%^"*@ )=<5J@3].K91E I^HBB(U
MD,M13!&_VG&"Z;L?SHFALQ\PZR ;K8EL?,RD).N'36KI;M/#)M)G/W+T(^<6
M4Z$^$02H'<>S) 'G?7CX)2FX42HT#VYW 3J,;$HLL]T'J@56,0'AVH ME::5'ATZ;CW(J:6\$B
KDC"6_X/"#O<0ZR%^X&Q*'*B+'^&WH 9<*?KR,!=) MT$.=7L\KACKJ$2VZ#/#?HZW%ZK,LHN5G+8LGH5D::
VS'N/T8EDQQF%G\8?V M'MSB?-N47[K+E]<3 O-;J=#-3%Z2BGF[4(X>\M1R6-D,[O>+XAVCH.=]<.LV M
V?/TJLPZ!%-K8EI-POOY^WE4(N%G:22[P0\;'T K6S/OB<0"ST\C\-5"&MU MB7K<4^MH>MR70SJF
0I40$H'%"JQ#^K4_O*<];8B*CV,Z=6VY/[S;SMDY2_Y M:'DD0Z0.CSF3)YE<-!PJ3PMJ!/?&@@PO&@
3:8:'C/P&IAW,;"LDD:(UA\"#H.16!AI*2D#KIU @19*U0^%.!25[+W8MT@V0]DA]8F3+;PH*K) MP$*L%
[3U7LK?J)$P^JH:F1BP+V3JU:*7C1H,H5/5X.5H>R%[KZ-.XN8&Q_BT M%N?X!'\GS_HY!\.YGZSV1L$8K8
M;SW!#4),1V[3Z9A3&7/J.O926'WU)?56&P#*45/+DONM+QJN\&3ZD2? G4%: MHMSLJ^QI>O[2?]@V\
\@@@8RH&X#^3G6;[,Y@T))S.]<8DMN<-K44I#,/"GA MO>#>)"2E0*
(S]X%#+0@E,K<@N$?AWE*U3VC>)S/WTH(I<6AM6>(*QOIF^0?% MG;FAC
T85FW_KMH,G[)W31G;Y89P/2MK=/Q_@+R'93EPO,/ZG+'1/3'F(4;4F9$&-21]JWMYXJ=K>A61^U(V&JG
M1B_>$F,LL)_TH-C[$]Q=5HU"(/QI7917Y.-Q$FP#WVH<@HBO%X5R2E0O4_XJ
M($2C,!;]6Q(7Y37Z=N$)AF=G-!)D!,7>AJN>]?O-YHJA*H_)VF
IINIXM.H1VI9K<'HM64JA^F*PL[3K3"TA6/4O<[Q_'D/R'PG:8GJ5I7 M;KB^#
[2*3R&7;]7OXH[-A4N_PH!2O89JIF_7K^J#9P^(Z Z#W>FQK>OQ_:O1
M&FQ9ZKHG@;JZK\C(%7GKKB67'^-%1I:FWM9BH$3.O:=#*&[^1[ H'-@;DU9_
M1*L-1O'L&+]1OWIWS!!2H3O680S<^DCD_P+P=V9!H,D-'2.R&*7EB%>-/2EA
MLX\D)^.9M!WC(LS=X:N5,*^9MUS(@_B3.5Y#5W=V5RGSLKBHNRPJZG*7$'PG M+!61?TY -
1=765^Q.=K/V-+O[BIP;L5;O)4_W-.97EK"5KA@S5<]L83W::TJA^H*RX$40%Q&MFI--+H?R)K(#
M7GQ!ROIC*EP"[>.NX7+0L/_,^V/N.8#)+?=4V[)]J[/7;GE'?B-_6"YTFO;: M=5]V^S.TS6]DJNM,!+7B7J?#
(LS*,V^9U6,!SX&?/&M>S=XR;%MF:0PB;P15 MW\H %W%OF=V03LQK8BCM*H)!"=V;5L469+[?K"
MG,NS;,P^FB3@*"2KWQ)Y#&-W>,GEI&9X367=Q863L*. MJ'8K_#*_,X(QGAY">8VU:_W
V8T]L?B...:4.%W.5*Q+%?V68>;!K#VH98IJP=+4M=L5S9,E"D5XE27> M7JNR8ZP\^=9:I@*HO&5I\OHM&
PZI06X]P8!;D)P*O9"J=CMB-51N<;4]VO8$ MF5(8$[=4?FF8J*GR&FO7N@-95"S6;;O#&R&X2!0 >IK:;?BO9\
(L[1,ESY<> MM>2*\_W]U;()>I+:+5"[A'J"N[Z'DV,GN[%VK3NFJ4X@P): PI\L&W :MTCO M8+="GN+)YBW2'
;%%+ND9V$C8^I<@JYV6P+G!@Q,K3_YFKWLT.N;#]]]D@4[YH#4TJ1XN#J]"FE5]D
MRHV'HTTLG*5.\5OOW.ZD6UY._K?HRN1QUB_@S?PNMLZA%0X>3#IJ)=:_D@,J MGM!7P4&KBZ[1@>-5 M
86QP92TR,#$V,#,S,5]C86PN>&UL[5UM4^,X$OY^5?3'O(#RW,L
MEWKXK.?1WB__^/.?$/Q\_$N_CRX)=IU3-*9V?^)-Z<_HVIKC4_09>YA9 64__MH]\L-^1/Z"5Q,4
/G=+YP<8#ABZCB4_3V8'ABH7Y?@>]OV',H^WHW6?&=!<'B M=#!X?GX^\.C2>J;LFW]@4S5V]S1D-
E[Q&EW=7J"CP^')X?'Q$ T/?T6_#M'X M\OK@90J*C*T RL#7[_]Z-#XCH]/A3Z='P_\H5AA80>BO*CQ\.8Q_
M(O*/+O&^G?)?CY:/$9C'\T]??'+62ZGY?'Q V=/@Z/!P./C7EZM[>X;G5I]X MW$PV[B54G$L>W?##AP\#
\6U2-%/RY9&Y21W'@T2<%6?XEI243TGBDU-?B'=% M;2L07E99#2HLP?_K)\7Z_%%_>-0_'AZ\^$XO 5\@R*B+[_
4\;_@+*M:+7'%]!R?,(=OX<&.TCZR7(YLO@BWS++A6USM M
#OP;$ZS6T;!LL$K[Z4!O@7WR"K)RVB:D^P.N]!"'.@%@]<'9GD^QT#!<:OH MFFSW]3NF]GLC:!#!QY#P05LY)
('J:*O$42!M$+WST\?<0F%\L580K*J^W ME2?/VFCMF[P[&!4>K$>W6AE%^7S'Y;W&DNZM::
[5==^5%O7I'7YZ.UUZVK79!UZ-4_YW0@* M.<0-N7#WV XY/?8O7FPW=+!SR>B<.U\8"(>]F5Y8S .F_BUF]S-
(^A5;@%%" MMCL*UO6J.CS:E3P%>(E0V^A3CW/[>5E=&]7ETV8$4[O74N;0IM3IQNS\-_1% MC/) ;\) K$M
```

:Q4MU1?#H\!6DK6^D@U5:!8FJ\BA0UB*ZNP(F4N+,+'. @+[M?CA?I!O>3OHK<>Y(2_%E#/@(^I9E0ZZOP+^;E .
TI6L^W25_M\]8ZGFPL,HR'WKXL7_E$Y(&RLADYF M(^L.NENPZD2/%,B\%
^U0\O]0CPR#^=7&!"_M5[38NZ@Z 9UM3=O6SMV4J0O MDQCR'#MTA0 ?P?\2!7X)L <93,*'"]W
;C<\YGSB30E#U$<)5?HC]"$H8H$D M'JV*G[^<+Q82'T^T^6M1APIQA@-_"3)\)-^H?# M>-_"#_'CWR&0
&'.0\92ZTRN]8A=4>WO<;F 8@-] O/E7 YLX0 OAI>6R U\ M%)R#B[]"PQ8!4K$BBN2;"J:<:L1L1!D,
V>]85*/Q6S)E;*;2.(2 PC;(K?M M@^7G"?V4T7D9WC&V=!M5TG8!*7KH&9.G62"DUVC'6X87%G'B(;+2 0N*J]GI
M2*N=2C4USB[C$//IJ=0$ HR3E>8HU*STK%6*ZGH;9RQ(L6JNFW-[3R:/KMU MHZG4U1S:-
2YM[F549O3.A9,+X\T/JC:B& [LY" MV7C5BAMGJY1N2MV'44VIP Q[U%2*_)EK9!75F]6,\6 ;C2=6Y&+YA;6[4DE
MNR@S:4V1JL9Y%)_DHYZ*3;(E=7>TR@8I4M(X:XP2553/,6_V&*58TQR9]O4:YXY/Y M'G:2W4(0!(?S4 168SPE-
BD))55HU8SV3K 1U($PKF%E=9QX?%.8V%+&! 1! MP,AC&/!,YX%>4\ F:U'4!5&>DJV6=>*A[?B;%X;
L@M.&_U2]*6*0OWPA'F5" M^RK+9TN:%[DT:,,B8(RS8"KQ&GE.G=RFFE)W*U75K3@7-7M&=$O]&G;\4F@^
M#C:1N8+ .UL1SW^/6EH>/]YU>1R]D6KYL>45 XJWL"7=WJKIMF:)Z!2MF1JR M"2
6R'N*URA+9KURBFKL6Z/S/EP^(>S,B4?\(-KF$@M7K$8EH>Z>M= D&UV-
M(@+&C8JWC$ZQ[XN4^!*7>5RVI.Y10=4V13H:9XP[[&,0A^\F&>,E=JE8KZQL M1!5DNB=G5,VDI+UQ-KO&
005=(ZOJ%_2>C:*:6[Q)"B7-EU&=P^<"W!."Y=U M,MM/=IM;V(*5[JY:Q8A;(U0Q0]A]9*YV-(\4P+ZK&<#R^#7-
^V\HXBY%LMW% MY]G#?23M3K8)SSE/))@:$IZ#@W*9H+-9$H#JT^M7T&#BK<:W^#T9OK(K-K>'
M\"R;N.2VYYWX_G\PJ=,/ 6#"_1M]Q+MYGS;?BRF9OBXH;\ XTKS]RL$QSY:\ MVY_X?HB=<:][L1-44^I>06[%[JJ
[8.H,1>-WPA_HR/X>$H8+7P J255K\# TE:WI INI M;&T0S1LB"X"Y))[EVJ=I;(P=/XIT%K&1;Z;IXZG&
^+'\14!%#H:V MBYKFST]QU *PP0$C>[@$OZ=",NG(6?(M&[Y2'L"I58D-G>[9TI9U-#=TW%_Y
M'C^[*,#^';8Q6?+0M$X.6(^+H3,_NS7H;8 TSAO*IJ_2!WA=O&!F$W^]NE-O M-K"
E:$S0[OYQ=:0FA<'Y9]+$NFSF>D6.T8]+KH'_VUTSBY#-Y%C&KF/MCUX
MZK:Z'>!I;Z1I#YZZ69EA6XVK[\F1EOO?\]/"B&^[U \9AG_2].+XL+R\J!7) M*Z_/D03_:5-P08YB>B%YBD.
[NRMVN3E'4NK#IE(IUD*EA#E:U$@54&K
M.I?>N9/6:7BXJ5-"&AU.EYVE:47>REMX))F'FS+'Y$C0(YE!RSMWE#8E#8\R
MGI.SXZAE656NZY&$/MX46N(0.7R:1[M(%]WG(XG\-H/SB@PE=,9U-IF+>R25 MWC77Z: WR?.V=
[2I7ODC:7I28[!#;R).K6_-V_W"'TG'S("^BS6[@4#AMB!) MQ^62BMPE%F1$^SV>RUNU*E_DU#DDZ9
M$;^T:XAYHA53;=KM>+N0A$$FABC# !PWKEF\GY?4C9+*$?%0,-H+0**95C! MUS9HM6\JDM#
(!"XM'<+D01LDX&6W/S24J.U MV"B1&_'Y$Y22G!,ELB,0'@GI.VN9M>Y#DC#,A'!%8W_GCM? G4B2HE KD!3
MV1,JX #Y3D87Q]J:H,YG5O6.12F=[GEYI< X%<_OE: P;DU..@ IO;$,/KLX
M9X?9%IN4FJM!]W+$%E[1-+S&O3M8^\8XJ7_/9+'%KRN+3ZQYG4.%?]C>!M53L**$K5'P5E?IQY19ZP >
^P%9XN9R$7"8!;QJY ME1AF@*=V,YT$D=(<_P9$O!HDZA& K6LR P65N^LD##)9N0(&HDCB!W]'23UF
M(*!ZKYV$0C9%KT9A51%:UQ1#8P00"G??21ADL^EJ#)(ZTGV%$/[AF'FL;= M2#.W0\VXR0A%-2;>PS/]-
[:8RH&#ZJQT3R]TX@)9[/;8"Z!6W)@?I)CIWMC9 ME2=D\-M?7[BD(6O*%5*\=+\TT)$G9-#;8T>
>+8Q1UCSTGV\1%>.L(G>OCK" MPPPS;$T#S';V@S0KW>=(=.(&6>Q,V^"O?%^YE"1FY^4W]ZT6Y\:QCOP7GS*
M)_\#4$L#!!0 ("B+,4KD6U[8I"0 #B@ @ 5 86QP92TR,#$V,#,S M,5]D968N>&UL[5U;
<]RVDG[?JOT/7) :MFJE77Q);9/LEMC7;*J4B0=2TGV M[(N*(C$CGG (A1=9RJ]? "1GR"$; #DDT1PS#XXM
6!W?PUTH]%H_/#?STO? M>B)AY-'@QU>'KP]>621PJ.L%BQ]?_7*S-[LY/C]_946Q';BV3P/RXZN OOKO M__K7?
['8?S_\V]Z>=>81W_UDG5!G[SR8T[]9E_:2?+)^(@$)[9B&?[-^M?V$ M_X2>>3X)K6.Z?/1)3 @OT@]_LMZ^
/GQO6WM[&N/^2@*7AK]\.5^-^Q#'CY_V M][]^_?HZH$_V5QK^'KUVJ-YP-S0)';(::W9Q?6H='1R^/WCSYM
Z//B[]?=# MZ^3L\O7SG#%R8L>L#?OU]_]^=')PR/XX_/[VZ.C3X8=/1X?_I_G!V(Z3:/7!
M@^>#[+^T^P^^%_S^B?]Q;T?$8O $T:?GR/OQ58'-KV]>TW"Q?W1P<+C_OS]? MW#@/9&GO>0&'R2&O\EY
\E+I^AQ_?MP7O\V;5EH^WX=^_HTW^SDYJY'9;]UX MU:'8^-U^^LMB4T\R=('HR/L4"4XNJ&
/'0B&5%%E@"_ZOO;S9'O_1WN'1WIO# MU\^1^RK'20@[I#[Y0N86_S_3J]57;?_QP=[CTR%\9/JTW.
<-]AF>R9($\2QP M3X/8BU\XN.%2$,R8$",^A&3^XRO6GW\XU27^V;_H](U?'MDDBSP^1UY9^UM0
M^MGVN61O'@B)(Q5IM8U[HN7:#ID0'DCL.;;?B+#:GMU1R>SGSZM9$@*YVZ MH^TJ7-B!]Z> B
PG5P-F5;\.$?86@3=G M\U L9\>A)^;DS'%HPI:V8'%-?<_Q2,1^>1W:#OLM42O %F-VQ]EU2!FR\0M?
MI9GX'KE&JBB7]>F.LB_$9S/$9:M@_'(;VD'$9:"AN*I^7<[[Y@M3_ZL1FQ!< M?=B/4^5A'NC2B\5*HR)
/HVN'TDON(_)'P@8_?=(A#FIO=I;G/^MCMF^./8!5 MN+7O?34SFMW-(J/'RO8C][L6ZW&A[MGGJJ(_G04Q"$L7G
5_6F==F MAR\\5&('+QFEK3G=[G/]>[5-(6TZCME5MREW77[#+.<%O9NQ1J[G)YRX&^(D MO#^)3I\=/W&)>Q;
2)5>^)!8*>S4_M<. #1I=D_#F@6WZ 6< *B+[M8) M:K) M&/U27A"XA*@V_#0;N?]]65.,FH[3IP?3>-
72'J%/JHN3V?UG$@D?Y99>);$X MPF"S57-'AB7BUQO[__0\]A?Q/MN^!2<^R!
M./V-KZL\5KZ>4VX'3*J"5)7]_CI'=]N/A)F#;E^G3[SOVH[A)U]89!H9%.C
MVV*H0?@H")FWXJYV8OL_>X&W3)87A$G\VGXIDKD%HZV_U5_F!#A$YR3_9*4EF-X@7Q/FNZ
MG[79KQV@?[I7']MSZ=+V&A)=[3T Q>)+>TNRO"=A0W++7?NGU?;]9A2*#OW3
M%=!XUI2TO,^@,DGF=N+'K94R[UZFF?V8+7G8_\ARBG .?.B6R?9[$1,-:;1$HS^WH M7D"=1'L+VW[/1T]JW;
I%+M:CT*%51D"_">(UQK(C()3I/,D'-=1WA4GN*FR[V+4&37 'X?;&,&YL#TD#0?/GGS/O

M&<2MTO:N3NNVPZWLR .82"8&U2$9G$1F5[59%#$':W8?B0T\#$2YW=T[,R!H M>PUY(
F)T,*:"2<@3K'5AV&AN"@U8R'5@U!&-U-+;T0./=;'_\=CED^WS MX-
L/K;#\,4+%N)40;)FZ70WBYD$"]J2%W!],PKE=4@>;<__0LL9VS!TMV%T')>T04.\1S!75),$N__*5D)B__RKF"\^^
M[WR1+,ATHWKFK/:G=4=_O^%IQ B$Y@S*UZ: MZQM=VR\\Z,M89S\)$^)6N9$LB_J#((!7W[UHR);
LR,*LPWY+F[OK0)\Q :C@ M L3+;!BCR7!L/WKQNB93S9ZJOL.8 M\)&Q_,)D I9Q&Q([2L(7G:E3;3LF<
#J05S,ABF^\ S_@+CY%6*V$4^6B=C8 MG3#Y.I[$8U#W'1-NFMR O[IF8O%P[2(=3V],. '4@[B8C3G\[4T%&GK:94+
M&)7-EF/"I)9V$!&ST88J?^U$VY^GC7=OK<49B&""X("]4>?\-: #9S6J"2#$P\=7N=1E#3%*NTS2IP*I(.6"AU&
A8):S8 J=!PE6IOT0Y"9S=TH'+XV MMV4:G=%#I\L#!)_9Y(T"]?HF3_)I3' U,EYH$CGT+!?087SP: @LLQD=%8JU
M#):LU_A TC55B)(Z4L(ULSK2QNAQ@6B&X/AH[E1#\?A;Z43CK=Z)QGI(B\ZM M]:"EZF]UD_3>RRNQ-
N[AKQQUHIC_[5*1Y]*K$T' M_4@4VJ]KS^, U$OKO> MH4U]MY$VZ!5=5P_#=\A",5. 5A .E)3A?HC.
(\9UL$\1_K"&] M[U2GT/3.C"LKGR7@+F--,\[%#LAP5Z$B[=;#].H<(C4#(%YF 2OME%0PU30V
M=2;:!!R(;*3GHIL)[2I4ZMO?U:W)R("14 Y:&K/8U*? JA"2];I[BQ\G)?W@
MB8Q9M$:2,OX]\FA:AVSB/!%O$*ZNAGG1HU=+<=?'WM4W:687UZ?,,P]#(MX@
MK'F[K4;*O).T#UYQZY'>]=EU&[FWE_[H,=! PNPQ]/JQP^B6 KL*P43EU;$O
MA"W D1>3&Q(^>0X_<_>H^X4X=)'BHKB]V_>7\6K D + >:HN+'QZP'R2A RN
M"PX$V1MO%'^*4,$L<%59GM_SUV^]B&>:)2%A_RCV%_A%D?H MD_"?*)N[3)@."3GA%]X?B>>"&9P?-
ND6W:VLOR"\,$*OZ:?>(O#FGI,^M7$< M>J)^1U:]7)Q:^%[V#OPU+Y927)O+/'WBQK(JXK([32_V:2Y $*J],4Q>I5S
MMO8$4_RV(N55-ROOAVV9R7]6S]&[[I8;Z[O\YZ:LF\CD!1A]W\#&6=^E(_5]
M9Z$%FC(6*V9\&RP'D4"=#9%Q6#'X]99D*/PJ:[,,]JIAK[U+DE..(,^_XMQ/ M%TFFBR1=G#CS,XM;]A7YQ9&-
9K@OBM3RA"U76D2X/F^>)<]"YLTNT@WKYY=U MFVO[A?],
<+9FC]DBWPXN[251W5SHYVMFKJ74PUN3]M23=-'=8AF_*F&^0V-* MW3!?N3E=/OKTA13/1%59T&
74Q<\>ETB: />.S^8 K("+VG0!#?>1];%U-V/ M(7#3XAVT!AWC=N,\$#?QR=6\E*_6R6X4V^]2'&T#S>8#F;
J>H)?KV9(?"+>V M2VH#V*3$K6(>#>#3&W!\,#,@"ZE[OV*J?BTJ9ICPD]%T$8NB9/FX#I_=,C_E
M,R/R=XDWUNEW\"I*?^R"RS@Z_2G:NR*C,R?VGO*(5TN=:3;V*/6D!8N@^VWZ
M&N(3B6+B;N2?9NMD0VUH,QIZ_%LS!2'>\0V=M7[^9G//=:'K6PRY=WQXM28 M"P@8LQ=VUBP45Y=C&
L4\QZEBH@J;E)DOR&*MH36*C\+V,GRGTGQE'Y 5M)'B,)O9 0,=^8%'SR>\L(?7?)%A:TG MI)ZE2EJ)]!
Z&] :#6KR5/",.:CSX$4T7#_0F035U4'1#<4R6D>CZ@!1IS.: M4T4M[, %3"F>(4\=(^*\7M"G?9=X'.JW_"
\LCQF1I^F=EAZ5B'M,W2=-TAO:0-Z<08VE2^UY\^: M&SH>:F-?BR1KG X,[;*#CN[>VE1=?0U(&#UXCWG!G?.
Y\ ZKF>'HLZ3';QD M/FR].UQ)6I:YPWM6_F518SK_MI5_W/("*WX@UIH$*Z AY4E/67535MW.9M5-
MY9FG\LQ3>684Z*#TOKM&<%#G?,:=%!+H^N50<\REEU5TXUS,>BA/.H+BRTKZ
M0;"P9(BDW/Y,X@?JGHMSR_6:4/PI(3QC3>%";#4J<@^C XEAR_. : :S=7_
M0RY)%PC5V3N5@)"Z+EWCBMJ9&1K[*2+9VK(JIU,7<SD6ERH2D2$QMS@6Z M&@!Z?%=K56Q1#6
;8BF<3,Q8(]?S$T[I#7$2WI]$I_\#0'BGK&IQ/=Y29RE M6>6O@>2/1DL/+;JLF%$^TRA2;:W)MG*Z+;X&6
7*>:><=HL1;PGJ41QW3.E" M4[H0@G2AZ3BE?8+1=,8RG;'@10=U6
+W&4LW(&;W)U2A_E(SS.63AG.NIBI[_S5,OLVJ=*WMHV:I.K/W MS<=?7VPJ58?$[HY?E3#,]*E478TIV>[XX?-+_0
*P]3G1\=HYOH'H;N2'7WJ MGYIR)@_**.VHS S/4'/FKS@TY!=M@PS9;\/+LW$Y0.;^I JS:GGMTQ
M#"F,P2N@=8\SZ*6>5-[:@)YI&#JMI(ZE0MJ(A.-Z1BLO;@",EO,\%-(PF;:1
MD\9][;@HALI,J'V63MD710('2*AV%H=J!#2I'/IX@OD<>M(:1U('R,OG%W7D
M3ZLS@HV2)F"5AQIU)8/M*!3F5^-01:NSF;U/$T@TP1S!*5G?:&+>S/2*^*!7 M5R[L^Q4)TOLJU8:&P5MIC2"')@
_2E4/<,NZ;=#,!;XP;D#F#E.LDS$ M \TGY#$DCB<";NSO/LD*F,V6-(RSRF(@HY+(9D=?&)]6=,LYN.G N0)<$HE.
MR'J-#V8/)S;9 P$4=TV6-+6#./T\XITJD*!=6W_MQ'%;R!T&#GGT=CN$,,=F>T 1I0&)+;T?)"LZ@$\!MFA$4778]^.
(NWH4$TG-#&@-J\/0S(81VQG9PLOP;A,!9>F@DOH MT<$< E(W[JDP>GRT:LS-DZK6EL
MJEW&:&@@QK'MRXITJM:PNK:&S0LH9JJD'*E=V0Z045B4UJ"ACN[3Y9(&@EAE M3'^SJ:E(OF1:4
V*D<;OUZ]5WMBKM5MA?. N8S(^*L;1521:D\DO>Y=BT,JB M,!I]#1DG)0RT,2=(C56__*(V9IV#C-
FX78?>$S/>U[[M$.EMF_4)8EW[NSHN MAGC60W^";1Z$@FR 0)D^'OOFLKATK6,7N5IF;Q%_N5I3KI8I>_>-
Y6JECSI1 M97I6N9TI Z>=D55#+@A %W&IB#BO%_1IWR4>E_U;_AV? M!C%<8YVUJC0:@_&IHQL2^;L!)9[2
ZY1K$FYQ<"V0R(V"E#8JTGH1ZPH%_S& MHA_Y Y[O!EZS(<75?JOSG43<[\QN/VYYRL[5_#QPO2?/36Q?OM,
FH[A79=S M ,'S'A%]>\W"^NGK[)$O_+'V-W+ MA(N3.1*";PGJ/7P-OX[TQ32D46;]XNR8
/7L&[RK\XBT>XA7UJQK'Q[;O$_?S M2[8NRAI*E&?+@='K21?\@7X:AI<>^6/;*:U721PQ.\>O=,!XRWJA!U-)/.A&
M=>M%973D>L0#DG\ SX[I^77J7KB1:L) Q!J'[N=-M)]MN+G\2-O8\2%=F\:\3)H8SVPM_M?VD;
H'CW^W[LWAU8##NP=T]@H"1]"E& MZ"7&%7'&"B-7%B:HZ2N$MM9G[SR2*Q4, MM.!RTC8+,,1VWI;3
M^$L0,7_.FWO,HU-=1H.[&+[A7BOPS3I%"G[192EUB1#FS*.4!PTQ^@Z)$\> M3:(SS^?/ZDH3C6K;&GIK3#T'J
;A7:]GD(,]CTEX3,.0B$LT5_/3,)3<-1$. MK*2+J?(!C62N9 !C-UJB MAZ&68)R^UX5(T[<'#%-@W92U22
MV;%AW[&#%1E3^&-*'TSA@RE\..+-Z10^P([0%#Z8P@=3^_"]S,<:/K@D\3ES
MU9?D0OKP<:D9^KU1E5J<(8-3.PSX#,W3-3_;D>>P__M(!WZ<3I?OQ&>.DCK!*UKN:%5"UI
MB.*H18B"?\82WQ$!B_67"E&(M8"&%D(Q%VC&+."3*L/C30L1B"9Y&.8_K?P[M.,(P;?A=,(V'8R-

```
XZD>%2,1Q(G^PS[;?@)/<*DSC8*?#>H&CW'$L5*ZV5?D M\:N-9AAJ_72$$I7QB=/;:L_ZFKW
O?;M@!?65<9@>OF:F0!;/;P-<].WD"Z^ MF-SH50ES)-"4NF&NT;I*O%_[QJIRK6
74V"/E<(X)I"'>L#!2X+;UCI@+;Q M[%65PCJ D08V>MBZ09\R]3IP?[N17B34=;P7
M6C!*)9Z*:2R*&VIB^FAUWAW &_(\TAV)0ETW+Q)+3UUZ^-CNJ%//,M((0V,K M6U.<0GEI'LG10_.Q=D]YVHD
W'",>FE*JQ8RSR^_9GY+^8\&]'9T*=@]/1Q2 M<)#V&B[(U8\(LHG+
Z&&M+="P:2]VP@.TEX$Y<:ZV<5L')V7:NP-LM&4$3#I M[A9R@U2W;5DPJ("HA(Z&6]0V0^V.BFPE
0CLMM7$3)^"U&Z7>EJKNB-B=Y31 MD.QD)_QCUN.
<4].JW(B.29NW%]^.GDFH=X!F_,KMZ/KV%+Y_<8(38">C5X5_M)*H)H$G7-
&Z%RS>B]UOY/%'I5+A?=5]"N^>YN:M;5;BT7CU21-&M^I)$&- M1Q"PVL+
P2&++X2CS7Y^3)DT;"=.;)\_(7>DT/5AB=E_+3<@0U"_.WY7L1./ MC+A
H!GBL4]ONC$QNZ.SAF4(ZFS;$%)/.MM\3M8];-F%L%M0,FEK%P($5;5M MNI]>UDD=41?>G#DX_R!VV/2J1#>#
[Y9"=2@34$<0)-5M,64:'Y8U610[\IJZ MHW%WM!NG:,%)TC; BWJ2P
=J>"9)"QJG2=*O:,%)4@A(HZK>M7KX[@O[,_2X
M!$1[:?&JMRV*5ZT^9*V_E%6TFNI73?6KIOI5^DO>5+]JJE\UU:^:ZE?U*=WQ
MG3"B5Z6I?M6XZE=M>,2JVE6US7>_;A7(]D@M$B28=%_S'C!N$R'!J_B!A+@2$5I)#E)@Y':PM0S24$A^'&
A"?\L43.J[C>"^ MV>5W(UXG3KE/[)BLZM0;79F5U$U:WY=003=S1V=$>5% .2T:DCC-C5XE"TV0
MMTC/+GZS0W%+H'"BZIGS5,YF MUU9%=FFABTU=\Q.&5:+[ )_?GS7Y]NYHX; BZSJ./[C^0>
<6JHIL_8I9BZI)9[L6)J3-'5]/ M[(_5[!HQ*EW6H&G2Y&Y%">EQQR7, MD0LLVJM1Q6W2X"XE"6KQKN8Q-
B]8T4=N4Q]D[L[,0"M=<+:,/+[21/5-! B^ M 9W')U90V?L(PF"9YM**?6B(W$&UQR5;4/>QO#_0Q/]#N]BWH'$'-
1^5:$'% MQUIR2OQRKR)#7H KB(BT\-3[%CFZQS3=8[I.L=4?JK) MU8VI_-14?JI'Z:*[OC%^5<)\G6.WRD
\!.\?3Y:-/7PC9J)@DJ(O .QN\JT;/ M'2XTU4 ".,U03GRA[KSJB@[8I8=9C 9H+=Z'.L2]9#O2!KCQ/K(N:*,@'4U0
M)>^@73<[-V>^&)RM)[6"RF($$G]?J__=1Z3HM]T$ F ; O[ 7'B*Q]$\)H' M\0B_@,A(7WKB<9
HBP5=\KN#L?>TWOZ4XE#?;\:A2B-:=B!"3?F8JPB3M1K6
M:*PI9L!QPG1B1S5M37KA.3FJ@,Y&.SQ1&5#VF]YN+:=#ADHBXKQ>T*=]EW@< MH+?\+QR7MP5]WG]R-
6E#OHQJ(?=,_[/XD;T>!7CWS]G'@^/]6]N#B6 M.M&2'D/O<2&=I=K4XMR/SD)B7\TOF)[J=&((WU775&Z0VK7,
L6LN\W=:T%L](7QE&TP+DD,J["T&UY4M*D' MU_!N%?T\<$).PGDP"X+$]CDE;+KQ'UTSKXO]RUY
:>=:??%"T8P%" ^#Y3,E M&]U"0D8AK>1G]O%ELDS92^,!D30CXT.SG7 Y-:/P82O[LB4^;>7?+B1GK(78
M@Z!NDON(_)'P2?:D'P;X6$E'60UCI>-,6_]IZS^^K?\65>[8!Z[FA0"C/%L" M:(XT." G&JNOOX[T,P-
P20-[_1-1A(VMOSS]4'4BU7@@,XD+8*D->A]\26L&O?=@3U*L3KVQM*)F@['ZDF2P-%!F:N*^1D
M^]IH\'ZJ;G>"T8)BSYO(#X?#-=]YD[_U?P\<+TGSV6;%8534]\_/"%^.+L.7KP'F^I(K(/<:T:R)!3(P5' :2>;-
Y :8P1NW4]*<' MF)V:5!F(C*[=2\F[(;94.S])C2A-W),JTJE9"H+DA2Z4E<*K# %);U04Z
MJ&U45PABME+\')X&XG:&RD)5FIJZ=B2?)E2#:#"H:':]:_54DZ$[1$U J!(, M+FEM
5"&W56R+4>DRQ2S4?'*6$DXJ.SOS6K[:GV]<4A@AQ[5=+_*S4?B=M7Q M6(6D;?W!KHJJI#3^$D2/Q
/'F'G&5FT^XBV&WJU;@FT5+%/RB<[FZ1&@4KMC*"LSIFEGJEU&
M8FL@7JOHM"T!VM'>HT"G:AFK:VO8PH!BIDK*D9J7[0 9A4%I#=J@UF3MSXNK M[/)",/6-&;UF#
(I$WVMW+%6BP0W+@5ECDI:O. ]<\DS<6WH>1R&U32 MJJE&9"B,VG#2;7K\M6R
$_3(<%X0)U=PZ)XDH1C4P?@DGP5OY+NS'3Z MWQV]Q7IUM 4?H"]D^$8!=0AQHS,F
TZM'3CD:I[%GB4(ROOA1TZ'?G#V=;M% MR#XJJ_A?;()8MO6D@D8&PPXY(__EVK0_;;VK=(RGNE9L,AAG)[
MMB#8#8<1Q=*<+MEI#)2$XF<28P5UP0^?@O2N#Z^@6IL)YV:M*+G^N&",_12]MVQ^Y;1K^JR;O1#K
M@C;UX,F=>8O;RV-BX@V]Z#Q(-UT* SX !?AU:%A)0/KXT>S-0U[O*0E?Q-X] M=9!F#F,O)!
(5DG3"C[J2>/B8!F^4Z9C;L)!'6T6%*_;WV+OWR0UQ6-/8:QU] M4HZ+'^\N^
-58JQ/_I2?X2.KI:JAVZJ[D'9*QPA4SH \0!4U'!MOZ[:W?B+U
M2*&GPQ(S$F4U(1108PNA4*B&9/9S_@>GB_WD_P%02P,$% @ *(LQ2F"9 MZ0/:10 BTH$ !4
!A;'!E+3(P,38P,S,O7VQA8BYX;6SM?7MSY#:2Y_\7 M<=\!UWL7MB,D]\/SO?WZS2N$(S]> M!-'J;Z^^OSN=W9U=7;
U":>9%"R^,(_RW5U'\ZM___[7_^#T3^[Z___Z_04708X
M7+Q'Y[%_>A4MXW]%G[PU?H^^PQ%.O"Q._A7]X(4Y_4M\&80X06?Q>A/B#),? M^(??HS]\_?9/'CH]-9#[
XX6_/V3V^^^>8M>OOFO]!_O47GEY^^?ED20\Z]C-"0
MG___\?]Z=OWE+_N?MG^_?O7O_]B_OW[W]?X8?S+PL3ZL/OGEY4_P?9_]K&$2_
MOJ?_\^"E&)'NB=+W+VGPMU)\R]:YC MW\L8RCH_@Y04]+].2[)3^J?3M^].OWG[]4NZ>%4V/FO!)
[Q+5XB9N;[;+LA MR$T#"KQ7Q=\>$[R4*Q,FR6O*_SK"*]+C"_JA;^F'WOZ)?NA?BC]?>P\X?(4H M)8&CTJYO&
[(*IM>VE;W!21 O+J)A6K>Y':E/QDZ2[6% G=^Z"?=QYH6#E*]S M6E?[$Q[6XCL^^RU-
IA4\K*5KG).HG8DJ]VY>>;N&](_7Y\:*N*7C,R7>%$J M245H/##[ IL8"MF5]-AOR VI-X\3J>U,Y )+'YC=
[F-9U47^,P2\N__MG-*_G+YY6[CO?RG^__L)#]9Q=!9Z:?KA(UX_X.HKS,2_O=(1OF[K35EF2:F\
ME_@=+5!0O/9C,G]MLM.0MS5G7R;Q6O_]HHUB'=4OX4,ED;FS@S4K^.,RT#&)R9:-G&V8X'4:;3@ 15G
V8:[M/L)?FR;9[%I12VH27 M1M4ZJ"1D8*"DUJT H)(2Y'QXBS,OB/#BPDNB(%JE6MRHB&U"1Z]P'3UR2C
MTJHG."'?S]=Y2/<[T#E>!GZ0 0/2)])U<901LXGHU5648=)@F19.>A:;H#)1
```

MO@XM'3T8@!DHV899DP65/*-!S0LW^+0\JF'PH8T<-L8JBML"A <53*C&-8F'2K'_]2I^>KW 75.
M?Z#_0B'UAYI/(G_ZY1JOO/ BRL@:0;*TDU+8@(U&-8H3R<_.@:'6J8T$1H4X MV4BK,87'N/8>Z/IO0]>,:CV7J]A
[W'E!%"2P@N4GB M#4ZR[0W1.)M%BTK/#]M[\FW ?H\1I\WPI(([E+%AV^K45C=4]1IEYC#[%.
8I,JV$Y3FE&=/5*,(>LCXS=1\& M]-9"(1.UJZ!(1^P<%*8:2A;6Z!!!G^%%]RZR@M;N9J!&W>9>H(30
M.9I,M&LC:4<+I :1" 8A,JS8P"AI@>+@,(B_R M R^\B@AN+@A0,;O3ZM1%44:,=^;3QS"S_Q$O\A#/ESPKY"
/.'N/% M5?1$)LM=6DG]KQC3JQVZI)^]1%K-"1K!^$;*T![RG -\1"/:XV#'?,+N!8':
M53+=37*\BV2T>P1OV=>E61LJ@%=X7*FK:(%?Z"V5JS3-<9+RX<#_5^,439EM M0JJ?0761$&6)]C@
M[*Z+PUK09Z9Z%?KIR9V#R5Q' 4&,"55<8__^KK&7XL.0M(2Y4 5"RIX@*'L%K.4SQLOR;;WB1>EGD^G\?3#
MMOZ+)F#K(\#NQGU?PYJ[^:;<8!#:6V5QWY]G_S(Z:Z>,1D>++L\3NP\1@;@J MK5J2X\+3ZK@0EDNZ28(G
L2;T/.Q,H+O(K:;/*53N)DO): TCAPC]<2L*$:, M*FI@,+K+'])@$7C)]LZCNW2= \#5]%;WK[K4;
NQCJ8C!0*I+0V%?BU#!O #. M-V=C?0C>)K*)'+F"=;@T*UFGE7BMOR0#-IG70:B\UJHCM.8RM(I6?D-*Y1P)G:J)
M42FG104Q,#]2E:&X\W'D)4%L4A2D2>ND&(A,76D1D#JA<_28:"<$H 7)Q&E) MRPPG9W&28+9),U]>)
(DBM#2@MY>>9*#V+D5)0^P<&J8:"JE*E 7M>.B,P[BF MCDO_GB_2./HAP,\?\B"DI7BOK_4@-&26
\.+@=(57#2T,-#2K6 ;+)P#4194 M\IP@P@5L5J+72N;+&&.!%H%K=7H5J=N([J5$3H'DXEV0G1++_X05U.C
M!K4Y0K=Y\#]SFO;VU+5EJZ"UO]P280@D&03CLAKJEH$2,&YH):IG3<
M,512.P21[MZA@A0JD#KN(@I0FOY:XDT2^/@FB3,>=>D6VU)"BXMMC:*UQ;:$ MRCD:.E63'
'Y&.V(IXZ!=X7R[AX]8K5FO:2@M+=2TJJZ6R)R6 @0:N;IH8A MI[:'!=V%0#VI S0HKP?JZ*#AP>2R8 T08]\;
[$2$40:!(8\#C'3G$Q@Q0$-- MK^R">DW4R1(-%$ J\V):EZ99"0;-G&/$9@U./8RH$&7 P-4YHHJJZP(M]PY
M\]38.H]]?DDV6O J9O05J&3-KCS.'HA*GI_)+#;CLX:N/F94\#)A@H&O'IJV M
5:RHAFM$L4+U=6X710JY%KK6P9;6:S%;)0IV29=U"&8USP'0H M)C@@#HD=+;OIZ0X69P2K";V^O\
O_XFW2N,$.KO 4*C91$:+"! TY)HIL%$0 M\ZMTB)"[0$?IQ^C>CL2LYL^VL"!3JH1
_3<0/2]12#E94!J7O5P]Y4]2-=L :!"!0H),,R4D.#$)
(1;LA5$7Z)@11194FF+W@AL_")CG&7LH/(AD4X@)D^65AH$!K66'A@,0F S45"U(
M:J_MG93G.S5N%VB[3SSZZ;OM^B&6V=SZW1:&I&J5<&G\" (9,HW$UZ48#>)$ M+EW5BE+=]HI%(
2!C2[ME"N7(D(I%C",Q3UJ:+QD MAID:I1O$"*K*\5*1 41+6[VMW=Q?T=)"@46SA&
MB!!H[0-#H:Z(CQ8A,)C(M5-MKWF,!P9JSKST<18MZ#]H*<0G+\3TQ?+LS$N2 M+5F2_>"%N2HX,>2U6A:NCSF-
G$FC&!0UT=; 86$"0;V;A*\\8+%QJ=6<"W"JAX^> MQ2:*3)2O@TE'#P93!DH*R_,<(]HR*"EJ FYH34 8
&M,ZB83O\/0J3-DL@J2 M+,Z\\-HT7E+M!E,AR <8+2D?^/R$U1.7C@7$ ZPUY8U>7B7T8#R/@9*JMU;9
M(ZMX]\AJA#,8*.-C1#N 7#@!Z&*TO@623[D.O(<@#.B,2?#+#D!IW?#J M582.I;PYN]4:\#V :A2$-^0%XX-
Z*BR4BK^:?;BZOKJ_NKA#LT_GZ.Y^?O:? M?Y]?GU_EQS!D)&_)#E>B":J_'T?"5:GS?ZF->96&9_-/
M]U>?OKOX=$;6BC @UGN__LH.1;\]B0/8A>B]]U!G^()MA&;;]S!0=4-D83+!
M\LT470Z"E-+RJ;!*U=:9<)L,#'+4NDG.@SDE2EE!$Q(PHR=*C_[WFZ_?O'V/ MWIV\>?.&_C]*^14.+
\\>XR3X#2_^%45QA%% 7VQ=H#A!\32W._:;+HO;*]JT M%X',]L0H4[(]&]9IP"!-H9CX1@>
[#,0P!@,:M1)37K"XBLZ\34!"/M4NB(K: MZNZ37N7&3I.<%
QL]/IIZGK1Y)73($(^9X"!I?L$>VF>;#L=C8S0:A%LI:*- M"M@"E1WR/Q*A'],W;$T3[F6U3GF.?5?8J__I'&
("[Q9D71'AQX241?;!DYOOY.F=; M7N=X&?B!*E8W8;3[X*JI(<@JB+$9>N'GT3B\B^A3))DY8;3GN&0L^ M&
C[&$1D@4'KYV68M*G*EXED-M&E4K*.K38-&*^D4$SVWB]IBHS("^EE[J @
MAP$3<61<17Z8T]7G39RPJHL%^NFIXWU,K*D9TP&NL82[=7C[-(C>20Z1#-VQ M[F&3_/@@E>S'P1@[70E.
_.B8*6D#4E%@X510VT%],WO9]?H<++0FMN5-UXR M3]@5W05;VMW@A,4V1GN=:F9W6\A=!JEWE56<8
*)7NIV[#V?L,WG."'_Q58] M?!MZ0Q;?;)4.$:J\JM&LVA$W:B61R1TT50:H(=GF I%A9J=$!0..>#"[HJ=
MN_1HC9+!-=R:BG=!C5.#AEE#15.(\6,SN/!2E^ SYG(--$41/D,6T)#K+L.G
MPAWD0]J>H9\1IZ.CW#Y!GP$;&#":ZZH[SZ(6$^H?=D9Z&DY' '1),33D$,$
MGF%PUP0VFJJDQ\X61@<*3639_S4@((!F:N(C]> MXZK^8D=FN9+:)G8Z5*[C1T$*!D-Z_=HXXM2H5BRS9
!2*G-.U@L>O7)15+[J MJIJIH;<)J$ZUZY!2$H,!59>&;5A5],#N_GZ'(Z)82"\X+]9!Q![:RX(G7)BE
ML+Z3RR:R#$VHXZN#!0S*S/1L8ZW@XC?.&WPP,'>3Q$N1S'*5 M*:F2K8IB>3 7".GW 8LQ)7>M_4 MP6,WS]=
_6:*KX8!#+I,M&Q#K>1A:%OLN&#@3)C-36=]QS&44>P$*[E'I9X\ MERP&&C91!QMDUW&JF[Q*
MO35E.Q]H3%?P7C3 25A'1:- M1C!I*(<0[80?K$E0HK*[PFHD=UG@8&8\KI7>23^P4L#GT;)04@OXW1L5!ES
MVT193Y/J^#-D!>/T^NFKA&N5SF $7.37CGU WRA@58"4 M4?$E**>#_;4?<;!ZI$/LB:QV5OA33B]?SY?"R6F'
^TOQB88AQI91V=?&6#@ M.E#Q-GY+,W8HCW MOL5^O(J8%%V!N.D_:[=@H9U&;%8^G/:;SH>A94.E-
881DTEW+"NA,(8MTX[? MX3C/$QI6,]N80;O63Q7:(^T1DHRWK%GZ'F"HNNOH+ #(5]
MM!>RGHD8&A[3@I!)Q5O4CR03%UYOPGB+H2RRY);SF70DP'<* X!X0X,-(-\A
M"3KFS=0?"GI8,9INV+/?YALZ,Z47+SCQ@U2YJ3I #@#(=YMIZN"E0J"5_!UJ
M@'C]@)$A7-*A99P@WTL?08.Z6&#MCVJM("P-C#4V(L[!/:^'GP<2!^.OYYG MCS@9,/0+/@# %2XC%-6;6#S
*4"3$N<#4\/N&,:G>3Q$_! B\^;+\GZ]>KJ+H; M.?.SX(F_X5\W)WXH?R9*W Y9C";=\F6?$!FG=
AI!,IA!,:HY0K("'3%+ M-F+8>_*[V[=>)1;& &H<_],SW,@/0MRX5G4?&S94QW":YE/.$A)&;BQE$L)(
MWP$S\"8T3GSXL?H4/89*RH_M+I+2NZ/DW^EF)\KIUB=9N\L&*Y#+ .=X0XP(MF

~~^BM6S6-&S_C?VGHK6U"#;'CH'J]2&@(0>#Y&X=VX"L<_"J0C4>&! K+X$U MSWV9IU3[.\;): 0FWWJS6~~
~~MY*050_$YYO^L3=1%&F%WF4YC 98K=_8TK%7,TY ;C /JK;*P['DD_X735A"5 MHC$7W2V"W?OD5&~~
~~(/^1I$-'"'E"!?) @^F"XODQ: YM;T,J T$.UR0/ V1KJ M*WG1A!(!*X~~
~~E&G.>XTO2I|>8O=Y\XR5TO!@WA8+;+0:U)NFA*&6%CTB=VL*J M(,=\FRCAU/1Q$S@[1*)M,]^/<[*FOO&~~
~~V]*"(+GU\/R$Q3NV]2>.&,A/F%KY] M# :CV402M OH>UDA>9>>L1*,,UZ^"N;P@$,EX$-8C!L>DH&L\X@E IN)'9~~
~~ML[Q^Z?\S#Q),&H18F6UOB$$9F51IC@ZK[:QHQSX"K);.[6U8H[2N,3>T54!O MS845*E'JD418='-D&;S0\E1L~~
~~\P0&7O<;MI/X@D-R\.,[]H.(A_K9TAD/P77G M"OLO@\B+_(GBH=["~~
~~0R7@0UB,&QZ2H8>#PTSIRL>6I92P0T@8K^/\2+E^V:; M8C*=+VM[: MS_*",AHS9+3\CT,NHUB,#1KQ@@-~~
~~Q387&#GK,7@;OI79O1KX,I MJDO5K9LMGJAN:>=&?2].:S6F^IE2E9DR8X.R?]E?93%_C#, WIVOAME\^2G.~~
~~M:.D&'Y/A\!":GR'U$V'WV:?^QC5?@3+G!^_$!R@MOA%5^E[J/#WX*_XO IHD MK#JD6'G\&/D@EI;];%$N+3>%6~~
~~/2P!1P=TP:810OZ#[J-].2%='SS-+/V"9VB M&?N)L/IT^P#C&D^Y]^"'!>T!FLN O"A(:#S<58S&>C_.R.A-~~
~~DBT95EB=XONQ>D4@(K:XRE(HV M5@X"%1AH*E73X8P!:\XCS[+N8IMK3?DRB>_R2 M?2 *_*IHBCX"K%~~
~~['ZFU8XQJ0,3<83/96N8U51HL*8@;6ZX"$(8L@V\+ :I&S MR,&Y4*65YT'JAW%* M@N8N1]I/! B$:HPS~~
~~JN$'SYNU4JK(-S$+@S UC-"[A,O2CW?) VNF\WN\;29 M$/?/C9<:'ZHS@G*;*0G.?V4L"!&0:>LP>[.#Q:NXOU="%~~
~~M@5=>LK7#0[:);*).KF =6$T*,-B1JM6&!R<"Y\7$HKXT:\C(28.#S+%ZO UZ#CYZQLOR<%8[HJGYG7H=3ZRG#~~
~~M:N;*$/,:I^9]!(#!ZQ"MQ1==*QE\ Z@N!>W$@'.Y1L9W^=V^0L"!6NN!^TDX M+%AW^6+&5L*8 [N2"@/~~
~~],@*_S,G"ET\&:1ZJ,EM'RSJE&X?(\IHP0"M0T%A M>J_($:~~
~~<'YQ/;!ID<7ROH78*J\W!:2@P65IUA8QM7,,#TP4N#=+YLG2EM^?]V M(D+#+(>_#:AU-NL.LJ,F<$~~
~~L*_&;6Q2?L0$H)H$(!!57#\Q@J.%]>Q]'J.GC"BQFKTF6&UV&BK-:_WT8L @>+CNNK>Z~~
~~MS@S?ZK+ZOD.\QO?>BV'\JB2W_$:#5NG6*PQ26C!(ZU!0B"<9.2+T4!SCA9?0 MTA6T;~~
~~D;-69(ZN2RFKMH9D(CF5'/ @9>9GJV44;?846$A;\M/U%)Q4^D8\@\ M3TP@M*NK*,/$^(Z-~~
~~GSZ,U@HJ]C*DJJ=HQ.4<1]U5%0H4Q=%IC1F5W$"\UR?\ M7#NO3.*~~
~~(_"LO))KV.:WI+\9N@;EA1C9+RO63X1RY>RHNKIUIR->XG]J0-9&3 MO/,?\2(/:=F+YP@GZ6.P*4?05717~~
~~/1_*(TLOVM[32I%:W[F?/&LN=0RS*T^[MCS#G,![+ F%=4HBDVY*5T,H[TU)RV2-&.]FH$~~
~~[#;>\:9$8&XR((<[H:N\-^ MGK"RC13FZ8; MD/5/H=VW4/DQ7LVW]CF6 %-\<+S ?>(SWL&GN]#.=8>=Z,+#NK&~~
~~J.NQ.9[0LTX(,!S80Z#8TW[R3EN@?(L5!*-371$D 9"K".23W MTUOK6RM1*~~
~~(M131;WF6E1,8Y?6Q_G,ET/\&JMJ^K8F3:6J32G8.YGLA;49J+@ M@KN7_J.!O!(,(U[8-~~
~~'Z,+S@?;Y.:I1N&M?1?.BAWDN".M/H99;T]BF<6]%M,8PIV/:*& M-437*.HG%?3(&62*;K0P(>6L=()*.3#&~~
~~RJ>8/3Z)%[?D?Y/)__&]"UFZ3ZC M8Y@HJP<&>QC;.#08(~~
~~<,YO=07H?R2BS:R>70GWR9\6/Q<)X16GOR.EA"F)DC M63#H&9T#<(BV.L25 NKK !A.=6=D?3(YB]/L,D[$&~~
~~(V:L2J>&@B96FRG53XE M42GI![:7U3-FL:J+FS#'07/+(R.+BC@?UQ"L[XR_)*F*J,@MA^8S+G/Z(,3' M(~~
~~K6^?J6WAD/BS9+24,6NQK1ZIJ^C=5W5V OV6[&] C-(1^C>P@&..;VMT8W MAFCF.JW,DGLA8M\@_V2B4/D1<*.~~
~~(N!?_,4CCI%;EB)K=W9)J3DJXFT46&/L0"H)R&UJK)&!X_5Z@@FZC;2H@C~~
~~M=W&+,X],3HLRC6[F^_DZ9U7AS_$R\ /%DPY=7+8>+OZ6]V.$5_3CUYKN[*&S MF 7/61$NDPV_]';~~
~~<:,'9OW+4A9]PQN_'T?M+TO.(.@&\CI&K)WORFX13VH7D MM(U,ZP?=)/%3L,"+#]OO4TR\0K5P+K:I~~
~~YSR6]PY^5O'FZ-[2039C6/8(^MW M^KP[VA2"T<,6Q:50Y%523Y!?R2T).G(.#G^NM/L\O$%%I/ZJ"^_8]IP< :1T~~
~~M$Z0O_Z6*H".B-.$$G=HBE&6=T[-C#AF[FN @*79#[""")<,)RAG+"@D/#"@~~
~~M>+%<8NKY<'61_I;X9]W4TQZG/01876/T JSA.(VYP<"TM\J2*YKQ*@I^(S-C MYKV RU+:^EU2.] R;:""~~
~~M"81/:1A@A$G&_=^7U-5LP^\^SKR0GM;LZF%4Z(,!N,;)[RXZ)/\>XJ+4+5F< M)%GP&_N[LA54ZZ+1Q%M=]~~
~~(]<*(UU[TBRP0R,D0T2"I'B-'V/9HT4@]U7H$V_MG["TTW7TEB?A/02!\4W[:*_+HR]X$&-"=7DG-"6C^3.HQ:NB~~
~~M';J6KMUL=I]X,3.BF::GYP@-%Q: /!20!9MR3V<+'>)'2??&ZN>?X015(MZEDLKW ZE6_-_4IZ,*~~
~~S4%(RY3,6?OR0%/#;,/@M"!L,J"E&$S]P2>?+VM_Z MC4>Y! !>4&>:@4.4L4/;$>JONG"FMGCR2 -+P~~
~~OFN:%;O"GNBS:C%XV3U+/8 MQ6:W\DTPJNG!.$D#)<59N62A82-4)UE>3"Z,NH_OO9AG4 *(1)QQ,]E%7N,V3~~
~~MKQ]P0L%)7-^:+-29-P02?3(3'MKNOE:)Z,-V1U*OH%H63V4%[KB)1:4B)8(G~~
~~M^93UYS(G:BSAJOK(WX$SEJ8S3CWR4C8MQ!LX00>;GZJ2?_/D-E@]9I555?;G MF1>&]&)A6=FO(%2-~~
~~L;VE6JU^,4X3-*IF["<2S" 9QX[V>"C(T(:H^D@K5=7F M)#I 3D!-354US&C!K9(4^&@UFY[%)K9-E*\#5T:~~
~~\QQ4**7N7D,!P&E+'>?&"$S](\4T2^+4R MNZ6W?-O"'7?++!< !,TUX]@X M+6_*Z1:/M>:':S.8\".Q:<73S.~~
~~M<==3T1[X&[%VINHAECWW.+]CD>I5Q",]E_G7H;I(V/LC3'9$)W^F_8>?K'4~~
~~M?+L'8R;^H//!9--*H3XT?1KOJ7P:K[X3CU94!I2I0)[Y(#:/\)A@U0"U9__H~~
~~M0QKTO:?S@!;PBQ:TP)$N^IKVN]9C8QO_*,384W[4^0BV;:E04Z(@0=L AT!&~~
~~M[,5Z$\9;C(LUL;QIJE?86"ND[*IF^QV=3W'V$\YV5<7JCQPJ^L'2MZW6H;/9 MG(T2=C8^#&8$V[162)7BZ5%"~~
~~(EY9)88G\M&TO2Q&>:'"1$%R<5N4>"D63\@B M%H'$6@BJ4*Z*&%N_.P>71BDA)[ZDHALWA.RP'FWX~~
~~[1+"FH5Y54"^$Z9Z2)T MP@[H64/=[FL9!@TO5P]8#76AFJ*7!OXL(A%7F&?-G4!#%GB%6TP55G7-;@/9~~
~~M42?]B.G&$)EKB;'>"C=RRVH#VZ#OADFRW*7:%(_]#! 2! IQIQZ7!RK!:/!2 MJHBQ:NW1:K;&T?/8"~~
~~[F^7S^(Q?^P)AUE"Z#?I\&,5+OVZH\ #WP\Z[9&?HCI M@B@,LJWM+;SVEP[B'/=ORLFW\9J?~~
~~/?SQV]M6<>QRXF(OGA_B/U6<1SB8;X/T MU\L$XZLHPZ0?,UM#6?[=@QW(NF:~~

<;!C+/GJ<@UACJ7#?G)">+@DM2@@1/5<+ M"B9 HW?(4:/.N=%$9%6N[I0?/(@K9L8--\I%L
\ZOP1JA4YHH[/*1W]"76^PE MJ?9U1"?WV[O<5:KR5X:WX?>5[^CN_#C-HKAIOY]P. -I9(NTM_AK]2+JWT#U
MC]!;_G7"XD.(?0G8S?^A8<)U1[V^,00?1#@J ,0H\>8UN*J HYDB?3B\8TAU
MC*AK:/4%1]P"XQO=TV^UE=\YB$'7U4P3;;_RCU@=DOPD_"[SDJSSK'<"(]6W M>/CI\@FJ<9Z@#W@51
/3(#7WP0EK?;J(,C6:1A=GB'SE_VO8^UB1(]>*TEL_1 MSY0JS<.,S?GLT5_7;L3M!-!8<(/F,
M\Z$UO6T&SI^+,$F7GQ)$NONI=1=3G@U*,R3Z2X&7\+*'#.:=C2I6E^EYAQF?8)T6CM[RQ11*]X%=. ')YX_
M"2@;U8(3$+[]V3@!E>4#G4 E[/"#2ZAIHBX"49O[ET;&J]+!4<%5K7(0XW.T MS:DSI<^FYS Y]FH/[F'FKDCA
"'.]W#VU;PWC]_[U1YA"_=SIKB^L.8&H"* MN\9OVE[SVWB?=SZNW=G#S" M$+,'.X4CVNN'NARS>WO=]KF
D>G[+<8^S\,#!_=Z]U4*U/QFI0/L'C^ F?^ M'$I,.3'^?G*!X7@@8Z6.P /U["[9Q^_>Z#>[3&.!S(Z-
CDTMMB[V>WNA2J4 M.3Z7L6]3&,]9O^]X8A".Q42?(W LYLUN=XOSZ;K3MB8'45]N_Z8>I?#
<<#6<+Y+=V]YY"E() M0#4)Z#I88O1E$"%>U,[1-NLHVPMXHI[(,?3WI^TBM.[4.!B7L$: M7>J3&4JUO(I^HBKN<=
<^<#MDG&7@(2-:L63WQ84] Q MY1L/-K[/)'14V\,RSZE4Z_/-.(U M;9?.E3/C1)054=XRZ?#W&%F1> ' 3?76[SA\U&-
Q[S$.?YW+ O%U&F*&MI..,UFC]MJ4M?]MN.I[%YFSFX%GX,*3 W(7A MZAV 'SWZS:P661][1-TL#&#=*
[<_?QSQL+Q1[#6_!A1AH<^S1A'D3]/89CE>BOT^"3A\6[5RW F@/2,_; MN NFA[T< 4Z[(Y@=AW:)34<#\5$)!_/FP
/;H[7&F6+<[OOW8V;:*\G4UYSOV M-;)15#J(&XXC-OXH=QI'T ?2&A]0>\!\^6+RE8Q9*5C'NAQ!K&+6W/86\1#*
MO[I;O^]9\=7)4AV"KP0WEP%:JH-J#Y?/*[@\C 8QG4&I; [3! M07/@B^A)\L?ZUW%J5RX$JN-
QY%+NT3UV$BX'*&C5(1%='N(4N[EU,;QQ/L]Z MZ@./(4T]%33ECB 6&M@AS@[M83@E, ?XMMQ0]\8!A
M@8_AO=0%W0!H>WF6R M4;MF_!L!HZ@')2Z"VS2'6S/>RO(79E@T2,$C"(WVZ!B[^T:_ATC[-LE8?@GN
M!M0L9,+Q0CXOT'JZ4:JJ.&/*;'/+II]!];T4,T[G@V60NFT@,YY3-I10G0L(M*!/LS9?79")7V5XCL
HN0;$&@*I?X8"DK5(;"/,-<609=6 A)FA Z3]S@@RT
MQ'CO(ON*B.F:?D?U3E[M1VN1@J!0-4M7OSCO3ZDZ[;YDOZ.,$, 8QA6VF&+I
M+9F;"Z_T"6<*P';PV!SL1NK7Q[^6P3F$^FC91M8LBFA0G5)^K MB'^+JD4<%_W3#0F9R'^1<$LV*
P9K7F37H94GL:(RSF$>JLJGLQR7D1B8V^' M*7I5F4_FTK"1#BC83K!/H[\ *>SB(9,ZX
]F)7>^8]XD8=XOJS%\A])=+_. MU]P\ONA(SW'F!6$Z>T@9E:R1)OF, 0Q/V$@5XB?X!HSQ,9UA[='4^!(BGT*U
M;Z%35'X.S9>-Y6GQ1<3CA?*;J/@HR-CA,L_R!!>*5ZV4X[,\H0[$;*KK%.(P MNC
T4!-N=$AP/CCV4KL-?8J:@P+J573_'+.7(/=KEKH<@' 5S1R V)V00P.M MH+D$MW\^--R2K^)QD%N3!!.
[@JG#T%N).4#\MG67(/@O!X;@2]*4HP"X)@@D
M?@5#!\&WDG)XZ&VK+@'OMX<&WN!I'.];$P03O&U#AX&WE'* X&VI+H+WW9N# M N_](TZPM\R4+S\.D
,0NJ*9 Y"[$W)HP!4T;^-V1W!0Z-VO54 B=0]\6D5E M%F=>J,OL[Z>T $@JWM%EUWO2*/-E+:ME[A)
(9SPIH>7KH09W+/1J"BU/J.EF M?XV>O8G*8Y.O=K?[LF_H[/LG?0SU3D?[NZG)S%_J\\R_D\3PCB>#UNEC^1
M?L+/["?YU1PC3G@]VE-O=?%9/UZOXPBE5!Y*&3L*1LD7'V<>N$EB'^_%>DDZ
MG!I%LT3GRS)52]$Z74PVO;Z9 75,ZCG 1!Y&:K:!5S(AVD@,:)2-_O&Y8)SH M2+'02YF!V_S=VB&>3*WJ]*W^H_-
N5VDD9%^6->9IBHNV-R<<=&>AEZ85&.?) M+>$E2+RS@Y\])'F1?IYK'F?TW5 MKWQR%P,/VVHI3HL?&
[EPA,\+>,$^83W]UK!SO7YY1L8,(/2#,H)ZKF\"N(5 M5T',9RPW2YQ"\]),DP6.R.)J>:-27K6X:=,[!W4/)?4+&]%]'MT;
M(#>F8,9 MNMFTW&-B7_$2!#!V)UAUF4C+8=/A&:C>V"%6DX-Q M=]TZJO%5;!GZ=!LG#,E,NV#;D8@7+82!-
NUFZ1F--)*4#"Z6\$O^/0L>0GR' M?4*:!%^A5BMDC=(QOOFG1+!('\4,SH'!W[Q'ZGG3\T'A\N0(%7-3LV;
MVKB:ADR73FXT.,#P8!K[Q5NE5%AK262V830U/(>L*0<7.'FGQ*A=-8 "U5$C M")N;[(0R+C&["1*F3.=-VJFVI,Y"
[$770?88Y.NS.-G$7)^/6/KZL9;ZET7L M6^MV\BVVM&#?EVWJF*@J7'*B/*A@0C4N]#/GTV8&
[%/9QZ,7M1@VYM']8Y!D MF-CV./>SF'SU_CF^?XSSE$"0)IW2WYK]T[C,&BK*7K6<_8S=[5X.DP,+IOL9
M(7@7C]_XUYF'J&=1%2(1$0F*H6B4JH1P*<"Q"SV&0F>PCKH@F4?;V,LR)&OZ6FHPM,82H$%RGU,Z/8R
M3!YB A&3V/(R7*CE692L;K?_D8?;X7@V$.%JUC0U3C5;=O%#1J^I\@:S(Y6$ MJ"@
@*T-RGR5I]DH?KA#DGM';&1JMR?6BH$,YIXV]/3%3"0 ;),P='&.??;%
M/?RQD11W"QEC$]5KF$X1D+'<0W^CEU_R1?.R&2_#!?X!/TD&>(UA&,X@R%P3J@
M5%E\@KSE,@@#PD2(X^<()RF*Z7G&,O#IOU,@98\X2%"P7N,%)41+;TU8* /] ME6X5LKVYA#C1]&L7*/M$?J=;
BW%(?EE=1:2-<)K=Q&'@;^_Q2_:!N.1?Q>P^ M$RY8&.NC0QYZ"5HT M,$+&?>$2R"R8C$&A)X1:N<;:6W6
MT62ZB9,UWU,K)Y0JE\@KY&M[=YH0F%8^&2,(ULB!$ 9WFFD2"'"N% ,/O< MZ M!\-4(*QP^-
I[H%E_&]I$BBX626!UH%(_H?:Q]X JRLG7T?YC'JZ]Z,TW2='#V M7^\,2[T\7?):7!,=,:R^,-!4R.TF<4?)4ZXR-
L:))X>1R1?A(446^:JSP \GZB8\WV81;!TTZJ%_O\ MVI,(])R+GDFT(B=ZI(6^N(E^BCY&Y_?1W\D_[KY
?/_RA#'@%X\X;7Q"J-[^ M],>/;[\Y_X+&6*1EZ6V+6LA%ZQR0K['P+,+L:4 B(7C":$T4>2S.M[(B.92,
MJ:VC'1J>,8!%N"7V0\BI_]$"X]@ F\M+R MW.>!O]%+IA2,,S:='!GT#[,6R&5 MC>VIR.KG @[D(;%J9U.\L !&
ML\]EA QKEGWWHAMCJ3ESU,*M*KSZ?:=Z"H\(<) .T.YS&:C#FV:*P5I?U?P^ M8-G3Z&D>9IXRRZ9-
NV"NTDS[(79%.GCNZ^-(^P.L-*2F8MOTJCI*3?*QJH M7=]64-/[A'1J!,P63T$:)UN6=ZI&@)3,&@(T2N[*"
(DTL!"@5E#(K"DH$2-U MFKTE?9R%%R45QZ":%E9/="LJUI C"1V+'CHG6/&=8*N1GF03)L#6Z1H=67
MML@LY[]*E6QEOS9H8&%"K: \\S5%G'1J_\PKXN"RG$BM ,-=**_86C,:@TI M/8VIT&
/(!PM1_91NHXR5+WKWEQ-$(>$09/B)_'DHS-K,$(F-\@$:DW.@P&; M5&T=W/X\.=R*/>2;
7'#M4_E(%-.>T#K9+8U9W2.L8Z8T MY#L0E!G-DBV<33Y1JK1E<_PPG FLSG&F,*839RV^P\"97.D.G/W%[190G-"[

MZ,30^[CV:)_AT:R$:NAAM5')JJ*F[,E#\KB1J8TO\SFZ%1$8\B0?CJXWMJK MST[0G;N^VQ7(FBW^D:
<9.Y246#B+RMMMXCEQ;Q&P>G:P_I(J+$P0W:BMB:*] M7A-6]#8[T9P[S
Z:LYJ5EWD2!5F>X*Y"2WIR6#UJI*LPZ3$F5"UK,9DMZ@2[*J.:UEOH;O>!,1QJE)/4EGBM*HL
MX7(P%L=OTIOSM=]@M;*HF.)-<)8+Y
3)LS4MZ?,;7H@O)LM^A[6^E4BI8;:Y347Q^G_.B@MCMLU1+,LAV*X+Y\B)) MXD254Z(AAM4?!IH*
X*RH-KBB$R^C,MI___':N?+(H2HQ1>U,DCB&LB,#5:? M]=)9_9#O7;&(;09.:>U)2C?K&]VU0N-
^'2($5B_O88$RH[B0A4IAB$F#!X'F M'2#C3C=C@]7-O7167X-BW/ ZTB
5_CI8XJOH)^PEYEY['+&P@#"J39T>H!*/
M:O(1_0#Z,HA8(G_Z%3P_3U?I"T0X"?/^1!2%?WU]=GBB!,0PNKY[L5;7GO[A;75Y&?4 VNHED4D>%Y
M2VR9+YE29,7J4\M6XKUE(RY8_=!'97$*Y+ST3I/'N%&">7G)D/U]4TEP,P/N M-G$D\UCM1UA=
(M%,M_GD9C9@T>M-$F=\(:K<%9%0P6IMG8KBK@@]]=@1N]T5 M62P"JH07\M6D\HZ-C
Q6'VAU%&_:E,3EZ0*$O8_RJ:1R>;>XC),S+WU4[GJH M&&#UC*&VZIV.=N4'>FLU3M@3A&YVS2OT%"9U#IL&
':S>T2NI&3CE__'#?Q&W M^N1E^";T?%TU_BX&J'VCU5;3204?JAC=UX3_T'U]_T/7]7UE>3/N-,03>$L?
MA@4?RU8+I_M4-I(5]-EI0%^'36MT984X5@>A*(U0+Q>'8JH*+0@7516WHU*; MHC#Q5_^3%_YO%M'F7,
<1V[=19^)JR:UEWQHHW5[.R&AA ;M;4=5BA[@SE.\ ME%&ZP\.J0U/FU^RR9 R+EKR5NT:[.L
"D[L&&.?)@;)F3"W![3.L$#/:7"=4 M!NK?OZEBE(%1#^_A-8VTU1U^KV24YE.>$LBMB3PB=YL'F;]J=I^,N"!A6AS
MA=LPJ](M=ZQ%H,*9G<4K>7JZ\KS_+[,TQ5EZEB=TE[[>4U*"7]|]CZUCJF
MH7?1(7J]A*4SHSI!!9W31E:W+KAF[6A/1\UX'7@/01AD_=8!5J0"U+P:Y833 MSAVI:_S65.EH<9A-;=+&
CIKVGIZ6YLF630I"Y6LU%:"&UB@GO#=0D/(Y\(2G M23EJ>:;"8QPN<)+RR%/6\B(5H);7*"=LWM5(OT"
<&,TR$I,\Y!FK2YK%Z,9S MZ&1$8ZZB(KZ^H2G_9 E14_<^_D1$TD@]#HFPU55$0G428YGUX1#)O_P!<+_O M99
)5DY0]0E4?$. 3_,SJ/R.^TEK%BW,1GL7#Z"Q;ZRJ9LYC:TA.[JB3BHM__MT>KBA>X4R.,+@0A0-
ZAU$^L-%I2H)'74YI]P1L9RO,;7<2IM[P8!(+?3T^J>A;;,ZX1]7R9'GN,RP?(FP1LO6!0>0=;573R >M98
M5672Z))$$1; M%15B4"$'3)?.?#_.HRR]\;;L]:-H0?Z2$+_2L?4Q3!+H#N]E@&'_ES)1(90% MGH58Y'X3AH0,-
"Q)HF?@@5>?_A^G])GYZN(;>9GP1/?M"/KFR#*R=^JDA6J M$&H/B;]\
P8?(QDB"]*H7%0*IHE#7U+9!"Y?H5VLO)-_@G9?V!4,<069XMPR MO8[G/EE)31=G.B4;6]"GLE25;V1P<.<&
Y"K&*"TD"Q?B*!1>"$$E5).$)-S M4BU*F2A8'N&*9::-Z1$,)0*"P4B&]/0(E7AP'J&X,1+[&"]2&BK-%D_TL=I4
M'R/V8 ,P'0S15KPIP[EY)%@*@!07*J!]&41$U3%'O:%$^*.^KR$]1WTE'MRH M+]N%*D_S5LD-Z)SUY(5T?N.
[$.W86@:0/OR X#!(;:&@)^UX.MNS?ZG).2FV M<9!D.0&KG^,P\+?W^"7[$,;^KSTZN,D(OV<5^O;I4B8"_5S
\D\I"3)CMJRM5 M/*L*7PUZU9074,?V5EDR?]<#]6:<#K!_:V')]C[QHM1C%W1G:[85,5_6_B;K
MXA[L@'IYB-;MCJX'8Z0C=QPGJ)!#TU)K?W=UE#(TT5A,)Q;OF4WV$0#1_/2V M2>^.%=G3]6^A6?/N6)VN^"#
/E#TI#W%.ZK5D3Q#_[H$"\ =VS8WZXI<-IKG! M[S']DQ5/"^)JDYU! MO*;2<4)*T.XI>+9:)7CE97AZ!]6
MYOB]>H\V@!$.55H>]T"I36+N!TJW,L<_4'JT 8S(YV@&2F=]$$W9..L?/X:8 M:+#_$P"_N+):4P;_=
[7CJF%1:72HFTJ=;GTU&LN&H; \HYP9$^T.8"U\W@ M;@Y0KH,;&TM'%TX-*)H-
ZX:H.!GL?+8IUWEEGN4)_DA47.?K\C+PN7PA;\@*:"KHJ[&Z0A07 M<(*X"%3(*#UR2NMI.'&77HCG2UZD)
[HO:D[GCW,_B\EBX_XYOG^,\Y0@\Y*T M*_U-40!ZH!P-73V*^H*G(/+0?%D6*XK03B8JA"
(B%95B42G7[>,_C59X)MIN M+Z@SFFV2(*PW0K TAH*A%)A Z*M\-PR81,1$(B:S!0,N%A *'A,R<_U"FX' M[G\G/
\R>-U?;8.A368@*@]]9-;SGJSS-[A_S6C$PN[ZW]CU'/1,*'0EDNEJ< M8Y^I,W3D&XB-B8!>FAM__0M4RCNHCG],,-
Z[ZY5"#J#SNW7OW?U4)#_^(]Y MN/:B'^_PF9+U[$.2__9;?!UN5'VMIP?3K89J"CU8*&"$16<)^CZ^L9M1\71
M?#E??HAI1MOR/$@P64HDJC=YM-1@,LE(2:&+2*_09Y26B#'2?ZE8G?80W\Z9 MK<@8I\MZ1<](J:#TB%XY<8.#
[SF7Y$Y;_RR.TCS,O"B;1UC1]A(:*"VO4TVH MRE+1DCD&.W[A^2E(XV3+AJ+R46>!!DJKZU03GVWFM(7;
<>]I4I;IHIH!)#10 M6EVGFMS'_&A=M#C?#:@6A[6%P5WPH@F #?F@]$Q?==N]9<@/K ?Q$_GSH#YL
MM*+*"TG?]E!5F/!-N4#W7X3\-^<#WGJ'O-.2'U(,R0_HP18?]!Y4J6O:@RU^
M%SWXHT<33FB]Q[XO8XCMM.HZ#4 +92>,E%1>.I;S2/ID?J?KLF_D3^7?R+__M0S/CR%_^/U!+ P4 "
HBS%*H]KK5!HO "&8 , %0 &%L<&4M,C O M-C
S,S%?<')E+GAM;.U]:W/<.)+@]XNX_\#SQL7.19QLR_9TM[W3MU'6HT^Q MLJ25U=TW]\5!D:@2IEED-1^R_+]^
9!5Q2()(,$B"LE2S0>/6@+_?".1F4C\ M[=^?YI'W2-*,)O'/KXY?OWWED3A(0AK/?G[UZ]>CR=>3BXM77I;[<>A'24Q^
M?A4GK_[]__SW_^:Q__WM?QP=>>>41.$G[S0)CB[B:?)OWI4_)Y^\7TA,4C]/ MTG_S?O.C@O\E:<12;V39+Z(2$[8'
\H/?_(^O#[^P?>.C@#K_D;B,$E_O;U8 MK?N0YXM/;]Y___[]=9P\^M^3](_L=9# EON:%&E
5FM-+F_.O'=OCW]X^_[] ML7?\]C^]_SSV3L^O7C]-&2*G?L[&L#___^#_?G;X]9O\<_WCW[MVGXY\^O3O^ M_\
/YGY>9*L/OGUZ6_VOG/ZWB,9_?.+_W/L9\1A[XNS34T9_?E5#_O[UTDZ M>_/N[=OC____OR^77X(',_2,:V1C[=I]'R
M&^_?+,%9K+!_^(RWBZ8$(R?\,'O&%,*N8DSB=O M>!;G-'_F'$OG F"&A%CQ(273GU^O^?S#I8#PS_X+9&
[^O&";DU$N^*^\ UM M^MF/.&6_/A"29SK0.@=;@N7&3QD1'DA. S\R JQSYG!0-3"&"S;MZ '*:SF$Z9
M'@IS=I)2H9.3($@*9MKBV4T2T8"2C/WQ)O4#]E>B%X MUAP.LYLT89S-G[F5
M9N1;<(G40:Z:,QQDMR1B&A(R*Y@_WZ5^G'$: 17-V]{O3P>[PIU__M'^F1 4YWRQD8*MNO;-
<6P[#0S[1I]8"4ULP;V_)V6C$8I #Y.]#'4Y+[_,JN M_)3_XI'TUDS90CO X8B?P\,B(NS$\#UFW'^@BXLX)RG)
\HN8FW7FM?GI,X]__M^/%S!6EO3+?[G'VOUI2EINNXM;JFV WY#;>8U^1NP@:%-"HX<%]4/#Y)#M[

M"J(B).%YFLRY\!6Y$-CKZ9F?QFS1[(:D7Q_8H1^H :B M+L+FDJ5R1IV(:\1 M7 %4'WS,5K9_+C/ED>DZ-
CT88ZL%7L$FU'5E#O]19,)'N4NNBUSD)9BV"DW- MQ/8H:+L!JSF2 WT0%TU6GL,.R2+
[YHXH<^[35.19&,!95LP7=<7;"G_0RCO"
M4ORQ(OB$V9;'@40?L.Z.,+Q*XD?FU9+PEOV;TH#]),8/@25P[1UA^CNWJSQ6 MOM:I< D]/:.'S<7A.V&7+
[.GOB/8(=PL"_L)!IINNGV6&HG>-2(MS$=Q5[OPHR\TIO-B?DD8Q6_\YSJ86R#:^UOVXK;&OA-PO@KB!=M-
V5PAP9?L M%QM3R%-.8G:$62[$H1X@S\U^S=>IJA*.O2-O.:O^(S,B7KF$5U^C@GX)?Y0$ M&R!'O
@@276DXU48WU2P3NXS(1/+A2+_GD1B^6]\+FSJFS[5N0590D9"5[/ MDL2%(!^1L:/?()J!U MJ9BD@9>DS!
(RCBW7]_@0Q;:=135B#<+D7H_"AYHM!*C*3L1FY*R(ENB0:1. M70;"SEEP0K@IB2Z8UCS]!WE6\:
U%,B$8WQR=6+H@]TF1D#T_XF/A!XNN'67 M^B*.^CR_3Z)NQC2& 'GP$R8>=&+ITDJ^V<\G"?M&
MG)&0_Y0E$0UY1M2K5O+*I;R__!K[14C97_Y7KSA27=JF?G8O.%=D1S/?7W"1 M^^$-B?)L^1L1<:K)7O7K;
[6:^G,:,_@H4XTDHYJP4S4=-GMK91H /5'B!4"D M&J=3J):(#JM51N3=5"P)0G4+@($?3#7)!?NQR](U4:B-
1<:7#:F2<: &_BJ M@X0+)Y&?9542:?)$(YR]D?D]2!3LZQCH+*2H(V\T!*:)#.L7]&3'),N8SZ1V2
MYCA7N23%'M!)_V[\,-&^BK9!6=-:[BRAI*9P%QLDJ.+@.K[4RHL'V/_Q8I!'
M/^+9]DE^XJ?I,XUGHDQ+8:5@TYUEHD",2/J@A(F)-RE9^#2LJG0J-.5,DPQW MO;N8,$F),0ZFG!:$E\?7"I@IR;2
\4<]REMSJP2((_C@XM8$5<"=RE/JP8M. M#&O$9[!/"?MC>%EB+850@)#
M[E+B9T7Z#%&7KK%0ME@+>ABS18ZQN0/XL70 8S+CIS7W+N MO^T=DW#93HH= M^HMY(8Z2IV1*
ZKP)R!SP?EH_R&4P2'/LI[V$(\0#B'K,4[!O#U]N5]H7& M22KJ\,O^B').MD="^6@M.F+,1QFV6/7J(N:]^$0GOU10-
<]3>E_D/%YZEUPE M<N\[N#;/RT(EPVLX1@H;0:5 >>7
ME;H?&MFXN?1^VYM+WE\VOG*XR72XR20Q[H>;3(>;3!:Y<+C)=+C)9),7AYM,
MAYM,%C(WS'NZ3H60A2(BN&S##DWFR.>[OF\#+N$S(PA&)E9MH(O\(4GI/]<. MNXYY[7FNK]WT9)J,
'B9=9%EA2FCEG-8-QGS+L*BA#K<\.Y?ZFS:Y;" Y465+""BPM60YV?9\&S!0%JDC:IVD> M%M_(1GR
92/62WK)U%LOBJ2CV@6CP)RL@_2G'J03'.I01=5X5EW8![1>44QQ
MW(5%PY&&3FE1QV'E?B$Q@S/B%ZS".8W%PP/G8T*:CF?M!-=1X[T#$C,$,+$ MMILTF9(L$]69YT2U,
[5'NHX.F3)&ABL.3MPRXC$8>.N84_)(HD3JCV:: MZ^"0*8]
5,#!L!9J!GN1^U"0*6.DV(Z]4(E;!9I?)IG&[BW'N(X%F7D/;>QP
M*,\5R4M$.&C;51SV6,IUC,B,A[UIA9#50#:Z#Q5MP:)]L8S-M[@_^QD-^,;, MG_,FH?X(!E[_==3)C-
F&=,&AA1J@>S/1?73*E!U&S,3%Q-\)G3UPG!Z9,S8C M5P6O)
[F>M@*@>M4T7\EY[QU+*OR,K@$/5N*^ZSGO&M.;C7!IT-.S]T;. MOG:?9-1!)7ZMX%EQWV-C_/U7P_
WCW[7U_Y7KUP=21Q<20&C@GR3AA,N$!Q[M17Z/FU>'DGPDY=^7>$OR2U'BK](G,<_6_D3?=F. HSV_
IJO0EPQ' MQA65Q#6/(=T(U0)1. I-8+7Z&T-=Y^_ZL$.*,8[C@:2CBHXYFFFN\WE]&-6B M!
ZF;13'Z%C5.=AU,J\/@Q18XV!+LS&*CC.R\:X3>GV8H\8=!W^Z4QPZ+JEG MN<[A]>$5A-XX.+9O+4:Y#]/ZD M-V2
P[M/8%0P;9.3\![%5C9EODLDYQ@![[V?D9#["'3.!-%O"=L$,IJ3KR1] MI-$IWXZ_)4$RB\4JFOZ5[K_LNL
&_M#ECIB-0^2$(U%>93HM4NX^"* %I+?, M14AID%=W/B??_33\)566[/1VL/A6*Y=SW6%S[8\!Q(,
M_=.%W(J-72_$#:6S)Y(&-%,5#O18RG4]T"#JK233^/LC*Z5\&!%1KN6\F&@8 M>P"5$GR<%D)^G3^H8FB
J<[K@P91]@TZH&9;%0[HQ;>-NF M=IO-X#@/$HD^BS'XPUMD$TRX[S[@U0F^)4:Z;
O!QXF)#K>^XAPB$Z^T[B@_2%H=_8,LCL\6V@7DP#B=N(\?"$R1Q0".R M<67V+@&21:_@=K[FNE;$JN#89!
.$3PEC&$!+=D5AY,Y=W3_*?Y3+DG*2:XK M2*SR+('3-1.7EQ=X-
Q.U&E>^8[SKBI,=\E9-,B1LQ1Q1LW:>WZ40;!F2&VD2 MC!&2%Z>34U+^?XUT5>4'J%DB>
W713%6?0AS8N(P+FVX;U*R\&FH[;RFG^FZ MT*4'3W1,[2;/MJ"TX*<,X+>$O%&[HV?J
M9S(,US$U"A8OXD606X^K&Z^.I*-HZLMZ3MCC\8F:1EU7QP9\%30G#CH&< M/]]$?IPS0\U3QZ(YKR+R;K"&
\X*D@9F8]*;$OKA-VQ'4EJ5!4"IE5=*&H?J> M[G;56_6=COC]?%4B&V]V_6D+8[=;
A0W)NS5C@W,TL,UBW5Y0D!(F)71D47E M!%Q/:Y&2YU-
RKW*AP"LX+T&S*D2FE+1TT[H.QB1\9(B1#!0EY+.ADZ&:C+)+9LM@I4?*Q%F*T:@CX4Q>%C;$<6
M6[XH7%ZLQ96MRLLP5!_[>8B38!*'_/]XI.'1C_CV63IBS:B\7-+,5@&7S"$Z MV_2ATW[*QH2I39H^,VW0-!,!3H=*
Z:XKA%E7#=D&H\P&%R8>6?___NG XK!G MUVFNTYD?5\6>#'?=D[D_>D?>*,?UU/)'?XGQUC'=^.&
92_38=22AHD M3US_DO""C(0=K5..[R5EMBJ4OO+O4U-CQ72OFB]4=KW"06/1:NS7XI]?Z,P9
M9*=)<9]/[I,BKXO"'1.ESPR /Q2A:X,U]EC#S4F)1/._TEE,IS0H4\HG*3O6 M!GY4U5B)Z]T1#7@Y.*
<1PW^CG'O#*GQL6H7:TL(F+!?WUJM[R^7%@/4"%X\ M:V.NOSZFF-2O6NL;4$(46W@?,=JK>=84U>-
Z()$3Y?%'YUU'W4]/"[;U,/E M5*%CZ\E.4US=A2QZ50-,=9N[ZX9NS0^ WIFMXEC[P+QL)^>,285$%>OYP[O4
MCS,_D!]OCX^;ZEA-[\1\;V,!ETFG;IST&JF?Z327U@V)8':%\;&7(
MC.F$1!F!+U,>OVMYIQW/3CI40.B;DJ@>CVR2GF=7C53+8-G'B@5\5-*0(DB4 MJ$QCSMBORY,>?\J,EO>
(N[7I?5.;_E8H3WNU_=P^0U=!(?"J0;F&7Z[UALLX M?G=/"RE ,TW7<:R>O?C<\8"?.>F0J# /0)$_"[;DV:-
<;S^T=L'5-*^:YS8< M648AB<=85-E[EBTI4?4<_F[;LWZZW#13^\O MR]^[[!&X1X'0SWY&L^MI-[KG\E^
>D+GCRT0:D87'!61OV;D>GJ6Y73.#JR* M#'-SG.LN?L;;Z484!Q/.?9J*RI4OXJ%6D2$SU"F#)5SWT3-
FG3%Y<'!54L@(MY2APNO,F>*;<_"++^*\?2 /S8$&_K^"\:9ZI+)@29_SB<#%?,&LFBAY3YM\N
MDLR/KJ>723R[I(\DG&09,;_1_59SWE;/5$RV(1J.O>"649C!P W?*7DD42*D MO&KA54*N2I@_)KON;&?,5

.2X."A(IX%W]0-UG#=NLY\9SF?LCE_3E^1;]I5S)94IECR^D2 SQU^"!A7KSY[CTF:/=#%TO9;LE]O(*R
/550F8(^N5F5E6C=+]TF,^O>B.Q17G8MM!,&7$BC@A_!
MOI*@2$5WC;,G_L8D"7F7%BZYQ5(YFMXEI,3"PK?&EN^U1V\DIJ/KDHS*_+0N
MLG9?E<&@]B_OSLPVF28\2CKX_1BLNM>N?59I7ONR:$_85R9/5,&_QK
1T;X!>:UT#5U2:I*F?CPKSZ^?G]=CJN;V I,U.NQ$ MQ[:[*W].3I.Y3XV?8=SV:SADH%-
^0?FL;?%?^T(NTRCS190\DWJ?YR]D?D]2 MQ>8KG^*Z>-"F6C1S+CK"V"E9Y5@L%U-\,O2YR MWL8F9(=]@6
F8O&R9EZ;@4?X0J[OM$B]M.Z(JBF%=L@R)3RKY(@V._4G$7CA>?^Z8YG&>;
FZ-NNNOZ>]/-'D8.'$JXAKIN2DZ2+#]/ MTO9F5#N#3"(!EDC0=1LDO@H[JO"#B+E!WRDXKB\#]_@#'+
+2:9'%,IW-HM1 M9'S>M=H2UI=I=HS!D/EY<:UCUK)]7O!^U5]H3.?%_);+3K1\C92)^>H5Y$O^
MI$6/P\56R^]!HYE!"8W$*$@+.$])[M,HN^)[,B\WZ;8.K2Z)RE+.:DUOM>BA
MJA-SF_&UN+/MD*E7EJ2UADJ:)#5D,HZ\C=7^XA R(,F"=T'8\JLZ.D*HI^'@ ML8$L-YM"J-$;-
'>>D>#U+'E\$Q+*V?:!_\"Y]:'&+?:K;Y=DYD=G; O+GR6Y ME*6XV9'.$8X)WD:U%V$V(MTPD2P(>)Q'QF;.2
M/]!B?L*\CZ1T")291LT<9WF,%LG: 0T0NCBB&"?^@C+?57$*6@YP[+Z#]J96 M Y@_Y+
[W$=F=T$J7[K;+6]U35:YY4?>\LM>,O56W_:6'_=H[.4/Q%N#X%4P MK#SZ@Q^/V8\?=5VI5>_
\4(YZ*$?57#W==AJ24FKHOK\,8AQO?W25" M5WVKGN6Z!@C$(A FF#BU]O%+_+Z0_($_-\YK%_::7-
\M(;P85;/G;+4J,N.G MW)*V0K0FLLYWK#:,L*U+/@\)&P<0\,XM3H[X(6AE9%)UDC?24%99T%6K$5:8
MR_90]*7M5(_=Q_[/1F@W[(" MP"[D'TN[C^"_D5RH)=)ICB__(:YMNLVN=])D;U@_']HX29_'BG;
M8SX__YH1MM6M*N&JDFY*LK+TKF"_6Z>@E)*QU;JNHQB616D F@\L>V/I/-=S
M8=KO[FW1@PZ5A[-'[>A0'CK0-(_;YNPQTK=/I#VXF(&<%M$EG2I$
339M8#7(^:0F[QX#W!/0H"J[VR'5X*5<[BW@".=AOG>PJ'(:EC>'2JO7FSEU3"\J3HIZ"J
&L-B.KVM"!1/'&4[*FAYYT"=_8/.Q\%5 M,QDV8&P=512FTJ!=*<*6EV92V7(S+#6O//2#[F\5NYM$OS
\TB3XTB=Z#)M%; M1N\^/WS.9\["I M IKRJO$70_=YV<-)*M^B5B.LZ4'%JZG M4QJ0\X(=.7F;9AC!=9-
<%XCV)#Z,%C@2/J)=-G]+^&*^2)/',M2M2\HI)[E^ M :,'TR!H86(:FF+[G?-0%R+K5W._;W;VYOT$0'#J\<05Y
M'4]B/T>DNJPXF2=I7EUDE**F")0/]@6T^[V8CXPD7&(CA3,*](G?"5FN2ZJ M&5[G:\3H;>KS)/'"U'VA
\&-18MD[0#7B-Z.O>.)P^OI11S21QH6?J1V MB"3#1V=0U.C49 <3:W@&6^Q1W$UXH(N[1&./9
%CJ%L+!3J5HZABI0]&2G6,? M*Z)!'<<=DY8!-$C.#PM4OX:"$EI$I:/2E^1[^)/ MR@@_;+
[C>D?X:]I&]$#"0P[)PQ*\ZR+/V'[&*P;ES%;/)]"1M@8Q)RCM5]NR)I '-R$U*_[+ZXTI/CPUMG7XYU]UI
MMK-P4'+AX+C2U2M_SPNB2?K(7V_LZ0)WK./Z3#.,+RPE$!+FUH 4XKAL,ZUQ M;+NG
%GVHWN6Z="VM%=UFH,2#&D84S$#2.^?W.YE *1Q*$,GH" O3C\3R*J/
MSE4#2@1+&K+MN?$7L95>Q*4-%O]URC_[VGZFQ\577:-?]?^9\$G=[?*NBOZ
MX]!X[7M!LN>"5OA,F!V;EZB?/2U(P'M4\1@H80^83=V%\EHDR E$]397>\B57][R=)EE\E^=])?DN"9!;3?Y*P]BZ=
MPA/?T>>AXN<^#K53?EC:.*L.>$P[A.65['.M45 F.0PQ=<(MI26.B[:UUSHF MX3^*+!>M:Y.:'U4>02;Q"3:A.
1["'?QTL< Q7@[AHZF6DN&Y?A; ME-4NU,KBN\O =FNDD$T93 MN*1!>8_"$M<+DE:O+2@B$\>V(Q.K,-
&)YJ$LA^?D'\1P[GJ188H=$)PB%)@ M/1D?HA1X>'&(4ARB%(?DTOEBX"-86.)3G1B_-[(
MQ)F?QER3EZ6EG_V,!LQ5/*51D7?6>RZK$703G=LU<%T%C 3CY_7OA%=)DG#" M(/)G9./:6NVX
!:!ONN)H"R'<'&$%]95::QP^.Z DT917G7(XK"/^.)[XB8
MROI+6P9*7FY7[KZEB,L0P%IZ&T*^<>U'DV'?8!0"._0-8F_C=<@.'NV>E&O:W MA'=CB!C)'=0E-
S_NVH.Q*WQF;_A#N;NEV1_G*2$7,3MED2S?H=1U?]JU;[1[MF5.Q)'$];EMHE(Q?FE:<>78YC==QS_@,F:5Z&
/PS^NE^9,@IX^ZZNOW/;OS M,629O/S?WO(].'OSR*6'R6R6DAFS&VO,<]V#[TCG>9=-8XDYEC^"M.VWX"
M1RIA,&&2/Q.U+:&P)%?[[O"MD,J 7M0ENN3MT#HXE)]UB2Y/7.+*OJ+.#S>&_MO0PV-
Y!&DDKNC>H:G3B\B?R8=[W79J&M? V'^'2*OJFF[\(?1:/TU::[=F5U M/=,54US'9&RJA>R^KXQPEO+MM9?+
(#QK/';6GV?V\CT[X)F>"N@B&L,$K,ND MV$X2!A!U_/=68O:AO[Q T&<9JSCJI-8@K=1:'XY?;LNL].Q*MTFH)_]4.
MQ1D.@?,>S%AEW)2)!\&7TJS:VGB$UY'@=T#@O#'UR 1?RL2#X.[AN:B]9M 8 MQ;Y_C2FFD)$*=,, 4K^EG'?
(MA).VH:L2 [XO6/\G2$,2U9N2"#"/$2-]=R; B'^O;@:$6Y%T='(LU[XG0:A-(L=A$?N=]YB+"9!6?<:,2V
M<+GOXXY538;A^$%W(/$=5+H#A@NJ.R\O73,,QP^ZL[%97\1Y2N.,!IJ&I18_
M"97XEQ?#UO():?AN$UC#@.!UT,E1L[#WP:"5&9T:[43Q\)UXGTAJ:X1]\Z_PN M5&Q&E#K8$>7V-.C@? G#EOS
M^: LD),D%F6!@ 15ECU,J[CF\[XHRQ:>H3PV>4OX%3GV^Y,D%GT3"C_BK5?> M:=1DU\!
%62DX6@WO,5\\B2A)(TJP\KF<;0',%"!'5$,V"4Y40NLN0IVM1,; M@KR[((&*ZH@J[YW1TJJ<
L"XI%/F!_V=^*GI+=VA%H=*TXA2 4.2!UT$;@L- M,[\:C(;U@A&K(B#(S"*DLU1!T35&O
MDOA1("[+_DTIQUN,5S9&_="C,>KJ0][Z2U6W5 R]4=2WCWX
M<7686YTVK#41,0?AT&IS("ZZ+LC&+OQE)&.9P7,A^TT(T)M=?++?S41ST?]8 MBGXL"G"P5,J\$)MO4'3
\@BXS]Z'BGE6*V25;(TXM*CI.F?:O7O-RJAH Z/:W MPRL*\AZ*/,_&*5.&8 XZ%*[*S%X,0=LE(H!A\[11M1=1TR
EORWM ETW_W M4W'#LU95$ZKRZ'_MD4=??L.K?>200#\DT \)]$,"_9! /R30-0)U3F,_#BAO
M/+#MI!]09SQUFW7_2I=6'_0H. MP=$H0D,,AJ4 BH1ZY4CJ$NF-8:XS.38$OL'K3L+8O-@VQ G-/!FRNH&UD_O
M7?)[M^0[A&PA48G__DHN D]_"%R;RQ&&EKJ9>+"_VWQ^/Q/1NZ8@AB3TT!?D MM>I8N_^D$F+[W]Z_I/
:B6??B%K!099FT+69MDM9(%3[EU9"058K#GNX;*P(4>47<))(1]D9[UBCK]G]/8$?N&?E=C1,TE

ML%$87769%;I(.H;62EXTP3UG4.WY2Y*.N?U2O7YXI^2=^*;;=DD>T^.3;@EZ
M,/>8S?T+>*W2(65?Y*&@5WO\G062MS;\A^B\,9\1&7\K^5[S%I0V:EKM@ E5 MBQ'E '
2>LN]@JU_GV1D5#M%=YS81&=2C.$15"V[T<$ MY)Z^KXF S"]P>S#O6[S[+:(7C(>W17 2B'. B'6=$V
MW6DWQ!]5C(B'L"A#/ XHX:=4!O&YYBK,XZV6[1?PD9@I W04X1N^5*^57/K83":$^.JB+XUQCOW:WJ3N
M=GT;R&&)@"S!@D0T.L;B.'MT2YB, [;"!AD)7L^2QS!!>F.TG1*6XA9.B!>$N;P\BRH1(9K?W=^7
<2KP$P)DF]7A#N M"C%-XO!EMPR-ZF1Q112I2,TTYZ=QJ#R#T+S$NLRC! IBR+^,GL
M)+Q9'U'[L%=]V1.?]I;?WK)"POS ;$J5_@?J_E_"8XC/BYQQO0)Z!6]!3HJ4
MZQW8,FO7<14^L\9#B)T'4A?E%BV#_2*^^Y[\G?BI(AK08REGKBE* 6D3>6PR
MPKY*!I.2VF+.O'"L]'5$*29O(HY*1K27#89-#E/+0(05F M%Z[R)/"7!Q]:UDM4R7KG.8-4# Z5U&V@"+H1(9V#(
M3H^K.%<'!0*8VM *\ABBC>TKI)Z2.3TIO(#P2@.D;* MQKO.QO>4U 8/U=2PE .S@.VP?;O;HQJ 6N,7'C=YH_W))
($#)[H(N[Y$Q=0"?#4K<0 M#@XJI5"2!V**':O"]&$.DEUNU9SG.O=JJ=D-GC6C3T.2]@X$^JO"DLGX_E
MV+E*AD,M08.+)]J+O/(I2/BBEC,]@U#9LP9\.K,F&>[:NFGE3,T5E.9LJ?YE M9QU^J2R)A5NK
FKJ:4A4R"ADU(U)+;7H\DKS)FPZXR89CHPK*HEKWDSN1@B% M:>.IG206]V]U9JUCJ.MZ=:5D-;@@Q12'*;
/Z>KJUZG03!NSR&?1U?$)'U\UH M1L_'Z:UUTP315XD")AE?&<^O 8G]E"; ;7IS.+*- +0];V)0*^9PVM"NA.G7
M.%N0@$XI";7G#OD49%SIDK!6/SDI,G:N-XH7MV[2)">!MD6(9"S0(%D+'6ME MIFZ3E/@BLT@GD9]E5>]
/H%5J3T&F R#+U,:B5EKDTC&MP:4S2UUCD?%")E]-
M)[4#$SO&:.TPB*8LZI9BLL'.G^>22TFW<]2%*PY+5'8_NHA#\D3"N^0BRXI5 M<^+R7[59@LY'IA &8$Z5U
M/<#S%4.5224!(6%VSBC&:[CFF"&PPA@*:]Y7_VU\^&B3>?9=#G\G3BVPV]? MC&-I])ZD)W[V
M(+&N^FG.KI$965PH^I;V,7LO)5TEHA:L]:3>AA&2,-2'$AVG),) MDX-0=P1QLLO>:H7C!,[N(RW.?9J/?"03.
M,U9&?L,.F3)^!_..M[HKTF<1=2C=KDG B)$2A>0I)X$#++=38#@P'5-K<1_3<<&C\FU'O&UL4$L! A0#% @
(LQ2N1;7MBD M) . " !4 (!HIP &%L<&4M,C Q-C S,S%?9&5F+GAM M;%!+ 0(4 Q0 ("B+,4I@F>D#VD4 (M*! 5
" 7G! M !A;'!E+3(P,38P,S,Q7VQA8BYX;6Q02P$"% ,4 " HBS%*H]KK5!HO M "&8 , %0 @ &&!P$
86OP92TR,#$V,#,S,5]P&UL 64$L%!@ & 8 B@$ -,V 0 $! end