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HEALTHSOUTH CORP
Form SC 13G
October 10, 2007

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

HealthSouth Corporation

(Name of Issuer)

COMMON STOCK (\$.01 PAR VALUE)

(Title of Class of Securities)

421924309

(CUSIP Number)

October 1, 2007

(Date of Event Which Requires Filing
of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

(Continued on following pages)

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Arience Capital Master Fund, Ltd. ("Master Fund")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |

(b) |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
SHARES
0

BENEFICIALLY 6 SHARED VOTING POWER

3,135,260

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH
0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH 3,135,260

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

3,135,260

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

3.98%*

12 TYPE OF REPORTING PERSON

OO

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

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Arience Capital Concentrated Master Fund, Ltd. ("Concentrated Fund")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
 (b) |_|

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Cayman Islands

NUMBER OF 5 SOLE VOTING POWER
 SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
 625,458

OWNED BY 7 SOLE DISPOSITIVE POWER
 EACH 0

REPORTING PERSON 8 SHARED DISPOSITIVE POWER
 WITH 625,458

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 625,458

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
 |_|

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
 0.79%*

12 TYPE OF REPORTING PERSON
 OO

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1 NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
 Arience Capital Long Fund, L.P. ("Long Fund")

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2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES

0

BENEFICIALLY 6 SHARED VOTING POWER

19,385

OWNED BY 7 SOLE DISPOSITIVE POWER

EACH

0

REPORTING

PERSON 8 SHARED DISPOSITIVE POWER

WITH

19,385

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

19,385

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.02%*

12 TYPE OF REPORTING PERSON

PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Arience Capital Partners II, L.P. ("ACPII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

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(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY 6 SHARED VOTING POWER
29,413

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0
REPORTING

PERSON 8 SHARED DISPOSITIVE POWER
WITH 29,413

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
29,413

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.04%*

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Arience Capital Partners III, L.P. ("ACPIII")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF 5 SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6 SHARED VOTING POWER
140,446

OWNED BY 7 SOLE DISPOSITIVE POWER
EACH 0
REPORTING

PERSON 8 SHARED DISPOSITIVE POWER
WITH 140,446

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
140,446

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
0.18%*

12 TYPE OF REPORTING PERSON
PN

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Arience Associates, L.L.C. ("Arience Associates")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)
(b)

3 SEC USE ONLY

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4 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY 6 SHARED VOTING POWER
189,244

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0

REPORTING

PERSON WITH 8 SHARED DISPOSITIVE POWER
189,244

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

189,244

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.24%*

12 TYPE OF REPORTING PERSON

IA

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)

Arience Capital Management, L.P. ("Arience Capital")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

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NUMBER OF SHARES 5 SOLE VOTING POWER
0

BENEFICIALLY 6 SHARED VOTING POWER
3,972,023

OWNED BY EACH 7 SOLE DISPOSITIVE POWER
0
REPORTING PERSON 8 SHARED DISPOSITIVE POWER
WITH 3,972,023

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,972,023

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES
|_ |

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
5.04%*

12 TYPE OF REPORTING PERSON
IA

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1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
Ms. Caryn Seidman-Becker ("Ms. Seidman Becker")

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) |X|
(b) |_ |

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
USA

NUMBER OF 5 SOLE VOTING POWER

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| | | |
|--------------|--|--------------------------|
| SHARES | | 0 |
| ----- | | |
| BENEFICIALLY | 6 | SHARED VOTING POWER |
| | | 3,972,023 |
| ----- | | |
| OWNED BY | 7 | SOLE DISPOSITIVE POWER |
| EACH | | 0 |
| REPORTING | | |
| ----- | | |
| PERSON | 8 | SHARED DISPOSITIVE POWER |
| WITH | | 3,972,023 |
| ----- | | |
| 9 | AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON | |
| | 3,972,023 | |
| ----- | | |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES | |
| | <input type="checkbox"/> | |
| ----- | | |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) | |
| | 5.04%* | |
| ----- | | |
| 12 | TYPE OF REPORTING PERSON | |
| | IN | |
| ----- | | |

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ITEM 1.

(a) NAME OF ISSUER: HealthSouth Corporation

(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

One HealthSouth Pkwy Ste 224W, Birmingham, AL 35243

ITEM 2.

2(a). NAME OF PERSON FILING:

This statement is filed by the entities and persons listed below, all of whom together are referred to herein as the "Reporting Persons":

(i) Arience Capital Master Fund, Ltd. (the "Master Fund"), a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.

(ii) Arience Capital Concentrated Master Fund, Ltd. (the "Concentrated

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Fund"), a Cayman Islands exempted company, with respect to the Shares reported in this Schedule 13G directly held by it.

- (iii) Arience Capital Long Fund, L.P. (the "Long Fund"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (iv) Arience Capital Partners II, L.P. ("ACPII"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (v) Arience Capital Partners III, L.P. ("ACPIII"), a Delaware limited partnership, with respect to the Shares reported in this Schedule 13G directly held by it.
- (vi) Arience Capital Management, L.P. ("Arience Capital"), a Delaware limited partnership which serves as investment advisor to the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain other managed accounts, with respect to the Shares reported in this Schedule 13G held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and such other managed accounts managed by Arience Capital.
- (vii) Arience Associates, L.L.C. ("Arience Associates"), a Delaware limited liability company which serves as general partner to the Long Fund, ACPII and ACPIII, with respect to the Shares reported in this Schedule 13G held by the Long Fund, ACPII and ACPIII.

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- (viii) Arience GP, L.L.C. ("Arience GP"), a Delaware limited liability company which serves as general partner to Arience Capital, with respect to the Shares reported in this Schedule 13G held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.
- (ix) Ms. Caryn Seidman-Becker ("Ms. Seidman Becker"), an individual who serves as the managing member of Arience Associates and Arience GP, with respect to the Shares reported in this Schedule 13G managed by Arience Capital and Arience Associates and held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.
- (b) ADDRESS OF PRINCIPAL OFFICE:

The Master Fund:

Goldman Sachs (Cayman) Trust Limited
P.O. Box 896 GT
Harbour Centre, Second Floor
North Church Street
George Town, Grand Cayman, KY1-1103
Cayman Islands

The Concentrated Fund:

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BISYS Hedge Fund Services (Cayman) Limited
P.O. Box 1748
Cayman Corporate Center, 27 Hospital Road
George Town, Grand Cayman, KY-1109
Cayman Islands

The Long Fund, ACPII, ACPIII, Arience Capital, Arience Associates, Arience GP and Ms. Caryn Seidman-Becker:

745 Fifth Avenue
7th Floor
New York, New York 10151
United States of America

(c) Citizenship:

Delaware: The Long Fund, ACPII, ACPIII, Arience Capital, Arience Associates and Arience GP.

Cayman Islands: The Master Fund and the Concentrated Fund.

Ms. Caryn Seidman-Becker is a United States citizen.

(d) Title of Class of Securities: Common Stock (\$.01 PAR VALUE)

(e) CUSIP Number: 421924309

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SS.SS.240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with ss.240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with ss.240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with ss.240.13d-1(b)(1)(ii)(G).
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

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- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Group, in accordance with ss.240.13d-1(b)(1)(ii)(J).

IF THIS STATEMENT IS FILED PURSUANT TO Rule 13d-1(c), CHECK THIS BOX

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ITEM 4. OWNERSHIP

Arience Capital, as investment advisor to the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts, has the power to direct the disposition and voting of the Shares held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts. Arience GP is the general partner of Arience Capital. Arience Associates is the general partner of the Long Fund, ACPII and ACPIII. Ms. Caryn Seidman-Becker is the managing member of Arience Associates and Arience GP, and in such capacity may be deemed to control Arience Associates and Arience Capital, and therefore may be deemed the beneficial owner of the securities held by the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII and certain managed accounts managed by Arience Capital.

Each of the Master Fund, the Concentrated Fund, the Long Fund, ACPII, ACPIII, Arience Associates, Arience Capital and Arience GP, disclaims beneficial ownership of all of the Shares of Common Stock reported in this 13G.

A. Master Fund

- (a) Amount beneficially owned: 3,135,260
- (b) Percent of class: 3.98%*
(*All percentages of beneficial ownership reported in this Schedule 13G are based on 78,780,353 shares of Common Stock issued and outstanding as of July 31, 2007, as reported by the Issuer in its Form 10-Q filed with the Securities and Exchange Commission for the period ending June 30, 2007.)
- (c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
3,135,260
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
3,135,260

B. Concentrated Fund

- (a) Amount beneficially owned: 625,458
 - (b) Percent of class: 0.79%*
 - (c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
 - (ii) Shared power to vote or to direct the vote:
625,458
 - (iii) Sole power to dispose or to direct the disposition of:

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- 0
(iv) Shared power to dispose or to direct the disposition of:
625,458

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C. Long Fund

- (a) Amount beneficially owned: 19,385
(b) Percent of class: 0.02%*
(c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
(ii) Shared power to vote or to direct the vote:
19,385
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:
19,385

D. ACPII

- (a) Amount beneficially owned: 29,413
(b) Percent of class: 0.04%*
(c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
(ii) Shared power to vote or to direct the vote:
29,413
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:
29,413

E. ACPIII

- (a) Amount beneficially owned: 140,446
(b) Percent of class: 0.18%*
(c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
(ii) Shared power to vote or to direct the vote:
140,446
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:
140,446

F. Arience Associates

- (a) Amount beneficially owned: 189,244
(b) Percent of class: 0.24%*
(c) Number of shares as to which the person has:
- (i) Sole power to vote or to direct the vote:
0
(ii) Shared power to vote or to direct the vote:
189,244
(iii) Sole power to dispose or to direct the disposition of:
0
(iv) Shared power to dispose or to direct the disposition of:

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189,244

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G. Arience Capital

(a) Amount beneficially owned: 3,972,023

(b) Percent of class: 5.04%*

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
3,972,023
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
3,972,023

H. Arience GP

(a) Amount beneficially owned: 3,972,023

(b) Percent of class: 5.04%*

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
3,972,023
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
3,972,023

I. Ms. Seidman Becker

(a) Amount beneficially owned: 3,972,023

(b) Percent of class: 5.04%*

(c) Number of shares as to which the person has:

- (i) Sole power to vote or to direct the vote:
0
- (ii) Shared power to vote or to direct the vote:
3,972,023
- (iii) Sole power to dispose or to direct the disposition of:
0
- (iv) Shared power to dispose or to direct the disposition of:
3,972,023

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

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Not applicable.

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ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF THE GROUP

Not applicable

ITEM 10. CERTIFICATION

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 11, 2007

Arience Capital Master Fund, Ltd.
By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Director

Arience Capital Concentrated Master Fund, Ltd.
By: Ms. Caryn Seidman-Becker as Director

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Director

Arience Capital Long Fund, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Capital Partners II, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Capital Partners III, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Capital Management, L.P.
By: Arience GP, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Associates, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience GP, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

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Managing Member

Arience Capital Partners II, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

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Arience Capital Partners III, L.P.
By: Arience Associates, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Capital Management, L.P.
By: Arience GP, L.L.C., general partner

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience Associates, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member

Arience GP, L.L.C.

By: /s/ Ms. Caryn Seidman-Becker

Ms. Caryn Seidman-Becker
Managing Member