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STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549FORM 10-Q(Mark One)â˜’QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934Â For the Quarterly Period Ended September 30, 2024â˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934For the Transition Period fromÂ Â Â Â

growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act.Large accelerated filer Â¨Accelerated filer Â¨Non-accelerated filer Â¨Smaller reporting company â˜ Â Emerging growth company â˜Â If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Â Â Â Â â˜Â Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Â Â Â Â Â Â Yes â˜ No Â¾The registrant had approximately 90,920,000 shares of its $0.0001 par value common stock outstanding as of OctoberÂ 28, 2024.Â RIMINI STREET, INC.TABLE OF CONTENTSPagePART I. FINANCIAL INFORMATION2ITEM 1.Financial Statements2Unaudited Condensed Consolidated Balance Sheets2Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income 3Unaudited Condensed Consolidated Statements of Stockholders' Deficit4Unaudited Condensed Consolidated Statements of Cash Flows5Notes to Unaudited Condensed Consolidated Financial Statements7ITEM 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations22ITEM 3.Quantitative and Qualitative Disclosures About Market Risk35ITEM 4.Controls and Procedures36PART II. OTHER INFORMATION37ITEM 1.Legal Proceedings37ITEM 1A.Risk Factors37ITEM 2.Unregistered Sales of Equity Securities and Use of Proceeds61ITEM 3.Defaults Upon Senior Securities61ITEM 4.Mine Safety Disclosures61ITEM 5.Other Information61ITEM 6.Exhibits63SIGNATURES641PART I - FINANCIAL INFORMATIONÂ ITEM 1. Financial Statements.Â RIMINI STREET, INC.Â Unaudited Condensed Consolidated Balance Sheets(In thousands, except per share amounts)September 30,December 31,Â 20242023ASSETSCurrent assets:Cash and cash equivalents$119,494Â $115,424Â Restricted cash429Â 428Â Accounts receivable, net of allowance of $1,053 and $656, respectively66,996Â 119,430Â Deferred contract costs, current16,637Â 17,934Â Short-term investmentsâ€”Â 9,826Â Prepaid expenses and other25,190Â 25,647Â Total current assets228,746Â 288,689Â Long-term assets:Property and equipment, net of accumulated depreciation and amortization of $20,794 and $18,231, respectively10,431Â 10,496Â Operating lease right-of-use assets6,895Â 5,941Â Deferred contract costs, noncurrent20,836Â 23,559Â Deposits and other4,743Â 6,109Â Deferred income taxes, net72,191Â 59,002Â Total assets$343,842Â $393,796Â LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERSâ€™ DEFICITCurrent liabilities:Current maturities of long-term debt$3,093Â $5,912Â Accounts payable4,559Â 5,997Â Accrued compensation, benefits and commissions33,867Â 38,961Â Other accrued liabilities74,284Â 18,128Â Operating lease liabilities, current4,384Â 4,321Â Deferred revenue, current202,281Â 263,115Â Total current liabilities322,468Â 336,434Â Long-term liabilities:Long-term debt, net of current maturities67,959Â 64,228Â Deferred revenue, noncurrent21,033Â 23,859Â Operating lease liabilities, noncurrent6,806Â 6,841Â Other long-term liabilities2,350Â 1,930Â Total liabilities420,616Â 433,292Â Commitments and contingencies (Note 8)Stockholdersâ€™ deficit:Preferred stock; $0.0001 par value. Authorized 99,820 (excluding 180 shares of Series A Preferred Stock) no other series has been designatedâ€”Â â€”Â Common stock; $0.0001 par value. Authorized 1,000,000 shares; issued and outstanding 90,841 and 89,595 shares, respectively9Â 9Â Additional paid-in capital175,125Â 167,988Â Accumulated other comprehensive loss(5,651)(4,167)Accumulated deficit(245,141)(202,210)Treasury stock, at cost(1,116)(1,116)Total stockholders' deficit(76,774)(39,496)Total liabilities and stockholders' deficit$343,842Â $393,796Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.2RIMINI STREET, INC.Â Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss)(In thousands, except per share amounts)Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232Revenue$104,672Â $107,453Â $314,540Â $319,386Â Cost of revenue41,135Â 40,110Â 126,230Â 118,802Â Gross profit63,537Â 67,343Â 188,310Â 200,584Â Operating expenses:Sales and marketing35,781Â 35,593Â 112,299Â 107,356Â General and administrative16,528Â 18,384Â 54,460Â 55,475Â Reorganization costs1,431Â â€”Â 4,639Â 59Â Litigation costs and related recoveries:Litigation expense58,512Â â€”Â 58,512Â â€”Â Professional fees and other costs of litigation879Â 2,127Â 5,406Â 5,475Â Â Litigation costs and related recoveries, net59,391Â 2,127Â 63,918Â 5,475Â Total operating expenses113,131Â 56,104Â 235,316Â 168,365Â Operating income (loss)(49,594)11,239Â (47,006)32,219Â Non-operating income and (expenses):Interest expense(1,577)(1,413)(4,401)(4,139)Other income (expenses), net(642)990Â 1,814Â 1,799Â Income (loss) before income taxes(51,813)10,816Â (49,593)29,879Â Income taxes8,713Â (4,015)6,662Â (13,171)Net income (loss)(43,100)6,801Â (42,931)16,708Â Other comprehensive income Foreign currency translation gain (loss)1,555Â (1,061)(9)(1,011)Derivative instrument and other adjustments, net of tax(1,284)140Â (1,475)302Â Comprehensive income (loss)$(42,829)$5,880Â $(44,415)$15,999Â Net income (loss) attributable to common stockholders$(43,100)$6,801Â $(42,931)$16,708Â Net income (loss) per share attributable to common stockholders: Basic(0.47)0.08Â (0.48)0.19Â Â Â Â Â Â Â Â Â Â Diluted(0.47)0.08Â (0.48)0.19Â Weighted average number of shares of Common Stock outstanding: Basic90,776Â 89,228Â 90,343Â 88,942Â Diluted90,776Â 89,357Â 90,343Â 89,322Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.3RIMINI STREET, INC.Unaudited Condensed Consolidated Statements of Stockholders' Deficit(In thousands)Â Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Common Stock, SharesÂ Â Beginning of period90,698Â 89,085Â 89,595Â 88,517Â Â Â Â Â Exercise of stock options for cashâ€”Â â€”Â â€”Â 57Â Â Â Â Â Restricted stock units vested143Â 238Â 1,246Â 922Â Â Â Â Â Issuance of Common Stockâ€”Â â€”Â â€”Â 75Â Â Â Â Â Retired shares of Common Stockâ€”Â â€”Â â€”Â (248)Â Â End of period90,841Â 89,323Â 90,841Â 89,323Â Total Stockholders' Deficit, beginning of period$(36,119)$(62,061)$(39,496)$(77,170)Common Stock, AmountÂ Â Beginning of period9Â 9Â 9Â 9Â Â Â Â Â Exercise of stock options for cashâ€”Â â€”Â â€”Â â€”Â Â Â Â Â Restricted stock units vestedâ€”Â â€”Â â€”Â â€”Â Â Â Â Â Retired shares of Common Stockâ€”Â â€”Â â€”Â â€”Â Â Â Â End of period9Â 9Â 9Â 9Â Additional Paid-in CapitalÂ Â Beginning of period172,951Â 161,391Â 167,988Â 156,401Â Â Â Â Â Stock based compensation expense2,174Â 3,131Â 7,137Â 9,056Â Â Â Â Â Exercise of stock options for cashâ€”Â â€”Â â€”Â 79Â Â Â Â Â Restricted stock units vestedâ€”Â â€”Â â€”Â â€”Â Â Â Â Â Retired shares of Common Stockâ€”Â â€”Â â€”Â (1,014)Â Â End of period175,125Â 164,522Â 175,125Â 164,522Â Accumulated Other Comprehensive LossÂ Â Beginning of period(5,922)(3,983)(4,167)(4,195)Â Â Â Â Other comprehensive income (loss)271Â (921)(1,484)(709)Â Â End of period(5,651)(4,904)(5,651)(4,904)Accumulated DeficitÂ Â Beginning of period(202,041)(218,362)(202,210)(228,269)Â Â Â Â Net income (loss)(43,100)6,801Â (42,931)16,708Â Â Â End of period(245,141)(211,561)(245,141)(211,561)Â Â Treasury Stock(1,116)(1,116)(1,116)(1,116)Total Stockholders' Deficit, end of period$(76,774)$(53,050)$(76,774)$(53,050)The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.4RIMINI STREET, INC.Unaudited Condensed Consolidated Statements of Cash Flows(In thousands)Nine Months Ended September 30,20242023CASH FLOWS FROM OPERATING ACTIVITIES:Net income (loss)$(42,931)$16,708Â Adjustments to reconcile net income (loss) to net cash provided by operating activities:Stock-based compensation expense7,137Â 9,056Â Depreciation and amortization2,650Â 2,001Â Accretion and amortization of debt discount and issuance costs600Â 728Â Deferred income taxes(12,951)6,263Â Amortization and accretion related to operating right of use assets3,359Â 3,347Â Changes in operating assets and liabilities:Accounts receivable51,058Â 54,112Â Prepaid expenses, deposits and other(196)(4,339)Deferred contract costs4,020Â 674Â Accounts payable(1,390)(2,551)Accrued compensation, benefits, commissions and other liabilities48,297Â (14,702)Deferred revenue(60,822)(57,684)Net cash provided by (used in) operating activities(1,169)13,613Â CASH FLOWS USED IN INVESTING ACTIVITIES:Capital expenditures(2,698)(3,654)Payment for purchases of investments(7,458)(24,118)Proceeds from maturities of investments10,948Â 23,614Â Proceeds from sale of investments6,336Â â€”Â Â Â Â Â Â Â Â Net cash provided by (used in) investing activities7,128Â (4,158)CASH FLOWS FROM FINANCING ACTIVITIES:Proceeds from the 2024 Credit Facility2,938Â â€”Â Principal payments on the Original Credit Facility(2,625)(3,938)Payments to repurchase and retire Common Stockâ€”Â (1,014)Principal payments on capital leases(267)(247)Proceeds from exercise of employee stock optionsâ€”Â 79Â Net cash provided by (used in) financing activities46Â (5,120)Effect of foreign currency translation changes(1,934)(5,109)Net change in cash, cash equivalents and restricted cash4,071Â (774)Cash, cash equivalents and restricted cash at beginning of period115,852Â 109,434Â Cash, cash equivalents and restricted cash at end of period$119,923Â $108,660Â Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.Â 5RIMINI STREET, INC.Â Unaudited Condensed Consolidated Statements of Cash Flows, Continued(In thousands)Nine Months Ended September 30,20242023SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION:Cash paid for interest$3,789Â $3,409Â Cash paid for income taxes2,662Â 4,164Â SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES:Increase in payables for capital expenditures$34Â $669Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.6RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSNOTE 1 â€” NATURE OF BUSINESS AND BASIS OF PRESENTATIONÂ Nature of BusinessÂ Rimini Street, Inc. (the â€œCompanyâ€) is a global provider of end-to-end enterprise software support, products and services.Â The Company offers a comprehensive family of unified solutions to run, manage, support, customize, configure, connect, protect, monitor, and optimize clientsâ€™ enterprise application, database, and technology software platforms. Basis of Presentation and ConsolidationÂ The Unaudited Condensed Consolidated Financial Statements, which include the accounts of the Company and its wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America (â€œU.S. GAAPâ€). All significant intercompany balances and transactions have been eliminated. The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Unaudited Condensed Consolidated Financial Statements have been included. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Companyâ€™s Audited Consolidated Financial Statements for the year ended December 31, 2023, included in the Companyâ€™s 2023 Annual Report on Form 10-K as filed with the SEC on February 28, 2024 (the â€œ2023 Form 10-Kâ€). Â The accompanying Unaudited Condensed Consolidated Balance Sheet and related disclosures as of December 31, 2023 have been derived from the Companyâ€™s audited financial statements. The Companyâ€™s financial condition as of September 30, 2024, and operating results for the three and nine months ended September 30, 2024, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2024.Â NOTE 2 â€” LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIESÂ LiquidityÂ As of September 30, 2024, the Companyâ€™s current liabilities exceeded its current assets by $93.7 million, and the Company recorded a net loss of $43.1 million for the three months ended September 30, 2024. This was a result of the Company accruing a $58.5Â million liability for Oracleâ€™s attorneysâ€™ fees and costs. See Note 8 for further information regarding this accrual.As of September 30, 2024, the Company had available cash, cash equivalents and restricted cash of $119.9 million. As of September 30, 2024, the Companyâ€™s current liabilities included $202.3 million of deferred revenue whereby the costs of fulfilling the Company's commitments to provide services to its clients was approximately 39% of the related deferred revenue for the three months ended September 30, 2024. On April 30, 2024, the Company amended its $90Â million five-year term loan (the â€œOriginal Credit Facilityâ€) into a new five-year term loan of $75Â million (the â€œ2024 Credit Facility,â€ and together with the Original Credit Facility, the â€œCredit Facilitiesâ€). Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5% and 10%, respectively, with the remaining balance due at the end of the term. See Note 5 for further information regarding the Company's 2024 Credit Facility and the Original Credit Facility. Additionally, the Company is obligated to make operating and financing lease payments that are due within the next 12 months in the aggregate amount of $1.9 million. During the three months ended September 30, 2024, the global economy continued to experience interest rate and inflationary pressures, geopolitical conflicts, global supply chain issues, a rise in energy prices and the continuing effects of fiscal and monetary policies adopted by governments. Assuming the Companyâ€™s ability to operate continues not to be significantly adversely impacted by the related changes in the macroeconomic environment, geopolitical pressures, or the litigation matters described in Note 8, the Company believes that current cash, cash equivalents, restricted cash, and future cash flow from operating activities will be sufficient to meet the Companyâ€™s anticipated cash needs, including 2024 Credit Facility repayments, working capital needs, capital expenditures and other contractual obligations for at least 12 months from the issuance date of these financial statements.7RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSÂ Use of EstimatesÂ The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances to determine the carrying values of assets and liabilities that are not readily apparent from other sources. The Companyâ€™s accounting estimates include, but are not necessarily limited to, valuation of accounts receivable, valuation assumptions for stock options and leases, deferred income taxes and the related valuation allowances, and the evaluation and measurement of contingencies. To the extent there are material differences between the Companyâ€™s estimates and actual results, the Companyâ€™s future consolidated results of operations may be affected.Â Recent Accounting PronouncementsRecently Adopted Standards. The following accounting standards will be adopted during fiscal year 2024:In November 2023, the FASB issued ASU 2023-07, â€œSegment Reporting - Improvements to Reportable Segment Disclosures.â€ The guidance expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company will be adopting this guidance for the year ending December 31, 2024 and is still assessing the impact on the disclosures to its Consolidated Financial Statements.NOTE 3 - DEFERRED CONTRACT COSTS AND DEFERRED REVENUEActivity for deferred contract costs consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023202420232Deferred contract costs, current and noncurrent, as of the beginning of period$37,307Â $40,106Â $41,493Â $40,726Â Capitalized commissions during the period5,015Â 4,913Â 10,753Â 13,630Â Amortized deferred contract costs during the period(4,849)(4,966)(14,773)(14,303)Deferred contract costs, current and noncurrent, as of the end of period$37,473Â $40,053Â $37,473Â $40,053Â Deferred revenue activity consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023202420232Deferred revenue, current and noncurrent, as of the beginning of period$262,793Â $285,324Â $286,974Â $299,921Â Billings, net65,193Â 60,528Â 250,880Â 257,864Â Revenue recognized(104,672)(107,453)(314,540)(319,386)Deferred revenue, current and noncurrent, as of the end of period$223,314Â $238,399Â $223,314Â $238,399Â The Companyâ€™s remaining performance obligations represent all future non-cancellable revenue under contract that has not yet been recognized as revenue and includes deferred revenue and unbilled amounts. As of September 30, 2024, remaining performance obligations amounted to $574.6 million, of which $223.3Â million was billed and recorded as deferred revenue. As of September 30, 2023, remaining performance obligations amounted to $550.1 million, of which $238.4Â million was billed and recorded as deferred revenue.Deferred revenue is a contract liability that consists of billings issued that are non-cancellable and payments received in advance of revenue recognition. The Company typically invoices its customers at the beginning of the contract term, in annual and multi-year installments. Deferred revenue is recognized as the Company satisfies its performance obligations over the term 8RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSof the contracted service period. The Company expects to recognize revenue on approximately $202.3 million of deferred revenue over the next 12 months, with the remaining deferred revenue balance recognized thereafter.NOTE 4 â€” OTHER FINANCIAL INFORMATIONÂ Â Other Accrued Liabilities, including Accrued Reorganization CostsÂ Other accrued liabilities consisted of the following (in thousands):Â September 30,December 31,Â 20242023Accrued sales and other taxes$5,295Â $7,963Â Accrued professional fees3,187Â 3,551Â Accrued reorganization costs697Â â€”Â Current maturities of capital lease obligations382Â 360Â Income taxes payable910Â 1,771Â Accrued litigation costs58,845Â 82Â Other accrued expenses4,968Â 4,401Â Total other accrued liabilities$74,284Â $18,128Â During the second quarter of 2024, the Company began a process to optimize its cost structure. The reorganization activity consisted of the following (in thousands):Nine Months Ended September 30,2024Accrued reorganization costs, as of the beginning of period$â€”Â Charges4,639Â Cash Payments(3,945)Foreign currency impact3Â Accrued reorganization costs, as of the end of period$697Â NOTE 5 â€” DEBTDebt is presented net of debt discounts and issuance costs in the Company's balance sheets and consisted of the following (in thousands):September 30,December 31,20242023Credit Facilities$71,052Â $70,140Â Less current maturities (3,093)(5,912)Long-term debt, net of current maturities$67,959Â $64,228Â For the three and nine months ended SeptemberÂ 30, 2024, the Company made principal payments under the Credit Facilities totaling $0.9 million and $2.6 million, respectively. For the three and nine months ended SeptemberÂ 30, 2023, the Company made quarterly principal payments under the Original Credit Facility totaling $1.7 million and $3.9 million, respectively.On April 30, 2024, the Company refinanced its Original Credit Facility, which had an outstanding principal balance of $70.9Â million, with the 2024 Credit Facility, a new five-year senior secured credit facility consisting of a $75.0Â million term loan and a $35.0Â million revolving line of credit. For the term loan, the Company has a choice of interest rates between (a) the Secured Overnight Financing Rate

(â€œSOFRâ€) and (b) a Base Rate (as defined in the 2024 Credit Facility), in each case plus an 9RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSapplicable margin. The applicable margin is based on the Companyâ€™s Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether the Company elects SOFR (ranging from 2.75% to 3.5%) or Base Rate (ranging from 1.75% to 2.5%). The revolving line of credit bears interest on the unused portion of the credit line at rates of 25 to 40 basis points, depending on the Companyâ€™s Consolidated Total Leverage Ratio. Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5%, and 10%, respectively, with the remaining balance due at the end of the term.The refinancing was accounted for as a debt modification under ASC 470-50 as the terms of the 2024 Credit Facility were not substantially different than the terms of the Original Credit Facility. Under debt modification accounting, third party costs are expensed as incurred. During the nine months ended SeptemberÂ 30, 2024, the Company expensed $0.2Â million in third party transaction costs in connection with the modification. Fees paid to the creditor of $1.1Â million were included with the remaining unamortized discount from the Original Credit Facility and are being amortized as an adjustment to interest expense over the remaining term of the 2024 Credit Facility.Pursuant to a Guaranty and Security Agreement, dated April 30, 2024, among the Credit Parties (as defined in the 2024 Credit Facility) and Capital One, National Association, as agent (the â€œ2024 Guaranty and Security Agreementâ€), the obligations under the 2024 Credit Facility are guaranteed by certain of the Companyâ€™s subsidiaries and are secured, subject to customary permitted liens and exceptions, by a lien on substantially all assets of the Credit Parties.The 2024 Credit Facility contains certain financial covenants, including a minimum fixed charge coverage ratio greater than 1.25, a total leverage ratio less than 3.75, and a minimum liquidity balance of at least $20Â million in U.S. cash. In February 2023, the Company amended its Original Credit Facility. The amendment implemented, among other things, certain changes in the reference rate from the London Interbank Offered Rate (â€œLIBORâ€) to SOFR. As of February 28, 2023, the Company had a choice of interest rates between (a) Adjusted Term SOFR and (b) Base Rate (as defined in the Original Credit Facility), in each case plus an applicable margin. The applicable margin was based on the Companyâ€™s Consolidated Leverage Ratio (as defined in the Original Credit Facility) and whether the Company elected Adjusted Term SOFR (ranging from 1.75 to 2.50%) or Base Rate (ranging from 0.75 to 1.50%).For the three months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 8.1% and 7.1%, respectively. For the nine months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 7.7% and 6.8%, respectively. The fair value of the 2024 Credit Facility was $75.0 million (Level 2 inputs) as of September 30, 2024 compared to the carrying value of $71.1 million as of September 30, 2024. The fair value of the Original Credit Facility was $73.1 million (Level 2 inputs) as of December 31, 2023 compared to the carrying value of $72.3 million as of December 31, 2023.Effective April 30, 2024, the Companyâ€™s interest rate swap agreement was amended in connection with the 2024 Credit Facility to match the new five-year term. The new interest rate swap agreement has a notional value of $40.0Â million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The floating rate is reset at each month end and the term of the interest rate swap agreement coincides with that of the 2024 Credit Facility. See Note 11 for further information regarding the fair value accounting for the interest rate swap agreement. The modification of the interest rate swap agreement did not have a material impact on the Companyâ€™s Unaudited Condensed Consolidated Financial Statements.Under the 2024 Credit Facility, the Company has $35.0 million in available borrowings under the revolving line of credit as of September 30, 2024. There were no borrowings under the revolving line of credit during the three months ended September 30, 2024. Interest ExpenseThe components of interest expense are presented below (in thousands):10RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSThree Months Ended September 30,Nine Months Ended September 30,20242023202420232Credit Facilities:Â Â Interest expense$1,378Â $1,147Â $3,723Â $3,351Â Â Â Accretion expense related to discount and issuance costs166Â 245Â 600Â 728Â Interest on finance leases and other33Â 21Â 78Â 60Â $1,577Â $1,413Â $4,401Â $4,139Â For both the three months ended September 30, 2024 and 2023, interest expense included a reduction related to interest rate swap payments received of $0.2Â million, respectively. For both the nine months ended September 30, 2024 and 2023, interest expense included a reduction related to the interest rate swap payments received of $0.6 million, respectively.NOTE 6 â€” COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTSÂ Common Stock RetiredDuring the three and nine months ended September 30, 2024, the Company did not acquire any shares of its Common Stock. During the three and nine months ended September 30, 2023, the Company acquired 0.2Â million shares of its Common Stock at a cost of $1.0Â million. Upon completion of all repurchase transactions, the associated shares of Common Stock were retired.Stock PlansThe Companyâ€™s stock plans consist of the 2007 Stock Plan (the â€œ2007 Planâ€) and the 2013 Equity Incentive Plan, as amended and restated in July 2017 (the â€œ2013 Planâ€). The 2007 Plan and the 2013 Plan are collectively referred to as the â€œStock Plansâ€. On February 23, 2024, pursuant to the â€œevergreenâ€ provisions of the 2013 Plan, the Board of Directors authorized an increase of approximately 3.6Â million shares available for grant under the 2013 Plan. On May 3, 2024, the Companyâ€™s Board of Directors, approved the Companyâ€™s 2024 Long-Term Incentive Plan (the â€œ2024 LTI Planâ€), consisting of awards of performance units (â€œPSUsâ€), restricted stock units (â€œRSUsâ€) and stock options to purchase shares of the Companyâ€™s Common Stock under the terms of the Companyâ€™s 2013 Plan, as amended, effective May 6, 2024. On March 31, 2023, the Companyâ€™s Board of Directors, approved the Companyâ€™s 2023 Long-Term Incentive Plan (the â€œ2023 LTI Planâ€), consisting of awards of PSUs, RSUs and stock options to purchase shares of the Companyâ€™s Common Stock under the terms of the Companyâ€™s 2013 Plan, as amended, effective April 3, 2023. For additional information about the Stock Plans, please refer to Note 8 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The information presented below provides an update for activity under the Stock Plans for the three and nine months ended September 30, 2024.Performance UnitsUnder the 2024 LTI Plan, the Company granted PSUs which will be measured over a performance period beginning on January 1, 2024 and ending on December 31, 2024 (the â€œPerformance Periodâ€), but will remain subject to a continued service-based vesting requirement. Half of the PSUs awarded are eligible to vest based on the Companyâ€™s achievement against a target adjusted EBITDA goal for fiscal year 2024, and the remaining half of the PSUs awarded will be eligible to vest based on the Companyâ€™s achievement against a target total revenue goal for fiscal year 2024. The ultimate number of PSUs that may vest (as calculated, the â€œEarned PSUsâ€) range from zero to 200% of the granted PSUs. On May 6, 2024, the Company granted 0.8 million PSUs at a grant price of $2.47. The Earned PSUs under the April 3, 2023 grant were earned at 151%. Under the terms of the 2023 LTI Plan, the Earned PSUs will vest in equal annual installments on the first, second and third anniversaries of the Date of Grant, generally subject to the awardee continuing to be a Service Provider through the applicable vesting date.11RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSThe Company recognized compensation expense related to PSUs of $0.2 million and $0.4 million for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized expense of $1.0 million and $0.7 million, respectively. As of September 30, 2024, the unrecognized expense of $0.8 million net of forfeitures is expected to be charged to expense on a graded basis as the PSUs vest over a weighted-average period of approximately 1.5 years.Â Restricted Stock UnitsÂ For the nine months ended September 30, 2024, the Board of Directors granted RSUs under the 2013 Plan to employees for an aggregate of approximately 1.7 million shares of Common Stock. RSU grants vest over periods generally ranging from 12 to 36 months from the respective grant dates and the awards are subject to forfeiture upon termination of employment or service on the Board of Directors, as applicable. Based on the weighted average fair market value of the Common Stock on the date of grant of $2.63 per share, the aggregate fair value for the shares underlying the RSUs amounted to $4.5 million as of the grant date that will be recognized as compensation cost over the vesting period. For the three months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $1.3 million and $1.8 million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $3.8 million and $5.7 million, respectively. As of September 30, 2024, the unrecognized expense of $4.7 million net of forfeitures is expected to be charged to expense on a straight-line basis as the RSUs vest over a weighted-average period of approximately 1.7 years.Â Stock OptionsÂ For the nine months ended September 30, 2024, the Board of Directors granted stock options for the purchase of an aggregate of approximately 0.9 million shares of Common Stock at exercise prices that were equal to the fair market value of the Common Stock on the date of grant. Options granted to employees generally vest as to one-third of the shares subject to the award on each anniversary of the designated vesting commencement date, which may precede the grant date of such award, and expire ten years after the grant date.Â The following table sets forth a summary of stock option activity under the Stock Plans for the nine months ended September 30, 2024 (shares in thousands):Â Â SharesPrice (1)Term (2)Outstanding, December 31, 20237,800Â $5.77Â 5.9Granted877Â 2.59Â Forfeited(331)4.82Â Expired(1,000)5.91Â Outstanding, September 30, 2024 (3)(4)7,346Â 5.41Â 6.0Vested, September 30, 2024 (3)4,820Â 6.20Â 4.6Â (1)Represents the weighted average exercise price.(2)Represents the weighted average remaining contractual term until the stock options expire in years.(3)As of September 30, 2024, the aggregate intrinsic value of all stock options outstanding was $3Â thousand. As of September 30, 2024, there was no aggregate intrinsic value related to the vested stock options.(4)The number of outstanding stock options that are not expected to ultimately vest due to forfeiture amounted to 0.3 million shares as of September 30, 2024.Â The aggregate fair value of approximately 0.9 million stock options granted for the nine months ended September 30, 2024 amounted to $1.4 million, or $1.61 per stock option as of the grant date utilizing the Black-Scholes-Merton (â€œBSMâ€) method. The fair valued derived under the BSM method will result in the recognition of compensation cost over the vesting period of the stock options. For the nine months ended September 30, 2024, the fair value of each stock option grant under the Stock Plans was estimated on the date of grant using the BSM option-pricing model, with the following weighted-average assumptions:12RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSÂ Expected life (in years)6.0Volatility64%Dividend yield0%Risk-free interest rate4.34%Fair value per share of Common Stock on date of grant$2.59Â As of September 30, 2024 and December 31, 2023, total unrecognized compensation costs related to unvested stock options, net of estimated forfeitures, was $3.1 million and $4.6 million, respectively. As of September 30, 2024, the unrecognized costs are expected to be charged to expense on a straight-line basis over a weighted-average vesting period of approximately 1.7 years.Shares Available for GrantThe following table presents activity affecting the total number of shares available for grant under the 2013 Plan for the nine months ended September 30, 2024 (in thousands):Â Available, December 31, 20238,481Â Newly authorized by Board of Directors3,584Â Stock options granted(877)RSUs and PSUs granted(2,815)Expired options under Stock Plans1,000Â Forfeited options under Stock Plans331Â Forfeited RSUs and PSUs under Stock Plans397Â Available, September 30, 202410,101Â Â Stock-Based Compensation ExpenseÂ Stock-based compensation expense attributable to PSUs, RSUs and stock options is classified as follows (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232Cost of revenue$373Â $503Â $1,348Â $1,423Â Sales and marketing566Â 817Â 1,546Â 2,067Â General and administrative1,235Â 1,811Â 4,243Â 5,566Â Total$2,174Â $3,131Â $7,137Â $9,056Â WarrantsÂ As of September 30, 2024, warrants were outstanding for an aggregate of 3.4 million shares of Common Stock exercisable at $5.64 per share. For additional information about these warrants, please refer to Note 8 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. Â NOTE 7 â€” INCOME TAXES Â For the three months ended September 30, 2024 and 2023, the Companyâ€™s effective tax rate was 16.8% and 37.1%, respectively. For the nine months ended September 30, 2024 and 2023, the Companyâ€™s effective tax rate was 13.4% and 44.1%, respectively. The Companyâ€™s income tax benefit (expense) was attributable to the income (loss) before income taxes, which was offset, in part, to earnings in the foreign jurisdictions subject to income taxes and foreign withholding taxes. The Company did not have any material changes to its conclusions regarding valuation allowances for deferred income tax assets or uncertain tax positions for the three and nine months ended September 30, 2024 and 2023.13RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSFor additional information about income taxes, please refer to Note 9 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. NOTE 8 â€” COMMITMENTS AND CONTINGENCIESÂ Purchase CommitmentsThe Companyâ€™s purchase commitments as of September 30, 2024 are primarily related to agreements to purchase services in the ordinary course of business. During the three months ended September 30, 2024, the Company executed an agreement associated with an existing supplier that increased the Companyâ€™s minimum purchase obligations by $1.5Â million through September 2027. As of September 30, 2024, the total minimum purchase obligations totaled $10.8 million. There have been no other material changes outside the normal course of business to the Companyâ€™s non-cancellable purchases commitments. For additional information, please refer to Note 10 to the Companyâ€™s Consolidated Financial Statements for the year ended DecemberÂ 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K.Retirement PlanThe Company has defined contribution plans for both its U.S. and foreign employees. For certain of these plans, employees may contribute up to the statutory maximum, which is set by law each year. The plans also provide for employer contributions. For the three months ended September 30, 2024 and 2023, the Companyâ€™s matching contributions to these plans totaled $0.8Â million and $1.0 million, respectively. For the nine months ended September 30, 2024 and 2023, the Companyâ€™s matching contributions to these plans totaled $2.7 million and $2.6 million, respectively.Rimini I LitigationIn January 2010, certain subsidiaries of Oracle Corporation (together with its subsidiaries individually and collectively, â€œOracleâ€) filed a lawsuit, Oracle USA, Inc. et al. v. Rimini Street, Inc. et al. (United States District Court for the District of Nevada) (the â€œDistrict Courtâ€) (â€œRimini Iâ€), against the Company and its Chief Executive Officer, Chairman of the Board and President, Seth Ravin, alleging that certain of the Companyâ€™s processes (Process 1.0) violated Oracleâ€™s license agreements with its customers and that the Company committed acts of copyright infringement and violated other federal and state laws. The litigation involved the Companyâ€™s business processes and the manner in which the Company provided services to its clients. After completion of a jury trial in 2015 and subsequent appeals, the final outcome of Rimini I was that Mr. Ravin was found not liable for any claims and the Company was found liable for only one claim: â€œinnocent infringement,â€ a jury finding that the Company did not know and had no reason to know that its former support processes were infringing. The jury also found that the infringement did not cause Oracle to suffer lost profits. The Company was ordered to pay a judgment of $124.4Â million in 2016, which the Company promptly paid and then pursued appeals. With interest, attorneysâ€™ fees and costs, the total judgment paid by the Company to Oracle after the completion of all appeals was approximately $89.9Â million. A portion of such judgment was paid by the Companyâ€™s insurance carriers. Rimini I Injunction ProceedingsSince November 2018, the Company has been subject to a permanent injunction (the â€œRimini I Injunctionâ€) prohibiting it from using certain support processes that had been found in Rimini I to â€œinnocentlyâ€ infringe certain Oracle copyrights. The Rimini I Injunction does not prohibit the Companyâ€™s provision of support services for any Oracle product lines, but rather defines the manner in which the Company can provide support services for certain Oracle product lines. In July 2020, Oracle filed a motion to show cause with the District Court contending that the Company was in violation of the Rimini I Injunction, and the Company opposed this motion, disputing Oracleâ€™s claims. After completion of an evidentiary hearing in September 2021, findings and order by the District Court in January 2022 and a subsequent appeal by the Company to the Ninth Circuit Court of Appeals (â€œCourt of Appealsâ€), the final outcome of the proceedings, which were resolved in October 2023 on remand to the District Court, was a finding that the Company had violated the Rimini I Injunction in four instances, entitling Oracle to $0.5Â million in sanctions (representing a $0.1Â million adjustment to the $0.6Â million sanctions award originally paid by the Company to Oracle in January 2022). In addition, the Company complied with the District Courtâ€™s January 2022 order to quarantine certain computer files and provide proof of such quarantining to Oracle. Oracle reimbursed the Company $0.1Â million in November 2023 for the portion of the sanctions award that was reduced on appeal.14RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSIn its January 2022 findings and order, the District Court also ruled that Oracle could recover its reasonable attorneysâ€™ fees and costs relating to the Rimini I Injunction Proceedings. In December 2023, the District Court accepted a joint stipulation between Oracle and the Company (the â€œStipulationâ€) resolving the issue of Oracleâ€™s recovery of attorneysâ€™ fees and costs upon the Companyâ€™s payment of approximately $9.7Â million to Oracle. Also per the Stipulation, the Company agreed that it would forego any remaining appellate rights with respect to this matter.As a result of the Stipulation and the subsequent payment by the Company of the amount described above, all matters relating to the Rimini I Injunction Proceedings have been resolved. At this time, the Company believes that it is in substantial compliance with the Rimini I Injunction.Rimini II LitigationIn October 2014, the Company filed a separate lawsuit, Rimini Street Inc. v. Oracle Intâ€™l Corp., in the District Court against Oracle seeking a declaratory judgment that the Companyâ€™s revised â€œProcess 2.0â€ support practices, in use since at least July 2014, did not infringe certain Oracle copyrights (â€œRimini IIâ€). The Companyâ€™s operative complaint asserted declaratory judgment, tort, and statutory claims, including a request for injunctive relief against Oracle for unfair competition in violation of the California Unfair Competition Law. Oracle asserted counterclaims including copyright infringement claims, violations of the Digital Millennium Copyright Act (â€œDMCAâ€) and Lanham Act, breach of contract and business tort violations with respect to PeopleSoft and other Oracle-branded products, including J.D. Edwards, Siebel, Oracle Database and Oracle E-Business Suite (â€œEBSâ€). In October 2022, Oracle withdrew all of its monetary damages claims against the Company and the Companyâ€™s Chief

Executive Officer, Chairman of the Board and President, Mr. Ravin, in Rimini II and moved to proceed with a bench trial instead of a jury trial for its claims for equitable relief. The District Court entered an order on October 24, 2022, dismissing with prejudice Oracleâ€™s claims in Rimini II â€œfor monetary relief of any kind under any legal theory[,] including but not limited to claims for damages, restitution, unjust enrichment, and engorgement. . . .â€ In addition, Oracleâ€™s claims for breach of contract, inducing breach of contract and an accounting, were dismissed with prejudice, meaning that the claims (including for monetary damages) were dismissed on their merits and the judgment rendered is final. Prior to the date of the District Courtâ€™s order dismissing with prejudice all of Oracleâ€™s claims for monetary relief, no damages of any kind were awarded by the District Court in Rimini II. The parties each reserved the right to seek or object to any attorneysâ€™ fees and/or costs to the extent permissible by law.In July 2023, the District Court issued its findings of fact and conclusions of law in Rimini II, accompanied by a permanent injunction against the Company (the â€œRimini II Injunctionâ€) which is subject to an administrative stay and is not currently effective. The District Court found infringement as to Oracleâ€™s PeopleSoft and Oracle Database products but did not find infringement as to Oracleâ€™s EBS, Siebel and J.D. Edwards products, further ordering that the Company was entitled to a declaration of non-infringement for Oracleâ€™s EBS product. The District Court also found in favor of Oracle on its DMCA and Lanham Act claims, enjoining the Company from making certain statements and prohibiting certain actions in connection with the manner of marketing, selling and providing services to clients of the Oracle products in question as further described below, and on indirect and vicarious copyright infringement claims against the Companyâ€™s Chief Executive Officer, Chairman of the Board and President, Mr. Ravin. The District Court denied the Companyâ€™s California Unfair Competition Law claim and other declaratory judgment claims.In July 2023, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s July 2023 Rimini II judgment and Injunction and filed an emergency motion with the District Court to stay enforcement of the Rimini II Injunction pending the Companyâ€™s appeal of the Rimini II judgment and Injunction. In August 2023, the District Court issued an order denying the Companyâ€™s emergency motion to stay the Rimini II Injunction pending the Companyâ€™s appeal with the Court of Appeals, but it granted an administrative stay of the Rimini II Injunction pending the outcome of a motion to stay to be filed by the Company with the Court of Appeals. Shortly thereafter, the Company filed the separate motion to stay the Rimini II Injunction with the Court of Appeals, asserting that certain provisions of the Rimini II Injunction are vague and overbroad, that the District Court committed legal error, that certain provisions would require the Company to commit criminal acts to comply with its terms, and that the Rimini II Injunction would cause the Company and third parties â€œirreparable harm,â€ among other grounds. 15RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSIn September 2023, the Court of Appeals issued an order holding the Companyâ€™s appeal of the District Courtâ€™s decision in Rimini II in abeyance pending the District Courtâ€™s resolution of a motion filed by Oracle in August 2023 to amend the Rimini II judgment pertaining to an update, technical specification and tool related to Oracleâ€™s EBS software product. The District Court denied Oracleâ€™s motion to amend on January 9, 2024.On January 18, 2024, the Ninth Circuit issued an order lifting the stay of the Companyâ€™s appeal. On June 5, 2024, a three-judge panel of the Ninth Circuit heard oral argument on the Companyâ€™s appeal. As of the date of this Report, a decision on the Companyâ€™s appeal remains pending.Also as of the date of this Report, the Court of Appeals has not issued a decision on the Companyâ€™s motion to stay the Rimini II Injunction. Accordingly, the Rimini II Injunction, as issued by the District Court, is currently stayed by the District Court, meaning that it is not currently effective. The Rimini II Injunction is primarily directed at Oracleâ€™s PeopleSoft software product and, if effective, would limit, but not fully prohibit, the support services the Company can provide its clients using Oracleâ€™s PeopleSoft software product. Among other things, the Rimini II Injunction requires the Company to immediately and permanently delete certain PeopleSoft software environments, files and updates identified in the Rimini II Injunction, as well as to delete and immediately and permanently discontinue use of certain Company-created automated tools. The Rimini II Injunction also prohibits using, distributing, copying, or making derivative works from certain files, and it prohibits the transfer or copying of PeopleSoft files, updates, and modifications, and portions of PeopleSoft software that are developed, tested, or exist in one clientâ€™s systems to the Companyâ€™s systems or another clientâ€™s systems.The Rimini II Injunction also specifies that the Company shall not remove, alter or omit any Oracle copyright notices or other Oracle copyright management information from any file that contains an Oracle copyright notice and prohibits the Company from publicly making statements or statements substantially similar to those the District Court found to be â€œfalse and misleading,â€ which are listed in the Rimini II Injunction. While the Company plans to continue to vigorously pursue a stay of the Rimini II Injunction pending appeal and its appeal of the Rimini II judgment and Injunction, it is unable to predict the timing or outcome of these matters. No assurance is or can be given that the Company will succeed in its efforts to stay the Rimini II Injunction in full or in part pending appeal or prevail in all or part of its Rimini II appeal. There were no monetary damages included in the District Courtâ€™s judgment in Rimini II. In November 2023, Oracle filed a motion with the District Court requesting attorneysâ€™ fees and costs of approximately $70.6Â million relating to the Rimini II litigation. The Company filed its opposition to Oracleâ€™s motion in February 2024. In its opposition, the Company argued that the District Court should deny Oracleâ€™s motion in its entirety. The Company further argued that, should the District Court award any attorneysâ€™ fees to Oracle, such fees should not have exceeded $14.5Â million. Following Oracleâ€™s filing of a reply brief in March 2024, the matter was under consideration for determination by the District Court. On September 23, 2024, the District Court issued its order on Oracleâ€™s motion for attorneysâ€™ fees and costs, granting in part the motion and denying in part the motion. The District Court awarded Oracle $58.2Â million in attorneysâ€™ fees and $0.3Â million in costs. As of September 30, 2024, the Company accrued $58.5Â million related to this matter and paid Oracle in full on October 22, 2024. On September 24, 2024, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle. As of the date of this Report, the Companyâ€™s appeal remains pending. The Companyâ€™s opening brief is due on January 21, 2025, and Oracleâ€™s answering brief is due February 20, 2025. The Companyâ€™s optional reply brief is due 21 days after Oracle files its answering brief.While the Company plans to continue to vigorously pursue its appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle in the Rimini II litigation, it is unable to predict the timing or outcome of this matter. No assurance is or can be given that the Company will prevail in its appeal. If the Rimini II Injunction becomes effective in its current form, it would impact the Companyâ€™s delivery of PeopleSoft support services to clients in the future, as well as potentially impact the Companyâ€™s previously announced plans to wind down the offering of services for Oracle PeopleSoft products. However, the associated costs are not currently estimable and are required to be recorded when incurred. Accordingly, the Company has made no accrual as of September 30, 2024. Any required changes to how support services are delivered to the Companyâ€™s PeopleSoft clients could have a material adverse impact on the 16RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSCompanyâ€™s financial position, results of operations and cash flows. The percentage of revenue derived from services the Company provides solely for Oracleâ€™s PeopleSoft software product was approximately 8% of the Companyâ€™s total revenue for the three and nine months ended September 30, 2024.The Company reserves all rights, including appellate rights, with respect to the District Courtâ€™s rulings in Rimini II and the Rimini II Injunction, including the award of attorneysâ€™ fees and costs to Oracle. Other LitigationFrom time to time, the Company may be a party to litigation and subject to claims incident to the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of these ordinary course matters will not have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of judgment, defense and settlement costs, diversion of management resources and other factors. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, Contingencies. Legal fees are expensed as incurred.Liquidated DamagesÂ The Company enters into agreements with clients that contain provisions related to liquidated damages that would be triggered in the event that the Company is no longer able to provide services to these clients. The maximum cash payments related to these liquidated damages is approximately $8.7 million and $9.3 million as of September 30, 2024 and December 31, 2023, respectively. To date, the Company has not incurred any costs as a result of such provisions and has not accrued any liabilities related to such provisions in these Unaudited Condensed Consolidated Financial Statements.Â NOTE 9 â€” RELATED PARTY TRANSACTIONS An affiliate of Adams Street Partners and its affiliates (collectively referred to as â€œASPâ€) is a member of the Companyâ€™s Board of Directors. As of September 30, 2024, ASP owned approximately 25.9% of the Companyâ€™s issued and outstanding shares of Common Stock.NOTE 10 â€”EARNINGS PER SHAREThe Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share of Common Stock is computed by dividing net income attributable to common stockholders by the weighted average number of shares of basic Common Stock outstanding. Diluted earnings per share of Common Stock is calculated by adjusting the basic earnings per share of Common Stock for the effects of potential dilutive Common Stock shares outstanding such as stock options, restricted stock units and warrants.For the three and nine months ended September 30, 2024 and 2023, basic and diluted net earnings per share of Common Stock were computed by dividing the net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the respective periods. The following tables set forth the computation of basic and diluted net income (loss) attributable to common stockholders (in thousands, except per share amounts): 17RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSThree Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Income (loss) attributable to common stockholders:Â Â Net income (loss)$(43,100)$6,801Â $(42,931)$16,708Â Â Â Â Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Weighted average number of shares of Common Stock outstanding:Â Â Â Â Basic 90,776Â 89,228Â 90,343Â 88,942Â Â Â Stock
optionsâ€”Â â€”Â â€”Â 18Â Â Â PSUsâ€”Â â€”Â â€”Â â€”Â Â Â RSUsâ€”Â 129Â â€”Â 362Â Â Â Diluted90,776Â 89,357Â 90,343Â 89,322Â Net income (loss) per share attributable to common stockholders:Â Â Basic (0.47)0.08Â (0.48)0.19Â Â Â Diluted(0.47)0.08Â (0.48)0.19Â The following potential Common Stock equivalents were excluded from the computation of diluted net income (loss) per share for the respective periods ending on these dates, since the impact of inclusion was anti-dilutive (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 2024202320242023RSUs and PSUs3,156Â 2,767Â 2,979Â 1,270Â Stock
options7,405Â 8,358Â 7,448Â 7,830Â Warrants3,440Â 3,440Â 3,440Â 3,440Â Total14,001Â 14,565Â 13,867Â 12,540Â NOTE 11 â€” FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONSÂ Fair Value MeasurementsÂ Fair value is defined as the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which it transacts and considers assumptions that market participants would use when pricing the asset or liability. Additional information on fair value measurements is included in Note 13 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The Companyâ€™s policy is to recognize asset or liability transfers among Level 1, Level 2 and Level 3 as of the actual date of the events or change in circumstances that caused the transfer. InvestmentsAll of the Companyâ€™s investments as of SeptemberÂ 30, 2024 are classified as cash equivalents. During the three months ended March 31, 2024, the Company transferred its investments in U.S. Federal agency bonds and U.S. treasury notes into other highly liquid interest-earning investments with maturities of less than three months. The fair values of these investments approximate their carrying values and are considered Level 1 assets. The Company considers all highly liquid interest-earning investments with a maturity of three months or less at the date of purchase to be cash equivalents. In general, investments with original maturities of greater than three months and remaining 18RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSmaturities of less than one year are classified as short-term investments. Debt investments are classified as available-for-sale and gains and losses are recorded using the specific identification method. Changes in fair value are recorded in the operating statement. Fair value is calculated based on publicly available market information. Listed below are the cash equivalent and investment balances as of December 31, 2023 (in thousands):Fair Value LevelCost BasisUnrealized Gains (Losses)Recorded BasisCash EquivalentsShort-term InvestmentsFederal Agency BondsLevel
2$10,491Â $44Â $10,535Â $4,590Â $5,945Â US Treasury notesLevel 24,324Â 55Â 4,379Â 498Â 3,881Â $14,815Â $99Â $14,914Â $5,088Â $9,826Â DerivativesOn April 30, 2024, the Company amended its interest rate swap agreement to match the new five-year team in connection with the 2024 Credit Facility. The new interest rate swap agreement has a notional value of $40.0Â million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The derivative was recognized in the accompanying Unaudited Condensed Consolidated Balance Sheets at its estimated fair value as of September 30, 2024. The modification of the interest rate swap agreement did not have a material impact on the Companyâ€™s Unaudited Condensed Consolidated Financial Statements. The Company uses derivatives to manage the risk associated with changes in interest rates. The Company does not enter into derivatives for speculative purposes.To estimate fair value for the Company's interest rate swap agreement as of September 30, 2024, the Company utilized a present value of future cash flows, leveraging a model-derived valuation that uses Level 2 observable inputs such as interest rate yield curves. The Company estimated the fair value of the interest rate swap agreement to be a liability of $0.8 million as of September 30, 2024.Changes in the fair value of the derivatives that qualify as cash flow hedges are recorded in Accumulated other comprehensive loss in the accompanying Unaudited Condensed Consolidated Balance Sheets until earnings are affected by the variability of the cash flows.The amounts recorded for the interest rate swap agreement are described below (in thousands): Derivative InstrumentBalance Sheet ClassificationSeptember 30, 2024December 31, 2023Interest rate swapDeposits and other$â€”Â $891Â Other long-term liabilities811Â â€”Â Accumulated other comprehensive income (loss) (762)713Â Three Months Ended September 30,Nine Months Ended September 30,Derivative InstrumentIncome Statement Classification2024202320242023Interest rate swapInterest expense (benefit)(167)(235)(603)(600)Significant ConcentrationsÂ The Company attributes revenues to geographic regions based on the location of its clientsâ€™ contracting entities. The following table shows revenues by geographic region (in thousands):19RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSThree Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232023United States of America$51,588Â $55,740Â $156,850Â $163,146Â International53,084Â 51,713Â 157,690Â 156,240Â Total$104,672Â $107,453Â $314,540Â $319,386Â Â For the three and nine months ended September 30, 2024, Japan represented 10.3% and 9.9% of total revenue, respectively. No clients represented more than 10% of revenue for the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no clients accounted for more than 10% of total net accounts receivable. The Company tracks its assets by physical location. As of September 30, 2024 and December 31, 2023, the net carrying value of the Companyâ€™s property and equipment located outside of the United States amounted to approximately $3.4 million and $4.3 million, respectively. As of September 30, 2024, the Company had operating lease right-of-use assets of $4.4 million, $1.8 million and $0.7 million in the United States, India and the rest of the world, respectively. As of December 31, 2023, the Company had operating lease right-of-use assets of $3.0 million, $2.0 million and $0.9 million in the United States, India and the rest of the world, respectively.Â Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, restricted cash, and accounts receivable. The Company maintains its cash, cash equivalents and restricted cash at high-quality financial institutions, primarily in the United States. Deposits, including those held in foreign branches of global banks, may exceed the amount of insurance provided on such deposits. As of September 30, 2024 and December 31, 2023, the Company had cash, cash equivalents and restricted cash with a single financial institution for an aggregate of $33.4Â million and $48.9Â million, respectively. In addition, as of September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents with three other single financial institutions of $65.1 million and $51.7Â million, respectively. As of September 30, 2024 and December 31, 2023, the Company had restricted cash of $0.4 million. The Company has never experienced any losses related to these balances.Â Generally, credit risk with respect to accounts receivable is diversified due to the number of entities comprising the Companyâ€™s client base and their dispersion across different geographies and industries. The Company performs ongoing credit evaluations on certain clients and generally does not require collateral on accounts receivable. The Company maintains reserves for potential bad debts and historically such losses are generally not significant.Â NOTE 12 - LEASES The Company has operating leases for real estate and equipment with an option to renew the leases for up to one month to five years. Some of the leases include the option to terminate the leases upon 30-daysâ€™ notice with a penalty. The Companyâ€™s leases have various remaining lease terms ranging from November 2024 to February 2030. The Companyâ€™s lease agreements may include renewal or termination options for varying periods that are generally at the Company's discretion. The Companyâ€™s lease terms only include those periods related to renewal options the Company believes are reasonably certain to exercise. The Company generally does not include these renewal options as it is not reasonably certain to renew at the lease commencement date. This determination is based on consideration of certain economic, strategic and other factors that the Company evaluates at lease commencement date and reevaluates throughout the lease term. Some leases also include options to terminate the leases and the Company only includes those periods beyond the termination date if it is reasonably certain not to exercise the termination option.The Company uses a discount rate to calculate the right of use (â€œROUâ€) asset and lease liability. When the implicit rate is known or

provided in the lease documents, the Company is required to use this rate. In cases in which the implicit rate is not known, the Company uses an estimated incremental borrowing rate.Some leasing arrangements require variable payments that are dependent on usage or may vary for other reasons, such as payments for insurance and tax payments. The variable portion of lease payments is not included in the Companyâ€™s ROU assets or lease liabilities. Rather, variable payments, other than those dependent upon an index or rate, are expensed when the obligation for those payments is incurred and are included in lease expenses recorded in selling and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.20RIMINI STREET, INC.NOTES TO UNAUDITED CONDENSED CONSOLIDATED FINANCIAL STATEMENTSThe Company has lease agreements with both lease and non-lease components that are treated as a single lease component for all underlying asset classes. Accordingly, all expenses associated with a lease contract are accounted for as lease expenses.The Company has elected to apply the short-term lease exception for all underlying asset classes. That is, leases with a term of 12 months or less are not recognized on the balance sheet, but rather expensed on a straight-line basis over the lease term. The Companyâ€™s leases do not include significant restrictions or covenants, and residual value guarantees are generally not included within its operating leases. As of September 30, 2024, the Company has one additional operating lease with a net present value of $1.7Â million that will commence in October 2024.The components of lease expense and supplemental balance sheet information were as follows (in thousands):Three Months Ended September 30,Nine Months Ended September 30,2024202320242023Operating lease expense related to ROU assets and liabilities$1,137Â $1,109Â $3,359Â $3,347Â Other lease expense206Â 318Â 500Â 491Â Total lease expense$1,343Â $1,427Â $3,859Â $3,838Â Other information related to leases was as follows (in thousands):Supplemental Balance Sheet InformationSeptember 30, 2024December 31, 2023Operating lease right-of-use assets, noncurrent$6,895Â $5,941Â September 30, 2024December 31, 2023Operating lease liabilities, current$4,384Â $4,321Â Operating lease liabilities, noncurrent6,806Â 6,841Â Â Â Total operating lease liabilities$11,190Â $11,162Â Weighted Average Remaining Lease TermYearsOperating leases2.96Weighted Average Discount RateOperating leases8.7Â %Maturities of operating lease liabilities as of September 30, 2024 were as follows (in thousands):Year Ending September 30,2025$1,473Â 20264,616Â 20273,797Â 20281,231Â 2029950Â Thereafter522Â Â Â Total future undiscounted lease payments12,589Â Less imputed interest(1,399)Total$11,190Â For the three months ended September 30, 2024 and 2023, the Company paid $1.4 million and $1.3 million, respectively, for operating lease liabilities. For both the nine months ended September 30, 2024 and 2023, the Company paid $4.2 million, respectively, for operating lease liabilities.21ITEM 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations.Â CAUTIONARY NOTE ABOUT FORWARD-LOOKING STATEMENTSÂ Â Â Â Â This Quarterly Report on Form 10-Q (this â€œReportâ€) includes forward-looking statements. All statements other than statements of historical facts contained in this Report, including statements regarding our future results of operations and financial position, business strategy and plans, and our objectives for future operations, are forward-looking statements. The words â€œanticipate,â€ â€œbelieve,â€ â€œcontinue,â€ â€œcould,â€ â€œcurrently,â€ â€œestimate,â€ â€œexpect,â€ â€œfuture,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œoutlook,â€ â€œplan,â€ â€œpossible,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œseem,â€ â€œseek,â€ â€œshould,â€ â€œwill,â€ â€œwouldâ€ and similar expressions that convey uncertainty of future events or outcomes are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. Forward-looking statements include, but are not limited to, information concerning:â€¢the evolution of the enterprise software management and support landscape facing our clients and prospects;â€¢our ability to educate the market regarding the advantages of our enterprise software management and support services and products;â€¢costs, including attorneysâ€™ fees, associated with defending intellectual property infringement and other claims, such as those claims discussed under â€œLegal Proceedingsâ€ in Part II, Item 1 of this Report, and our expectations with respect to such litigation, including the disposition of pending motions to appeal, and any new claims;â€¢any additional expenses to be incurred to comply with the Rimini II Injunction and the impact on future period revenue and costs;â€¢estimates of our total addressable market;â€¢expectations of client savings relative to use of other providers;â€¢the occurrence of catastrophic events, including terrorism and geopolitical actions specific to an international region, that may disrupt our business or that of our current and prospective clients;â€¢our ability to grow our revenue, implement cost reduction programs and control our expenses;â€¢our ability to maintain sufficient cash flow and capital or raise additional capital necessary to fund our operations and invest in new services and products;â€¢the impact of the debt service obligations and financial and operational covenants under our 2024 Credit Facility on our business and related interest rate risk;â€¢our business plan, our ability to grow in the future and our ability to achieve and maintain profitability;â€¢our plans to wind down the offering of services for Oracle PeopleSoft products;â€¢the impact of any macro-economic trends, including inflation, changing interest rates and changes in foreign exchange rates; â€¢the volatility of our stock price and related compliance with stock exchange requirements;â€¢expected results and objectives for future operations;â€¢the expected impact of recent and anticipated future reductions in our workforce and associated reorganization costs;â€¢our ability to expand our leadership position in independent enterprise software support and to sell our application management services (â€œAMSâ€) and Rimini ONEâ„¢ integrated services;â€¢our ability to attract and retain clients and our ability to further penetrate our existing client base;â€¢our ability to maintain our competitive technological advantages against new entrants in our industry;â€¢our ability to timely and effectively scale and adapt our existing technology;â€¢our ability to innovate new products and bring them to market in a timely manner;â€¢our ability to maintain, protect, and enhance our brand and intellectual property;â€¢our ability to capitalize on changing market conditions including a market shift to hybrid and cloud/SaaS offerings for information technology environments and retirement of certain software releases by software vendors;â€¢our ability to develop strategic partnerships;â€¢benefits associated with the use of our services;â€¢our ability to expand internationally;â€¢our need and ability to raise equity or debt financing on favorable terms and our ability to generate cash flows from operations to help fund increased investment in our growth initiatives;â€¢the effects of increased competition in our market and our ability to compete effectively;â€¢our intentions with respect to our pricing model;â€¢cost of revenue, including changes in costs associated with production and client support;â€¢changes in laws or regulations, including tax laws or unfavorable outcomes of tax positions we take, a failure by us to establish adequate reserves for tax events or our ability to realize benefits from our net operating losses;â€¢economic and industry trends or trend analysis;22â€¢our ability to prevent unauthorized access to our information technology systems and other cybersecurity threats, protect the confidential information of our employees and clients and comply with privacy and data protection regulations;â€¢the amount and timing of repurchases, if any, under our stock repurchase program and our ability to enhance stockholder value through such program or any other actions to provide value to stockholders;â€¢the attraction and retention of additional qualified personnel, including sales personnel, and the retention of key personnel;â€¢future acquisitions of or investments in complementary businesses, products, subscriptions or technologies; â€¢uncertainty from the discontinuance of LIBOR and the transition to SOFR or other interest rate benchmarks;â€¢the effects of seasonal trends on our results of operations, including the contract renewal cycles for vendor-supplied software support and managed services; â€¢our ability to maintain an effective system of internal control over financial reporting and our ability to remediate any identified material weaknesses in our internal controls; andâ€¢other risks and uncertainties, including those discussed under â€œRisk Factorsâ€ in Part II, Item 1A of this Report.Â Â Â Â We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs. These forward-looking statements are subject to a number of risks, uncertainties and assumptions, including those referred to under â€œRisk Factorsâ€ in Part II, Item 1A of this Report. Moreover, we operate in very competitive and rapidly changing markets. New risks emerge from time to time. It is not possible for our management to predict all risks, nor can we assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements we may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this Report may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.Â Â Â Â Â You should not rely upon forward-looking statements as predictions of future events. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee that the future results, levels of activity, performance or events and circumstances reflected in the forward-looking statements will be achieved or occur. Moreover, neither we nor any other person assumes responsibility for the accuracy and completeness of the forward-looking statements. The forward-looking statements in this Report are made as of the date of the filing, and except as required by law, we disclaim and do not undertake any obligation to update or revise publicly any forward-looking statements in this Report. You should read this Report and the documents that we reference in this Report and have filed with the SEC as exhibits with the understanding that our actual future results, levels of activity and performance, as well as other events and circumstances, may be materially different from what we expect.Â OverviewÂ Â Â Â Â The following discussion and analysis of our financial condition and results of operations should be read in conjunction with the Unaudited Condensed Consolidated Financial Statements and the related notes to those statements included in Part I, Item 1 of this Report, and our Audited Consolidated Financial Statements for the year ended DecemberÂ 31, 2023, included in Part II, Item 8 of our 2023 Form 10-K. Â Â Â Â Â Certain figures, such as interest rates and other percentages included in this section have been rounded for ease of presentation. Percentage figures included in this section have not in all cases been calculated based on such rounded figures but on the basis of such amounts prior to rounding. For this reason, percentage amounts in this section may vary slightly from those obtained by performing the same calculations using the figures in our Unaudited Condensed Consolidated Financial Statements or in the associated text. Certain other amounts that appear in this section may similarly not sum due to rounding.Rimini Street, Inc. was formed in the State of Nevada in 2005 and, through a merger in 2017 with a public company, became Rimini Street, Inc., a Delaware corporation, trading on the Nasdaq Global Market under the ticker symbol â€œRMNI.â€Rimini Street, Inc. and its subsidiaries (referred to as â€œRimini Streetâ€, the â€œCompanyâ€, â€œweâ€ and â€œusâ€) are global providers of end-to-end enterprise software support, products and services. The Company offers a comprehensive family of unified solutions to run, manage, support, customize, configure, connect, protect, monitor, and optimize clientsâ€™ enterprise application, database, and technology software platforms. Over the years, as our reputation for technical capability, value, innovation, responsiveness and trusted reliability grew, clients and prospects began asking us to expand the scope of our support, product and service offerings to meet other 23current and evolving needs and opportunities related to their enterprise software. We also heard from prospects and clients that their goals include reducing the number of IT vendors to more manageable numbers from a governance perspective, with a desire to select vendors who can provide a wider scope of IT services and become true trusted partners.To meet the needs of our clients and prospects and to service what we believe is a significantly expanded addressable market opportunity, we designed, developed and are now delivering a new, expanded solutions portfolio (our â€œSolutions Portfolioâ€) for a wider array of enterprise software â€“ including an expanded list of supported software; managed services for Oracle, SAP, IBM, Salesforce and open-source database software; and new solutions for security, interoperability, observability and consulting. We also now offer an integrated package of our services as Rimini ONEâ„¢, a unique end-to-end, â€œturnkeyâ€ outsourcing option for Oracle and SAP landscapes designed to optimize our clientsâ€™ existing technologies with a minimum of 15 extended years of operating lifespan and enable our clients to focus their IT talent and budget on potentially higher-value, innovative projects that will support competitive advantage and growth.Enterprise software support, products and services is one of the largest categories of overall global information technology (â€œITâ€) spending. We believe enterprise resource planning (â€œERPâ€), customer relationship management (â€œCRMâ€), product lifecycle management (â€œPLMâ€) database and technology software systems have become increasingly important in the operation of mission-critical business processes over the last 30 years. Also the costs associated with running and supporting these systems, system failure and downtime, security exposure, system integration and monitoring, and maintaining the tax, legal and regulatory compliance of these software systems have each contributed to increases in both actual spend and as a percentage of the typical full IT budget. As a result, we believe that licensees often view enterprise software support, products and services as a mandatory cost of doing business. The majority of our revenue through September 30, 2024, was generated from our support solutions.In a traditional licensing model, the customer typically procures a perpetual software license and pays for the license in a single upfront fee (â€œperpetual licenseâ€), and base software support services can be optionally procured from the software vendor for an annual fee that is typically 20-23% of the total cost of the software license. In a newer subscription-based licensing model, such as software as a service (â€œSaaSâ€), the customer generally pays for the usage of the software on a monthly or annual basis (â€œsubscription licenseâ€). Under a subscription license, the product license and a base level of software support are generally bundled together as a single purchase, and the base level of software support is not procured separately nor is it an optional purchase.When we provide our support solutions for a perpetual software license, we generally offer our clients service for a fee that we believe is equal to approximately 50% of the annual fees charged by the software vendor for their base support. When providing supplemental software support for a perpetual license, where the client procures our support service in addition to retaining the software vendorâ€™s base support, we generally offer our clients service for a fee that is equal to approximately 25% of the annual fees charged by the software vendor for their base support. We also offer a special support service, Rimini Street Extra Secure Support, available to clients that require a more rigorous level of security background checks and/or government security clearance for engineers accessing a clientâ€™s system than our standard employment security background check and requirements. Clients may be asked to pay an additional fee for Rimini Street Extra Secure Support. In addition to our support services, we also offer a breadth of enterprise software support, products and services through our full portfolio of solutions at an additional fee that is calculated based on a variety of factors and metrics. Our solutions are designed to meet specific client needs and are designed to provide what we believe is exceptional value and return for the fees charged. For more details about our Solutions Portfolio, please see Item 1 â€œBusinessâ€ included in Part I of our 2023 Form 10-K.Â Â Â Â Â Â Â Â Â As of September 30, 2024, we employed approximately 2,070 professionals and supported over 3,090 active clients globally, including 76 Fortune 500 companies and 22 Fortune Global 100 companies across a broad range of industries. We define an active client as a distinct entity, such as a company, an educational or government institution, or a business unit of a company that purchases our services to support a specific product. For example, we count as two separate active clients instances where we provide support for two different products to the same entity.Â Â Â Â Â Our subscription-based revenue provides a foundation for, and visibility into, future period results. For the three months ended September 30, 2024 and 2023, we generated revenue of $104.7 million and $107.5 million, respectively, representing a decrease of 3%. During the three months ended September 30, 2024, we recorded a net loss of $43.1Â million, and as of September 30, 2024, we had an accumulated deficit of $245.1 million. Approximately 49% and 52% of our revenue was generated in the United States for the three months ended September 30, 2024 and 2023, respectively. Approximately 51% and 2448% of our revenue was generated in foreign jurisdictions for the three months ended September 30, 2024 and 2023, respectively.During the three months ended September 30, 2024, we announced that we would wind down services for Oracle PeopleSoft products and began the wind down project. The wind down includes our Rimini Supportâ„¢, Rimini Manageâ„¢ and Rimini Consultâ„¢ services for Oracle PeopleSoft products. As we provide services for Oracle PeopleSoft products to clients globally, the wind-down process is expected to take place over several phases. We expect significant reductions in Oracle PeopleSoft-related revenue over time, but it is unclear when we will be able to cease providing all Oracle PeopleSoft services. Revenue related to providing services for Oracle PeopleSoft products accounted for approximately $24.9 million, or 8% of revenue, for the nine months ended September 30, 2024 and $27.6 million, or 9% of revenue, for the nine months ended SeptemberÂ 30, 2023, respectively.Â Â Â Â Â Since our inception, we have financed our operations through cash collected from clients and net proceeds from equity financings and borrowings. Â Global Economic UncertaintyWe have experienced some clients not renewing our services due to the adverse impact on their businesses from current global economic uncertainty, as well as by the economic disruption continuing to be caused by the Israel-Hamas conflict, the Russian invasion of Ukraine in early 2022 and recent political and trade turmoil with China, amongst other global challenges. While we do not physically operate in Russia, Ukraine or in mainland China, we do have operations in Israel. These global events, together with inflationary pressures, have negatively impacted the global economy, causing the U.S. Federal Reserve to raise interest rates in 2022 and reduce interest rates in September 2024. Despite these macroeconomic and geopolitical pressures, we expect to continue to be able to market, sell and provide our current and future products and services to clients globally. We also expect to continue investing in the development and improvement of new and existing products and services to address client needs. Further, although our operations are influenced by general economic conditions, we do not believe the impacts of economic disruptions described above had a significant net impact on our revenue or results of operations during the three and nine months ended September 30, 2024.The extent to which rising inflation, interest rate changes and continuing global economic and geopolitical uncertainty impact our business going forward, however, will depend on numerous evolving factors we cannot reliably predict, including continued governmental and business actions in response to increasing global economic and geopolitical uncertainty. As such, the effects of rising inflation, interest rate increases and other negative impacts on the global economy may not be fully reflected in our financial results until future periods. Refer to â€œRisk Factorsâ€ (Part II, Item 1A of this Report) for a discussion of these factors and other risks.

Recent DevelopmentsReference is made to Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for a discussion of recent developments regarding our litigation with Oracle, including the award of $58.5 million in attorneysâ€™ fees and costs to Oracle in the Rimini II litigation matter referenced above. Key Business MetricsÂ Number of clientsÂ Â Â Â Â Since we founded our company, we have made the expansion of our client base a priority. We believe that our ability to expand our client base is an indicator of the growth of our business, the success of our sales and marketing activities, and the value that our services bring to our clients. We define an active client as a distinct entity, such as a company, an educational or government institution, or a business unit of a company that purchases our services to support a specific product. For example, we count as two separate active clients when support for two different products is being provided to the same entity. As of September 30, 2024 and 2023, we had 3,097 and 3,099 active clients, respectively.Â Â Â Â We define a unique client as a distinct entity, such as a company, an educational or government institution or a subsidiary, division or business unit of a company that purchases one or more of our products or services. We count as two separate unique clients when two separate subsidiaries, divisions or business units of an entity purchase our products or services. As of September 30, 2024 and 2023, we had 1,577 and 1,547 unique clients, respectively.Â 25Â Â Â Â The increase in our unique client count was due to obtaining new unique client contracts. In contrast, our active client count has declined slightly as the number of specific products and services which we are supporting for our unique clients has decreased as clients are retaining fewer of their respective products and services. In addition, we intend to focus future growth on both new and existing clients. We believe that the growth in our number of our unique clients is an indication that we can grow our enterprise software products and services in the future.Â Annualized recurring revenueÂ Â Â Â Â We recognize subscription revenue on a daily basis. We define annualized recurring revenue as the amount of subscription revenue recognized during a quarter and multiplied by four. This gives us an indication of the revenue that can be earned in the following 12-month period from our existing client base assuming no cancellations or price changes occur during that period. Subscription revenue excludes any non-recurring revenue, which has been insignificant to date.Â Â Â Â Â Â Our annualized recurring revenue was $402 million and $416 million as of September 30, 2024 and 2023, respectively. The decline reflects the recent reduction in client retention.Â Revenue retention rateÂ Â Â Â Â Â A key part of our business model is the recurring nature of our revenue. As a result, it is important that we retain clients after the completion of the non-cancellable portion of the support period. We believe that our revenue retention rate provides insight into the quality of our products and services and the value that our products and services provide our clients.Â Â Â Â Â Â We define revenue retention rate as the actual subscription revenue (dollar-based) recognized in a 12-month period from clients that existed on the day prior to the start of the 12-month period divided by our annualized recurring revenue as of the day prior to the start of the 12-month period. Our revenue retention rate was 89% and 94% for the 12 months ended September 30, 2024 and 2023, respectively. The decline in our revenue retention rate for the 12 months ended September 30, 2024 was due to attrition during the trailing twelve months, as certain clients did not renew specific subscriptions due to a variety of reasons; however, in some cases these clients maintained or added subscriptions for other products and services. Our net billings during the three months ended September 30, 2024 increased $4.7Â million compared to the three months ended SeptemberÂ 30, 2023, primarily because we were able to increase client invoicing during the current period. However, our net billing for the nine months ended September 30, 2024 decreased $7.0Â million compared to the nine months ended SeptemberÂ 30, 2023 as a result of clients not renewing some services.Â Gross profit marginÂ Â Â Â Â We derive revenue through the provision of our enterprise software products and services. All the costs incurred in providing these products and services are recognized as part of the cost of revenue. The cost of revenue includes all direct product line expenses, as well as the expenses incurred by our shared services organization which supports all product lines.Â Â Â Â Â We define gross profit as the difference between revenue and the costs incurred in providing the software products and services. Gross profit margin is the ratio of gross profit divided by revenue. Our gross profit margin was approximately 60.7% and 62.7% for the three months ended September 30, 2024 and 2023, respectively. Our gross profit margin declined for the three months ended September 30, 2024 compared to the three months ended SeptemberÂ 30, 2023 due to our continued investments in delivery of our products and services, larger contribution from lower margin products and services, as well as an overall decline in revenue.26Results of OperationsÂ Comparison of Three Months Ended September 30, 2024 and 2023Â Our consolidated statements of operations for the three months ended September 30, 2024 and 2023, are presented below (in thousands):Â Three Months EndedSeptember 30,Variance20242023AmountPercentRevenue$104,672Â $107,453Â $(2,781)(2.6)%Cost of revenue:Employee compensation and benefits25,756Â 25,904Â (148)(0.6)%Engineering consulting costs6,375Â 6,192Â 183Â 3.0%Administrative allocations (1)4,093Â 3,520Â 573Â 16.3%All other costs4,911Â 4,494Â 417Â 9.3%Total cost of revenue41,135Â 40,110Â 1,025Â 2.6%Gross profit63,537Â 67,343Â (3,806)(5.7)%Â Â Â Â Â Â Â Â Â Â Â Â Gross profit margin60.7Â %62.7Â %Operating expenses:Â Â Â Â Sales and marketing35,781Â 35,593Â 188Â 0.5%General and administrative16,528Â 18,384Â (1,856)(10.1)%Reorganization costs1,431Â â€”Â 1,431Â N/ALitigation costs and related recoveries, net59,391Â 2,127Â 57,264Â 2,692.2%Total operating expenses113,131Â 56,104Â 57,027Â 101.6%Operating income (loss)(49,594)11,239Â (60,833)(541.3)%Non-operating income and (expenses):Â Â Â Â Interest expense(1,577)(1,413)(164)11.6%Other income (expenses), net(642)990Â (1,632)(164.8)%Income (loss) before income taxes(51,813)10,816Â (62,629)(579.0)%Income taxes8,713Â (4,015)12,728Â (317.0)%Net income (loss)$(43,100)$6,801Â $(49,901)(733.7)%-(1)Includes the portion of costs for IT, security services and facilities costs that are allocated to cost of revenue. In our Unaudited Condensed Consolidated Financial Statements, the total of such costs is allocated between cost of revenue, sales and marketing, and general and administrative expenses, based primarily on relative headcount, except for facilities which is based on occupancy.Â Â Â Â Revenue. Revenue declined from $107.5 million for the three months ended September 30, 2023 to $104.7 million for the three months ended September 30, 2024, a decrease of $2.8 million or 3%. Although there was an increase in the average number of unique clients from 1,532 for the three months ended September 30, 2023 to 1,555 for the three months ended September 30, 2024, revenue declined primarily due to the attrition of some large client contracts as certain clients did not renew specific subscriptions in prior periods due to varying reasons, which is now being reflected in our revenue within the current period. On a geographic basis, United States revenue declined from $55.7 million for the three months ended September 30, 2023 to $51.6 million for the three months ended September 30, 2024, a decrease of $4.2 million or 7%. Our international revenue grew from $51.7Â million for the three months ended September 30, 2023 to $53.1 million for the three months ended September 30, 2024, an increase of $1.4 million or 3%.Â Â Â Â Â Cost of revenue. Cost of revenue increased from $40.1 million for the three months ended September 30, 2023 to $41.1 million for the three months ended September 30, 2024, an increase of $1.0 million or 3%. The key drivers related to the cost of revenue increase were a $0.6 million increase in administrative allocations, a $0.4 million increase in all other costs and a $0.2Â million increase in engineering consulting costs. These increases were offset, in part, by a decline in employee compensation and benefits of $0.1 million. 27As discussed in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report, the District Court issued its findings of fact and conclusions of law in Rimini II, accompanied by the â€œRimini II Injunctionâ€ on July 24, 2023. The District Court found infringement as to Oracleâ€™s PeopleSoft and Oracle Database products. As a result of the findings, we are likely to incur additional expenses for incremental labor costs and other contingencies in order to comply with the District Courtâ€™s Rimini II Injunction as we commence the process of winding down the offering of services for Oracle PeopleSoft products over time. Due to the large number of uncertainties surrounding the outcome of the appeal, we are unable to determine the final impact on future period costs until a decision is rendered. Any adverse outcome in our ongoing judicial proceedings could have a material adverse effect on our results of operations.Â Â Â Â Â Gross profit. Gross profit decreased from $67.3 million for the three months ended September 30, 2023 to $63.5 million for the three months ended September 30, 2024, a decrease of $3.8 million or 6%. Gross profit margin for the three months ended September 30, 2023 was 62.7% compared to 60.7% for the three months ended September 30, 2024. For the three months ended September 30, 2024, the total cost of revenue increased by 3% compared to a decline in revenue of 3% for the three months ended September 30, 2024. As a result, our gross profit margin declined by 200 basis points period over period. We expect margin pressures in the short-term as our ability to increase revenue remains challenged by a lack of new client contracts combined with unfavorable mix and continued investment in our new products and services.Â Â Â Â Sales and marketing expenses. As a percentage of our revenue, sales and marketing expenses were 34% and 33% for the three months ended September 30, 2024 and 2023, respectively. In dollar terms, sales and marketing expenses increased from $35.6 million for the three months ended September 30, 2023 to $35.8 million for the three months ended September 30, 2024, an increase of $0.2 million or 0.5%. This increase was primarily due to an increase in employee compensation and benefits of $0.4 million, an increase of administrative allocations and all other costs of $0.8 million. These increases were offset by declines in marketing and advertising costs of $0.6 million and contract labor of $0.5 million. We will continue to seek additional revenue by selectively investing in resources and marketing programs that we believe will be scalable and help drive future revenue growth.Â Â Â Â General and administrative expenses. General and administrative expenses decreased from $18.4 million for the three months ended September 30, 2023 to $16.5 million for the three months ended September 30, 2024, a decrease of $1.9 million or 10%. This decrease was comprised of several items, which included a decrease in salaries, wages, bonuses and benefits of $2.1 million, an increase in administrative allocations of $1.0 million, a decline in sales and other taxes of $0.1 million and a decrease of travel expenses of $0.1 million. These favorable variances were offset by an increase in computer supplies, software and license costs of $1.0 million, an increase in all other costs of $0.2 million, an increase in professional fees of $0.1 million and an increase in facility costs of $0.1 million. Looking forward on a quarter-over-quarter basis, we are monitoring the demand for our services in light of current global economic conditions and competitive pressures and will adjust our expenditures accordingly. However, we expect to incur higher expenses associated with supporting the growth of our business, both in terms of size and geographical diversity. Our company costs that are expected to increase in the future include costs relating to additional information systems costs, costs for additional personnel in our accounting, human resources, IT and legal functions, SEC and Nasdaq fees, and incremental professional, legal, audit and insurance costs. As a result, we expect continued pressure on our general and administrative expenses in future periods.Reorganization costs. Given our current business conditions, we began a process to evaluate and optimize our cost structure through a headcount reduction during the nine months ended September 30, 2024. As a result, we recognized reorganization costs of $1.4Â million for the three months ended September 30, 2024 compared to none for the three months ended September 30, 2023. The costs were primarily related to severance costs associated with employee terminations. We are continuing our evaluation and expect to incur additional reorganization costs during the fourth quarter of 2024, which will be primarily related to severance costs. These reorganization costs are not related to our plans to wind down the offering of services for Oracle PeopleSoft products as described above.Â Â Â Â Litigation costs, net of related insurance recoveries. Litigation costs, net of related insurance recoveries, consist of the following (in thousands):28Three Months Ended September 30,Â 20242023ChangeLitigation expense$58,512Â $â€”Â $58,512Â Professional fees and other costs of litigation879Â 2,127Â (1,248)Litigation costs and related recoveries, net$59,391Â $2,127Â $57,264Â Â Litigation expense increased from no expense for the three months ended September 30, 2023 to $58.5 million for the three months ended September 30, 2024. On September 23, 2024, the District Court issued its order on Oracleâ€™s motion for attorneysâ€™ fees and taxable costs. The District Court awarded Oracle $58.2 million in attorneysâ€™ fees and $0.3 million in costs. As a result, we have accrued $58.5 million related to this matter for the three months ended September 30, 2024.Professional fees and other costs associated with litigation decreased from $2.1 million for the three months ended September 30, 2023 to $0.9 million for the three months ended September 30, 2024, a decrease of $1.2 million. This decrease was primarily due to the timing of when the costs were incurred related to our appeal of the Rimini II decision with the Ninth Circuit. There were no insurance costs and related recoveries, net incurred for either the three months ended September 30, 2023 or for the three months ended September 30, 2024. We are self-insured for any costs related to any current or future intellectual property litigation. We currently believe our cash on hand, accounts receivable, contractually committed backlog and borrowing capacity under our 2024 Credit Facility provides us with sufficient liquidity to cover our ongoing attorneysâ€™ fees and related costs, such as travel, hotels and consultants, associated with ongoing litigation, including Rimini II. However, please refer to the litigation matters as disclosed in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for further information.Â Â Â Â Interest expense. Interest expense increased from $1.4 million for the three months ended September 30, 2023 to $1.6 million for the three months ended September 30, 2024. Interest expense slightly increased primarily due to rising interest rates on our Credit Facilities, which increased from an average interest rate of 7.1% for the three months ended September 30, 2023 to an average interest rate of 8.1% for the three months ended September 30, 2024. Â Â Â Â Â Other income (expenses), net. Other income (expenses), net is primarily comprised of interest income, foreign exchange gains and losses, and other non-operating income and expenses. For the three months ended September 30, 2024, net other expenses of approximately $0.6 million was comprised primarily of foreign exchange losses of $1.7 million and other expenses of $0.1 million, which were offset by interest income from cash and cash equivalents of $1.1 million. For the three months ended September 30, 2023, net other income of approximately $1.0 million was comprised primarily of gains from cash equivalents and investments of $1.1 million which were offset, in part, by foreign exchange losses of approximately $0.1Â million. Â Â Â Â Â Income taxes. We had an income tax expense of $4.0 million for the three months ended September 30, 2023 compared to an income tax benefit of $8.7 million for the three months ended September 30, 2024. For the three months ended September 30, 2024, the primary reason for the change in income taxes was due to a decrease of income (loss) before taxes of $62.6 million in the current year period compared to the prior year period. 29Comparison of Nine Months Ended September 30, 2024 and 2023Â Our consolidated statements of operations for the nine months ended September 30, 2024 and 2023, are presented below (in thousands):Â Nine Months EndedSeptember 30,Variance20242023AmountPercentRevenue$314,540Â $319,386Â $(4,846)(1.5)%Cost of revenue:Employee compensation and benefits80,957Â 76,478Â 4,479Â 5.9%Engineering consulting costs18,905Â 19,269Â (364)(1.9)%Administrative allocations (1)12,324Â 10,659Â 1,665Â 15.6%All other costs14,044Â 12,396Â 1,648Â 13.3%Total cost of revenue126,230Â 118,802Â 7,428Â 6.3%Gross profit188,310Â 200,584Â (12,274)(6.1)%Â Â Â Â Â Â Â Â Â Â Â Â Gross profit margin59.9Â %62.8Â %Operating expenses:Â Â Â Â Sales and marketing112,299Â 107,356Â 4,943Â 4.6%General and administrative54,460Â 55,475Â (1,015)(1.8)%Reorganization costs4,639Â 59Â 4,580Â 7,762.7%Litigation costs and related recoveries, net63,918Â 5,475Â 58,443Â 1,067.5%Total operating expenses235,316Â 168,365Â 66,951Â 39.8%Operating income(47,006)32,219Â (79,225)(245.9)%Non-operating income and (expenses):Â Â Â Â Interest expense(4,401)(4,139)(262)6.3%Other income (expenses), net1,814Â 1,799Â 15Â 0.8%Income before income taxes(49,593)29,879Â (79,472)(266.0)%Income taxes6,662Â (13,171)19,833Â (150.6)%Net income (loss)$(42,931)$16,708Â $(59,639)(356.9)%(1)Includes the portion of costs for IT, security services and facilities costs that are allocated to cost of revenue. In our Unaudited Condensed Consolidated Financial Statements, the total of such costs is allocated between cost of revenue, sales and marketing, and general and administrative expenses, based primarily on relative headcount, except for facilities which is based on occupancy.Â Â Â Â Revenue. Revenue declined from $319.4 million for the nine months ended September 30, 2023 to $314.5 million for the nine months ended September 30, 2024, a decrease of $4.8 million or 2%. Although there was a 2% increase in the average number of unique clients from 1,520 for the nine months ended September 30, 2023 to 1,545 for the nine months ended September 30, 2024, revenue declined primarily due to the attrition of some large client contracts as certain clients did not renew specific subscriptions in prior periods due to varying reasons, which is now being reflected in our revenue during the current period. On a geographic basis, United States revenue declined from $163.1 million for the nine months ended September 30, 2023 to $156.9 million for the nine months ended September 30, 2024, a decrease of $6.3 million or 4%. Our international revenue grew from $156.2 million for the nine months ended September 30, 2023 to $157.7 million for the nine months ended September 30, 2024, an increase of $1.5 million or 1%.Â Â Â Â Â Cost of revenue. Cost of revenue increased from $118.8 million for the nine months ended September 30, 2023 to $126.2 million for the nine months ended September 30, 2024, an increase of $7.4 million or 6%. The key drivers related to the cost of revenue increase were a $4.5 million increase in employee compensation and benefits to support an average headcount increase of 16%, a $1.7 million increase in administrative allocations and a $1.6 million increase in all other costs. These cost increases were offset by a $0.4 million decline in engineering consulting costs.Â Â Â Â Â Â Gross profit. Gross profit decreased from $200.6 million for the nine months ended September 30, 2023 to $188.3 million for the nine months ended September 30, 2024, a decrease of $12.3 million or 6%. Gross profit margin for the nine 30months ended September 30, 2023 was 62.8% compared to 59.9% for the nine months ended September 30, 2024. For the nine months ended September 30, 2024, the total cost of revenue increased by 6%, primarily due to an increase in average headcount of 16% compared to a decline in revenue of 2% for the nine months ended September 30, 2024. As a result, our gross profit margin declined by 290 basis points period over period. We expect margin pressures as our ability to increase revenue remains challenged by a lack of new client contracts combined with unfavorable mix and continued investment in our new products and services.Â Â Â Â Sales and marketing expenses. As a percentage of our revenue, sales and marketing expenses were 36% and 34% for the nine months ended September 30, 2024 and 2023, respectively. In dollar terms, sales and marketing expenses increased from $107.4 million for the nine months ended September 30, 2023 to $112.3 million for the nine months ended September 30, 2024, an increase of $4.9 million or 5%. This increase was primarily due to an increase in travel and entertainment costs of $5.2 million, primarily related

to a sales training event held in January 2024. In addition, we incurred an increase in employee compensation and benefits of $0.6Â million and an increase of administrative allocations and all other costs of $1.9 million. These increases were offset by declines in marketing and advertising costs of $1.8 million and contract labor of $1.2 million. We will continue to seek additional revenue growth by selectively investing in resources and marketing programs that we believe will be scalable and help drive revenue growth.Â Â Â Â General and administrative expenses. General and administrative expenses decreased from $55.5Â million for the nine months ended September 30, 2023 to $54.5Â million for the nine months ended September 30, 2024, a decrease of $1.0Â million or 2%. This decrease was comprised of several items, which included a decline in employee compensation and benefits of $2.0 million, a favorable increase in the administrative allocations of $2.4 million, a reduction of sales and other taxes of $0.5 million and a decrease in travel and entertainment of $0.2 million. These decreases were offset, in part, by an increase for computer supplies, software and licenses of $2.4 million, an increase in all other costs of $0.8 million, an increase in contract labor of $0.7 million and an increase of rent and facility costs of $0.2 million. Reorganization costs. Given our current business conditions, we began a process to evaluate and optimize our cost structure through a headcount reduction during the nine months ended September 30, 2024. As a result, we recognized reorganization costs of $4.6Â million for the nine months ended September 30, 2024 compared to $59.0Â thousand for the nine months ended September 30, 2023. The costs were primarily related to severance costs associated with employee terminations. We are continuing our evaluation and expect to incur additional reorganization costs during the fourth quarter of 2024, which will be primarily related to severance costs. These reorganization costs are not related to our plans to wind down the offering of services for Oracle PeopleSoft products as described above.Litigation costs, net of related insurance recoveries. Litigation costs, net of related insurance recoveries, consist of the following (in thousands):Nine Months EndedSeptember 30,Â 20242023ChangeLitigation expense$58,512Â $â€”Â $58,512Â Professional fees and other costs of litigation5,406Â 5,475Â (69)Litigation costs and related recoveries, net$63,918Â $5,475Â $58,443Â Â Litigation expense increased from no expense for the nine months ended September 30, 2023 to $58.5 million for the nine months ended September 30, 2024. On September 23, 2024, the District Court issued its order on Oracleâ€™s motion for attorneysâ€™ fees and taxable costs. The District Court awarded to Oracle $58.2 million in attorneysâ€™ fees and $0.3 million in costs. As a result, we have accrued $58.5 million related to this matter for the nine months ended September 30, 2024.Â Â Â Â Professional fees and other costs associated with litigation decreased from $5.5Â million for the nine months ended September 30, 2023 to $5.4Â million for the nine months ended September 30, 2024, a decrease of $0.1Â million. This decrease was primarily due to the timing of when costs were incurred for our appeal preparation of the Rimini II decision with the Ninth Circuit. There were no insurance costs and related recoveries, net incurred for either the nine months ended September 30, 2023 or for the nine months ended September 30, 2024. We are self-insured for any costs related to any current or future intellectual property litigation. We currently believe our cash on hand, accounts receivable, contractually committed backlog and borrowing capacity under our 2024 Credit Facility provides us with sufficient liquidity to cover our ongoing attorneysâ€™ fees and related costs, such as travel, hotels and consultants, associated with ongoing litigation, including Rimini II. However, 31please refer to the litigation matters as disclosed in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for further information.Â Â Â Â Interest expense. Interest expense increased from $4.1Â million for the nine months ended September 30, 2023 to $4.4Â million for the nine months ended September 30, 2024. Interest expense slightly increased primarily due to rising interest rates on our Credit Facilities, which increased from an average interest rate of 6.8% for the nine months ended September 30, 2023 to an average interest rate of 7.7% for the nine months ended September 30, 2024. Â Â Â Â Â Other income (expenses), net. Other income (expenses), net is primarily comprised of interest income, foreign exchange gains and losses, and other non-operating income and expenses. For the nine months ended September 30, 2024, net other income of approximately $1.8Â million was comprised primarily of income from cash equivalents and investments of $3.0 million which were offset, in part, by foreign exchange losses of $0.6 million and other expenses of $0.6 million. For the nine months ended September 30, 2023, net other income of approximately $1.8Â million was comprised primarily of gains from cash equivalents and investments of $2.8 million which were offset, in part, by foreign exchange losses of approximately $0.7Â million and other expenses of $0.3 million. Â Â Â Â Â Income taxes. We recorded income tax expense of $13.2Â million for the nine months ended September 30, 2023 compared to an income tax benefit of $6.7Â million for the nine months ended September 30, 2024. For the nine months ended September 30, 2024, the primary reason for the change in income taxes was due to a decline of income (loss) before taxes of $79.5Â million in the current year period compared to the prior year period. Liquidity and Capital ResourcesÂ OverviewÂ Â Â Â Â As of September 30, 2024, we had a working capital deficit of $93.7 million and an accumulated deficit of $245.1 million. For the three months ended September 30, 2024, we recorded a net loss of $43.1Â million. As of September 30, 2024, we had available cash, cash equivalents and restricted cash of $119.9 million. On April 30, 2024, we refinanced our Original Credit Facility, which had an outstanding principal balance of $70.9 million, with a new five-year senior secured credit facility (â€œ2024 Credit Facilityâ€) consisting of a $75.0 million term loan and a $35.0 million revolving line of credit. As of September 30, 2024, we had outstanding term loan borrowings under our 2024 Credit Facility of $74.1Â million. In addition, we had availability of $35.0 million under our new revolving line of credit as of September 30, 2024. We borrowed $15.0 million under the revolving line of credit on October 21, 2024. On October 22, 2024, we paid the full amount of the court ordered attorneysâ€™ fees and costs in the Rimini II litigation, as discussed in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report.We have a choice of interest rates under the 2024 Credit Facility between (a) SOFR and (b) Base Rate, in each case plus an applicable margin. The applicable margin remains the same as the Original Credit Facility and is based on our Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether we elect SOFR (ranging from 2.75% to 3.50%) or a Base Rate (ranging from 1.75% to 2.5%). Interest on the unused portion of the revolving credit line is at rates of between 25 to 40 basis points, depending on our Consolidated Total Leverage Ratio. Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5%, and 10%, respectively, with the remaining balance due at the end of the original term.The 2024 Credit Facility contains certain financial covenants, including a minimum fixed charge coverage ratio greater than 1.25, a total leverage ratio less than 3.75, and a minimum liquidity balance of at least $20Â million in U.S. cash. We believe that we are in compliance with these financials covenants for the three months ended September 30, 2024.Please refer to Note 5 to the Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for information regarding our 2024 Credit Facility.Â Â Â Â A key component of our business model requires that substantially all clients prepay us annually for the services we will provide over the following year or longer. As a result, we typically collect cash from our clients in advance of when the related service costs are incurred, which resulted in deferred revenue of $202.3 million that is included in current liabilities as of September 30, 2024. Therefore, we believe that working capital deficit is not as meaningful in evaluating our liquidity since the costs of fulfilling our commitments to provide services to clients are currently limited to approximately 39% of the related deferred revenue based on our gross profit percentage of 61% for the three months ended September 30, 2024.32Â Â Â Â For the next year, assuming that our operations are not significantly impacted by rising inflation, continued interest rate changes, other global economic or geopolitical uncertainties, or the litigation matters as disclosed in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report, we believe that cash, cash equivalents and restricted cash of $119.9 million as of September 30, 2024, plus future cash flows from operating activities and our 2024 Credit Facility will be sufficient to meet our anticipated cash needs including working capital requirements, planned capital expenditures and our contractual obligations. Our future capital requirements depend on many factors, including client growth, number of employees, expansion of sales and marketing activities, and the introduction of new and enhanced services offerings. We may also enter into arrangements to acquire or invest in complementary businesses, services, technologies, or intellectual property rights in the future. We may choose to seek additional debt or equity financing to support these long-term capital requirements. In an economic downturn, we may also be unable to raise capital through debt or equity financings on terms acceptable to us or at all. Covenants in our 2024 Credit Facility could also have consequences on our operations, including restricting or delaying our ability to obtain additional financing, potentially limiting our ability to adjust to rapidly changing market conditions or respond to business opportunities. Additionally, in challenging and uncertain economic environments, we cannot predict when macroeconomic uncertainty may arise, whether or when such circumstances may improve or worsen or what impact such circumstances could have on our business and our liquidity requirements.Â Â Â Â For the nine months ended September 30, 2024, we used cash flows in our operating activities of approximately $1.2 million, which was derived from a net loss of $42.9 million as well as adjustments to reconcile net loss to net cash of approximately $0.8 million and a favorable change in operating assets and liabilities of approximately $41.0 million.Cash Flows SummaryÂ Â Â Â Â Presented below is a summary of our operating, investing and financing cash flows (in thousands):Â Nine Months Ended September 30,Â 20242023Net cash provided by (used in):Operating activities$(1,169)$13,613Â Investing activities7,128Â (4,158)Financing activities46Â (5,120)Â The effect of foreign currency translation changes was unfavorable by $1.9 million and $5.1 million for the nine months ended September 30, 2024 and 2023, respectively, due to unfavorable foreign exchange impacts related to foreign cash. For the nine months ended September 30, 2024, we experienced a change in foreign currency exchange rates as the U.S. dollar strengthened against the majority of foreign currencies where we operate. The unfavorable foreign currency impact was primarily related to our foreign cash held in Japan and Brazil as those local currencies weakened against the U.S. dollar.Cash Flows Provided By (Used In) Operating ActivitiesÂ Â Â Â Â As clients typically prepay us annually for the services which we will provide over the following year or longer, we typically collect cash in advance of the date when the vast majority of the related services are provided. Â Â Â Â For the nine months ended September 30, 2024, cash flows used in operating activities amounted to approximately $1.2 million. The key drivers resulting in our cash provided by operating activities for the nine months ended September 30, 2024, included a net loss of $42.9 million and adjustments to reconcile a net loss to net cash totaling $0.8 million, as well as favorable changes in operating assets and liabilities of $41.0 million, resulting in net cash used in operating activities of $1.2 million. For the nine months ended September 30, 2024, adjustments to reconcile a net loss to net cash consisted primarily of stock-based compensation expense of $7.1Â million, amortization and accretion related to operating lease ROU assets of $3.4Â million, depreciation and amortization expense of $2.7Â million, accretion and amortization of debt discount and issuance costs of $0.6 million and an unfavorable change in deferred income taxes of $13.0 million. For the nine months ended September 30, 2024, the changes in operating assets and liabilities, net consisted of favorable changes to accounts receivable of $51.1Â million, accrued liabilities of $48.3 million and deferred contract costs of $4.0 million. The favorable change to accounts receivable was a result of collecting $304.8 million during the nine months ended September 30, 2024 which was offset by billings, net of $250.9 million during the nine months ended September 30, 2024. As a result, our days sales outstanding for 33accounts receivable was 115 days as of September 30, 2024. The favorable change related to accrued liabilities was primarily a result of recording an expense of $58.5 million related to the District Court ruling for the nine months ended September 30, 2024. The favorable change in deferred contract costs was due to capitalizing $10.8 million of commissions and amortizing $14.8 million of deferred contract costs during the nine months ended September 30, 2024. Offsetting these favorable changes were unfavorable changes to deferred revenue of $60.8 million, accounts payable of $1.4 million and prepaid expenses, deposits and other of $0.2 million. Regarding the use of cash for deferred revenue, it was due to recognizing $314.5 million in revenue for the current period, which was offset by recording billings, net of $250.9 million during the current period.For the nine months ended September 30, 2023, cash flows provided by operating activities amounted to approximately $13.6 million. The key drivers resulting in our cash provided by operating activities for the nine months ended September 30, 2023 included net income of $16.7 million, as well as adjustments to reconcile net income to net cash totaling $21.4Â million. These two items were offset, in part, by unfavorable changes in operating assets and liabilities of $24.5Â million, resulting in net cash provided by operating activities of $13.6 million. For the nine months ended September 30, 2023, adjustments to reconcile net income to net cash consisted primarily of stock-based compensation expense of $9.1 million, amortization and accretion related to operating lease ROU assets of $3.3 million, depreciation and amortization expense of $2.0 million, accretion and amortization of debt discount and issuance costs of $0.7 million and deferred income taxes of $6.3 million. For the nine months ended September 30, 2023, the changes in operating assets and liabilities, net primarily consisted of favorable changes to accounts receivable of $54.1 million and deferred contract costs of $0.7Â million. The favorable change to accounts receivable was a result of collecting $314.2 million during the nine months ended September 30, 2023 compared to billings, net of $257.9 million during the nine months ended September 30, 2023. As a result, our days sales outstanding for accounts receivable was 101 days as of September 30, 2023. The favorable change in deferred contract costs was due to capitalizing $13.6 million of commissions and amortizing $14.3Â million of deferred contract costs during the nine months ended September 30, 2023.The favorable cash sources noted above were offset by unfavorable uses of cash related to changes to accrued liabilities of $14.7Â million, deferred revenue of $57.7Â million, accounts payable of $2.6Â million and prepaid expenses, deposits and other assets of $4.3Â million. The unfavorable use of cash for accrued liabilities was due to making payments of $2.5 million related to our reorganization plan, incurring incremental professional fee payments of $5.1 million, and paying incremental compensation related primarily to bonuses and commissions of $1.7 million during the nine months ended September 30, 2023. The related use of cash for deferred revenue was due to recognizing $319.4 million of revenue during the period, which was offset by recording billings, net of $257.9 million during the nine months ended September 30, 2023.Â Â Â Â Cash Flows Provided By (Used In) Investing ActivitiesÂ Â Â Â Â Cash provided by investing activities totaled $7.1 million for the nine months ended September 30, 2024 and cash used in investing activities totaled $4.2 million for the nine months ended September 30, 2023. For the nine months ended September 30, 2024, cash provided by investing activities was primarily driven by proceeds from sales of short-term investments of $6.3Â million and maturities of short-term investments of $10.9 million, offset by purchases of short-term investments of $7.5Â million and capital expenditures of $2.7Â million for leasehold improvements, software development costs, and computer equipment. The capital expenditures of $2.7Â million consisted primarily of capitalized software development costs, new computer equipment, and furniture and fixtures in our U.S. entity of $2.0 million and $0.7 million for computer equipment at our foreign locations, primarily in Brazil of $0.2 million and in India of $0.3 million.For the nine months ended September 30, 2023, cash used in investing activities of $4.2Â million consisted of investment purchases of $24.1 million and capital expenditures of $3.7 million, which were offset by proceeds from maturities of short-term investments of $23.6 million. The capital expenditures of $3.7 million consisted primarily of new computer equipment and capitalized development costs in our U.S. entity of $2.3Â million and for computer equipment at our foreign locations of $1.4Â million, primarily in Brazil of $0.3Â million and India of $0.9Â million.Cash Flows Provided By (Used In) Financing ActivitiesÂ Â Â Â Â For the nine months ended September 30, 2024, cash provided by financing activities of $46.0 thousand was attributable to proceeds received from the 2024 Credit Facility of $2.9 million, which were offset by principal payments related to the Original Credit Facility of $2.6 million and capital lease payments of $0.3 million. 34For the nine months ended September 30, 2023, cash utilized in financing activities of $5.1 million was attributable to principal payments related to the Original Credit Facility of $3.9 million, payments to repurchase shares of Common Stock totaling $1.0 million and capital lease payments of $0.2 million. These cash uses were offset by proceeds of $0.1 million received from stock option exercises.Foreign SubsidiariesÂ Â Â Â Â Our foreign subsidiaries and branches are dependent on our U.S.-based parent for continued funding. We currently do not intend to repatriate any amounts that have been invested overseas back to the U.S.-based parent. However, we may still be liable for withholding taxes, state taxes, or other income taxes that might be incurred upon the repatriation of foreign earnings. We have not made any provision for additional income taxes on undistributed earnings of our foreign subsidiaries. As of September 30, 2024, we had cash and cash equivalents of $39.9 million held by our foreign subsidiaries.Â Critical Accounting EstimatesÂ Â Â Â Â Our managementâ€™s discussion and analysis of financial condition and results of operations is based on our Unaudited Condensed Consolidated Financial Statements, which have been prepared in accordance with U.S. GAAP. The preparation of these Consolidated Financial Statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the Consolidated Financial Statements, as well as the reported revenue and expenses during the reporting periods. These items are monitored and analyzed for changes in facts and circumstances, and material changes in these estimates could occur in the future. We base our estimates on historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Changes in estimates are reflected in reported results for the period in which they become known. Actual results may differ from these estimates under different assumptions or conditions. We describe our significant accounting policies in Note 2 to our Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of our 2023 Form 10-K, and we discuss our critical accounting policies and estimates in the â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ section included in Part II, Item 7 of our 2023 Form 10-K. Since the filing of our 2023 Form 10-K, there have been no material changes in our critical accounting policies and estimates from those disclosed therein.Recent Accounting PronouncementsÂ Â Â Â Â From time to time, new accounting pronouncements are issued by the FASB or other standard setting bodies that are adopted by us as of the specified effective date. For additional information on recently issued accounting standards and our plans for adoption of those standards, please refer to the section titled Recent

Accounting Pronouncements under Note 2 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report.Recently Issued Accounting StandardsIn December 2023, the FASB issued ASU 2023-09, â€œIncome Taxes - Improvements to Income Tax Disclosures.â€ The guidance requires disaggregating income tax disclosures relating to the effective tax rate reconciliation and income taxes paid. ASU 2023-09 is effective for annual periods beginning after December 15, 2024, though early adoption is permitted. We are assessing the impact of the adoption of this guidance on our Consolidated Financial Statements and related disclosures.We believe that no other recently issued accounting standards will have a material impact on our Unaudited Condensed Consolidated Financial Statements or apply to our operations.ITEM 3. Quantitative and Qualitative Disclosures About Market Risk.Â Foreign Currency Exchange RiskÂ Â Â Â We have foreign currency risks related to our revenue and operating expenses denominated in currencies other than the U.S. Dollar, primarily the Euro, British Pound Sterling, Brazilian Real, Australian Dollar, Indian Rupee and Japanese Yen. For the three months ended September 30, 2024 and 2023, we generated approximately 51% and 48% of our revenue from our international business, respectively. Increases in the relative value of the U.S. Dollar to other currencies may negatively affect our revenue, partially offset by a positive impact to operating expenses in other currencies as expressed in U.S. Dollars. We have experienced and will continue to experience fluctuations in our net income as a result of transaction gains or losses related to revaluing certain current asset and current liability balances, including intercompany receivables and payables, which are 35denominated in currencies other than the functional currency of the entities in which they are recorded. While we have not engaged in the hedging of our foreign currency transactions to date, we evaluate the costs and benefits of entering into future hedge transaction for currencies other than the U.S. Dollar.As of September 30, 2024, the effect of a hypothetical 10% change in foreign currency exchange rates applicable to our business would have impacted our income (loss) before income taxes by a plus or minus of $3.3Â million in our Consolidated Statements of Operations and Comprehensive Income and would have impacted the effect of foreign currency changes on cash by a plus or minus $4.3Â million in our Consolidated Statement of Cash Flows.Interest Rate RiskÂ Risk with Respect to InvestmentsÂ Â Â Â We hold cash and cash equivalents for working capital purposes. We do not have material exposure to market risk with respect to investments, as any investments we enter into are primarily highly liquid investments.Variable Rate DebtOn April 30, 2024, we refinanced our Original Credit Facility, which had an outstanding principal balance of $70.9 million, with a new five-year senior secured credit facility (â€œ2024 Credit Facilityâ€) consisting of a $75.0 million term loan and a $35.0 million revolving line of credit. For the term loan, we have a choice of interest rates between (a) SOFR and (b) a Base Rate (as defined in the 2024 Credit Facility), in each case plus an applicable margin. The applicable margin is based on our Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether we elect SOFR (ranging from 2.75% to 3.5%) or Base Rate (ranging from 1.75% to 2.5%). The revolving line of credit bears interest on the unused portion of the credit line at rates of 25 to 40 basis points, depending on our Consolidated Total Leverage Ratio.Accordingly, we are exposed to market risk due to variable interest rates based on SOFR. As of September 30, 2024, we had $74.1 million outstanding debt under the 2024 Credit Facility and no borrowings under the revolving line of credit. On October 21, 2024, we borrowed $15.0 million under the 2024 Credit Facility revolving line of credit. As of September 30, 2024, a hypothetical adverse change of 100 basis points in SOFR would have resulted in an increase of approximately $0.7Â million in annual interest expense. See â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in Part I, Item 2 as well as Note 5 and Note 11 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for more information related to the 2024 Credit Facility.ITEM 4. Controls and ProceduresÂ Evaluation of Disclosure Controls and ProceduresÂ Â Â Â We maintain a system of disclosure controls and procedures that are designed to reasonably ensure that information required to be disclosed in our SEC reports is recorded, processed, summarized, and reported within the time periods specified in the SECâ€™s rules and forms, and to reasonably ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure.Â Â Â Â Â Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act) (â€œDisclosure Controlsâ€) will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. We monitor our Disclosure Controls and make modifications as necessary; our intent in this regard is that the Disclosure Controls will be modified as systems change and conditions warrant.36Â Â Â Â Â In connection with the preparation of this Report, as of September 30, 2024,Â an evaluation of the effectiveness of the design and operation of our Disclosure Controls was performed. This evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer. Based on this evaluation, they concluded that our disclosure controls and procedures were effective to provide reasonable assurance that information required to be disclosed in our SEC reports is recorded, processed, summarized, and reported within the time periods specified in the SECâ€™s rules and forms, and to reasonably ensure that such information is accumulated and communicated to our management, including our Chief Executive Officer and our Chief Financial Officer, as appropriate, to allow for timely decisions regarding required disclosure. Changes in Internal Control over Financial ReportingÂ There were no changes in our internal control over financial reporting during the fiscal quarter ended September 30, 2024 that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.PART II - OTHER INFORMATIONITEM 1. Legal Proceedings.Â Â Â Â Â The legal proceedings described in Note 8 to our Unaudited Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report are incorporated herein by reference. In addition, from time to time, we may be a party to litigation and subject to claims incident to the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, we currently believe that the final outcome of these ordinary course matters will not have a material adverse effect on our business. Regardless of the outcome, litigation can have an adverse impact on us because of judgment, defense and settlement costs, diversion of management resources and other factors.ITEM 1A. Risk Factors. Â Â Â Â Â Factors that could cause our actual results to differ materially from those in this Report are any of the risks described in this Item 1A. Any of these factors could result in a significant or material adverse effect on our business, financial condition, results of operations and cash flows. Additional risk factors not presently known to us or that we currently deem immaterial may also impair our business or results of operations. In addition, risk factors relating to economic uncertainties and downturns in the general economy or the industries in which our clients operate should be interpreted as heightened risks in the current macroeconomic global environment.Â Â Â Â Â Our business operations are subject to a number of risk factors that may adversely affect our business, financial condition, results of operations or cash flows. If any significant adverse developments resulting from these risk factors should occur, the trading price of our securities could decline, and moreover, investors in our securities could lose all or part of their investment in our securities.Â Â Â Â Â You should refer to the explanation of the qualifications and limitations on forward-looking statements under the section titled â€œCautionary Note About Forward-Looking Statementsâ€ set forth under â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in Part I, Item 2 of this Report. All forward-looking statements made by us are qualified by the risk factors described below.Â The following is a summary of some of the principal risk factors which are more fully described below. Risks Related to Our Business, Operations and Industryâ€¢Since 2010, we and our Chief Executive Officer, Chairman of the Board and President have been involved in continuing litigation with Oracle. Adverse outcomes and future adverse outcomes in the ongoing litigation could result in the payment of substantial attorneysâ€™ fees and/or costs and/or injunctions against certain of our business practices.â€¢The Oracle software products that are part of our ongoing Rimini I Injunction compliance and that are the subject of the Rimini II litigation with Oracle and the Rimini II Injunction represent a significant portion of our current revenue.â€¢Our ongoing litigation with Oracle presents challenges for maintaining and growing our business.â€¢Oracle has a history of litigation against companies offering alternative support programs for Oracle products, and Oracle could pursue additional litigation with us.â€¢Economic uncertainties, changes in economic conditions, including rising inflation, or downturns in the general economy or the industries in which our clients operate, may result in increased costs of operations, could 37disproportionately affect the demand for our products and services and could negatively impact our results of operations.â€¢The market for independent software support services is relatively undeveloped and may not grow.â€¢We face significant competition the services comprising each component of our Solutions Portfolio.â€¢We have had a history of losses and may not achieve revenue growth or profitability in the future.â€¢If we are unable to attract new clients or retain and sell additional products or services to existing clients, our revenue growth could be adversely affected.â€¢Our past revenue growth and financial performance are not indicative of future performance, and if our revenue continues to decline or fails to grow at a rate sufficient to offset expenses, we may not be able to achieve and maintain profitability in future periods.â€¢We may not be able to effectively manage efforts for future growth or execute such efforts successfully.â€¢If our retention rates continue to decrease or we do not accurately predict retention rates, our future revenue and results of operations may be harmed.â€¢Because we recognize revenue from subscriptions over the term of the relevant contract, downturns or upturns in sales are not immediately reflected in full in our results of operations.â€¢Due to the variability of timing in our sales cycle, if we fail to forecast our revenue accurately, or if we fail to match our expenditures with corresponding revenue, our results of operations and liquidity could be adversely affected.â€¢Our future liquidity and results of operations may be adversely affected by the timing of new orders, the level of client renewals and cash receipts from clients.â€¢The loss or disability of one or more key employees could harm our business.â€¢The failure to attract and retain additional qualified personnel, including sales personnel, or to expand our marketing and sales capabilities could prevent us from executing our business strategy.â€¢Our failure to generate significant capital through our operations or raise additional capital necessary to fund and expand our operations, invest in new services and products, and service our debt could reduce our ability to compete and could harm our business.â€¢Our business may suffer if it is alleged or determined that our technology infringes othersâ€™ intellectual property rights.â€¢Interruptions to or degraded performance of our services could result in client dissatisfaction, damage to our reputation, loss of clients, limited growth and reduction in revenue.â€¢Interruptions or performance problems with SaaS technologies and related services from third parties that we use to operate critical functions of our business, including any deficiencies associated with generative artificial intelligence (AI) technologies potentially used by such third parties, may adversely affect our business and operating results.â€¢We may experience fluctuations in our results of operations due to the sales cycles for our products and services, which makes our future results difficult to predict and could cause our results of operations to fall below expectations.â€¢We may need to change our pricing models to compete successfully.â€¢We may not be able to scale our business systems quickly enough to meet our clientsâ€™ changing needs or decrease our costs adequately in response to changing client demand, and if we are not able to manage these changes efficiently, our results of operations could be harmed.â€¢Because our long-term strategy involves further expansion of our sales to clients outside the United States, our business will be susceptible to risks associated with global operations, including currency exchange rate fluctuations.â€¢Consolidation in our target sales markets is continuing at a rapid pace, which could harm our business in the event that our clients are acquired and their agreements are terminated, or not renewed or extended.â€¢If there is a widespread shift by clients or potential clients to enterprise software vendors, products and releases for which we do not provide software products or services, our business, financial condition and results of operations would be adversely impacted.â€¢Cybersecurity threats continue to increase in frequency and sophistication; if our data security measures are compromised or our services are perceived as not being secure, clients may curtail or cease their use of our services, our reputation may be harmed, and we may incur significant liabilities.â€¢We are subject to governmental and other legal obligations related to privacy and security, and our actual or perceived failure to comply with such obligations could harm our business.â€¢If our products and services fail due to defects or other similar problems, and if we fail to correct any defect or other software problems, we could lose clients, become subject to service performance or warranty claims or incur significant costs.â€¢If we are not able to maintain an effective system of internal control over financial reporting, investors could lose confidence in our financial reporting, which could harm our business and have an adverse effect on our Common Stock price.â€¢If we fail to enhance and protect our brand, our ability to expand our client base will be impaired.â€¢If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, experience reduced revenue and incur costly litigation to protect our rights.38â€¢We may be subject to additional obligations to collect and remit sales tax, VAT and other taxes, and we may be subject to tax liability, interest and/or penalties for past sales, which could adversely harm our business.â€¢The amount of and ultimate realization of the benefits from the net operating loss carryforwards for income tax purposes is dependent, in part, upon future events, the effects of which cannot be determined; if we are not able to use a significant portion of our net operating loss carryforwards, our profitability could be adversely affected.â€¢We are a multinational organization, and we could be obligated to pay additional taxes in various jurisdictions.â€¢Our reputation and/or business could be negatively impacted by ESG matters and/or our reporting of such matters.Risks Related to our Indebtedness, Capitalization Matters and Corporate Governanceâ€¢Our level of indebtedness and any future indebtedness we may incur may limit our operational and financing flexibility.â€¢The terms of our 2024 Credit Facility impose operating and financial restrictions on us.â€¢Our variable rate indebtedness subjects us to interest rate risk, which, along with the phase-out of LIBOR and transition to SOFR, could cause our indebtedness service obligations to increase significantly.â€¢The price of our Common Stock may be volatile and risk compliance with stock exchange requirements.â€¢Any issuance of Common Stock upon the exercise of remaining warrants will dilute existing stockholders and such issuances and/or any sales of Common Stock by large stockholders may depress the market price of our Common Stock.â€¢Certain of our common stockholders can exercise significant control, which could limit our stockholdersâ€™ ability to influence the outcome of key transactions, including a change of control.â€¢We do not currently intend to pay dividends on our Common Stock.â€¢Our stock repurchase program could affect the price of our Common Stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our Common Stock.â€¢The DGCL and our organizational documents contain provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable.â€¢Our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, stockholders or employees could be limited by our choice of forum in our bylaws.Risks Related to Our Business, Operations and IndustryRisks Related to LitigationWe and our Chief Executive Officer, Chairman of Board and President have been involved in continuing litigation with Oracle since 2010. Adverse outcomes and future adverse outcomes in the ongoing litigation could result in the payment of substantial attorneysâ€™ fees and/or costs and/or injunctions against certain of our business practices, which could have a material adverse effect on our business and financial results.In January 2010, certain subsidiaries of Oracle Corporation (together with its subsidiaries individually and collectively, â€œOracleâ€) filed a lawsuit, Oracle USA, Inc. et al v. Rimini Street, Inc. et al (United States District Court for the District of Nevada) (the â€œDistrict Courtâ€) (â€œRimini Iâ€), against us and our Chief Executive Officer, Chairman of the Board and President, Seth Ravin, alleging that certain of our processes (Process 1.0) violated Oracleâ€™s license agreements with its customers and that we committed acts of copyright infringement and violated other federal and state laws. The litigation involved our business processes and the manner in which we provided our services to our clients.After completion of a jury trial in 2015 and subsequent appeals, the final outcome of Rimini I was that Mr. Ravin was found not liable for any claims and we were found liable for only one claim: â€œinnocent infringement,â€ a jury finding that we did not know and had no reason to know that our former support processes were infringing. The jury also found that the infringement did not cause Oracle to suffer lost profits. We were ordered to pay a judgment of $124.4 million in 2016, which we promptly paid and then pursued appeals. With interest, attorneysâ€™ fees and costs, the total judgment paid by us to Oracle after the completion of all appeals was approximately $89.9 million. A portion of such judgment was paid by our insurance carriers (for additional information on this topic, see Note 8 to our Consolidated Financial Statements included in Part I, Item 1 of this Report).Since November 2018, we have been subject to a permanent injunction (the â€œRimini I Injunctionâ€) prohibiting us from using certain support processes that had been found in Rimini I to â€œinnocentlyâ€ infringe certain Oracle copyrights. The Rimini I Injunction does not prohibit our provision of support services for any Oracle product lines, but rather defines the manner in which we can provide support services for certain Oracle product lines.39In July 2020, Oracle filed a motion to show cause contending that we were in violation of the Rimini I Injunction, and we opposed this motion, disputing Oracleâ€™s claims. After completion of an evidentiary hearing in September 2021, findings and order by the District Court in January 2022 and a subsequent appeal by us to the Ninth Circuit Court of Appeals (â€œCourt of Appealsâ€), the final outcome of the proceedings, which were resolved in

October 2023 on remand to the District Court, was a finding that we had violated the Rimini I Injunction in four instances, entitling Oracle to $0.5 million in sanctions (representing a $0.1 million adjustment to the $0.6 million sanctions award originally paid by us to Oracle in January 2022). In addition, we complied with the District Courtâ€™s January 2022 order to quarantine certain computer files and provide proof of such quarantining to Oracle. We were reimbursed $0.1 million by Oracle in November 2023 for the portion of the sanctions award that was reduced on appeal.In its January 2022 findings and order, the District Court also ruled that Oracle could recover its reasonable attorneysâ€™ fees and costs relating to the Rimini I Injunction Proceedings. In December 2023, the District Court accepted a joint stipulation between us and Oracle (the â€œStipulationâ€) resolving the issue of Oracleâ€™s recovery of attorneysâ€™ fees and costs upon our payment of approximately $9.7 million to Oracle. Also per the Stipulation, we agreed that we would forego any remaining appellate rights with respect to this matter.As a result of the Stipulation and the subsequent payment by us of the amount described above, all matters relating to the Rimini I Injunction Proceedings have been resolved. At this time, we believe that we are in substantial compliance with the Rimini I Injunction.In October 2014, we filed a separate lawsuit, Rimini Street Inc. v. Oracle Intâ€™l Corp., in the District Court against Oracle seeking a declaratory judgment that our revised â€œProcess 2.0â€ support practices, in use since at least July 2014, did not infringe certain Oracle copyrights (â€œRimini IIâ€). Our operative complaint asserted declaratory judgment, tort, and statutory claims, including a request for injunctive relief against Oracle for unfair competition in violation of the California Unfair Competition Law. Oracle asserted counterclaims including copyright infringement claims, violations of the Digital Millennium Copyright Act (â€œDMCAâ€) and Lanham Act, breach of contract and business tort violations with respect to PeopleSoft and other Oracle-branded products, including J.D. Edwards, Siebel, Oracle Database and Oracle E-Business Suite (â€œEBSâ€).In October 2022, Oracle withdrew all of its monetary damages claims against us and our Chief Executive Officer, Chairman of the Board and President, Mr. Ravin, in Rimini II and moved to proceed with a bench trial instead of a jury trial for its claims for equitable relief. The District Court entered an order on October 24, 2022, dismissing with prejudice Oracleâ€™s claims in Rimini II â€œfor monetary relief of any kind under any legal theory[,] including but not limited to claims for damages, restitution, unjust enrichment, and engorgement. . . .â€ In addition, Oracleâ€™s claims for breach of contract, inducing breach of contract and an accounting were dismissed with prejudice, meaning that the claims (including for monetary damages) were dismissed on their merits and the judgment rendered is final. Prior to the date of the District Courtâ€™s order dismissing with prejudice all of Oracleâ€™s claims for monetary relief, no damages of any kind were awarded by the District Court in Rimini II. The parties each reserved the right to seek or object to any attorneysâ€™ fees and/or costs to the extent permissible by law.In July 2023, the District Court issued its findings of fact and conclusions of law in Rimini II, accompanied by a permanent injunction against us (the â€œRimini II Injunctionâ€) which is subject to an administrative stay and is not currently effective. The District Court found infringement as to Oracleâ€™s PeopleSoft and Oracle Database products but did not find infringement as to Oracleâ€™s EBS, Siebel and J.D. Edwards products, further ordering that we were entitled to a declaration of non-infringement for Oracleâ€™s EBS product. The District Court also found in favor of Oracle on its DMCA and Lanham Act claims, enjoining us from making certain statements and prohibiting certain actions in connection with the manner of marketing, selling and providing services to clients of the Oracle products in question as further described below, and on indirect and vicarious copyright infringement claims against our Chief Executive Officer, Chairman of the Board and President, Mr. Ravin. The District Court denied our California Unfair Competition Law claim and other declaratory judgment claims.In July 2023, we filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s July 2023 Rimini II judgment and Injunction and filed an emergency motion with the District Court to stay enforcement of the Rimini II Injunction pending our appeal of the Rimini II judgment and Injunction. In August 2023, the District Court issued an order denying our emergency motion to stay the Rimini II Injunction pending our appeal with the Court of Appeals and granting an administrative stay of the Rimini II Injunction pending the outcome of a motion to stay to be filed by us with the Court of Appeals. 40We have filed the separate motion to stay the Rimini II Injunction with the Court of Appeals, asserting that certain provisions of the Rimini II Injunction are vague and overbroad, that the District Court committed legal error, that certain provisions would require us to commit criminal acts to comply with its terms, and that the Rimini II Injunction would cause us and third parties â€œirreparable harm,â€ among other grounds. In September 2023, the Court of Appeals issued an order holding our appeal of the District Courtâ€™s decision in Rimini II in abeyance pending the District Courtâ€™s resolution of a motion filed by Oracle in August 2023 to amend the Rimini II judgment regarding an update, technical specification and tool related to Oracleâ€™s EBS software product. The District Court denied Oracleâ€™s motion to amend on January 9, 2024.On January 18, 2024, the Ninth Circuit issued an order lifting the stay of our appeal, and on June 5, 2024, a three-judge panel of the Ninth Circuit heard oral argument on our appeal. As of the date of this Report, a decision on our appeal remains pending.Also as of the date of this Report, the Court of Appeals has not issued a decision on our motion to stay the Rimini II Injunction. Accordingly, the Rimini II Injunction, as issued by the District Court, is currently stayed by the District Court, meaning that it is not currently effective. The Rimini II Injunction is primarily directed at Oracleâ€™s PeopleSoft software product and, if effective, would limit, but not fully prohibit, the support services we can provide our clients using Oracleâ€™s PeopleSoft software product. Please refer to the section titled Recent Developments under â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ in Part I, Item 2 of this Report for information regarding our plans to wind down the offering of services for Oracle PeopleSoft products, as described above.Among other things, the Rimini II Injunction requires us to immediately and permanently delete certain PeopleSoft software environments, files and updates identified in the Rimini II Injunction, as well as to delete and immediately and permanently discontinue use of certain Company-created automated tools. The Rimini II Injunction also prohibits using, distributing, copying, or making derivative works from certain files, and it prohibits the transfer or copying of PeopleSoft files, updates, and modifications, and portions of PeopleSoft software that are developed, tested, or exist in one clientâ€™s systems to our systems or another clientâ€™s systems.The Rimini II Injunction also specifies that we shall not remove, alter or omit any Oracle copyright notices or other Oracle copyright management information from any file that contains an Oracle copyright notice and prohibits us from publicly making statements or statements substantially similar to those the District Court found to be â€œfalse and misleading,â€ which are listed in the Rimini II Injunction. While we plan to continue to vigorously pursue a stay of the Rimini II Injunction pending appeal and our appeal of the Rimini II judgment and Injunction, we are unable to predict the timing or outcome of these matters. No assurance is or can be given that we will succeed in our efforts to stay the Rimini II Injunction in full or in part pending appeal or that we will prevail in all or part of our Rimini II appeal.There were no monetary damages included in the District Courtâ€™s judgment in Rimini II.In November 2023, Oracle filed a motion with the District Court requesting attorneysâ€™ fees and costs of approximately $70.6 million relating to the Rimini II litigation. We filed our opposition to Oracleâ€™s motion in February 2024. In our opposition, we argued that the District Court should deny Oracleâ€™s motion in its entirety. We further argued that, should the District Court award any attorneysâ€™ fees to Oracle, such fees should not have exceeded $14.5 million. Following Oracleâ€™s filing of a reply brief in March 2024, the matter was under consideration for determination by the District Court. On September 23, 2024, the District Court issued its order on Oracleâ€™s motion for attorneysâ€™ fees and costs, granting in part and denying in part the motion. The District Court awarded Oracle $58.2 million in attorneysâ€™ fees and $0.3 million in costs. As of September 30, 2024, we accrued $58.5 million related to this matter and paid Oracle in full on October 22, 2024. On September 24, 2024, we filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle. As of the date of this Report, our appeal remains pending. Our opening brief is due on January 21, 2025, and Oracleâ€™s answering brief is due February 20, 2025. Our optional reply brief is due 21 days after Oracle files its answering brief.While we plan to continue to vigorously pursue our appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle in the Rimini II litigation, we are unable to predict the timing or outcome of this matter. No assurance is or can be given that we will prevail in the appeal. If the Rimini II Injunction becomes effective in its current form, it would impact our delivery of PeopleSoft support services to clients in the future. However, the associated costs are not currently estimable and are required to be recorded when 41incurred. Accordingly, we have made no associated accrual as of September 30, 2024. Required changes to how support services are delivered to our PeopleSoft clients could have a material adverse impact on our financial position, results of operations and cash flows. Further, we have commenced the process of winding down the offering of services for Oracle PeopleSoft products, which will take time to complete and which may not be permitted by the terms of the Rimini II injunction. The percentage of revenue derived from services we provide solely for Oracleâ€™s PeopleSoft software product was approximately 8% of our total revenue for the nine months ended September 30, 2024. Oracle may file additional contempt motions against us at any time to attempt to enforce its interpretation of the Rimini I Injunction and/or the Rimini II Injunction or if it has reason to believe we are not in compliance with the express terms of the Rimini I Injunction and/or the Rimini II Injunction (if the stay is lifted). Such contempt proceedings or any judicial finding of contempt could result in a material adverse effect on our business and financial condition. In addition, the existence of the Rimini I Injunction, the Rimini II Injunction, the District Courtâ€™s January 2022 order and/or the District Courtâ€™s July 2023 order could dissuade clients from purchasing or continuing to purchase our services. If we are obligated to pay substantial civil assessments arising from any finding of contempt, this could reduce the amount of cash flows available to pay principal, interest, fees and other amounts due under our 2024 Credit Facility, which could result in an event of default, in which case the lenders could demand accelerated payment of principal, accrued and unpaid interest, and other fees. We cannot provide assurances that we will have sufficient assets which would allow us to repay such indebtedness in full at such time. As a result, we could be forced into bankruptcy or liquidation.We could be required to pay substantial attorneysâ€™ fees and/or costs in connection with litigation relating to our current or past business activities and/or be enjoined from certain business practices. Any of these outcomes could result in a material adverse effect on our business and financial condition, and the pendency of the litigation alone could dissuade clients from purchasing or continuing to purchase our services. If we are enjoined from certain business practices, this could reduce the amount of cash flows available to pay principal, interest, fees and other amounts due under our 2024 Credit Facility, which could result in an event of default, in which case the lenders could demand accelerated payment of principal, accrued and unpaid interest, and other fees. If we default in our payment obligations under our 2024 Credit Facility and the indebtedness under our 2024 Credit Facility were to be accelerated, there can be no assurance that our assets would be sufficient to repay such indebtedness in full, and we could be forced into bankruptcy or liquidation.Our business has been and may continue to be materially harmed by this litigation and Oracleâ€™s conduct. During the course of these cases, we anticipate there may be additional rulings by the District Court and the Court of Appeals in Rimini II with respect to the 2023 Rimini II judgment and Injunction and the District Courtâ€™s award of attorneysâ€™ fees and costs and in connection with hearings, motions, decisions, and other matters, as well as other interim developments related to the litigation. If securities analysts or investors regard these rulings as negative, the market price of our Common Stock may continue to decline, which stock price volatility may result in other legal claims against us and potentially create risk of noncompliance with Nasdaq minimum trading price requirements. If current or prospective clients regard these rulings as negative, it could negatively impact our new client sales or renewal sales.While we plan to continue to vigorously litigate the pending matters in our Rimini II appeal, we are unable to predict the timing or outcome of these matters. No assurance is or can be given that we will prevail on any appeal, claim, or counterclaim.See the section titled â€œLegal Proceedingsâ€ in Part II, Item 1 and Note 8 to our Unaudited, Condensed Consolidated Financial Statements included in Part I, Item 1 of this Report for more information related to this litigation.The Oracle software products that are part of our ongoing Rimini I Injunction compliance and that are the subject of the Rimini II litigation with Oracle and the Rimini II Injunction represent a significant portion of our current revenue.The Rimini II Injunction currently limits, but does not fully prohibit, the support services we can provide clients using Oracleâ€™s PeopleSoft software product. The percentage of revenue derived from services we provide solely for Oracleâ€™s PeopleSoft software product was approximately 8% of our total revenue for the nine months ended September 30, 2024. For the nine months ended September 30, 2024, approximately 63% of our total revenue was derived from services provided to our clients using Oracle software products. Although we provide support services for additional Oracle product lines that are not subject to the Rimini I Injunction or the Rimini II Injunction, as well as for software products provided by companies other than Oracle, our current revenue depends significantly on the product lines that are the subject of the Rimini I Injunction and Rimini II Injunction. Should the stay of the Rimini II Injunction be lifted, should our appeal in Rimini II fail or should any additional contempt proceeding on the Rimini I Injunction result in a final order holding us in contempt, implicating processes for which we have not previously modified the way we provide our support services, we could be required to change the way we provide support services to some of our clients, also potentially impacting our previously announced plans to wind down of the offering 42of services for Oracle PeopleSoft products, which could result in the loss of clients and revenue, and may also give rise to claims for compensation from our clients, and require us to incur additional costs in order to comply with a final Rimini II injunction, any of which could have a material adverse effect on our business, financial condition and results of operations.Our ongoing litigation with Oracle presents challenges for maintaining and growing our business.We have experienced challenges growing our business as a result of our ongoing litigation with Oracle. Many of our existing and prospective clients have expressed concerns regarding our ongoing litigation and, in some cases, have been subjected to various negative communications by Oracle in connection with the litigation. We have experienced in the past, and may continue to experience in the future, volatility and slowness in acquiring new clients, as well as clients not renewing their agreements with us, due to these challenges relating to our ongoing litigation with Oracle. Further, certain of our prospective and existing clients may be subject to additional negative communications from software vendors, which may result in a failure to renew the services performed by us or to engage us. We have taken steps to minimize disruptions to our existing and prospective clients regarding the litigation, but we continue to face challenges growing our business while the litigation remains ongoing. In certain cases, we have agreed to pay certain liquidated damages to our clients if we are no longer able to provide services to these clients, and/or reimburse our clients and our former lenders for their reasonable legal fees incurred in connection with any litigation-related subpoenas and depositions or to provide certain client indemnification or termination rights if any outcome of litigation results in our inability to continue providing any of the paid-for services. In addition, we believe the length of our sales cycle is longer than it otherwise would be due to prospective client diligence on possible effects of the Oracle litigation on our business. We cannot provide assurances that we will continue to overcome the challenges we face as a result of the litigation and continue to renew existing clients or secure new clients.Additionally, the existence of this ongoing litigation, including the July 2023 District Court order, could negatively impact the value of our equity securities, and could negatively impact our ability to raise additional equity or debt financing, as well as result in other legal claims against us.We are self-insured for any costs related to any current or future intellectual property litigation, although we maintain and have tendered our errors and omissions insurance coverage for the wrongful acts alleged in Oracleâ€™s Rimini I Injunction contempt proceeding to seek determinations of a duty to defend. We obtained a determination of a duty to defend with respect to our primary errors and omission insurance carrier. We cannot provide assurances that we will prevail on any similar claims that we may tender in the future.While we currently believe our cash on hand, accounts receivable, contractually committed backlog and borrowing capacity under our 2024 Credit Facility provide us with liquidity to cover attorneysâ€™ fees and related costs, such as travel, hotels, and consultants, associated with the ongoing litigation with Oracle, we cannot assure our liquidity will be sufficient.Oracle has a history of litigation against companies offering alternative support programs for Oracle products, and Oracle could pursue additional litigation with us.Oracle has been active in litigating against companies that have offered competing maintenance and support services for their products. For example, in March 2007, Oracle filed a lawsuit against SAP and its wholly-owned subsidiary, TomorrowNow, Inc. After a jury verdict awarding Oracle $1.3 billion, the parties stipulated to a final judgment of $306 million subject to appeal. After the appeal, the parties settled the case in November 2014 for $356.7 million. In February 2012, Oracle filed suit against ServiceKey, Inc. and settled the case in October 2013 after the District Court issued an injunction against ServiceKey and its CEO. Oracle also filed suit against CedarCrestone Corporation in September 2012 and settled the case in July 2013. TomorrowNow and CedarCrestone offered maintenance and support for Oracle software products, and Service Key offered maintenance and support for Oracle technology products. Given Oracleâ€™s history of litigation against companies offering alternative support programs for Oracle products, we can provide no assurance, regardless of the outcome of our current litigations with Oracle, that Oracle will not pursue additional litigation against us. Such additional litigation could be costly, distract our management team from running our business and reduce client interest and our sales revenue.Other Risks Related to Our Business, Operations and IndustryEconomic uncertainties, changes in economic conditions, including rising inflation, or downturns in the general economy or the industries in which our clients operate, may result in increased costs of operations, could disproportionately affect the demand for our products and services and could negatively impact our results of operations.General worldwide economic conditions have experienced significant fluctuations in recent years, and market volatility and uncertainty remain widespread, with the expectation that inflation and other economic challenges will be 43exacerbated for an extended period. An inflationary environment may increase our and our clientsâ€™ cost of labor due to higher wages, as well as result in higher financing costs and/or higher supplier prices for both us and our clients. As a result, we and our clients may find it difficult to accurately forecast and plan future business activities. In addition, these conditions could cause our clients or prospective clients to reduce their IT budgets, which could decrease corporate spending on our products and services, resulting in delayed and lengthened

sales cycles, a decrease in new client acquisition and loss of clients. Furthermore, during challenging economic times, our clients may face issues with their cash flows and in gaining timely access to sufficient credit or obtaining credit on reasonable terms, which could impair their ability to make timely payments to us, impact client renewal rates and adversely affect our revenue. In addition, further disruptions in the U.S. banking sector could impact certain of our clientsâ€™ ability to access their existing cash, which could also impair their ability to make timely payments to us, adversely affecting our revenue. If such conditions occur, we may be required to increase our reserves, allowances for doubtful accounts and write-offs of accounts receivable, and our results of operations would be harmed. We cannot predict the timing, strength or duration of any economic slowdown or recovery, whether global, regional or within specific markets. If the conditions of the general economy or markets in which we operate worsen, our business could be harmed. In addition, even if the overall economy improves, the market for our products and services may not experience growth. Moreover, multiple events, including changes in U.S. trade policies and responsive changes in policy by foreign jurisdictions, geopolitical developments, including the economic disruption continuing to be caused by the Israel-Hamas conflict, the Russian invasion of Ukraine in early 2022 and recent political and trade turmoil with China and elsewhere have increased levels of political and economic unpredictability globally, and may increase the volatility of global financial markets and the global and regional economies.The market for independent software support services is relatively undeveloped and may not grow.The market for independent enterprise software support services is still relatively undeveloped, has not yet achieved widespread acceptance and may not grow quickly or at all. Our success will depend to a substantial extent on the willingness of companies to engage a third party such as us to provide software support services for their enterprise software. Many enterprise software licensees remain hesitant to use a third party to provide such support services, choosing instead to rely on support services provided by the enterprise software vendor. Other enterprise software licensees have invested substantial personnel, infrastructure and financial resources in their own organizations with respect to support of their licensed enterprise software products and may choose to self-support with their own internal resources instead of purchasing services from the enterprise software vendor or an independent provider such as ourselves. Particularly because our market is relatively undeveloped, we must address any potential clientsâ€™ concerns and explain the benefits of our approach to convince them of the value of our services. If companies are not sufficiently convinced that we can address their concerns and that the benefits of our services are compelling, then the market for our services may not develop as we anticipate, and our business will not grow.We face significant competition for the services comprising each component of our Solutions Portfolio, from both enterprise software vendors and other companies offering independent enterprise software support, products and services, as well as from software licensees that attempt to self-support, which may harm our ability to add new clients, retain existing clients and grow our client base across all of our Solutions Portfolio offerings.Our current and potential competitors across each component of our Solutions Portfolio, which include enterprise software vendors, may have significantly more financial, technical, sales and marketing teams and other resources than we have, may be able to devote greater resources to the development, promotion, sale and support of their products and services, may have more extensive customer bases and broader customer relationships than we have and may have longer operating histories and greater name recognition than we have. Specifically, we face intense competition from enterprise software vendors, such as Oracle and SAP, who provide software support for their own products, as well as from other competitors who provide independent enterprise software support, products and services. Competitors, including enterprise software vendors, have offered, and may continue to offer, discounts to companies to whom we have marketed our services. In addition, competitors, including enterprise software vendors, may take other actions in an attempt to maintain their business, including changing the terms of their customer agreements, the functionality of their support, products or services, or their pricing terms. For example, starting in the second quarter of 2017 Oracle has prohibited us from accessing its support websites to download software updates on behalf of our clients who are authorized to do so and permitted to authorize a third party to do so on their behalf. In addition, the support, license or other contractual policies of our future and current competitors, including Oracle and SAP, may include clauses that penalize customers that choose to use our or any independent providerâ€™s services or products. Further, the contractual policies of enterprise software vendors, such as Oracle and SAP, may contain clauses that penalize customers that seek to return to the software vendor to purchase new licenses following a departure from the software vendorâ€™s support program. In addition, our current and potential competitors may develop and market new technologies that render our existing or future enterprise software support, products or services less competitive or obsolete. Finally, we also face competition from software licensees that choose to self-support. Competition could significantly impede our ability to sell our enterprise support, products and services on terms favorable to us, and we may need to decrease the prices for our support, 44products or services to remain competitive. If we are unable to maintain our current pricing due to competitive pressures, our margins will be reduced and our results of operations will be negatively affected.There are also several smaller support services vendors in the independent enterprise software support services market with whom we compete with respect to certain of our support services. We expect competition to continue to increase in the future, particularly if we prevail in our appeal of the District Courtâ€™s order and injunction in Rimini II, which could harm our ability to increase sales, maintain or increase renewals and maintain our prices. In addition, certain providers of independent enterprise software support, products and services may have or may develop more strategic relationships with enterprise software vendors, which may allow them to compete more effectively than us over the long term. To the extent any of our competitors have existing relationships with potential clients for any component of our Solutions Portfolio, those potential clients may be unwilling to purchase our services because of those existing relationships, which could cause the demand for our services to be substantially impacted. Further, our competitors may attempt to use the Oracle litigation and the existence of the Rimini I Injunction and the Rimini II Injunction described above under the section titled â€œRisks Related to Litigation,â€ to dissuade certain of our prospective or existing clients from purchasing or continuing to purchase any or all of the components of our Solutions Portfolio, including our enterprise software support services. We have had a history of losses and may not achieve revenue growth or profitability in the future. Further, if we are unable to attract new clients or retain and/or sell additional products or services to our existing clients, our revenue growth could be adversely affected.We recorded a net loss of $43.1Â million for the three months ended September 30, 2024, and we had an accumulated deficit of $245.1 million as of September 30, 2024. We will need to generate and sustain increased revenue levels in future periods while managing our costs to be profitable, and, even if we do, we may not be able to maintain or increase our level of profitability. To increase our revenue, we must add new clients, secure renewals or service extensions by existing clients on terms favorable to us and sell additional products and services to existing clients. As competitors introduce low-cost and/or differentiated services that are perceived to compete with ours, or as enterprise software vendors introduce competitive pricing or additional products and services or implement other sales strategies to compete with us, our ability to sell to new clients and renew agreements with existing clients based on pricing, service levels, technology and functionality could be impaired. In addition, certain of our existing clients may choose to license a new or different version of enterprise software from an enterprise software vendor, and such clientsâ€™ license agreements with the enterprise software vendor will typically include a minimum one-year mandatory maintenance and support services agreement. In such cases, it is unlikely that these clients would renew their maintenance and support services agreements with us, at least during the early term of the license agreement. In addition, such existing clients could move to another enterprise software vendor, product or release for which we do not offer any products or services. As a result, we may be unable to renew or extend our agreements with existing clients or attract new clients or new business from existing clients on terms that would be favorable or comparable to prior periods, which could have an adverse effect on our revenue and growth.Additionally, we intend to continue to expend significant funds to expand our sales and marketing operations, enhance our service offerings, expand into new markets, launch new product offerings and meet the compliance requirements associated with our operations as a public company. Our efforts to grow our business may be costlier than we expect, and we may not be able to increase our revenue enough to offset our higher operating expenses. Further, many companies with which we compete have larger and longer-tenured sales and marketing teams, which may impact the ability to grow our business, which could have an adverse effect on our revenue and growth. If we are unable to achieve and sustain revenue growth or profitability, the market price of our securities may significantly decrease.Our past revenue growth and financial performance is not indicative of future performance. If our revenue continues to decline or fails to grow at a rate sufficient to offset expenses associated with efforts to grow, we may not be able to achieve and maintain profitability in future periods. Additionally, we may not be able to effectively manage efforts for future growth or execute these efforts successfully.While our revenue has generally grown over the last several years, it declined from $107.5 million for the three months ended September 30, 2023 to $104.7 million for the three months ended September 30, 2024, representing a period over period decrease of 3%. Our revenue for any previous quarterly or annual periods should not be relied upon as an indication of our revenue or revenue growth in the future. Further, efforts focused on future growth may not result in increased revenue. We believe growth of our revenue depends on a number of factors, including our ability to:â€¢price our products and services effectively so that we are able to attract new clients and retain existing clients without compromising our profitability;â€¢introduce our products and services to new geographic markets;45â€¢introduce new enterprise software products and services supporting additional enterprise software vendors, products and releases;â€¢satisfactorily conclude any Oracle-related litigation and any other litigation or governmental inquiry that may occur; andâ€¢increase awareness of our company, products and services on a global basis.We may not successfully accomplish all or any of these objectives. In addition, efforts to encourage growth have placed and may continue to place significant demands on our management and our operational and financial resources. Recent changes to our organizational structure and reductions in our workforce to align our operational needs with our ability to achieve and sustain profitability will necessitate adjustments to our operational, financial and management controls, as well as our reporting systems and procedures. We may not realize, in full or in part, the anticipated benefits, savings and improvements from the recent changes to our organizational structure and associated reductions in workforce if our revenue continues to decline, which could have a material adverse effect on our business. Further, we believe that our corporate culture has been a critical component of our success. We have invested substantial time and resources in building our team and nurturing our culture. However, efforts to encourage growth may make it difficult to maintain our corporate culture. For example, recent changes to our organizational structure and reductions in our workforce may yield unintended consequences, such as attrition beyond our intended reduction in workforce and reduced employee morale, which may cause our employees who were not affected by the reorganization to seek alternate employment. We will require the allocation of valuable management resources to manage our reorganizational efforts without undermining our corporate culture of rapid innovation, teamwork and attention to client service that has been central to our growth. Any failure to manage efforts to encourage growth and related organizational changes in a manner that preserves our culture could negatively impact the achievement of our business objectives and our ability to achieve and maintain profitability in future periods.If our retention rates continue to decrease, or we do not accurately predict retention rates, our future revenue and results of operations may be harmed.Our clients have no obligation to renew their product or service subscription agreements with us after the expiration of a non-cancelable agreement term. In addition, the majority of our multi-year, non-cancelable client agreements are not pre-paid other than the first year of the non-cancelable service period. We may not accurately predict retention rates for our clients. Our retention rates may decline or fluctuate as a result of a number of factors, including our clientsâ€™ decision to license a new product or release from an enterprise software vendor, our clientsâ€™ decision to move to another enterprise software vendor, product or release for which we do not offer products or services, global economic conditions, including rising inflation and interest rates on our clientsâ€™ businesses, client satisfaction with our products and services, the acquisition of our clients by other companies and clients going out of business. If our clients do not renew their agreements for our products and services or if our clients decrease the amount they spend with us, our revenue will decline and our business will suffer. In addition, certain of our existing clients may choose to license a new or different version of enterprise software from an enterprise software vendor, and such clientsâ€™ license agreements with the enterprise software vendor will typically include a minimum one-year mandatory maintenance and support services agreement. In such cases, it is unlikely that these clients would renew their maintenance and support services agreements with us, at least during the early term of the license agreement. In addition, such existing clients could move to another enterprise software vendor, product or release for which we do not offer any products or services.Because we recognize revenue from subscriptions over the term of the relevant contract, downturns or upturns in sales are not immediately reflected in full in our results of operations.As a subscription-based business, we recognize revenue over the service period of our contracts. As a result, much of our reported revenue each quarter results from contracts entered into during previous quarters. Consequently, while a shortfall in demand for our products and services or a decline in new or renewed contracts in any one quarter may not significantly reduce our revenue for that quarter, it could negatively affect our revenue in future quarters and full year periods. Accordingly, the effect of significant downturns in new sales, renewals or extensions of our service agreements for a quarter will not be reflected in full in our results of operations until future periods. Our revenue recognition model also makes it difficult for us to rapidly increase our revenue through additional sales in any period, as revenue from new clients must be recognized over the applicable service contract term.46Due to the variability of timing in our sales cycle, if we fail to forecast our revenue accurately, or if we fail to match our expenditures with corresponding revenue, our results of operations and liquidity could be adversely affected.The variability of the sales cycle for the evaluation and implementation of our products and services, which typically has been six to twelve months once a client is engaged, may cause us to experience a delay between increasing operating expenses for such sales efforts, and the generation of corresponding revenue. Accordingly, we may be unable to prepare accurate internal financial forecasts or replace anticipated revenue that we do not receive as a result of delays arising from these factors. As a result, our results of operations and liquidity in future reporting periods may be significantly below the expectations of the public market, securities analysts or investors, which could negatively impact the price of our Common Stock.Our future liquidity and results of operations may be adversely affected by the timing of new orders, the level of client renewals and cash receipts from clients.Due to the collection of cash from our clients before services are provided, our revenue is recognized over future periods when there are no corresponding cash receipts from such clients. Accordingly, our future liquidity depends upon the ability to continue to attract new clients and to enter into renewal arrangements with existing clients. If we experience a decline in orders from new clients or renewals from existing clients, our revenue may continue to increase while our liquidity and cash levels decline. Any such decline, however, will negatively affect our revenues in future quarters. Accordingly, the effect of declines in orders from new clients or renewals from existing clients may not be fully reflected in our results of operations and cash flows until future periods. Comparing our revenues and operating results on a period-to-period basis may not be meaningful, as it may not be an indicator of the future sufficiency of our cash and cash equivalents to meet our liquidity requirements. You should not rely on our past results as an indication of our future performance or liquidity.We rely on our management team and other key employees, including our Chief Executive Officer, Chairman of the Board and President, and the loss or disability of one or more key employees could harm our business. Additionally, the failure to attract and retain additional qualified personnel, including sales personnel, or to expand our marketing and sales capabilities could prevent us from executing our business strategy.The loss of or a disability that would prevent our Chief Executive Officer, Chairman of the Board and President or any of our key senior members of management from substantially performing their duties could have a material adverse effect on our business, operating results and financial condition, particularly if we are unable to hire and integrate suitable replacements on a timely basis. Mr. Ravin has been under long-standing medical care for kidney disease, which includes ongoing treatment. Although Mr. Ravinâ€™s condition has not adversely impacted his performance as Chief Executive Officer, Chairman of the Board and President or on the overall management of the Company, we can provide no assurance that his condition will not affect his ability to perform the role of Chief Executive Officer, Chairman of the Board and President in the future. Further, as we continue to grow our business, we will continue to adjust our senior management team to best address our growth opportunities. If we are unable to attract or retain the right individuals for the team, it could hinder our ability to grow our business and could disrupt our operations or otherwise have a material adverse effect on our business. We do not maintain key man life insurance on any of our employees. Furthermore, to execute our business strategy, we must attract and retain highly qualified personnel, including sales personnel. Our ability to increase our client base and achieve broader market acceptance of our services will depend to a significant extent on our ability to expand our marketing and sales operations. We plan to continue expanding our sales force globally. We are experiencing a very competitive recruiting environment, creating difficulty in hiring and retaining sufficient numbers of highly skilled sales personnel and other employees with appropriate qualifications. In particular, we have experienced extreme hiring competition in the San Francisco Bay Area, where we have a significant amount of operations, but also face extremely competitive hiring environments across the United States and the other countries in which we operate. Our efforts to attract, develop, integrate and retain highly skilled employees with appropriate qualifications may be compounded by intensified restrictions on travel, immigration, or the availability of work visas. Many companies with which we compete for experienced personnel have greater resources and less stock price volatility than we do. In making employment decisions, job candidates often consider the value of the equity incentives they are to receive in connection with their employment. If the price of our stock continues to experience significant volatility, our ability to attract or retain qualified employees will be adversely affected. In addition, as we continue to expand into new geographic markets, there can be no assurance that we will be able to attract and

retain the required management, sales, marketing and support services personnel to profitably grow our business. If we fail to attract highly qualified new sales and other personnel or fail to retain and motivate our current personnel, our growth prospects could be severely harmed.47Moreover, our sales personnel typically take an average of between nine to twelve months before any new sales personnel can operate at the capacity typically expected of experienced sales personnel. This ramp cycle, combined with our typical six- to twelve-month sales cycle for engaged prospects, means that we will not immediately recognize a return on this investment in our sales results. In addition, the cost to acquire clients is high due to the cost of these marketing and sales efforts. Further, the cost of marketing and sales efforts will likely increase as we continue to offer new products and services, as even our experienced sales personnel will need to receive specialized training on our new offerings. Our business may be materially harmed if our efforts do not generate a corresponding increase in revenue. We may not achieve anticipated revenue growth from expanding our sales force if we are unable to hire, develop and retain talented sales personnel, if our new sales personnel are unable to achieve desired productivity levels in a reasonable period of time or if our sales and marketing programs are not effective.Our failure to generate significant capital through our operations or raise additional capital necessary to fund and expand our operations, invest in new services and products, and service our debt could reduce our ability to compete and could harm our business.We may need to incur additional debt under our 2024 Credit Facility and/or raise additional capital beyond what is available under our 2024 Credit Facility if we cannot fund future growth or service our debt through our operating cash flows. Should this occur, we may not be able to obtain additional debt or additional equity financing on favorable terms, if at all, which could harm our business, results of operations and financial condition. We are also subject to certain restrictions for future financings as discussed in the risk factor â€œThe terms of our 2024 Credit Facility impose operating and financial restrictions on us.â€ If we raise additional equity financing, our stockholders may experience significant dilution of their ownership interests and the value of our Common Stock could decline. If we engage in additional debt financings, the holders of the debt securities or lenders would have priority over the holders of our Common Stock. We may also be required to accept terms that further restrict our ability to incur additional indebtedness, take other actions that would adversely impact the short-term price of our Common Stock, or force us to maintain specified liquidity or other ratios, any of which could harm our business, results of operations and financial condition and reduce the value of our Common Stock. Our business may suffer if it is alleged or determined that our technology infringes the intellectual property rights of others.The software industry is characterized by the existence of a large number of patents, copyrights, trademarks, trade secrets and other intellectual and proprietary rights. Companies in the software industry are often required to defend against claims and litigation alleging infringement or other violations of intellectual property rights. Many of our competitors and other industry participants have been issued patents and/or have filed patent applications and may assert patent or other intellectual property rights within the industry. Our ongoing litigation with Oracle relates in part to copyright infringement claims and, from time to time, we may receive threatening letters or notices alleging infringement or may be the subject of claims that our services and underlying technology infringe or violate the intellectual property rights of others. Further, while we generally prohibit the use of generative artificial intelligence (AI) technologies by our employees and currently do not use generative AI technologies in our products or service offerings, the unauthorized use of generative AI technologies by our employees may result in allegations or claims against us related to violations of third-party intellectual property rights, unauthorized access to or use of proprietary information and/or failure to comply with the terms of third-party licensing agreements. Any allegation of infringement, whether innocent or intentional, can adversely impact marketing, sales and our reputation.Interruptions to or degraded performance of our service could result in client dissatisfaction, damage to our reputation, loss of clients, limited growth and reduction in revenue.Our software support agreements with our clients generally guarantee a 10-minute response time with respect to certain high-priority issues. If we do not meet the 10-minute guarantee, our clients may in some instances be entitled to liquidated damages, service credits or refunds. To date, no such payments have been made.We also deliver tax, legal and regulatory updates to our clients. If there are inaccuracies in these updates, or if we are not able to deliver them on a timely basis to our clients, our reputation may be damaged, and we could be found liable for damages to our clients and potentially lose clients.Any interruptions or delays in our service, whether as a result of third-party error, our own error, natural disasters or other catastrophic events, security breaches or a result of any other issues, whether accidental or willful, could harm our relationships with clients and cause our revenue to decrease and our expenses to increase. Also, in the event of damage or interruption, our insurance policies may not adequately compensate us for any losses that we may incur. These factors, in turn, could further reduce our revenue, subject us to liability, cause us to pay liquidated damages, issue credits or cause clients not to renew their agreements with us, any of which could materially adversely affect our business.48We depend and rely on SaaS technologies and related services from third parties in order to operate critical functions of our business and interruptions or performance problems with these technologies or services, including any deficiencies associated with generative artificial intelligence (AI) technologies potentially used by such third parties, may adversely affect our business and operating results.We depend and rely on software-as-a-service, or SaaS, technologies and related services from third parties to operate critical functions of our business, including billing and order management, financial accounting services, and client relationship management services. If these services become unavailable due to extended outages or interruptions, security vulnerabilities, or cyber-attacks, because they are no longer available on commercially reasonable terms or prices, or due to other unforeseen circumstances, our expenses could increase, our ability to manage these critical functions could be interrupted, and our processes for and ability to manage sales of our products, recognize revenue, and support our clients could be impaired, all of which could adversely affect our business and operating results. Further, our third-party vendors and service providers may use generative artificial intelligence (AI) technologies or systems, and ineffective or inadequate generative AI development or deployment practices by such third-party vendors and service providers could result in unintended consequences such as reputational damage, legal liabilities or loss of user confidence or business. The algorithms and models used in generative AI technologies and systems may have limitations, including biases, errors, or inability to handle certain data types or scenarios. In addition, there is a risk of system failures, disruptions or vulnerabilities that could compromise the integrity, security or privacy of the generated content, including the use of cyberattacks against emerging technologies, such as forms of generative AI.We may experience fluctuations in our results of operations due to the sales cycles for our products and services, which makes our future results difficult to predict and could cause our results of operations to fall below expectations.Our results of operations have fluctuated in the past and are expected to fluctuate in the future due to a variety of factors, many of which are outside of our control, including seasonality linked to certain of the sales cycles for our products and services. Historically, our sales cycle has been tied to the renewal dates for our clientsâ€™ existing and prior vendor support agreements for the products that we support. Because our clients make support vendor selection decisions in conjunction with the renewal of their existing support agreements with Oracle and SAP, among other enterprise software vendors, we have experienced an increase in business activity during the quarterly periods in which those agreements are up for renewal. However, because we have introduced and intend to continue to introduce products and services for additional software products that do not follow the same renewal timeline or pattern, our past results may not be indicative of our future performance, and comparing our results of operations on a period-to-period basis may not be meaningful. Also, if we are unable to engage a potential client before its renewal date for software support services in a particular year, it will likely be at least another year before we would have the opportunity to engage that potential client again, given that such potential client likely had to renew or extend its existing support agreement for at least an additional yearâ€™s worth of service with its existing support provider. Furthermore, our existing clients generally renew their agreements with us at or near the end of each calendar year, so we have also experienced and expect to continue to experience heavier renewal rates in the fourth quarter. We may not be able to accurately forecast the amount and mix of future product and service subscriptions, revenue and expenses, and as a result, our results of operations may fall below our estimates or the expectations of securities analysts and investors. If our revenue or results of operations fall below the expectations of investors or securities analysts, or below any guidance we may provide, the price of our Common Stock could decline.We may need to change our pricing models to compete successfully.We currently offer our clients support services for a fee that is equal to a percentage of the annual fees charged by the enterprise software vendor; therefore, changes in such vendorsâ€™ fee structures would impact the fees we would receive from our clients. If the enterprise software vendors offer deep discounts on certain services or lower prices generally, we may need to change our pricing models, which could have an adverse effect on our results of operations. In addition, our other product and service offerings, such as our Rimini ONE integrated services, have pricing models that use a variety of different metrics and formulas as compared to our support solutions. To the extent that we do not have substantial experience with pricing such new products and services, we may need to adjust our pricing models for these offerings over time to ensure that we remain competitive and realize a return on our investment in developing these new products and services. If we do not adapt our pricing models as necessary or appropriate, our revenue could decrease and adversely affect our results of operations.We may not be able to scale our business systems quickly enough to meet our clientsâ€™ changing needs or decrease our costs adequately in response to changing client demand, and if we are not able to manage these changes efficiently, our results of operations could be harmed.49As enterprise software products become more advanced and complex, we will need to devote additional resources to innovating, improving and expanding our offerings to provide relevant products and services to our clients using these more advanced and complex products. In addition, we will need to appropriately scale our internal business systems and our global operations and client engagement teams to serve the changing needs of our client base, particularly as our client demographics expand over time. Any such expansion may be expensive and complex, requiring financial investments, management time and attention. Any failure of or delay in these efforts could adversely affect the quality or success of our services and negatively impact client satisfaction, resulting in potential decreased sales to new clients and possibly lower renewal rates by existing clients. Furthermore, changes in client demand or changes in our product offerings resulting from external events outside of our control, including the Rimini II litigation and the Rimini II Injunction, could require us to alter the scale of our business, including, among other things, implementing additional workforce reductions. We could face inefficiencies or operational failures as a result of our efforts to scale our infrastructure for any such changes needed for our clients' changing needs or changes in our business. There can be no assurance that any expansion and improvements to our infrastructure and systems or reduction in the scale of our business or workforce will be fully or effectively implemented within budgets or on a timely basis, if at all. Any failure to efficiently scale our business could result in reduced revenue and increased expenditures and adversely impact our operating margins and results of operations. Because our long-term strategy involves further expansion of our sales to clients outside the United States, our business will be susceptible to risks associated with global operations, including currency exchange rate fluctuations.A significant component of our long-term strategy involves the further expansion of our operations and client base outside the United States. We currently have subsidiaries outside of the United States in Australia, Brazil, Canada, UAE (Dubai), France, Germany, Hong Kong, India, Israel, Japan, Korea, Malaysia, Mexico, Netherlands, New Zealand, Poland, Singapore, Sweden, Taiwan and the United Kingdom, which focus primarily on selling our services in those regions.In the future, we may expand to other locations outside of the United States. Our current global operations and future initiatives will involve a variety of risks, including among others:â€¢changes in a specific countryâ€™s or regionâ€™s political or economic conditions;â€¢the occurrence of catastrophic events, including natural disasters, that may disrupt our business;â€¢changes in regulatory requirements, taxes or trade laws or the imposition of trade sanctions;â€¢currency exchange rate fluctuations and the resulting effect on our revenue and expenses, and the cost and risk of entering into currency exchange rate hedging transactions; â€¢more stringent regulations relating to data security, such as where and how data can be housed, accessed and used, and the unauthorized use of, or access to, commercial and personal information;â€¢differing labor regulations, especially in countries and geographies where labor laws are more advantageous to employees as compared to the United States, including deemed hourly wage and overtime regulations;â€¢challenges inherent in efficiently managing an increased number of employees over large geographic distances, including the need to implement appropriate systems, policies, benefits and compliance programs as well as hire and retain local management, sales, marketing and support personnel, along with the ability to recapture costs to open up new geographies;â€¢difficulties in managing a business in new markets with diverse cultures, languages, customs, legal systems, alternative dispute systems and regulatory systems;â€¢increased logistics, travel, real estate, infrastructure and legal compliance costs associated with global operations;â€¢limitations on our ability to reinvest earnings from operations in one country to fund the capital needs of our operations in other countries;â€¢laws and business practices favoring local competitors or general preferences for local vendors;â€¢limited or insufficient intellectual property protection;â€¢war, political instability or terrorist activities, including geopolitical actions specific to an international region, such as the ongoing geopolitical conflict between Israel and Hamas;â€¢exposure to liabilities under anti-corruption and anti-money laundering laws, including the United States Foreign Corrupt Practices Act and similar laws and regulations in other jurisdictions; andâ€¢adverse tax burdens and foreign exchange controls that could make it difficult to repatriate earnings and cash.Our exposure in operating our business globally with the risks noted above and the unique challenges of each new geography increase the risk that any potential future expansion efforts that we may undertake will not be successful. If we invest substantial time and resources to expand our global operations and are unable to do so successfully and in a timely manner, our business and results of operations will be adversely affected.50Consolidation in our target sales markets is continuing at a rapid pace, which could harm our business in the event that our clients are acquired and their agreements are terminated, or not renewed or extended.Consolidation among companies in our target sales markets has been robust in recent years, and this continuing trend poses a risk for us. If such consolidation rates continue, we expect that some of the acquiring companies will terminate, renegotiate and elect not to renew our agreements with the clients they acquire, which may have an adverse effect on our business and results of operations.If there is a widespread shift by clients or potential clients to enterprise software vendors, products and releases for which we do not provide software products or services, our business, financial condition and results of operations would be adversely impacted.Our current revenue is primarily derived from the provision of support services for Oracle and SAP enterprise software products. If other enterprise software vendors, products and releases emerge to take substantial market share from current Oracle and SAP products and releases we support, and we are unable to, or do not, offer products or services for such vendors, products or releases, demand for our products and services may decline or our products and services may become obsolete. Developing new products and services to address different emerging enterprise software vendors, products and releases could take a substantial investment of time and financial resources, and we cannot guarantee that we will be successful. If fewer clients use enterprise software products for which we provide products and services, and we are not able to provide services for new vendors, products and releases, our business may be adversely impacted.We continue to invest resources in research and development to enhance our current product and service offerings, and other new offerings that will appeal to clients and potential clients, for example, our partnership with Salesforce to support SaaS solutions, our Application Management Services (AMS) for SAP and Oracle products and our Rimini ONE integrated services. The development of new product and service offerings may not generate sufficient revenue to offset the increased research and development expenses and may not generate gross profit margins consistent with our current margins. Also, our new product and service offerings may be in markets that are more competitive than markets for our existing product and service offerings, making it more difficult to introduce them to clients and potential clients effectively or provide them profitably. If our new or modified products, services or technology do not work as intended, are not responsive to client needs or industry or regulatory changes, are not appropriately timed with market opportunity, or are not effectively brought to market, we may lose existing and prospective clients or related opportunities, in which case our financial condition and results of operations may be adversely impacted, and if we are not successful in implementing any new product and service offerings, we may need to write off the value of our investment in such offerings.Cybersecurity threats continue to increase in frequency and sophistication; if our data security measures are compromised or unauthorized access to or misuse of client data occurs, our services may be perceived as not being secure, clients may curtail or cease their use of our services, our reputation and our business may be harmed, and we may incur significant liabilities. Our services sometimes involve accessing, processing, sharing, using, storing and transmitting proprietary information and protected data of our clients. We rely on proprietary and commercially available systems, software, tools and monitoring, as well as other processes, to provide security for accessing, processing, sharing, using, storing and transmitting such information and data. If our security measures are compromised as a result of third-party action, employee, vendor or client error, malfeasance, stolen or fraudulently obtained log-in credentials or otherwise, our reputation could be damaged, our business and our clients may be harmed, and we could incur significant liabilities. Cyberattacks continue to increase in frequency and in magnitude generally, and these threats are being driven by a variety of sources, including nation-state sponsored espionage and hacking activities, industrial espionage, organized crime, sophisticated organizations and hacking groups and individuals. Furthermore, due to tensions related to the ongoing geopolitical conflicts such as between Russia and Ukraine, the risk of cyber-attacks may be elevated. We have been the subject of cybersecurity threats and expect such threats to continue in the future. In addition, if the security measures of our clients are compromised, even without any actual compromise of our own systems or security measures, we may face negative publicity or reputational harm if our clients or anyone else incorrectly attributes the blame for such security breaches to us, our products and services, or our systems. We may also be responsible for repairing any damage caused to our clientsâ€™ systems that we

support, and we may not be able to make such repairs in a timely manner or at all. We may be unable to fully anticipate or prevent techniques used to obtain unauthorized access or to sabotage systems because they change frequently and generally are not detected until after an incident has occurred. As we increase our client base and our brand becomes more widely known and recognized, we may become more of a target for third parties seeking to 51compromise our systems or security measures or gain unauthorized access to our clientsâ€™ proprietary information and protected data as was the case in a 2021 successful phishing incident where we were a victim, which resulted in some unauthorized sharing of client addresses and outstanding billing data information, but did not significantly impact our business or client relationships.Although we attempt to identify, mitigate and manage these risks by employing a number of measures, including insurance, monitoring of our systems and networks, employee training and maintenance of backup and protective systems, our systems, networks, products and services remain potentially vulnerable to increasingly sophisticated advanced persistent threats that may have a material effect on our business. In addition, the devotion of additional resources to the security of our information technology systems in the future could significantly increase the cost of doing business or otherwise adversely impact our financial results.Furthermore, information systems require constant updates to their security policies, networks, software and hardware systems to reduce the risk of unauthorized access, malicious destruction of data or information theft. We rely on third-party service providers' systems and software to provide our software support, products and services. The failure of any third-party service providers to efficiently and correctly update their software and hardware systems or maintain cybersecurity could result in operational inefficiencies and subject us to expend additional resources and costs which could have a material adverse effect on our operations and profitability.In addition, many governments have enacted laws requiring companies to notify individuals of data security incidents involving certain types of personal data, and some of our clients contractually require notification of any data security compromise. In the event of a data security compromise, we may have difficulty timely complying with notification requirements that are unreasonably short or burdensome. SEC rules and potential other applicable legislative action will require public disclosure of material security compromises experienced by our clients, by our competitors or by us, which may lead to widespread negative publicity. Any data security compromise in our industry, whether actual or perceived, could harm our reputation, erode client confidence in the effectiveness of our security measures, negatively impact our ability to attract new clients, cause existing clients to elect not to renew their agreements with us, or subject us to third party lawsuits, government investigations, regulatory fines or other action or liability, all or any of which could materially and adversely affect our business, financial condition and results of operations.We cannot provide assurances that any limitations of liability provisions in our contracts for a security breach would be enforceable or adequate or would otherwise protect us from any such liabilities or damages with respect to any particular claim. Further, certain of our contracts do not contain limitations of liability specific to security breaches, which could expose us to significant liabilities or damages, all or any of which could materially and adversely affect our business, financial condition and results of operations. We also cannot be sure that our existing general liability insurance coverage and coverage for errors or omissions will continue to be available on acceptable terms or will be available in sufficient amounts to cover one or more claims, or that the insurer will not deny coverage as to any future claim. The successful assertion of one or more claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of substantial deductible or co-insurance requirements, could have a material adverse effect on our business, financial condition and results of operations.We are subject to governmental and other legal obligations related to privacy and security, and our actual or perceived failure to comply with such obligations could harm our business.As an expanding global company, we are subject to the laws and regulations of numerous jurisdictions worldwide regarding accessing, processing, sharing, using, storing, transmitting, disclosure and protection of personal data, the scope of which are constantly changing, subject to differing interpretation and related to jurisdictions where we have operations, clients, or where we conduct marketing, and such laws may be inconsistent between countries or in conflict with other laws, legal obligations or industry standards. For example, the General Data Protection Regulation in the European Union creates a broad range of requirements and imposes substantial penalties for non-compliance, including possible fines of up to 4% of global annual revenue for the preceding financial year or â‚¬20 million (whichever is higher) for the most serious infringements. We are also subject to certain requirements in other international jurisdictions with or developing strong privacy and security legislation, as well as expanding U.S. state law, including the California Consumer Privacy Act of 2018, the California Privacy Rights Act of 2020, the Virginia Consumer Data Protection Act of 2021, the Colorado Consumer Privacy Act of 2021, as well as privacy and security legislation in other states, including Nevada, each of which add to the range of privacy- and security-related compliance requirements. We generally comply with industry standards and strive to comply with all applicable legal obligations relating to privacy, data protection and security, but it is possible that these laws and other legal obligations may be interpreted and applied in a manner that is inconsistent from one jurisdiction to another and may conflict with industry standards or our practices or may be mandated at a pace that exceeds our ability to comply. Compliance with such requirements 52may be costly and may require us to modify our business practices, which could adversely affect our business and profitability. Any failure or perceived failure by us to comply with these laws, policies or other obligations may result in governmental enforcement actions or litigation against us, with potential consequences such as fines and other expenses related to such governmental actions, an order requiring that we change our data practices or business practices, and could cause our clients to lose trust in us, any of which could have an adverse effect on our business. Further, the unauthorized use of generative artificial intelligence (AI) technology by our workforce may pose potential risks relating to the protection of data, including cybersecurity risk, exposure of our and our clientsâ€™ proprietary confidential information to unauthorized recipients and the misuse of our or third-party intellectual property.If our products and services fail due to defects or similar problems, and if we fail to correct any defect or other software problems, we could lose clients, become subject to service performance or warranty claims or incur significant costs.Our products and services and the systems infrastructure necessary for the successful delivery of our products and services to clients are inherently complex and may contain material defects or errors unknown to us. We have from time to time found defects in our products and services after delivery to our customers and may discover additional defects in the future. In particular, we have developed our own tools and processes to deliver comprehensive tax, legal and regulatory updates tailored for each client, which we endeavor to deliver to our clients in a shorter timeframe than our competitors, which may result in an increased risk of material defects or errors occurring. We may not be able to detect and correct all defects or errors before clients begin to use our products and services, as some may be unknown. Consequently, defects or errors may be discovered after our products and services are provided and used. These defects or errors could also cause inaccuracies in the data we collect and process for our clients, or even the loss, damage or inadvertent release of such confidential data. Even if we are able to implement fixes or corrections to our tax, legal and regulatory updates in a timely manner, any history of defects or inaccuracies in the data we collect for our clients, or the loss, damage or inadvertent release of such confidential data could cause our reputation to be harmed, and clients may elect not to renew, extend or expand their agreements with us and subject us to service performance credits, warranty or other claims or increased insurance costs. The costs associated with any material defects or errors in our products and services or other performance problems may be substantial and could materially adversely affect our financial condition and results of operations.If we are not able to maintain an effective system of internal control over financial reporting, current and potential investors could lose confidence in our financial reporting, which could harm our business and have an adverse effect on our Common Stock price.We have had material weaknesses in our internal control over financial reporting in the past as described in our historical periodic reports filed with the SEC. We remediated the material weaknesses; however, we cannot provide assurance that material weaknesses in our internal control over financial reporting will not be identified in the future.We are required to have our independent registered public accounting firm attest to and report on managementâ€™s assessment of the effectiveness of our internal control over financial reporting. If we are unable to conclude that we have effective internal control over financial reporting, or if our independent registered public accounting firm is unable to provide us with an attestation and an unqualified report as to the effectiveness of our internal control over financial reporting, investors could lose confidence in the reliability of our financial statements, which could result in a decrease in the value of our securities. For further information regarding our controls and procedures, see â€œControls and Proceduresâ€ in Part I, Item 4 of this Report.If we fail to enhance and protect our brand, our ability to expand our client base will be impaired and our financial condition may suffer.We believe that our development and protection of the Rimini Street brand is critical to achieving widespread awareness of our products and services, and as a result, is important to attracting new clients and maintaining existing clients. We also believe that the importance of brand recognition will increase as competition in our market increases. Successful promotion of our brand will depend largely on the effectiveness of our marketing efforts and on our ability to provide reliable products and services at competitive prices, as well as the outcome of our ongoing litigation with Oracle. Brand promotion activities may not yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incurred in building our brand. If we fail to successfully promote, maintain and protect our brand, our business could be adversely impacted.53If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, experience reduced revenue and incur costly litigation to protect our rights.Our success depends, in part, upon protecting our proprietary products, services, knowledge, software tools and processes. We rely on a combination of copyrights, trademarks, service marks, trade secret laws and contractual restrictions to establish and protect our proprietary rights. However, the steps we take to protect our intellectual property may be inadequate. We will not be able to protect our intellectual property if we are unable to enforce our rights or if we do not detect unauthorized use of our intellectual property. Any of our copyrights, trademarks, service marks, trade secret rights or other intellectual property rights may be challenged by others or invalidated through administrative process or litigation. Furthermore, legal standards relating to the validity, enforceability and scope of protection of intellectual property rights are uncertain. Despite our precautions, it may be possible for unauthorized third parties to copy or use information that we regard as proprietary to create products and services that compete with ours. In addition, the laws of some countries do not protect proprietary rights to the same extent as the laws of the United States. To the extent we expand our global activities, our exposure to unauthorized copying and use of our brand, processes and software tools may increase.We enter into confidentiality and invention assignment agreements with our employees and consultants and enter into confidentiality agreements with the parties with whom we have strategic relationships and business alliances. No assurance can be given that these agreements will be effective in controlling access to and distribution of our proprietary intellectual property. Further, these agreements may not prevent our competitors from independently developing products and services that are substantially equivalent or superior to our products and services.Although we have been successful in the past, there can be no assurance that we will receive any additional patent protection for our proprietary software tools and processes. Even if we were to receive patent protection, those patent rights could be invalidated at a later date. Furthermore, any such patent rights may not adequately protect our processes, our software tools or prevent others from designing around our patent claims.To protect our intellectual property rights, we may be required to spend significant resources to monitor and protect these rights. Litigation brought to protect and enforce our intellectual property rights could be costly, time consuming and distracting to management and could result in the impairment or loss of portions of our intellectual property. Furthermore, our efforts to enforce our intellectual property rights may be met with defenses, counterclaims and countersuits attacking the validity and enforceability of our intellectual property rights. Our inability to protect our products, processes and software tools against unauthorized copying or use, as well as any costly litigation or diversion of our managementâ€™s attention and resources, could delay further sales or the implementation of our products and services, impair the functionality of our products and services, delay introductions of new products and services, result in our substituting inferior or more costly technologies into our products and services, or injure our reputation.We may be subject to additional obligations to collect and remit sales tax, VAT and other taxes, and we may be subject to tax liability, interest and/or penalties for past sales, which could adversely harm our business.State, local and foreign jurisdictions have differing and complex rules and regulations governing sales, use, value-added and other taxes, and these rules and regulations can be subject to varying interpretations that may change over time. In particular, the applicability of such taxes to our products and services in various jurisdictions is unclear. Further, these jurisdictionsâ€™ rules regarding tax nexus are complex and can vary significantly. As a result, we could face the possibility of tax assessments and audits, and our liability for these taxes and associated interest and penalties could exceed our original estimates. Should these jurisdictions determine that we should be collecting additional sales, use, value-added or other taxes, it could result in substantial tax liabilities and related penalties for past sales, discourage clients from purchasing our products and services or otherwise harm our business and results of operations.The amount of and ultimate realization of the benefits from the net operating loss carryforwards for income tax purposes is dependent, in part, upon the tax laws in effect, our future earnings, and other future events, the effects of which cannot be determined; if we are not able to use a significant portion of our net operating loss carryforwards, our profitability could be adversely affected.We have United States federal and state net operating loss carryforwards due to prior period losses, which could expire unused and be unavailable to offset future income tax liabilities, which could adversely affect our profitability.In addition, under Section 382 of the Internal Revenue Code of 1986, as amended, our ability to utilize net operating loss carryforwards or other tax attributes in any taxable year may be limited if we experience an â€œownership change.â€ A Section 382 â€œownership changeâ€ generally occurs if one or more stockholders or groups of stockholders who own at least 5% of our 54stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Similar rules may apply under state tax laws in the United States. While our ownership changes to date have not triggered any limitations under Section 382, it is possible that any future ownership changes or issuances of our capital stock, could have a material effect on the use of our net operating loss carryforwards or other tax attributes, which could adversely affect our profitability. We are a multinational organization faced with increasingly complex tax issues in many jurisdictions, and we could be obligated to pay additional taxes in various jurisdictions.As a multinational organization, we may be subject to taxation in several jurisdictions worldwide with increasingly complex tax laws, the application of which can be uncertain. Significant judgment is required in determining our worldwide provision for income taxes. In the ordinary course of our business, there are many transactions and calculations where the ultimate tax determination is uncertain. As such, our results may differ from previous estimates and may materially affect our financial position.The amount of taxes we pay in jurisdictions in which we operate could increase substantially as a result of changes in the applicable tax principles, including increased tax rates, new tax laws or revised interpretations of existing tax laws and precedents, which could have a material adverse effect on our liquidity and results of operations. In addition, the authorities in these jurisdictions could review our tax returns and impose additional tax, interest and penalties, and the authorities could claim that various withholding requirements apply to us or our subsidiaries or assert that benefits of tax treaties are not available to us or our subsidiaries, any of which could have a material impact on our business and results of operations.Our reputation and/or business could be negatively impacted by ESG matters and/or our reporting of such matters.There is an increasing focus from regulators, including U.S. state attorneys general, certain investors, certain clients, the communities in which we operate and other stakeholders concerning environmental, social, and governance (â€œESGâ€) matters, both in the United States and internationally. These stakeholders may have differing priorities and expectations regarding ESG matters. In particular, certain of our clients or potential clients might require that we implement specified ESG procedures or standards in order to do business or continue to do business with them. In addition, proxy advisory firms and certain institutional investors who manage investments in public companies are increasingly integrating ESG factors into their investment analysis. The specific consideration of ESG factors in making business, investment and voting decisions is unsettled and still developing. In addition, recent judicial decisions, federal and state legislative actions and actions of private interest groups have challenged certain ESG policies and practices. Accordingly, the frameworks and methods for assessing ESG policies are not fully developed, likely vary across our various stakeholders and will likely continue to evolve over time. Moreover, the subjective nature of methods used by our various stakeholders to assess a company with respect to ESG criteria could result in erroneous perceptions or a misrepresentation of our actual ESG policies and practices. In addition, we could also incur additional costs and require additional resources to monitor, report and comply with various ESG practices and associated legal, legislative and regulatory requirements. To the extent that our required and voluntary disclosures about ESG matters increase, we could be criticized for the accuracy, adequacy, or completeness of such disclosures. If we fail to comply with specific ESG-related client/potential client or investor expectations and standards, or to provide the disclosure relating to ESG issues that any third parties may believe is necessary or appropriate (regardless of whether there is a legal requirement to do so), our reputation, business, financial condition, and/or results of operations, as well as the price of our common stock, could be negatively impacted. Risks Related to our Indebtedness and SecuritiesOur level of indebtedness and any future indebtedness we may incur may limit our operational and financing flexibility and negatively impact our business.On September 30, 2024, our outstanding indebtedness under our 2024 Credit Facility and finance leases totaled $73.2 million. We may incur substantial additional indebtedness in the future. Our 2024 Credit Facility and other debt instruments we may enter into in the future may significantly impact our business, including the following among others:â€¢our ability to obtain additional financing for working capital, capital expenditures, acquisitions or general corporate purposes may be impaired;â€¢our requirement to use a significant portion of our cash flows from operations to pay principal and interest on our indebtedness, which will reduce the funds available to us for

operations and other purposes;55â€¢our level of indebtedness could place us at a competitive disadvantage compared to our competitors that may have proportionately less debt;â€¢our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate may be limited; andâ€¢our level of indebtedness may make us more vulnerable to economic downturns and adverse developments in our business.We expect to depend primarily on cash generated by our operations for funds to pay our expenses and any amounts due under our 2024 Credit Facility and any other indebtedness we may incur. Our ability to make these payments depends on our future performance, which will be affected by financial, business, economic and other factors, many of which we cannot control, including inflation and global economic conditions. Our business may not generate sufficient cash flows from operations in the future, and we may not be able to achieve and maintain profitability in future periods, either or both of which could result in our being unable to repay indebtedness or to fund other liquidity needs. If we do not generate adequate resources, we may be required to refinance all or part of our then existing debt, sell assets or borrow more money, in each case on terms that may not be acceptable to us. In addition, the terms of existing or future debt agreements, including our existing 2024 Credit Facility, may restrict us from adopting some or any of these alternatives. Our inability to incur additional debt in the future could also delay or prevent a change in control of our Company, make some transactions more difficult and impose additional financial or other covenants on us. In addition, any significant levels of indebtedness in the future could make us more vulnerable to economic downturns and adverse developments in our business. Our current indebtedness and any inability to pay our debt obligations as they come due or an inability to incur additional debt could adversely affect our business and results of operations.The terms of our 2024 Credit Facility impose operating and financial restrictions on us.Our 2024 Credit Facility contains certain restrictions and covenants that generally limit our ability to, among other things, create liens on assets, sell assets, engage in mergers or consolidations, make loans or investments, incur additional indebtedness, engage in certain transactions with affiliates, incur certain material ERISA or pension liabilities and pay dividends or repurchase capital stock and in each case, subject to certain exceptions set forth in our 2024 Credit Facility. Our 2024 Credit Facility may limit our ability to engage in these types of transactions even if we believe that a specific transaction would contribute to our future growth or improve our operating results. Further, we are required under our 2024 Credit Facility to achieve specified financial and operating results and maintain compliance with specified financial ratios, including as a condition to accessing additional amounts available for borrowing. As of September 30, 2024 and on the date of filing this Report, we were in compliance with each of these financial covenants. Our ability to comply with these provisions may be affected by events beyond our control. A breach of any of these financial covenants or our inability to comply with required financial ratios in our 2024 Credit Facility could result in a default under the 2024 Credit Facility in which case the lenders would have the right to declare all borrowings, which includes any principal amount outstanding, together with all accrued, unpaid interest and other amounts owing in respect thereof, to be immediately due and payable. If we are unable to repay all borrowings when due, whether at maturity or if declared due and payable following a default, the lenders would have the right to proceed against the collateral granted to secure the indebtedness. If we breach these covenants or fail to comply with other terms of the 2024 Credit Facility and the lenders accelerate the amounts outstanding under the 2024 Credit Facility, our business and results of operations would be adversely affected. Additionally, we may need to refinance our 2024 Credit Facility at maturity or upon default, and future financing may not be available on acceptable terms, or at all.Our variable rate indebtedness subjects us to interest rate risk, which, along with the previous phase-out of LIBOR and transition to SOFR, could cause our indebtedness service obligations to increase significantly. As a result of market interest rate fluctuations, interest rates under our 2024 Credit Facility or other variable rate indebtedness we may incur in the future could be higher or lower than current levels. As interest rates increase, our debt service obligations under our 2024 Credit Facility may increase even though the amounts borrowed remain the same, and our net income and cash flows, including cash available for servicing our indebtedness, would correspondingly decrease. We have entered into an interest rate swap agreement that involves the exchange of floating for fixed rate interest payments in order to partially reduce interest rate volatility under our 2024 Credit Facility. However, we currently do not maintain interest rate swap agreements with respect to all of our variable rate indebtedness, and any interest rate swap agreements we enter into in the future may not fully mitigate our interest rate risk. Our 2024 Credit Facility gives us a choice of interest rates between (a) SOFR and (b) a Base Rate, in each case plus an applicable margin and as further defined in the 2024 Credit Facility. The applicable margin is based on our Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether we elect SOFR (ranging from 2.75 to 3.50%) or Base Rate (ranging from 1.75 to 2.50%). SOFR is a relatively new reference rate, and its composition and characteristics are not the same 56as LIBOR, which was the initial reference rate (through February 2023) under our Original Credit Facility. SOFR is calculated based on short-term repurchase agreements, backed by Treasury securities. As such, SOFR is observed and backward looking, which stands in contrast with LIBOR under the previous methodology, which is an estimated forward-looking rate and relies, to some degree, on the expert judgment of submitting bank panel members. Given SOFRâ€™s limited history, the future performance of SOFR cannot be predicted based on historical performance, and there is no assurance that SOFR will perform in the same way as LIBOR would have performed at any time or that it is a comparable substitute for LIBOR. In the long term, transitioning to SOFR could result in an increase in the cost of our variable rate indebtedness, which could have a material adverse impact on our business, financial condition and results of operations.The price of our Common Stock may be volatile, any issuance of Common Stock upon the exercise of remaining warrants will dilute existing stockholders and such issuances and/or any sales of Common Stock by large stockholders may depress the market price of our Common Stock.The price of our Common Stock may fluctuate due to various factors enumerated in this Risk Factors section and elsewhere in this Report. Additional factors impacting the price of our Common Stock could include: â€¢the failure of securities analysts to publish research about us, or shortfalls in our results of operations compared to levels forecast by securities analysts;â€¢any delisting of our Common Stock from Nasdaq Global Market due to any failure to meet listing requirements, including the minimum trading price requirements as a result of our stock price volatility, particularly since the July 2023 District Court order in the Rimini II litigation, which is currently stayed; andâ€¢the general state of securities markets.These factors may materially reduce the market price of our Common Stock, regardless of our operating performance. Additionally, we have registered for resale the shares of Common Stock of certain of our significant holders of our Common Stock, including our largest stockholder, Adams Street Partners, LLC. Any sale of large amounts of our Common Stock on the open market or in privately negotiated transactions could have the effect of increasing the volatility and putting significant downward pressure on the price of our Common Stock. Also, the issuance of Common Stock upon exercise of warrants that remain outstanding and exercisable may result in immediate dilution to the equity interests of our existing common stockholders and might result in dilution in the tangible net book value of a share of Common Stock, depending upon the price at which the additional shares are issued. We may also seek to engage in further capital optimization transactions in the future, the result of which could trigger some dilution or have other impacts on the market price of our Common Stock and not achieve an improved capital structure. Any issuance of equity we may undertake in the future to raise additional capital could cause the price of our Common Stock to decline or require us to issue shares at a price that is lower than that paid by holders of our Common Stock in the past, which would result in those newly issued shares being dilutive. Certain of our common stockholders can exercise significant control, which could limit our stockholdersâ€™ ability to influence the outcome of key transactions, including a change of control. Based on the number of shares of Common Stock outstanding as of September 30, 2024, two of our stockholders have aggregate voting power of 38.0% of our outstanding capital stock. As of September 30, 2024, (i) approximately 25.9% of our outstanding voting capital stock is held by Adams Street Partners LLC and certain Adams Street fund limited partnerships and (ii) approximately 12.0% of our outstanding voting capital stock is beneficially owned by our Chief Executive Officer, Chairman of the Board and President. Our directors and officers or persons affiliated with our directors and officers have aggregate voting power of approximately 39.7% as of September 30, 2024.As a result, these stockholders, acting together, have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate action might be taken even if other stockholders oppose the action being taken. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial.We do not currently intend to pay dividends on our Common Stock and, consequently, the ability to achieve a return on investment in our Common Stock will depend on appreciation in the price of our Common Stock.We have not paid any cash dividends on our Common Stock to date. The payment of any cash dividends on our Common Stock will depend upon our revenue, earnings, cash flow and financial condition from time to time. The payment of any dividends is at the discretion of our Board of Directors and is also limited under the terms of our 2024 Credit Facility. Our ability to declare dividends on our Common Stock may also be limited by the terms of future financing and other agreements entered into by us from time to time. It is presently expected that we will retain all earnings for use in our business operations 57and, accordingly, it is not expected that our Board of Directors will declare any dividends on our Common Stock in the foreseeable future. Therefore, the success of an investment in shares of our Common Stock will depend upon any future appreciation in its value. There is no guarantee that shares of our Common Stock will appreciate in value or even maintain the price at which our stockholders have purchased their shares.Our stock repurchase program could affect the price of our Common Stock and increase volatility and may be suspended or terminated at any time, which may result in a decrease in the trading price of our Common Stock.Our Board of Directors has authorized a $50.0 million stock repurchase program. During the three months ended September 30, 2024, we did not acquire any shares of Common Stock. Repurchases pursuant to any such stock repurchase program could affect our Common Stock price and increase its volatility. The existence of a stock repurchase program could also cause our Common Stock price to be higher than it would be in the absence of such a program and could potentially reduce the market liquidity for our Common Stock. Such repurchase program will not obligate us to repurchase any further specific dollar amount or number of shares of Common Stock within that authorization and may be suspended or discontinued at any time, which could cause the market price of our Common Stock to decline. The timing and actual number of further shares repurchased under any such stock repurchase program depends on a variety of factors including the timing of open trading windows, price, corporate and regulatory requirements, and other market conditions. Further, the provisions of the Inflation Reduction Act of 2022 impose an excise tax of 1% tax on the fair market value of stock repurchases made after December 31, 2022, net of certain adjustments for issuances of incentive and other equity. The impact of this provision will depend on the extent of share repurchases and qualified reductions for issuances made in future periods. There can be no assurance that any stock repurchases will enhance stockholder value because the market price of our Common Stock may decline below the levels at which we repurchased shares of Common Stock. Although our stock repurchase program is intended to enhance stockholder value, short-term stock price fluctuations could reduce the programâ€™s effectiveness.Risks Relating to our Corporate GovernanceThe DGCL and our certificate of incorporation, bylaws and corporate governance policies contain certain provisions, including anti-takeover provisions that limit the ability of stockholders to take certain actions and could delay or discourage takeover attempts that stockholders may consider favorable.Our certificate of incorporation and bylaws, and Delaware General Corporation Law (the â€œDGCLâ€), contain provisions that could have the effect of rendering more difficult, delaying, or preventing an acquisition deemed undesirable by our Board of Directors and therefore depress the trading price of our Common Stock. These provisions could also make it difficult for stockholders to take certain actions, including electing directors who are not nominated by the current members of our Board of Directors or taking other corporate actions, including effecting changes in our management and corporate governance policies and practices. Among other things, our certificate of incorporation and bylaws include provisions regarding:â€¢a classified Board of Directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our Board of Directors;â€¢the ability of our Board of Directors to issue shares of preferred stock, including â€œblank checkâ€ preferred stock, and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquirer;â€¢the limitation of the liability of, and the indemnification of our directors and officers;â€¢the exclusive right of our Board of Directors to elect a director to fill a vacancy created by the expansion of the Board of Directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our Board of Directors;â€¢the requirement that directors may only be removed from our Board of Directors for cause;â€¢a prohibition on common stockholder action by written consent, which forces common stockholder action to be taken at an annual or special meeting of stockholders and could delay the ability of stockholders to force consideration of a stockholder proposal or to take action, including the removal of directors;â€¢the requirement that a special meeting of stockholders may be called only by our Board of Directors, the chairperson of our Board of Directors, our chief executive officer or our president (in the absence of a chief executive officer), which could delay the ability of stockholders to force consideration of a proposal or to take action, including the removal of directors;â€¢controlling the procedures for the conduct and scheduling of Board of Directors and stockholder meetings;â€¢the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of the then outstanding shares of the voting stock, voting together as a single class, to amend, alter, change or repeal any provision of our certificate of incorporation or our bylaws, which could preclude stockholders from bringing matters before annual or 58special meetings of stockholders and delay changes in our Board of Directors and also may inhibit the ability of an acquirer to effect such amendments to facilitate an unsolicited takeover attempt;â€¢the ability of our Board of Directors to amend the bylaws, which may allow our Board of Directors to take additional actions to prevent an unsolicited takeover and inhibit the ability of an acquirer to amend the bylaws to facilitate an unsolicited takeover attempt; andâ€¢advance notice procedures with which stockholders must comply to nominate candidates to our Board of Directors or to propose matters to be acted upon at a stockholdersâ€™ meeting, which could preclude stockholders from bringing matters before annual or special meetings of stockholders and delay changes in our Board of Directors and also may discourage or deter a potential acquirer from conducting a solicitation of proxies to elect the acquirerâ€™s own slate of directors or otherwise attempting to obtain control of our company.These provisions, alone or together, could delay or prevent hostile takeovers and changes in control or changes in our Board of Directors or management and corporate governance policies.In addition, as a Delaware corporation, we are subject to provisions of Delaware law, including Section 203 of the DGCL, which may prohibit certain stockholders holding 15% or more of our outstanding capital stock from engaging in certain business combinations with us for a specified period of time.Any provision of our certificate of incorporation, bylaws or DGCL that has the effect of delaying or preventing a change in control could limit the opportunity for our stockholders to receive a premium for their shares of our Common Stock and could also affect the price that some investors are willing to pay for our Common Stock.Our bylaws designate a state or federal court located within the State of Delaware as the sole and exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers, stockholders or employees.Our bylaws provide that the Court of Chancery of the State of Delaware will be the sole and exclusive forum for:â€¢any derivative action or proceeding brought on behalf of us;â€¢any action asserting a claim of breach of a fiduciary duty owed to us or our stockholders by any of our directors, officers or other employees;â€¢any action asserting a claim against us or any of our directors, officers or employees arising out of or relating to any provision of the DGCL, our certificate of incorporation or our bylaws; orâ€¢any action asserting a claim against us or any of our directors, officers, stockholders or employees that is governed by the internal affairs doctrine of the Court of Chancery.This choice of forum provision may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or any of our directors, officers, or other employees, which may discourage lawsuits with respect to such claims. Alternatively, if a court were to find the choice of forum provision to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business, results of operations and financial condition. General RisksFuture acquisitions, strategic investments, partnerships or alliances could be difficult to identify and integrate, divert the attention of management, disrupt our business, dilute stockholder value and adversely affect our financial condition and results of operations.We may in the future seek to acquire or invest in businesses, products or technologies that we believe could complement or expand our services, enhance our technical capabilities or otherwise offer growth opportunities. The pursuit of potential acquisitions may divert the attention of management and cause us to incur various expenses in identifying, investigating and pursuing suitable acquisitions, whether or not the acquisitions are completed. If we acquire businesses, we may not be able to integrate successfully the acquired personnel, operations and technologies, or effectively manage the combined business following the acquisition. We may not be able to find and identify desirable acquisition targets or be successful in entering into an agreement with any particular target or obtain adequate financing to complete such acquisitions. Acquisitions could also result in dilutive issuances of equity securities or the incurrence of debt, which could adversely affect our results of operations. In addition, if an acquired business fails to meet our expectations, our business, financial condition and results of operations may be adversely affected.59The commercial insurance market is changing rapidly in response to rising insurance losses and claims, changes in available insurance capacity and adverse worldwide economic conditions, uncertainties, and risks, which may lead to higher premium costs, higher policy deductibles, self-insured retentions, and/or lower coverage limits, potentially impacting our ability to continue our present limits of insurance coverage, obtain sufficient insurance capacity to adequately insure our risks or maintain adequate insurance at a reasonable cost.Commercial insurance availability and coverage terms, including deductibles, self-insured retentions and pricing, continue to vary with market conditions. While we believe

our insurance coverage addresses all material risks to which we are exposed and is adequate and customary for our current global operations, we have observed rapidly changing conditions in the insurance markets relating to nearly all areas of traditional corporate insurance, resulting in higher premium costs, rising policy deductibles/self-insured retentions and lower coverage limits. If these changes continue, we may not be able to continue our present limits of insurance coverage, obtain sufficient insurance capacity to adequately insure our risks and/or obtain and maintain adequate insurance at a reasonable cost. Our insurance policies cover a number of risks and potential liabilities, such as general liability, property coverage, errors and omissions liability, employment liability, business interruptions, cybersecurity liability, crime, and directorsâ€™ and officersâ€™ liability. We cannot be certain that our insurance coverage will be adequate to cover liabilities actually incurred, that insurance will continue to be available to us on commercially reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim or become insolvent. The successful assertion of one or more large claims against us that exceed available insurance coverage, the occurrence of changes in our insurance policies, including premium increases, decreases in coverage and the imposition of large deductible, self-insured retentions, or co-insurance requirements, or the insolvency of any of our insurers, could have a material adverse effect on our business, results of operations and financial condition.Catastrophic events may disrupt our business.We rely heavily on our network infrastructure and information technology systems for our business operations. A disruption or failure of these systems in the event of an online attack, earthquake, fire, terrorist attack, geopolitical instability such as the conflicts between Israel and Hamas, war, power loss, telecommunications failure, extreme weather conditions (such as hurricanes, wildfires or floods) or other catastrophic event could cause system interruptions, delays in accessing our service, reputational harm, loss of critical data or could prevent us from providing our products and services to our clients. In addition, several of our employee groups reside in areas particularly susceptible to earthquakes, such as the San Francisco Bay Area and Japan, and a major earthquake or other catastrophic event could affect our employees, who may not be able to access our systems, or otherwise continue to provide our services to our clients. A catastrophic event that results in the destruction or disruption of our data centers, or our network infrastructure or information technology systems, or access to our systems could affect our ability to conduct normal business operations and adversely affect our business, financial condition and results of operations. Additionally, the emergence or spread of a pandemic or other widespread health emergency (or concerns over and response to the possibility of such an emergency) could adversely affect our business, financial condition and results of operations. Failure to comply with laws and regulations applicable to our operations could harm our business.Our business is subject to regulation by various global governmental agencies, including agencies responsible for monitoring and enforcing employment and labor laws, workplace safety, environmental laws, consumer protection laws, anti-bribery laws, import/export controls, securities laws and tax laws and regulations. For example, transfer of certain software outside of the United States or to certain persons is regulated by export controls. In certain jurisdictions, these regulatory requirements may be more stringent than those in the United States. Noncompliance with applicable requirements could subject us to investigations, sanctions, enforcement actions, disgorgement of profits, fines, damages, civil and criminal penalties or injunctions and may result in our inability to provide certain products and services. If any governmental sanctions are imposed, or if we do not prevail in any possible civil or criminal litigation, or if clients make claims against us for compensation for such non-compliance, our business, financial condition and results of operations could be harmed, and responding to any such type of action will likely result in a significant diversion of managementâ€™s attention and resources.Reports published by analysts, including projections in those reports that differ from our actual results, could adversely affect the price and trading volume of our Common Stock.Securities research analysts may establish and publish their own periodic projections for us. These projections may vary widely and may not accurately predict the results we actually achieve. Our share price may decline if our actual results do not meet the projections of these securities research analysts. Similarly, if one or more of the analysts who write reports on us 60downgrades our stock or publishes inaccurate or unfavorable research about our business, our share price could decline. If one or more of these analysts ceases coverage of us or fails to publish reports on us regularly, our share price or trading volume could decline. If no additional analysts commence coverage of us, the market price and volume for our common shares could be adversely affected.ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds. There were no repurchases of our Common Stock during the three months ended September 30, 2024.ITEM 3. Defaults Upon Senior Securities.Â Â Â Â Â None.Â ITEM 4. Mine Safety Disclosures.Â Â Â Â Â Not applicable.ITEM 5. Other Information.During the quarter ended September 30, 2024, none of our directors or officers informed us of the adoption or termination of a â€œRule 10b5-1 trading arrangementâ€ or a â€œnon-Rule 10b5-1 trading arrangement,â€ as those terms are defined in Regulation S-K, Item 408, except as described below.The Companyâ€™s RSU and PSU notice and award agreements provide that, upon the settlement of awards subject to such agreements, such number of shares of Company Common Stock as the Company determines appropriate to satisfy associated minimum statutory tax withholding obligations shall automatically be sold on the awardeeâ€™s behalf, with the sale proceeds remitted to the appropriate taxing authorities. This provision may constitute a â€œnon-Rule 10b5-1 trading arrangementâ€ (as defined in Item 408(c) of Regulation S-K). Certain of our executive officers have elected to automatically sell such number of shares of Company Common Stock as to generate cash proceeds in excess of the amount needed to satisfy associated minimum statutory tax withholding obligations (at an identified rate) upon settlement of future RSU and/or PSU awards, with all sale proceeds remitted to appropriate taxing authorities.Seth A. Ravin â€” Amended and Restated Employment AgreementOn October 29, 2024, the Company entered into an amendment and restatement of the employment agreement of the Companyâ€™s Chief Executive Officer, Chairman of the Board and President, Mr. Ravin (the â€œAmended Employment Agreementâ€), which will replace Mr. Ravinâ€™s prior Amended and Restated Employment Agreement dated as of January 6, 2017, as previously amended. Under the Amended Employment Agreement, among other revisions, Mr. Ravinâ€™s indemnification and advancement rights have been enhanced in certain respects, including that he will be indemnified by the Company for expenses he incurs to comply with an order or equitable relief issued by a court or arbitral body in a proceeding, particularly as relates to Specified Litigation (as defined in the Amended Employment Agreement) between the Company and Oracle. Additionally, the Company will indemnify Mr. Ravin for expenses arising from a proceeding initiated by Mr. Ravin against the Company, if approved by the Companyâ€™s Board of Directors prior to its initiation or if relating to or arising out of Specified Litigation and reasonable expenses he incurs in a proceeding he initiates against the Company in good faith for purposes of enforcing his rights under the Amended Employment Agreement or his indemnification agreement where is successful on the particular issue, claim or proceeding.In addition, under the Amended Employment Agreement, the definition of â€œCauseâ€ has been adjusted to clarify and refine the definition of conduct that will constitute Cause for the Company to terminate Mr. Ravinâ€™s employment without providing severance, including by requiring that certain breaches or conduct by Mr. Ravin be material or have a material adverse effect on the Companyâ€™s business, introducing a 30-day cure period for certain actions, and increasing the period during which Mr. Ravin may cure a material breach of the Amended Employment Agreement from 15 days to 30 days. Additionally, the definition of â€œGood Reasonâ€ under the Amended Employment Agreement has been expanded so that Mr. Ravin may resign for Good Reason and qualify for severance upon any reduction in his base pay or target bonus opportunity, other than where the same level of reduction applies to other executive officers. 61Mr. Ravin must comply with restrictive covenants that have been reinstated by means of the Amended Employment Agreement, as such covenants had previously expired. Under such restrictive covenants which survive for a five year period following the date of the Amended Employment Agreement, both during his employment with the Company and for two years thereafter, Mr. Ravin must not engage in or be involved in any way with a competitive business and must not induce or attempt to induce any customer, employee, consultant or other business relation to cease doing business with or providing services to the Company or any of its subsidiaries or in any way interfere with the relationship between any such business relation and the Company and its subsidiaries.The Amended Employment Agreement also reflects previously approved market-based adjustments to Mr. Ravinâ€™s base salary ($500,000) and target annual non-equity incentive compensation ($500,000) effective as of May 1, 2024.The foregoing description of the Amended Employment Agreement is qualified in its entirety by reference to the full text of the Amended Employment Agreement, a copy of which is filed as Exhibit 10.1 to this Quarterly Report on Form 10-Q and which is incorporated by reference herein.62ITEM 6. Exhibits. Â Â Â Incorporated by ReferenceExhibitNumberDescriptionFormFile No.ExhibitFiling Date3.1*Amended and Restated Certificate of Incorporation of the Registrant8-K001-373973.1October 16, 20173.2*Certificate of Amendment Dated June 6, 2024 to the Amended and Restated Certificate of Incorporation of the Registrant8-K001-373973.1June 7, 20243.3*Amended and Restated Bylaws of the Registrant10-Q001-373973.2November 1, 202310.1â€ + Amended and Restated Employment Agreement dated October 29, 2024 by and between Rimini Street, Inc. and Seth A. Ravin31.1â€ Certification of Seth A. Ravin, Chief Executive Officer and President, Pursuant to Rule 13a-14(a)31.2â€ Certification of Michael L. Perica, Chief Financial Officer, Pursuant to Rule 13a-14(a)32.1**Certification of Seth A. Ravin, Chief Executive Officer and President, Pursuant to 18 U.S.C. Section 135032.2**Certification of Michael L. Perica, Chief Financial Officer, Pursuant to 18 U.S.C. Section 1350101.INSâ€ Inline XBRL Instance Document101.SCHâ€ Inline XBRL Taxonomy Extension Schema101.CALâ€ Inline XBRL Taxonomy Extension Calculation Linkbase101.DEFâ€ Inline XBRL Taxonomy Extension Definition Linkbase101.LABâ€ Inline XBRL Taxonomy Extension Label Linkbase101.PREâ€ Inline XBRL Taxonomy Extension Presentation Linkbase104Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)_____â€ Filed herewith.* Previously filed and incorporated herein by reference.** Furnished herewith.+ Management contract or compensatory plan or arrangement.63SIGNATURESÂ Pursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.Â Â RIMINI STREET, INC.Â Â Date: OctoberÂ 30, 2024/s/ Seth A. RavinÂ Name: Seth A. RavinÂ Title: Chief Executive Officer, Chairman of the Board and PresidentÂ (Principal Executive Officer)Date: OctoberÂ 30, 2024/s/ Michael L. PericaName: Michael L. PericaTitle: Executive Vice President and Chief Financial Officer(Principal Financial Officer)64 EX-10.1 2 ravin-amendedandrestatedem.htm RAVIN - AMENDED AND RESTATED EMPLOYMENT AGREEMENT DocumentEXECUTION VERSIONÂ Â Â Â Â Â Â RIMINI STREET, INC.AMENDED AND RESTATED EMPLOYMENT AGREEMENT WITH SETH A. RAVINThis Third Amended and Restated Employment Agreement (the â€œAgreementâ€) is entered into as of October 29, 2024 (the â€œEffective Dateâ€) by and between Rimini Street, Inc., a Delaware corporation (the â€œCompanyâ€), and Seth A. Ravin (â€œExecutiveâ€).WHEREAS, the Company and Executive entered into an Amended and Restated Employment Agreement as of January 6, 2017, as amended by the First Amendment thereto dated June 3, 2020 and the Second Amendment dated April 1, 2023 (as amended, the â€œEmployment Agreementâ€);WHEREAS, the Company and Executive entered into an Indemnification Agreement dated as of October 10, 2017 (as amended or restated, the â€œIndemnification Agreementâ€), Section 14 of which provides that indemnification rights provided thereunder are non-exclusive, and may not limit any other rights Executive may have under law, governing instrument or any other agreement;WHEREAS, the Board of Directors (the â€œBoardâ€), including the Compensation Committee, of the Company and Executive wish to amend and restate the Employment Agreement in accordance with the terms and conditions of this Agreement.Now, therefore, in consideration of the promises and covenants contained in this Agreement, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and Executive hereby agree as follows:1.Â Â Â Â Duties and Scope of Employment.(a)Â Â Â Â Positions and Duties. Executive will serve as Chief Executive Officer and President of the Company, reporting to the Board. Executive will render such business and professional services in the performance of Executiveâ€™s duties as will reasonably be assigned to Executive by the Board consistent with Executiveâ€™s position within the Company. The period Executive is employed by the Company under this Agreement is referred to herein as the â€œEmployment Term.â€ (b)Â Â Â Â Obligations. During the Employment Term, Executive will devote Executiveâ€™s full business efforts to the Company. For the duration of the Employment Term, Executive agrees not to actively engage in any other employment, occupation, or consulting activity for any direct or indirect remuneration without the prior approval of the Board (which approval will not be unreasonably withheld); provided, however, that Executive may, without the approval of the Board, serve (i) as a compensated director of the Board or one or more additional boards of directors and (ii) in any capacity with any civic, educational, or charitable organization; provided that, in both (i) and (ii) above, such service does not interfere with Executiveâ€™s obligations to the Company.2.Â Â Â Â Employment. Executive and the Company acknowledge that this employment relationship may be terminated at any time, upon written notice to the other party, with or without Good Reason or for any or no Cause, at the option either of the Company or Executive. However, as described in this Agreement, Executive may be entitled to severance benefits depending upon the circumstances of Executiveâ€™s termination of employment. 3.Â Â Â Â Compensation.(a)Â Â Â Â Base Salary. As of the Effective Date, the Company will pay Executive an annualized base salary of not less than $500,000 USD (five hundred thousand United States dollars) as compensation for Executiveâ€™s services (Executiveâ€™s annual salary, as is then effective, to be referred to herein as â€œBase Salaryâ€). The Base Salary will be paid periodically in accordance with the Companyâ€™s normal payroll practices and be subject to the usual, required withholdings. Periodically, but not less than annually, the Board (or its committee) will review and consider adjustments to the Base Salary in an amount to be determined by the Board in its sole discretion.(b)Â Â Â Â Annualized Incentive Bonus. In an amount to be determined by the Board in its sole discretion, pursuant to the terms of bonus program for executive officers, including Executive, as in effect from time to time (the â€œBonus Programâ€), Executive will be eligible to receive an annualized target performance bonus of not less than $500,000 USD (five hundred thousand United States dollars) or the amount of Base Salary, whichever amount is greater (the â€œTarget Bonusâ€). Seventy-five percent (75%) of such bonus, if any, may be earned quarterly and paid within ninety (90) days following the end of the calendar quarter, and twenty-five percent (25%) may be earned for completing a calendar year and paid within seventy-five (75) days after the end of the calendar year for which the bonus is earned, subject to the Bonus Program. Periodically, but not less than annually, the Board (or its committee) will review and consider adjustments to the Target Bonus, subject to Executive substantially performing Executiveâ€™s tasks during the prior period and Board approval. (c)Â Â Â Â Equity Grants. The Board has granted Executive equity awards for specified equity amounts that are based on Executiveâ€™s performance during the prior annual period and his achievement of certain targets. As determined in an amount by the Board in its sole discretion and subject to Executiveâ€™s substantial performance and Board approval, Executive will be eligible to receive additional equity awards.4.Â Â Â Â Employee Benefits.(a)Â Â Â Â Executive will be eligible to participate in accordance with the terms of all Company employee benefit plans, policies and arrangements that are applicable to other executive officers of the Company, as such plans, policies and arrangements may exist from time to time.(b)Â Â Â Â In addition to the Employee Benefits provided to Executive under Section 4(a) above, upon Executiveâ€™s death or Disability, Company shall pay to Executive or Executiveâ€™s beneficiary, as the case may be, (i) one hundred percent (100%) of Executiveâ€™s then outstanding unvested equity awards granted pursuant to the Companyâ€™s 2007 Stock Plan, 2013 Equity Incentive Plan or any other equity incentive plan approved by the Board, which shall vest as of the date of such termination of employment due to death or Disability; (ii) (y) Disability -2-payments in an amount equal to twenty-four (24) months of Executiveâ€™s Base Salary and Target Bonus in the form of salary continuation following Executiveâ€™s termination of employment due to Disability in accordance with the Companyâ€™s normal payroll practices (such amount being referred to herein as the â€œDisability Benefitsâ€); or (z) a lump sum death benefit that is equal to two times (2x) Executiveâ€™s Base Salary and Target Bonus payable to Executiveâ€™s spouse/domestic partner, or to his estate in the absence of a spouse/domestic partner within sixty (60) days of Executiveâ€™s date of death (such amount being referred to herein as the â€œDeath Benefitsâ€); and (iii) reimbursement for premiums paid for the group health continuation coverage premiums for Executive and Executiveâ€™s eligible dependents and domestic partner under the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (â€œCOBRAâ€) so as to provide Executive and Executiveâ€™s eligible dependents and domestic partner the same level of benefits to the same extent as in effect on the date of Executiveâ€™s termination of employment due to death or Disability through the lesser of (A) twenty-four (24) months from the date of such termination; or (B) the date Executive and all of Executiveâ€™s eligible dependents and domestic partner are no longer eligible to receive continuation coverage pursuant under COBRA; provided, however, that Executive or the Executiveâ€™s eligible dependents or domestic partner will be solely responsible for electing such coverage within the required time periods. In the event that the date on which Executive and Executiveâ€™s eligible dependents and domestic partner are no longer eligible to receive continuation coverage under COBRA is less than twenty-four (24) months from the effective date of such termination, and the loss of eligibility for COBRA is not due to coverage under another employerâ€™s medical plan, the Company shall promptly pay to the Executive in one lump sum cash payment the cost of medical benefits for similarly situated active employees of the Company for the balance of the twenty-four (24) month period. Executive must provide Company with written notice of Executiveâ€™s new position within ten (10) business days of starting any such position. In the event that Disability Benefits or Death Benefits are payable to Executive or his beneficiary under this Section 4(b), such benefits shall be reduced on a dollar for dollar basis for any disability benefits or death benefits that are paid to Executive or his beneficiary from any life insurance or disability policies, whether group or individual, for which the employer has paid all of the premiums. 5.Â Â Â Â Expenses. The Company will reimburse Executive for reasonable travel, entertainment and other expenses incurred by Executive in the furtherance of the performance of Executiveâ€™s duties hereunder, in accordance with the Companyâ€™s expense reimbursement policy as in effect from time to time. All reimbursement expenses must be incurred while Executive is an employee of the Company. If any portion of such reimbursements is taxable to Executive, Executive must submit proper receipts for such

reimbursement within thirty (30) days of the date on which he incurs such expense and the Company will reimburse Executive for such expenses within thirty (30) days of the date proper receipts are received. In the event Executive recognizes income for income tax purposes as a result of the Companyâ€™s payment of certain expenses pursuant to this Section 5, regardless of whether such income is received during or after his employment, the Company shall make a tax gross-up payment to the Executive based on the additional tax liability that he incurs by reason of his recognition of such income.6.Â Â Â Â Termination of Employment. In the event Executiveâ€™s employment with the Company terminates for any reason, Executive will be entitled to any (a) unpaid Base Salary accrued up to the effective date of termination; (b) unpaid annual incentive bonus if earned and accrued under the Bonus Program for a completed prior performance period as of Executiveâ€™s -3-termination of employment, (c) pay for accrued but unused vacation that the Company is legally obligated to pay Executive; (d) benefits or compensation as provided under the terms of any employee benefit and compensation agreements or plans applicable to Executive; (e) reimbursement of any unreimbursed business expenses; and (f) rights to indemnification Executive has hereunder or under the Companyâ€™s Certificate of Incorporation, the Companyâ€™s Bylaws (the â€œBylawsâ€), the Agreement, separate indemnification agreement, or under law, as applicable. In addition, if the termination is by the Company without Cause or the Executive resigns for Good Reason, Executive will be entitled to the amounts and benefits specified in Section 7.7.Â Â Â Â Severance.(a)Â Â Â Â Termination Without Cause or Resignation for Good Reason. If Executiveâ€™s employment is terminated either by the Company without Cause or by Executive for Good Reason, then: (i) one hundred percent (100%) of Executiveâ€™s then outstanding unvested equity awards granted pursuant to the Companyâ€™s 2007 Stock Plan, 2013 Equity Incentive Plan or any other equity incentive plan approved by the Board shall vest as of the date of such termination; (ii) the Company will pay Executive severance benefits in an amount equal to twenty-four (24) months of Executiveâ€™s Base Salary and Target Bonus in the form of salary continuation following Executiveâ€™s termination of employment in accordance with the Companyâ€™s normal payroll practices; and (iii) the Company will reimburse Executive for all premiums paid for group health continuation coverage for Executive and Executiveâ€™s eligible dependents and domestic partner under COBRA so as to provide Executive and Executiveâ€™s eligible dependents and domestic partner with the same level of benefits to the same extent as in effect on the date of Executiveâ€™s termination through the lesser of (A) twenty-four (24) months from the effective date of such termination; or (B) the date Executive and all of Executiveâ€™s eligible dependents and domestic partner are no longer eligible to receive continuation coverage under COBRA; provided, however, that Executive will be solely responsible for electing such coverage within the required time period. In the event that the date on which Executive and Executiveâ€™s eligible dependents and domestic partner are no longer eligible to receive continuation coverage under COBRA is less than twenty-four (24) months from the effective date of such termination, and the loss of eligibility for COBRA is not due to coverage under another employerâ€™s medical plan, the Company shall promptly pay to the Executive in one lump sum cash payment the cost of medical benefits for similarly situated active employees of the Company for the balance of the twenty-four (24) month period. Executive must provide the Company with written notice of Executiveâ€™s new position within ten (10) business days of starting any such position. (b)Â Â Â Â Termination without Cause or Resignation for Good Reason in Connection with a Change of Control. If Executiveâ€™s employment is terminated either by the Company without Cause or by Executive for Good Reason within twenty-four (24) months following a Change of Control, then: (i) one hundred percent (100%) of Executiveâ€™s then outstanding unvested equity awards granted pursuant to the Companyâ€™s 2007 Stock Plan, 2013 Equity Incentive Plan or any other equity incentive plan approved by the Board shall vest as of the date of such termination; (ii) the Company will pay Executive severance benefits in an amount equal to two times (2x) Executiveâ€™s Base Salary and Target Bonus in the form of one lump sum payment within sixty (60) days following the termination of Executiveâ€™s employment; -4-and (iii) the Company will pay Executive the total of twenty-four (24) monthly premiums for group health continuation coverage for Executive and Executiveâ€™s eligible dependents and domestic partner under COBRA so as to provide Executive and Executiveâ€™s eligible dependents and domestic partner with the same level of benefits to the same extent as in effect on the date of Executiveâ€™s termination, determined at the cost for COBRA coverage on the date of Executiveâ€™s termination and paid in the form of one lump sum payment within sixty (60) days following such termination date; provided, however, that Executive will be solely responsible for electing such coverage within the required time period. Any benefits or payments provided under this Section 7(b) are in lieu of, and not in addition to, any benefits or payments that otherwise might be payable under Section 7(a). (c)Â Â Â Â Voluntary Termination Without Good Reason or Termination for Cause. If Executiveâ€™s employment is terminated by Executive without Good Reason or for Cause by the Company, then except as provided in Section 6, (i) all further vesting of Executiveâ€™s outstanding equity awards will terminate as of the date of Executiveâ€™s termination; (ii) the Company will stop paying Executive wages; and (iii) Executive will be eligible for severance benefits only in accordance with the Companyâ€™s then established plans, programs and practices.8.Â Â Â Â Conditions to the Receipt of Severance Payments. Except in the event of termination due to death, Executiveâ€™s entitlement to any severance benefits and other consideration hereunder is conditioned upon (i) Executiveâ€™s execution and delivery to the Company of the general release of claims attached hereto as Exhibit A (the â€œReleaseâ€) which Release is not revoked by Executive; provided that such Release becomes effective no later than sixty (60) days following the termination date (such deadline, the â€œRelease Deadlineâ€); and (ii) Executiveâ€™s resignation from Executiveâ€™s employment with the Company. (a)Â Â Â Â If the Release does not become effective by the Release Deadline, Executive shall forfeit any rights to severance and other consideration under this Agreement. In no event shall such severance payments or consideration be paid or provided until the Release actually becomes effective and irrevocable. Any severance payments or consideration under this Agreement that are Deferred Compensation Separation Benefits (as defined in Section 24) shall be paid on, or, in the case of installments, shall not commence until, the sixtieth (60th) day following Executiveâ€™s separation from service, or, if later, such time as required by Section 24. Except as required by Section 24, any installment payments that would have been made to Executive during the sixty (60) day period immediately following Executiveâ€™s separation from service but for the preceding sentence shall be paid to Executive on the sixtieth (60th) day following Executiveâ€™s separation from service and the remaining payments shall be made as provided in this Agreement.(b)Â Â Â Â Unless specifically provided in this Agreement or as otherwise required by Section 24, the Company shall pay any severance payments in continuing payments following Executiveâ€™s termination date in accordance with the Companyâ€™s normal payroll practices. If Executive should die before all of the severance amounts have been paid, such unpaid amounts shall be paid in a lump-sum payment promptly following such event to Executiveâ€™s designated beneficiary, if living, or otherwise to the personal representative of Executiveâ€™s estate.-5-9.Â Â Â Â Restrictive Covenants.(a)Â Â Â Â Non-Competition. Executive covenants and agrees that during his employment with Company and for a period of two (2) years after the termination of his employment (but in no case beyond October 29, 2029) for any reason whatsoever (unless otherwise agreed to by the Parties in writing), Executive will not directly or indirectly, engage in or be involved in any way with a â€œcompetitive business.â€ â€œCompetitive business,â€ as used in this Agreement, includes any business or activity, wherever conducted, which is engaged in providing subscription-based enterprise software support services, including maintenance and support programs for enterprise software. (b)Â Â Â Â Non-Solicitation. Executive agrees that during his employment with Company and for a period of two (2) years following the termination of his employment (but in no case beyond October 29, 2029) under this Agreement for any reason whatsoever (unless otherwise agreed to by the Parties in writing), Executive will not, directly or indirectly, induce or attempt to induce any customer, employee, consultant or other business relation to cease doing business with or providing services to the Company or any of its subsidiaries or in any way interfere with the relationship between any such business relation and the Company and its subsidiaries.(c)Â Â Â Â Reasonableness of Scope and Duration. The parties hereto agree that the covenants and agreements set forth in this Section 9 are reasonable in their time, territory and scope, and they intend that they be enforced, and no party shall raise any objection to the reasonableness of the time, territory or scope of any such covenants in any proceeding to enforce such covenants. If Company fails to make any payment(s) under the terms of this Agreement, and such default is not cured within fifteen (15) days following a notice of default to the Company, then the Executive may terminate this Agreement and will be released from Executiveâ€™s obligations under this Section 9.(d)Â Â Â Â Acknowledgment of Executive. Executive represents and warrants that the knowledge, skills and abilities he currently possesses and/or possessed prior to employment are sufficient to permit him, in the event of the termination of his employment hereunder for any reason, to earn a livelihood satisfactory to himself without violating any provision of this Agreement, for example, by using such knowledge, skills and abilities, or some of them, in the service of a noncompetitor of the Company.(e)Â Â Â Â Enforcement. In the event of a breach or threatened breach by Executive of the provisions of this Section 9, the Company will be authorized and entitled to obtain, from any arbitrator or court of competent jurisdiction, an injunction restraining Executive from such breach and from rendering any services to any person, firm, or entity in breach of this Section 9. Nothing in this Agreement shall be construed as prohibiting the Company from pursuing any other remedies available to it for a breach or threatened breach of this Section 9.(f)Â Â Â Â Modification. In the event any provision of Section 9 is held to be an unreasonable restriction upon Executive, an arbitrator or court so holding may reduce the geography to which it pertains and/or the period of time in which it operates, or order any other change to the extent necessary to render such provision enforceable.-6-(g)Â Â Â Â Condition Precedent. Compliance with the provisions of Section 9 of this Agreement is a condition precedent to the Companyâ€™s obligation to make payments of any nature to Executive, except as provided in Sections 6 and 12. For the avoidance of doubt, there is no condition precedent to Executiveâ€™s entitlement to indemnification as provided in Section 12 herein, except as set forth in Section 12.10.Â Â Â Â Limitation on Payments. In the event that the severance and other benefits provided for in this Agreement or otherwise payable to Executive (i) constitute â€œparachute paymentsâ€ within the meaning of Section 280G of the Internal Revenue Code of 1986, as amended (the â€œCodeâ€) and (ii) but for this Section 10, would be subject to the excise tax imposed by Section 4999 of the Code, then Executiveâ€™s severance benefits under Section 7 will be either:(a)Â Â Â Â delivered in full, or(b)Â Â Â Â delivered as to such lesser extent which would result in no portion of such severance benefits being subject to excise tax under Section 4999 of the Code, whichever of the foregoing amounts, taking into account the applicable federal, state and local income taxes and the excise tax imposed by Section 4999 of the Code, results in the receipt by Executive on an after-tax basis, of the greatest amount of severance benefits, notwithstanding that all or some portion of such severance benefits may be taxable under Section 4999 of the Code. Unless the Company and Executive otherwise agree in writing, any determination required under this Section 10 will be made in writing by the Companyâ€™s independent public accountants immediately prior to a Change of Control (the â€œAccountantsâ€), whose determination will be conclusive and binding upon Executive and the Company for all purposes. For purposes of making the calculations required by this Section 10, the Accountants may make reasonable assumptions and approximations concerning applicable taxes and may rely on reasonable, good faith interpretations concerning the application of Sections 280G and 4999 of the Code. The Company and Executive will furnish to the Accountants such information and documents as the Accountants may reasonably request in order to make a determination under this Section 10. The Company will bear all costs the Accountants may reasonably incur in connection with any calculations contemplated by this Section 10. Any reduction in payments and/or benefits required by this Section 10 shall occur in the following order: (1) reduction of cash payments; (2) reduction of vesting acceleration of equity awards; and (3) reduction of other benefits paid or provided to Executive. In the event that acceleration of vesting of equity awards is to be reduced, such acceleration of vesting shall be cancelled in the reverse order of the date of grant for Executiveâ€™s equity awards. If two or more equity awards are granted on the same date, each award will be reduced on a pro-rata basis.11.Â Â Â Â Definitions. For purposes of this Agreement, the following terms shall have the meaning set forth below:(a)Â Â Â Â Cause. â€œCauseâ€ will mean:(i)Â Â Â Â Executiveâ€™s failure to perform the duties and responsibilities of Executiveâ€™s position after there has been delivered to Executive a written demand for performance from the Board which describes the basis for the Boardâ€™s belief that Executive has not substantially performed Executiveâ€™s duties and provides Executive with thirty (30) days to -7-take corrective action;(ii)Â Â Â Â Any act of gross negligence or willful misconduct (such as bribery, unlawful harassment, violation of Company ethics policy and other actions of misconduct of similar significance) taken by Executive in connection with Executiveâ€™s employment with the Company, and provided that in the case of gross negligence such act had a material adverse effect on the Companyâ€™s business, which act is not cured by Executive within thirty (30) days following Executiveâ€™s receipt of written notice of such act from the Board; (iii)Â Â Â Â Any act of moral turpitude consisting of fraud or embezzlement that has a material adverse effect on the Companyâ€™s business which act is not cured by Executive within thirty (30) days following Executiveâ€™s receipt of written notice of such act from the Board;(iv)Â Â Â Â Executiveâ€™s conviction of, or plea of nolo contendere to, a felony (other than minor traffic-related offenses);(v)Â Â Â Â Executiveâ€™s conviction for a criminal violation of state or federal securities laws; or(vi)Â Â Â Â Any material breach by Executive of any material obligation set forth in this Agreement which is not cured within thirty (30) days following Executiveâ€™s receipt of written notice of such breach from the Board.(b)Â Â Â Â Change of Control. â€œChange of Controlâ€ will mean the occurrence of any of the following events:(i)Â Â Â Â Change in Ownership of the Company. A change in the ownership of the Company, which is deemed to occur on the date that any one person, or more than one person acting as a group (â€œPersonâ€), acquires ownership of the stock of the Company that, together with the stock held by such Person, constitutes more than fifty percent (50%) of the total voting power of the stock of the Company, except that any financing of the Company that is approved by the Board will not be considered a Change of Control; or(ii)Â Â Â Â Change in Effective Control of the Company. A change in the effective control of the Company, which is deemed to occur on the date that a majority of members of the Board is replaced during any twelve (12) month period by directors whose appointment or election was not endorsed by a majority of the members of the Board prior to the date of the appointment or election. For purposes of this clause (ii), if any Person is considered to be in effective control of the Company, the acquisition of additional control of the Company by the same Person will not be considered a Change of Control; or(iii)Â Â Â Â Change in Ownership of a Substantial Portion of the Companyâ€™s Assets. A change in the ownership of a substantial portion of the Companyâ€™s assets, which is deemed to occur on the date that any Person acquires (either is one transaction or in multiple transactions over the twelve (12) month period ending on the date of the most recent acquisition by such person or persons) assets from the Company that have a total gross fair market value equal to or more than fifty percent (50%) of the total gross fair market value of all of the assets -8-of the Company immediately prior to such acquisition or acquisitions. For purposes of this subsection (iii), gross fair market value means the value of the assets of the Company, or the value of the assets being disposed of, determined without regard to any liabilities associated with such assets.For purposes of the above sections, persons will be considered to be acting as a group if they are owners of a corporation that enters into a merger, consolidation, purchase or acquisition of stock, or similar business transaction with the Company. The foregoing provisions of this definition, a transaction will not be deemed a Change of Control unless the transaction qualifies as a â€œchange in control eventâ€ within the meaning of Section 409A. Further and for the avoidance of doubt, a transaction will not constitute a Change of Control if: (i) its sole purpose is to change the state of the Companyâ€™s incorporation; or (ii) its sole purpose is to create a holding company that will be owned in substantially the same proportions by the persons who held the Companyâ€™s securities immediately before such transaction.(c)Â Â Â Â Disability. â€œDisabilityâ€ means that Executive is, by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months, receiving income replacement benefits for a period of not less than three (3) months under an accident and health plan covering employees of the Company. In the event that there is no accident and health plan covering employees of the Company at the time that Executive becomes Disabled, â€œDisabilityâ€ shall mean that Executive is unable to engage in any substantial gainful activity by reason of any medically determinable physical or mental impairment that can be expected to result in death or can be expected to last for a continuous period of not less than twelve (12) months.(d)Â Â Â Â Good Reason. â€œGood Reasonâ€ means Executiveâ€™s resignation from employment within ninety (90) days following the expiration of any cure period (as discussed below) following the occurrence of any of the following, without Executiveâ€™s express written consent:(i)Â Â Â Â The assignment to Executive of any duties, authority or responsibilities, or the reduction of Executiveâ€™s duties, authority or responsibilities, either of which results in a material reduction of Executiveâ€™s duties, authority or responsibilities, relative to Executiveâ€™s duties, authority or responsibilities as in effect immediately prior to such reduction; (ii)Â Â Â Â A reduction by the Company in Executiveâ€™s Base Salary or Target Bonus opportunity as in effect immediately prior to such reduction other than pursuant to a reduction of at least the same percentage that also is applied to all other Section 16 executive officers of the Company at the same time;(iii)Â Â Â Â A material change in the geographic location at which Executive must perform services (in other words, the relocation of Executive to a facility or location more than fifty (50) miles from Executiveâ€™s then present location); or(iv)Â Â Â Â Any other action or inaction by the Company that constitutes a -9-material breach of the terms of the Agreement. Executive shall not resign for Good Reason without first providing the Company with written notice within thirty (30) days of the event that Executive believe constitutes â€œGood Reasonâ€ specifically identifying the acts or omissions constituting the grounds for Good Reason and providing a reasonable cure period of thirty (30) days.(e)Â Â Â Â Proceeding. â€œProceedingâ€ will mean: any threatened, pending or completed action, suit, arbitration, mediation, alternate dispute resolution mechanism, investigation, inquiry, hearing or proceeding, preliminary, information or formal, of any type whatsoever, or claim, demand, action issue or matter therein, whether brought in the right of the Company, a Subsidiary or otherwise (but not if or as initiated, whether in a complaint, counterclaim or crossclaim, by Executive against the Company or its directors,

officers, employees, agents or other indemnitees except as approved by the Companyâ€™s Board of Directors prior to its initiation or if arising from or related to the Specified Litigation), and whether of a civil, criminal, administrative or investigative nature, including any appeal therefrom, and including without limitation any such Proceeding pending as of the Effective Date, in which Executive was, is or will be involved as a party, a potential party, a non-party witness or otherwise by reason of (i)Â the fact or assertion that Executive is or was a director or officer or employee (but not in any matter involving Executive as a stockholder) of the Company or of a Subsidiary; or (ii)Â the fact or assertion that Executive is or was serving at the request of the Company or of a Subsidiary as a director, trustee, general partner, managing member, officer, employee, agent, deemed fiduciary or fiduciary (but not as a stockholder) of the Company, a Subsidiary or any other enterprise, in each case whether or not serving in such capacity at the time indemnification or advancement of expenses are sought by Executive.(f)Â Â Â Â Â Specified Litigation. â€œSpecified Litigationâ€ means Oracle USA, Inc. v. Rimini Street, Inc., Case No.2:10-cv-00106-LRH-VCF (D. Nev.); Oracle Int'l Corp. v. Rimini Street, Inc., Case No. 2:14-cv-01699-MMD-DJA (D. Nev.); and any appeals, divisions, enforcement proceedings, cross-claims relating thereto and all other proceedings involving Oracle and/or its affiliates arising from the same facts and circumstances underlying such cases.(g)Â Â Â Â Subsidiary. â€œSubsidiaryâ€ means any entity of which more than fifty percent (50%) of the outstanding voting securities is owned directly or indirectly by the Company.12.Â Â Â Â Indemnification. Subject to applicable law, the Company shall indemnify and hold harmless Executive if Executive is, or is threatened to be made, a party to or a participant in any Proceeding. Such indemnification shall include all Expenses (as defined in the Indemnification Agreement), judgments, fines and amounts paid in settlement in connection with such Proceeding to the maximum extent permitted by this Agreement, the Indemnification Agreement, the Companyâ€™s Certificate of Incorporation, Bylaws or applicable law, including, if applicable, any directors and officers insurance policies or other insurance policies, provided, however, that the Companyâ€™s obligation to indemnify Executive hereunder or pursuant to the Indemnification Agreement is not limited by any insurance policy limits or caps. The Companyâ€™s obligations under this Section 12 for acts or omissions during Executiveâ€™s employment shall survive Executiveâ€™s termination of employment. To the extent that the terms herein differ from -10-the terms of the Indemnification Agreement or any other source of indemnification rights, Executive shall be entitled to the indemnification rights most beneficial to him as determined in his sole discretion. a.Â Â Â Â Without limiting any of the foregoing, Executiveâ€™s rights of indemnification shall include all of Executiveâ€™s Expenses (including judgments, fines and amounts paid in settlement) in a Proceeding arising from or relating to acts undertaken in good faith in his role as director, officer, employee or agent (but not as a stockholder) of the Company or in accordance with the directions or instructions of the Board, or for acts undertaken in good faith for the benefit of the Company or for purposes of Executiveâ€™s compliance with any order or equitable relief issued by any court or arbitral body in any Proceeding. For the avoidance of doubt, Executive shall be entitled to indemnification if he is found liable for actions or omissions by the Company in a Proceeding, subject to the terms of this Agreement (including the foregoing conditions in each case) and applicable law. b.Â Â Â Â For the avoidance of doubt, any action or proceeding undertaken by Executive to recover attorneysâ€™ fees or costs from the Company or to enforce any judgment, order or award against the Company made pursuant to this Section 12 or Section 11 of the Indemnification Agreement or the indemnification provisions set forth in the Companyâ€™s Certificate of Incorporation, Bylaws, or applicable law shall be deemed to be an action for indemnification against the Company for which the Executive is entitled to indemnification under the Indemnification Agreement and/or hereunder, as applicable, subject to the terms of the applicable agreement. For the avoidance of doubt, where a Proceeding is brought and heard in arbitration, references to any court in which a Proceeding is or was brought pursuant to this Agreement or the Indemnification Agreement shall include such arbitration.c.Â Â Â Â For purposes of determining indemnification rights of Executive, Executive shall be deemed to have acted in good faith or to have not acted in bad faith in his role as director, officer, employee or agent of the Company to the extent Executive relied in good faith on, and acted in accordance with, (i) directions or instructions of the Board; or (ii) best practices or generally accepted norms of the industry in which the Company or its SubsidiariesÂ operate.d.Â Â Â Â In the event that the Company may be obligated to make any indemnity to Executive in connection with a Proceeding and Executive, in good faith, determines that there is a divergence in interests between Executive and the Company or other defendants or Executive does not reasonably believe, in good faith, that the Companyâ€™s selected counsel is properly representing Executiveâ€™s interests, then Executive will have the right to hire and utilize his own counsel, with reasonable fees and costs being indemnifiable Expenses. e.Â Â Â Â The Company shall indemnify Executive for all Expenses incurred by Executive for any individual claim, issue or matter in any Proceeding he initiates against the Company in good faith expressly for the purposes of enforcing or defending his -11-rights pursuant to this Agreement or his Indemnification Agreement arising from a Proceeding in accordance with Section 12(b) above; provided that Executive is successful (on the merits or otherwise) with respect to such individual claim, issue or matter therein. f.Â Â Â Â No indemnification shall be made under this Section 12 in respect of any amount for which Executive shall have been finally adjudged by a court of competent jurisdiction or in arbitration to be liable to the Company or in respect of which the Company has been finally adjudged by a court of competent jurisdiction or in arbitration to have no indemnification obligation to Executive or that is otherwise not permitted by applicable law. Without limiting the foregoing, the exclusions set forth in Section 7 of the Indemnification Agreement shall apply to indemnification rights under this Agreement mutatis mutanda other than for purposes of Section 12(b) and (e) above and Executiveâ€™s right to indemnification arising or related to Specified Litigation as set forth in Section 11(e) above.g.Â Â Â Â The indemnification provided by this Section 12 shall not be deemed exclusive of any other rights to which Executive seeking indemnification or advancement of expenses may be entitled under the certificate of incorporation or any statute, bylaw, agreement, vote of stockholders or disinterested directors or otherwise, nor shall this Agreement be deemed to limit, diminish or abrogate any rights of Executive hereunder.13.Â Â Â Â Assignment. This Agreement will be binding upon and inure to the benefit of (a) the heirs, executors and legal representatives of Executive upon Executiveâ€™s death; and (b) any successor of the Company. Any such successor of the Company will be deemed substituted for the Company under the terms of this Agreement for all purposes. For this purpose, â€œsuccessorâ€ means any person, firm, corporation, or other business entity which at any time, whether by purchase, merger, or otherwise, directly or indirectly, acquires all or substantially all of the assets or business of the Company. None of the rights of Executive to receive any form of compensation payable pursuant to this Agreement may be assigned or transferred except by will or the laws of descent and distribution. Any other attempted assignment, transfer, conveyance, or other disposition of Executiveâ€™s right to compensation or other benefits will be null and void.14.Â Â Â Â Notices. All notices, requests, demands and other communications called for hereunder will be in writing and will be deemed given (a) on the date of delivery if delivered personally; (b) one (1) day after being sent overnight by a well-established commercial overnight service; or (c) four (4) days after being mailed by registered or certified mail, return receipt requested, prepaid and addressed to the parties or their successors at the following addresses, or at such other addresses as the parties may later designate in writing:-12-If to the Company:Rimini Street, Inc. Legal DepartmentAttn: Corporate Secretary1700 South Pavilion Drive, Suite 330Las Vegas, Nevada 89135with a copy to:Rimini Street, Inc. Legal DepartmentAttn: Andrew Terry, GVP & Deputy General Counsel, Corporate & Corporate Secretary1700 South Pavilion Drive, Suite 330Las Vegas, Nevada 89135 If to Executive:The last residential address on file with the Company.15.Â Â Â Â Severability. If any provision hereof becomes or is declared by an arbitrator or a court of competent jurisdiction to be illegal, unenforceable, or void, this Agreement will continue in full force and effect without said provision.16.Â Â Â Â Arbitration.(a)Â Â Â Â General. In consideration of Executiveâ€™s service to the Company, its promise to arbitrate all employment-related disputes and Executiveâ€™s receipt of the compensation, pay raises and other benefits paid to Executive by the Company, at present and in the future, Executive agrees that any and all controversies, claims, or disputes with anyone (including the Company and any employee, officer, director, shareholder or benefit plan of the Company in their capacity as such or otherwise) arising out of, relating to, or resulting from Executiveâ€™s service to the Company under this Agreement or otherwise or the termination of Executiveâ€™s service with the Company, including any breach of this Agreement, shall be subject to binding arbitration. Disputes which Executive agrees to arbitrate, and thereby agrees to waive any right to a trial by jury, include any statutory claims under state or federal law, including, but not limited to, claims under Title VII of the Civil Rights Act of 1964, the Americans with Disabilities Act of 1990, the Age Discrimination in Employment Act of 1967, the Older Workers Benefit Protection Act, claims of harassment, discrimination or wrongful termination and any statutory claims. Executive further understands that this Agreement to arbitrate also applies to any disputes that the Company may have with Executive.(b)Â Â Â Â Procedure. Executive agrees that any arbitration will be administered by the American Arbitration Association (â€œAAAâ€) and that a neutral arbitrator will be selected in a manner consistent with its National Rules for the Resolution of Employment Disputes (the â€œRulesâ€). Executive agrees that the arbitrator shall have the power to decide any motions brought by any party to the arbitration, including motions for summary judgment and/or adjudication and motions to dismiss and demurrers, prior to any arbitration hearing. Executive agrees that the arbitrator shall issue a written decision on the merits. Executive also agrees that -13-the arbitrator shall have the power to award any remedies, including attorneysâ€™ fees and costs, available under applicable law. Executive understands the Company will pay for any administrative, hearing, and arbitrator fees charged by the arbitrator or AAA except that Executive shall pay the first $125.00 of any filing fees associated with any arbitration Executive initiates. Executive agrees that the arbitrator shall administer and conduct any arbitration in a manner consistent with the Rules.(c)Â Â Â Â Remedy. Except as provided by the Rules, arbitration shall be the sole, exclusive and final remedy for any dispute between Executive and the Company. Accordingly, except as provided for by the Rules, neither Executive nor the Company will be permitted to pursue court action regarding claims that are subject to arbitration. Notwithstanding, the arbitrator will not have the authority to disregard or refuse to enforce any lawful Company policy, and the arbitrator shall not order or require the Company to adopt a policy not otherwise required by law which the Company has not adopted.(d)Â Â Â Â Availability of Injunctive Relief. In addition to the right under the Rules to petition the court for provisional relief, Executive agrees that any party may also petition the court for injunctive relief where either party alleges or claims a violation of this Agreement or any other agreement regarding trade secrets, confidential information, or nonsolicitation.Â In the event either party seeks injunctive relief, the prevailing party shall be entitled to recover reasonable costs and attorneysâ€™ fees. (e)Â Â Â Â Administrative Relief. Executive understands that this Agreement does not prohibit Executive from pursuing an administrative claim with a local, state or federal administrative body such as the Department of Fair Employment and Housing, the Equal Employment Opportunity Commission, or the workersâ€™ compensation board. This Agreement does, however, preclude Executive from pursuing court action regarding any such claim.(f)Â Â Â Â Voluntary Nature of Agreement. Executive acknowledges and agrees that Executive is executing this Agreement voluntarily and without any duress or undue influence by the Company or anyone else. Executive further acknowledges and agrees that Executive has carefully read this Agreement and that Executive has asked any questions needed for Executive to understand the terms, consequences and binding effect of this Agreement and fully understand it, including that Executive is waiving Executiveâ€™s right to a jury trial.17.Â Â Â Â Integration. This Agreement, Executiveâ€™s Confidential and Invention Assignment Agreement, together with the Companyâ€™s 2007 Stock Plan, 2013 Equity Incentive Plan and any stock purchase or stock option agreements between the Executive and the Company which describe Executiveâ€™s outstanding equity awards, and indemnification agreement represent the entire agreement and understanding between the parties as to the subject matter herein and supersede all prior or contemporaneous agreements whether written or oral. No waiver, alteration, or modification of any of the provisions of this Agreement will be binding unless in a writing and signed by duly authorized representatives of the parties hereto. In entering into this Agreement, no party has relied on or made any representation, warranty, inducement, promise or understanding that is not in this Agreement. In the event of an inconsistency between the terms of this Agreement and the terms of an equity award agreement between Executive and the Company relating to Executiveâ€™s outstanding equity awards under the Companyâ€™s 2007 Stock -14-Plan or 2013 Equity Incentive Plan (or any successor equity plan), the terms of the applicable equity award agreement shall prevail over the terms of this Agreement, but only to the extent expressly provided for in such equity award agreement.18.Â Â Â Â Waiver of Breach. The waiver of a breach of any term or provision of this Agreement, which must be in writing, will not operate as or be construed to be a waiver of any other previous or subsequent breach of this Agreement.19.Â Â Â Â Survival. The Companyâ€™s and Executiveâ€™s responsibilities under Sections 7, 9 and 12 will survive the termination of this Agreement.20.Â Â Â Â Headings. All captions and Section headings used in this Agreement are for convenient reference only and do not form a part of this Agreement.21.Â Â Â Â Tax Withholding. All payments made pursuant to this Agreement will be subject to withholding of applicable taxes.22.Â Â Â Â Governing Law. This Agreement will be governed by the laws of the State of Nevada without regard to its conflict of laws provisions.23.Â Â Â Â Acknowledgment. Executive acknowledges that she has had the opportunity to discuss this matter with and obtain advice from Executiveâ€™s private attorney, has had sufficient time to, and has carefully read and fully understands all the provisions of this Agreement, and is knowingly and voluntarily entering into this Agreement. The Company will promptly pay Executiveâ€™s reasonable and documented legal fees not to exceed $60,000, incurred in 2024 in connection with the negotiation and documentation of his updated employment and indemnification arrangements with the Company.24.Â Â Â Â Section 409A.(a)Â Â Â Â Notwithstanding anything to the contrary in this Agreement, no severance payable to Executive, if any, pursuant to this Agreement, when considered together with any other severance payments or separation benefits that are considered deferred compensation under Section 409A of the Code and the final regulations and any guidance promulgated thereunder (â€œSection 409Aâ€) (together, the â€œDeferred Compensation Separation Benefitsâ€) shall be payable until Executive has a â€œseparation from serviceâ€ within the meaning of Section 409A. Similarly, no severance payable to Executive, if any, pursuant to this Agreement that otherwise would be exempt from Section 409A pursuant to Treasury Regulation Section 1.409A-1(b)(9) will be payable until Executive has a â€œseparation from serviceâ€ within the meaning of Section 409A. (b)Â Â Â Â Further, if Executive is a â€œspecified employeeâ€ within the meaning of Section 409A at the time of Executiveâ€™s separation from service (other than due to Executiveâ€™s death), then the Deferred Compensation Separation Benefits that are payable within the first six (6) months following Executiveâ€™s separation from service shall become payable on the first payroll date that occurs on or after the date six (6) months and one (1) day following the date of Executiveâ€™s separation from service. All subsequent Deferred Compensation Separation Benefits, if any, shall be payable in accordance with the payment schedule applicable to each payment or benefit. Notwithstanding anything herein to the contrary, if Executive dies following -15-Executiveâ€™s separation from service but prior to the six (6) month anniversary of the separation from service, then any payments delayed in accordance with this paragraph shall be payable in a lump sum as soon as administratively practicable after the date of Executiveâ€™s death and all other Deferred Compensation Separation Benefits shall be payable in accordance with the payment schedule applicable to each payment or benefit. Each payment and benefit payable under this Agreement is intended to constitute a separate payment for purposes of Section 1.409A-2(b)(2) of the Treasury Regulations. The amount of reimbursements or in-kind benefits provided hereunder that the Company is obligated to pay in any given calendar year shall not affect the reimbursements or in-kind benefits that the Company is obligated to pay in any other calendar year, and Executiveâ€™s right to have the Company provide such reimbursements or in-kind benefits may not be liquidated or exchanged for any other benefit.(c)Â Â Â Â Any amount paid under this Agreement that satisfies the requirements of the â€œshort-term deferralâ€ rule set forth in Section 1.409A-1(b)(4) of the Treasury Regulations shall not constitute Deferred Compensation Separation Benefits for purposes of clause (a) above.(d)Â Â Â Â Any amount paid under this Agreement that qualifies as a payment made as a result of an involuntary separation from service pursuant to Section 1.409A-1(b)(9)(iii) of the Treasury Regulations that does not exceed the Section 409A Limit (as defined below) shall not constitute Deferred Compensation Separation Benefits for purposes of clause (a) above.(e)Â Â Â Â For purposes of this Agreement, â€œSection 409A Limitâ€ means the lesser of two times (2x): (i) Executiveâ€™s annualized compensation based upon the annual rate of pay paid to Executive during Executiveâ€™s taxable year preceding Executiveâ€™s taxable year of Executiveâ€™s separation from service as determined under Treasury Regulation Section 1.409A-1(b)(9)(iii)(A)(1) and any Internal Revenue Service guidance issued with respect thereto; or (ii) the maximum amount that may be taken into account under a qualified plan pursuant to Section 401(a)(17) of the Internal Revenue Code for the year in which Executiveâ€™s separation from service occurred.(f)Â Â Â Â The foregoing provisions are intended to comply with the requirements of Section 409A so that none of the severance payments and benefits to be provided hereunder shall be subject to the additional tax imposed under Section 409A, and any ambiguities herein shall be interpreted to so comply. The Company and Executive agree to work together in good faith to consider amendments to this Agreement and to take such reasonable actions which are necessary, appropriate or desirable to avoid imposition of any additional tax or income recognition prior to actual payment to Executive under Section 409A.25.Â Â Â Â Counterparts. This Agreement may be executed in counterparts, and each counterpart will have the same force and effect as an original and will constitute an effective, binding agreement on the part of each of the undersigned.-16-IN WITNESS WHEREOF, each of the parties has executed this Agreement, in the case of the Company by a duly authorized officer, as of the day and year written below.RIMINI STREET, INC.EXECUTIVEBy:/s/ Andrew J. TerryBy:/s/ Seth A. RavinAndrew J. Terry, GVP & Deputy General Counsel, Corporate and Corporate SecretarySeth A. RavinDate: October 29, 2024Date: October 29, 2024-17-EXHIBIT AReleaseYour employment with Rimini Street, Inc. and the Third Amended and Restated Employment Agreement, dated October 29, 2024, by and between you and Rimini Street, Inc. (the â€œEmployment Agreementâ€) terminated effective [_____] (â€œSeparation Dateâ€). You hereby agree and acknowledge that by signing this Release, and for other good and valuable

consideration outlined in Sections 7(a) and (b) of the Employment Agreement*, you are waiving your right to assert any and all forms of legal Claims against Rimini Street1* (together, â€œEmployerâ€) of any kind whatsoever, whether known or unknown, arising from the beginning of time through the Effective Date, as defined below. Except as set forth below, your waiver and release herein is intended to bar any form of legal claim, charge, complaint or any other form of action (jointly referred to as â€œClaimsâ€) against Employer seeking any form of relief including, without limitation, equitable relief (whether declaratory, injunctive or otherwise), the recovery of any damages, or any other form of monetary recovery whatsoever (including, without limitation, back pay, front pay, compensatory damages, emotional distress damages, punitive damages, attorneysâ€™ fees and any other costs) against Employer, for any alleged action, inaction or circumstance existing or arising through the Effective Date. Notwithstanding any provision herein, however, Employer acknowledges and agrees that you are not hereby releasing (i) any obligations incurred under this Release; (ii) any claims that cannot be waived as matter of law, including Protected Activity (as defined below), (iii) any right that you may have to unemployment compensation benefits or workersâ€™ compensations benefits, (iv) any right you may have to equity or other accrued benefits, and (v) any right to indemnification under the Rimini Street, Inc.â€™s Certificate of Incorporation, its Bylaws, the Employment Agreement, separate indemnification agreement, or under law, as applicable.Without limiting the foregoing general waiver and release, you specifically waive and release Employer from any Claim arising from or related to your prior employment relationship with Employer or the termination thereof, including, without limitation:a.Â Â Â Â Â Claims under any state or federal discrimination, fair employment practices or other employment related statute, regulation or executive order (as they may have been amended through the Effective Date) prohibiting discrimination or harassment based upon any protected status including, without limitation, race, national origin, age, gender, marital status, disability, veteran status, sexual orientation or status as a covered service member under the Uniform Services Employment and re-Employment Rights Act (USERRA). Without limitation, specifically included in this paragraph are any Claims arising under the Federal * The Employer will withhold the appropriate federal, state and local taxes and other withholdings, as determined by the Employer, from any consideration paid in exchange for this Release.1* For purposes of this Section, â€œRimini Streetâ€ includes any of its divisions, affiliates (which means all persons and entities directly or indirectly controlling, controlled by or under common control with Rimini Street, Inc.), subsidiaries and all other related entities, its and their directors, officers, employees, trustees, agents, successors and assigns, and all persons acting by, through, under or in concert with Rimini Street, Inc.A-1Age Discrimination in Employment Act, the Older Workers Benefit Protection. Act, the Civil Rights Acts of 1866 and 1871, Title VII of the Civil Rights Act of 1964, the Civil Rights Act of 1991, the Equal Pay Act, the Americans With Disabilities Act, the Nevada Fair Employment Practices Act and any similar state statute.b.Â Â Â Â Claims under any other state or federal employment related statute, regulation or executive order (as they may have been amended through the Effective Date) relating to wages, hours or any other terms and conditions of employment. Without limitation, specifically included in this paragraph are any Claims arising under the Fair Labor Standards Act, the Family and Medical Leave Act of 1993, the National Labor Relations Act, the Employee Retirement Income Security Act of 1974, the Consolidated Omnibus Budget Reconciliation Act of 1985, as amended (â€œCOBRAâ€), any and all claims under Nevada administrative statutory or codified law or regulation dealing with fair employment practices and/or wage and hour laws, Nevada's overtime, meal and rest period, and related wage and hour penalty statutes, NRS 608.250 relating to the payment of minimum wage for each hour worked, and any similar state statute.c.Â Â Â Â Claims under any state or federal common law theory including, without limitation, wrongful discharge, constructive discharge, breach of express or implied contract, promissory estoppel, unjust enrichment, breach of a covenant of good faith and fair dealing, violation of public policy, defamation, interference with contractual relations, intentional or negligent infliction of emotional distress, invasion of privacy, misrepresentation, deceit, fraud or negligence. NRS 613.010, related to inducing a person to change their work location under false pretenses, and NRS 613.210, relating to the "blacklisting" of employees.d.Â Â Â Â Any other Claim arising under state or federal law.You agree that you will not initiate any charge or complaint or institute any claim or lawsuit against Employer based on any fact or circumstance occurring up to and including your last date of employment with Employer, except to the extent such claim or lawsuit relates to your indemnification rights. Notwithstanding the foregoing, this Release does not release Employer or you from any obligation expressly set forth as a post-employment obligation in the Employment Agreement. You understand that nothing in this Agreement shall in any way limit or prohibit you from engaging in any â€œProtected Activity,â€ which means: (i) filing a charge, complaint, or report with, or otherwise communicating with, cooperating with, or participating in any investigation or proceeding that may be conducted by, any federal, state or local government agency or commission, including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the U.S. Commodity Futures Trading Commission, the U.S. Department of Justice, the Occupational Safety and Health Administration, and the National Labor Relations Board (â€œGovernment Agenciesâ€); (ii) testifying in an administrative, legislative, or judicial proceeding concerning alleged criminal conduct, alleged sexual harassment or other A-2alleged misconduct on the part of any other party, or on the part of the agents or employees of another party, when the person testifying has been required or requested to attend the proceeding pursuant to a court order, subpoena, or written request from an administrative agency or legislature; or (iii) providing information to the Government Agencies or collecting rewards under a government agency whistleblower program. You understand that in connection with such Protected Activity, you are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, Employer. However, by entering into this Release, you understand and agree that you are waiving any and all rights to recover any monetary relief or other personal relief directly from Employer as a result of any such government proceedings, including any subsequent legal action, filed by you or by anyone else on your behalf, with respect to any released claims. Nothing in this Section prohibits or prevents you from disclosing or discussing: (i) factual information related to any reasonable belief that you have that you were subjected to unlawful harassment, discrimination or retaliation; (ii) unlawful employment practices, including any form of unlawful discrimination, harassment or retaliation that is actionable under federal or state law; (iii) any facts necessary to receive unemployment insurance, Medicaid or other public benefits to which you may be entitled; or (iv) other disclosures that are protected under federal, state or local law.In addition to the forgoing, you hereby agree that you waive all rights under section 1542 of the Civil Code of the State of California and any other similar law of any state or jurisdiction. Section 1542 provides that:A general release does not extend to claims which the creditor does not know or suspect to exist in his or her favor at the time of executing the release, which if known by him or her must have materially affected his or her settlement with the debtor.Pursuant to section 1542, you acknowledge that you may hereafter discover facts different from or in addition to facts which you now know or believe to be true with regard to the released claims, and further agree that this Release shall remain effective in all respects notwithstanding such discovery of new or different facts, including any such facts which may give rise to currently unknown claims, including but not limited to any claims or rights which you may have under section 1542 of the California Civil Code.It is the Employerâ€™s desire and intent to make certain that you fully understand the provisions and effects of this Release. To that end, you have been encouraged and given the opportunity to consult with legal counsel for the purpose of reviewing the terms of this Release. Also, because you are over the age of 40, and consistent with the provisions of the Age Discrimination in Employment Act (â€œADEAâ€) and the Older Workers Benefits Protection Act (â€œOWBPAâ€), which prohibit discrimination on the basis of age, Employer is providing you with twenty-one (21) days in which to consider and accept the terms of this Release by signing and dating it below and returning the signed and dated acceptance to Thomas Shay at Rimini Street, Inc., 6601 Koll Center Pkwy., Suite 300, Pleasanton, CA 94566 USA. In addition, you may rescind your assent to this Release if, within seven (7) days after you sign this Release, you deliver by hand or send by mail (certified, return receipt and postmarked within such 7-day period) a notice of rescission to Thomas Shay at Rimini Street, Inc., 6601 Koll Center Pkwy., Suite 300, Pleasanton, CA A-394566 USA. If you sign the Release and do not revoke it, then it will become fully effective and binding on both parties on the eighth (8th) day following your execution (the â€œEffective Dateâ€). Further, by signing thisÂ Release, you hereby acknowledge and confirm that:i.Â Â Â Â you have read thisÂ ReleaseÂ in its entirety and understand all of its terms;ii.Â Â Â Â you knowingly, freely, and voluntarily agree to all of the terms and conditions set out in thisÂ ReleaseÂ including, without limitation, the waiver, release, and covenants contained in it;iii.Â Â Â Â you understand that claims challenging the validity of this Release under the ADEA as amended by the OWBPA are not released;iv.Â Â Â Â you are signing thisÂ Release including the waiver and release, in exchange for good and valuable consideration in addition to anything of value to which you are otherwise entitled;v.Â Â Â Â you understand that the release contained in this paragraph does not apply to rights and claims that may arise after the you thisÂ Release.You understand that pursuant to the Defend Trade Secrets Act of 2016, you will not be held criminally or civilly, liable under any Federal or State Trade secret law for the disclosure of a trade secret that is made in confidence either directly or indirectly to a Federal, State, or local government official, or an attorney, for the sole purpose of reporting, or investigating, a violation of law. Moreover, you understand that you may disclose trade secrets in a complaint, or other documents, filed in a lawsuit, or other proceeding, if such filing is made under seal. Finally, you understand that an employee who files a lawsuit alleging retaliation by their employer for reporting a suspected violation of the law may disclose the trade secret to their attorney and use the trade secret in the court proceeding if the employee files any document containing the trade secret under seal and does not disclose the trade secret, except pursuant to a court order.Without limiting your rights in this Release, you agree not to make disparaging, defamatory or otherwise unlawful comments about the Employer, or any of its subsidiaries, affiliates, successors or related companies, or its or their current or past officers, directors, managers, employees, products and/or services. Nothing contained in this paragraph, in any way, restricts or impedes you from testifying truthfully in any legal proceeding, including, but not limited to responding to any inquiries made by the EEOC or any government agency; from discussing or disclosing information about unlawful acts in the workplace, such as harassment or discrimination or any other conduct that you reasonably believe is unlawful; or from disclosing factual information related to an administrative claim or civil action concerning sexual assault, sexual harassment, workplace harassment or discrimination, failure to prevent an act of workplace harassment or discrimination, or an act of retaliation against a person for reporting or opposing harassment or discrimination. You may respond accurately and fully to any question or request for information when required to do so by law.A-4You acknowledge this Release constitutes the entire agreement between you and the Employer with respect to any matters referred to in this Release. This Release supersedes any and all of the other agreements between you and the Employer, except for the Confidential and Invention Assignment Agreement, which remains in full force and effect to the maximum extent allowed by law. No other consideration, agreements, representations, oral statements, understandings or course of conduct which are not expressly set forth in this Release should be implied or are binding. You are not relying upon any other agreement, representation, statement, omission, understanding, or course of conduct which is not expressly set forth in this Release.This Release shall be governed by and construed in all respects in accordance with the laws of Nevada, without regard to the conflict of law principles. The federal courts and/or state courts of such state and county shall have exclusive jurisdiction to adjudicate any dispute arising out of this Release and/or employment relationship or termination thereof, and you consent to such jurisdiction and venue. You agree not to sign this Release before the Separation Date. You understand and agree that this Release shall be null and void and have no legal or binding effect whatsoever ifÂ the Release is not signed by you on or before the twenty-first (21st) calendar days after you receive it.IN WITNESS WHEREOF, the undersigned, intending to be bound hereby, have agreed to the terms and conditions of this Release as of the date first set forth below. EMPLOYEE:Rimini Street, Inc.By: By: Name: Seth A. RavinName and Title:Date: Date:A-5ATTACHMENT 1ELECTION TO EXECUTE PRIOR TO EXPIRATIONOF TWENTY-ONE (21) DAY CONSIDERATION PERIODI, Seth A. Ravin, understand that I have twenty-one (21) calendar days within which to consider and execute the attached Separation Agreement and General Release. However, after having an opportunity to consult counsel, I have freely and voluntarily elected to execute the Separation Agreement and General Release before such twenty-one (21) day period has expired.DateSeth A. RavinA-6 EX-31.1 3 exhibit311q32024.htm EX-31.1 DocumentEXHIBIT 31.1Â Â CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OFTHE SARBANES-OXLEY ACT OF 2002Â I, Seth A. Ravin, certify that:Â 1.Â Â Â Â Â Â Â Â Â Â Â I have reviewed this Quarterly Report on Form 10-Q of Rimini Street, Inc.;Â 2.Â Â Â Â Â Â Â Â Â Â Â 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;Â 3.Â Â Â Â Â Â Â Â Â Â Â Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;Â 4.Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13aâ€“15(e) and 15dâ€“15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13aâ€“15(f) and 15dâ€“15(f)) for the registrant and have:Â (a)Â Â 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;Â (b)Â Â Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;Â (c)Â Â Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and(d)Â Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; andÂ 5.Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):Â (a)Â Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andÂ (b)Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â Date: OctoberÂ 30, 2024Â Â Â /s/ Seth A. RavinÂ Seth A. RavinÂ Title: Chief Executive Officer, Chairman of the Board and PresidentÂ (Principal Executive Officer) EX-31.2 4 exhibit312q32024.htm EX-31.2 DocumentEXHIBIT 31.2Â Â CERTIFICATION OF PERIODIC REPORT UNDER SECTION 302 OFTHE SARBANES-OXLEY ACT OF 2002Â I, Michael L. Perica, certify that:Â 1.Â Â Â Â Â Â Â Â Â Â Â I have reviewed this Quarterly Report on Form 10-Q of Rimini Street, Inc.;Â 2.Â Â Â Â Â Â Â Â Â Â Â 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;Â 3.Â Â Â Â Â Â Â Â Â Â Â Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;Â 4.Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13aâ€“15(e) and 15dâ€“15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13aâ€“15(f) and 15dâ€“15(f)) for the registrant and have:Â (a)Â Â Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;Â (c)Â Â Evaluated the effectiveness of the registrantâ€™s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; andÂ (d)Â Â Disclosed in this report any change in the registrantâ€™s internal control over financial reporting that occurred during the registrantâ€™s most recent fiscal quarter (the registrantâ€™s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrantâ€™s internal control over financial reporting; andÂ Â 5.Â Â Â Â Â Â Â Â Â Â Â The registrantâ€™s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrantâ€™s auditors and the audit committee of the registrantâ€™s board of directors (or persons performing the equivalent functions):Â (a)Â Â All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; andÂ (b)Â Â Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting.Â Date: OctoberÂ 30, 2024Â Â Â /s/ Michael L. PericaÂ Michael L. PericaÂ Title: Executive Vice President and

Chief Financial OfficerÂ (Principal Financial Officer) EX-32.1 5 exhibit321q32024.htm EX-32.1 DocumentEXHIBIT 32.1Â Â CERTIFICATION PURSUANT TO18 U.S.C. 1350(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)Â Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Seth A. Ravin, Chief Executive Officer, Chairman of the Board and President of Rimini Street, Inc. (the â€œCompanyâ€), certify, that, to the best of my knowledge:Â 1.Â Â Â Â The Quarterly Report on Form 10-Q of the Company for the quarterly period ended SeptemberÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; andÂ 2.Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Â Dated:Â OctoberÂ 30, 2024By:/s/ Seth A. RavinÂ Â Seth A. RavinÂ Â Title: Chief Executive Officer, Chairman of the Board and PresidentÂ Â (Principal Executive Officer)Â A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. EX-32.2 6 exhibit322q32024.htm EX-32.2 DocumentEXHIBIT 32.2Â Â CERTIFICATION PURSUANT TO18 U.S.C. 1350(SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002)Â Pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, I, Michael L. Perica, Executive Vice President and Chief Financial Officer of Rimini Street, Inc. (the â€œCompanyâ€), certify, that, to the best of my knowledge:Â 1.Â Â Â Â The Quarterly Report on Form 10-Q of the Company for the quarterly period ended SeptemberÂ 30, 2024 (the â€œReportâ€) fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; andÂ 2.Â Â Â Â The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.Â Â Dated:Â OctoberÂ 30, 2024By:/s/ Michael L. PericaÂ Â Michael L. PericaÂ Â Title: Executive Vice President and Chief Financial OfficerÂ Â (Principal Financial Officer)Â A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request. EX-101.SCH 7 rmni-20240930.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - Unaudited Condensed Consolidated Balance Sheets link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - Unaudited Condensed Consolidated Balance Sheets (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - Unaudited Condensed Consolidated Statements of Stockholders' Deficit link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows link:presentationLink link:calculationLink link:definitionLink 9952156 - Disclosure - NATURE OF BUSINESS AND BASIS OF PRESENTATION link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - OTHER FINANCIAL INFORMATION link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - DEBT link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - INCOME TAXES link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - RELATED PARTY TRANSACTIONS link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - EARNINGS PER SHARE link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - LEASES link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - OTHER FINANCIAL INFORMATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - DEBT (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - EARNINGS PER SHARE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Details) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE - Schedule of Deferred Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE- Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - OTHER FINANCIAL INFORMATION - Schedule of Other Accrued Liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - OTHER FINANCIAL INFORMATION - Schedule of Accrued Reorganization (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - DEBT - Schedule of Carrying Value of Debt (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - Disclosure - DEBT - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954486 - Disclosure - DEBT - Schedule of Interest Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954487 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954488 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954489 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9954490 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stockholders Equity (Details) link:presentationLink link:calculationLink link:definitionLink 9954491 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stock-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954492 - Disclosure - INCOME TAXES (Details) link:presentationLink link:calculationLink link:definitionLink 9954493 - Disclosure - COMMITMENTS AND CONTINGENCIES (Details) link:presentationLink link:calculationLink link:definitionLink 9954494 - Disclosure - RELATED PARTY TRANSACTIONS (Details) link:presentationLink link:calculationLink link:definitionLink 9954495 - Disclosure - EARNINGS PER SHARE - Schedule of Earnings Per Share, Basic and Diluted (Details) link:presentationLink link:calculationLink link:definitionLink 9954496 - Disclosure - EARNINGS PER SHARE - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954497 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Cash Equivalent And Short-Term Investment Balances (Details) link:presentationLink link:calculationLink link:definitionLink 9954498 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954499 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Amounts Recorded For Interest Rate Swap Agreement (Details) link:presentationLink link:calculationLink link:definitionLink 9954500 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Revenues by Geographic Regions (Details) link:presentationLink link:calculationLink link:definitionLink 9954501 - Disclosure - LEASES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954502 - Disclosure - LEASES - Schedule of Components of Lease Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954503 - Disclosure - LEASES - Schedule of Supplemental Balance Sheet Information (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - LEASES - Schedule of Maturities of Lease Liability (Details) link:presentationLink link:calculationLink link:definitionLink 9954504 - Disclosure - LEASES - Schedule of Maturities of Lease Liability (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 8 rmni-20240930_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 9 rmni-20240930_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 10 rmni-20240930_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Accrued reorganization costs Restructuring Reserve, Current Term of vested options (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Remaining Contractual Term Annual minimum principal payments year one (percent) Long Term Debt Maturities Repayments Of Principal, Percentage In Next Twelve Months Long Term Debt Maturities Repayments Of Principal, Percentage In Next Twelve Months Adjustments to reconcile net income (loss) to net cash provided by operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Range [Domain] Statistical Measurement [Domain] RELATED PARTY TRANSACTIONS Related Party Transactions Disclosure [Text Block] Schedule of Components of Lease Expense Lease, Cost [Table Text Block] Derivatives, Fair Value [Line Items] Derivatives, Fair Value [Line Items] Stock Options Stock Options [Abstract] Stock Options [Abstract] Schedule of Cash Equivalent And Short-Term Investment Balances Cash, Cash Equivalents and Investments [Table Text Block] Cover [Abstract] Net change in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Deferred contract costs, current Capitalized Contract Cost, Net, Current Schedule of Maturities of Operating Lease Liabilities Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Trading Symbol Trading Symbol 2024 Credit Facility 2024 Credit Facility [Member] 2024 Credit Facility All Trading Arrangements All Trading Arrangements [Member] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Schedule of Earnings Per Share, Basic and Diluted Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Award vesting period Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Allowance for doubtful accounts Accounts Receivable, Allowance for Credit Loss, Current Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Short-term Investments Short-Term Investments [Member] Cash Equivalents Cash Equivalents [Member] Accounts receivable Increase (Decrease) in Accounts Receivable Earnings Per Share Earnings Per Share, Policy [Policy Text Block] NATURE OF BUSINESS AND BASIS OF PRESENTATION Organization, Consolidation and Presentation of Financial Statements Disclosure [Text Block] Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Restricted stock units vested (shares) Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures Proceeds from exercise of employee stock options Proceeds from Stock Options Exercised Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount Debt instrument, leverage ratio Debt Instrument, Covenant, Total Leverage Ratio Debt Instrument, Covenant, Total Leverage Ratio Thereafter Lessee, Operating Lease, Liability, to be Paid, after Rolling Year Five LEASES Lessee, Operating Leases [Text Block] Common stock, shares outstanding (shares) Common Stock, Shares, Outstanding Operating lease expense related to ROU assets and liabilities Operating Lease, Cost Accrued sales and other taxes Sales and Excise Tax Payable, Current Available at beginning of period (shares) Available at end of period (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities, noncurrent Operating lease liabilities, noncurrent Operating Lease, Liability, Noncurrent Investments, All Other Investments [Abstract] Investments, All Other Investments [Abstract] Interest on finance leases and other Finance Lease, Interest Expense Revenue from Contract with Customer [Abstract] Deferred revenue, current Revenue expected to be recognized over the next 12 months Contract with Customer, Liability, Current Plan Name [Domain] Plan Name [Domain] UNITED STATES United States of America UNITED STATES Dilutive effect of securities (shares) Weighted Average Number of Shares Outstanding, Diluted, Adjustment Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Payments for judgement ordered after fees and costs Payments for Legal Settlements Deferred contract costs, noncurrent Capitalized Contract Cost, Net, Noncurrent Change in Contract with Customer, Liability [Abstract] Change in Contract with Customer, Liability [Abstract] Net cash provided by (used in) operating activities Net Cash Provided by (Used in) Operating Activities CASH FLOWS FROM OPERATING ACTIVITIES: Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury Stock Treasury Stock, Common [Member] Schedule of Amounts Recorded For Interest Rate Swap Agreements Schedule of Derivative Instruments [Table Text Block] US Treasury notes US Treasury Securities [Member] Secured Debt Secured Debt [Member] Plan Name [Axis] Plan Name [Axis] Damages awarded Loss Contingency, Damages Awarded, Value Prepaid expenses and other Prepaid Expense, Current Equity Components [Axis] Equity Components [Axis] Reduction in sanctions awarded to plaintiff Loss Contingency Accrual, Period Increase (Decrease) Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Recorded Basis Debt Securities, Available-for-Sale Revenue Recognition and Deferred Revenue [Abstract] Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Use of Estimates Use of Estimates, Policy [Policy Text Block] 2024 LTI Plan 2024 LTI Plan [Member] 2024 LTI Plan Adjustment to Compensation, Amount Adjustment to Compensation Amount Aggregate intrinsic value of stock options outstanding Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Intrinsic Value Compensation Amount Outstanding Recovery Compensation Amount Total minimum purchase obligations Purchase Commitment, Remaining Minimum Amount Committed Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Company Selected Measure Amount Company Selected Measure Amount Geographical [Axis] Geographical [Axis] Period within which optional reply brief if due following answering brief Loss Contingency, Optional Reply Brief, Period Due Following Answering Brief Loss Contingency, Optional Reply Brief, Period Due Following Answering Brief Schedule of Accrued Reorganization Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] RSUs and PSUs Restricted Stock Units (RSUs) And Performance Stock Units (PSUs) [Member] Restricted Stock Units (RSUs) And Performance Stock Units (PSUs) Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Schedule of Stock Option Activity Schedule of Stock Options Roll Forward [Table Text Block] Sales and marketing Selling and Marketing Expense [Member] Stock Options Plans Stock Options Plans [Member] Stock Options Plans [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Warrants outstanding (shares) Class of Warrant or Right, Number of Securities Called by Warrants or Rights Lessee, Lease, Description [Line Items] Lessee, Lease, Description [Line Items] Debt Securities, Available-for-Sale [Line Items] Debt Securities, Available-for-Sale [Line Items] Antidilutive securities excluded from computation of earnings (in shares) Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount Attorneysâ€™ fees and costs Accrued expense Estimated Litigation Liability Vesting tranche one Share-Based Payment Arrangement, Tranche One [Member] Cash Payments Payments for Restructuring 2029 Lessee, Operating Lease, Liability, to be Paid, Rolling Year Five Cash, cash equivalents and restricted cash at beginning of period Cash, cash equivalents and restricted cash at end of period Cash, cash equivalents, restricted cash and restricted cash equivalents Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents Current assets: Assets, Current [Abstract] Days notice required to terminate (days) Lessee, Operating Lease, Terms, Days Notice Required To Terminate Lessee, Operating Lease, Terms, Days Notice Required To Terminate Minimum fixed charge ratio Debt Instrument, Covenants, Minimum Fixed Charge Ratio Debt Instrument, Covenants, Minimum Fixed Charge Ratio Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Debt Securities, Available-for-Sale [Table] Debt Securities, Available-for-Sale [Table] Stock options Stock options Share-Based Payment Arrangement, Option [Member] Financial covenants, minimum liquidity Debt Instrument, Financial Covenants, Liquidity Amount Debt Instrument, Financial Covenants, Liquidity Amount Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive income (loss) Comprehensive Income (Loss), Net of Tax, Attributable to Parent Income taxes payable Accrued Income Taxes, Current Principal payments on the Original Credit Facility Repayments of Lines of Credit Warrants Warrant [Member] Security Exchange Name Security Exchange Name Debt instrument, interest rate spread (percent) Debt Instrument, Basis Spread on Variable Rate Award Type [Axis] Award Type [Axis] Change In Contract With Customer, Liability [Roll Forward] Change In Contract With Customer, Liability [Roll Forward] Change In Contract With Customer, Liability Stock Plans Stock Plans [Member] Property and equipment, net Property, Plant and Equipment, Net Total liabilities Liabilities Common stock, par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of

Impracticability [Text Block] Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Oracle Litigation Oracle Litigation [Member] CASH FLOWS USED IN INVESTING ACTIVITIES: Net Cash Provided by (Used in) Investing Activities [Abstract] Operating lease liabilities, current Operating lease liabilities, current Operating Lease, Liability, Current Total Shareholder Return Amount Total Shareholder Return Amount Common stock, shares issued (shares) Common Stock, Shares, Issued Entity [Domain] Entity [Domain] Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Revenue derived from support services provided (percent) Revenue concentration by region (percent) Concentration Risk, Percentage Principle balance Line of Credit Facility, Maximum Borrowing Capacity Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Exercise of stock options for cash (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Fair Value, Concentration of Risk, Disclosure Items [Domain] Fair Value, Concentration of Risk, Disclosure Items [Domain] Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Common stock, shares authorized (shares) Common Stock, Shares Authorized Attorneys' Fees Attorneys' Fees [Member] Attorneys' Fees Fair value of stock options granted Share-Based Compensation Arrangement By Share-based Payment Award, Options, Grants In Period, Aggregate Fair Value The grant-date fair value of options granted during the reporting period . Nature of Business Basis of Accounting, Policy [Policy Text Block] Diluted (shares) Weighted average number of shares outstanding, diluted (shares) Weighted Average Number of Shares Outstanding, Diluted Other comprehensive income Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent [Abstract] Reorganization costs Restructuring Costs MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total stockholders' deficit Stockholders' deficit, beginning of period Stockholders' deficit, end of period Equity, Attributable to Parent Interest rate swap Interest Rate Derivatives, at Fair Value, Net Related Party Related Party [Member] FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS Financial Instruments Disclosure [Text Block] Operating lease renewal term (years) Lessee, Operating Lease, Renewal Term Litigation Case [Axis] Litigation Case [Axis] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Interest expense Interest expense Interest Expense, Nonoperating Concentration Risk Type [Domain] Concentration Risk Type [Domain] Proceeds from sale of investments Proceeds from Sale of Short-Term Investments Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax, Portion Attributable to Parent Accounts receivable, net of allowance of $1,053 and $656, respectively Accounts Receivable, after Allowance for Credit Loss, Current Cost of revenue Cost of Sales [Member] Stock options granted in period (shares) Granted (shares) Stock options granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Credit Facilities Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Document Fiscal Period Focus Document Fiscal Period Focus All Executive Categories All Executive Categories [Member] Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Term of outstanding options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term ASSETS Assets [Abstract] Dividend yield (as a percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Current restricted cash Restricted Cash, Current Document Type Document Type Derivative Contract [Domain] Derivative Contract [Domain] Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] Taxable Costs Taxable Costs [Member] Taxable Costs Number of claims ruled in favor of defendant Loss Contingency, Claims Ruled In Favor Of Defendant, Number Loss Contingency, Claims Ruled In Favor Of Defendant, Number Capitalized Contract Cost, Net [Abstract] Capitalized Contract Cost, Net [Abstract] Billings, net Contract with Customer, Asset, Cumulative Catch-up Adjustment to Revenue, Change in Measure of Progress Operating and capital lease payments due within next twelve months Lessee, Lease, Liability, Payments, Due Next Rolling Twelve Months Lessee, Lease, Liability, Payments, Due Next Rolling Twelve Months Cost Basis Debt Securities, Available-for-Sale, Amortized Cost Schedule of Deferred Revenue Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Fair value per common share on date of grant (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Exercise Price Periodic payment amount of principal Debt Instrument, Periodic Payment, Principal Risk-free interest rate (as a percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Adjusted Term SOFR Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member] Maximum Maximum [Member] Working capital deficit Working Capital Surplus (Deficit) Represent the amount of current liabilities exceeded its current assets Deferred revenue, current and noncurrent, as of the beginning of period Deferred revenue, current and noncurrent, as of the end of period Deferred revenue Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Non-US International Non-US [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] Accounting Policies [Abstract] 2023 LTI Plan 2023 LTI Plan [Member] 2023 LTI Plan Expired (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Current Fiscal Year End Date Current Fiscal Year End Date Less imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Total lease expense Lease, Cost Long-term assets: Assets, Noncurrent [Abstract] Short-term investments Short-Term Investments Range [Axis] Statistical Measurement [Axis] PEO Name PEO Name Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Income (loss) before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Equity Award [Domain] Award Type [Domain] 2013 Plan Two Thousands And Thirteen Plan [Member] Vesting [Axis] Vesting [Axis] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Series A preferred stock, shares authorized (shares) Temporary Equity, Shares Authorized Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] Deferred income taxes, net Deferred Income Tax Assets, Net Non-PEO NEO Non-PEO NEO [Member] Additional Paid-in Capital Additional Paid-in Capital [Member] Schedule of Interest Expense Schedule of Interest Expense [Table Text Block] Tabular disclosure of interest expense components during the year. Award Timing Predetermined Award Timing Predetermined [Flag] Deferred contract costs Increase (Decrease) in Contract with Customer, Asset Warrants Warrants and Rights Note Disclosure [Abstract] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Diluted (in dollars per share) Earnings Per Share, Diluted Counterparty Name [Domain] Counterparty Name [Domain] Name Measure Name Entity Interactive Data Current Entity Interactive Data Current Deferred revenue Increase (Decrease) in Contract with Customer, Liability Accrued compensation, benefits and commissions Accrued Employee Benefits, Current Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Ownership [Axis] Ownership [Axis] Award vesting rights (percentage) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Settlement award adjustment Litigation Settlement, Adjustment Amount Awarded to Other Party Litigation Settlement, Adjustment Amount Awarded to Other Party Cash paid for income taxes Income Taxes Paid Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] Statement of Financial Position [Abstract] Stock-based compensation expense Share-Based Payment Arrangement, Noncash Expense Sales and marketing Selling and Marketing Expense Amortization and accretion related to operating right of use assets Increase (Decrease) In Operating Lease, Right-of-Use Assets And Operating Lease Liabilities Increase (Decrease) In Operating Lease, Right-of-Use Assets And Operating Lease Liabilities Vesting tranche two Share-Based Payment Arrangement, Tranche Two [Member] Income taxes Income Tax Expense (Benefit) Non-operating income and (expenses): Nonoperating Income (Expense) [Abstract] Notional amount Derivative, Notional Amount SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: Supplemental Cash Flow Information [Abstract] Interest rate swap liability Interest Rate Derivative Liabilities, at Fair Value Period for recognition of compensation costs not yet recognized related to nonvested awards Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenue Revenue from Contract with Customer, Excluding Assessed Tax Accumulated other comprehensive income (loss) Accumulated Other Comprehensive Income (Loss) [Member] Accumulated Other Comprehensive Income (Loss) Concentration Risk Benchmark [Domain] Concentration Risk Benchmark [Domain] Federal statutory income tax rate (as a percent) Effective Income Tax Rate Reconciliation, Percent Net cash provided by (used in) investing activities Net Cash Provided by (Used in) Investing Activities Operating income (loss) Operating Income (Loss) Stock available for grant newly authorized by Board of Directors (shares) Newly authorized by Board of Directors (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Variable Rate [Domain] Variable Rate [Domain] Total liabilities and stockholders' deficit Liabilities and Equity Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses, deposits and other Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Ownership of common stock outstanding (percent) Percentage of Common Stock Shares Outstanding Represents the percentage of common stock outstanding held. Charges Restructuring Charges Commitments and Contingencies Disclosure [Abstract] Commitments and Contingencies Disclosure [Abstract] Interest expense (benefit) Interest Income (Expense), Nonoperating Legal Entity [Axis] Legal Entity [Axis] Rimini II Injunction Proceedings Rimini II Injunction Proceedings [Member] Rimini II Injunction Proceedings PSUs Phantom Share Units (PSUs) [Member] Original Credit Facility Original Credit Facility [Member] Original Credit Facility Underlying Security Market Price Change Underlying Security Market Price Change, Percent Individual: Individual [Axis] Restricted stock units vested Stock Issued During Period, Value, Restricted Stock Award, Net of Forfeitures Accumulated Other Comprehensive Loss AOCI Attributable to Parent [Member] Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Forfeited (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Restricted cash Restricted Cash Number of claim found liable Number Of Claims Found Liable Number Of Claims Found Liable Expected life (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Federal Agency Bonds US Government Agencies Debt Securities [Member] Product and Service [Axis] Product and Service [Axis] Term Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions and Methodology [Abstract] Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Entity Address, State or Province Entity Address, State or Province Statement [Line Items] Statement [Line Items] Derivative Instruments and Hedging Activities Disclosure [Abstract] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Schedule of Stockholders Equity Schedule of Stockholders Equity [Table Text Block] Operating expenses: Operating Expenses [Abstract] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Vesting [Domain] Vesting [Domain] LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERSâ€™ DEFICIT Liabilities and Equity [Abstract] Credit facility term Derivative term Derivative, Term of Contract Fees paid to creditors included in unamortized discount Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Fixed payer LIBOR rate (percent) Fixed interest rate (percent) Derivative, Fixed Interest Rate Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Vested at end of period (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Number Proceeds from interest rate swap payments received Proceeds from Interest Received Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] 2027 Lessee, Operating Lease, Liability, to be Paid, Rolling Year Three Related Party Transactions [Abstract] Related Party Transactions [Abstract] Deferred revenue, noncurrent Contract with Customer, Liability, Noncurrent PeopleSoft Software Services PeopleSoft Software Product Services [Member] PeopleSoft Software Product Services Outstanding at beginning of period (in dollars per share) Outstanding at end of period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Concentration Risk [Table] Concentration Risk [Table] Operating lease right-of-use assets Operating lease right-of-use assets, noncurrent Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] Outstanding at beginning of period (shares) Outstanding at end of period (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Derivative Instrument [Axis] Derivative Instrument [Axis] Exercise Price Award Exercise Price OTHER FINANCIAL INFORMATION Additional Financial Information Disclosure [Text Block] EARNINGS PER SHARE Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Exercise of stock options for cash Stock Issued During Period, Value, Stock Options Exercised Rimini Street, Inc. Rimini Street, Inc. [Member] Rimini Street, Inc. Stockholdersâ€™ deficit: Equity, Attributable to Parent [Abstract] Share price of common stock on date of grant of RSUs (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Annual minimum principal payments year two (percent) Long Term Debt Maturities Repayments Of Principal, Percentage In Year Two Long Term Debt Maturities Repayments Of Principal, Percentage In Year Two Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Schedule of Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Table] Earnings Per Share, Diluted, by Common Class, Including Two-Class Method [Table] Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] Consulting agreement, term (in years) Debt Instrument, Term All Individuals All Individuals [Member] Proceeds from the 2024 Credit Facility Proceeds from credit facility Proceeds from Lines of Credit 2028 Lessee, Operating Lease, Liability, to be Paid, Rolling Year Four PEO PEO [Member] Variable Rate [Axis] Variable Rate [Axis] Income Tax Disclosure [Abstract] Income Tax Disclosure [Abstract] Name Trading Arrangement, Individual Name Other income (expenses), net Other Nonoperating Income (Expense) Ultimate number of PSU's that may vest as a percentage of the target PSUs (percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Of Target Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Of Target Statement of Stockholders' Equity [Abstract] Statement of Stockholders' Equity [Abstract] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Fair Values Derivatives, Balance Sheet Location, by Derivative Contract Type [Table] Adams Street Partners Adams Street Partners [Member] Compensation costs not yet recognized of nonvested awards Share-Based Payment Arrangement, Nonvested Award, Excluding Option, Cost Not yet Recognized, Amount Treasury stock, at cost Treasury Stock, Common, Value Line of credit facility, unused capacity, commitment fee (as a percent) Line of Credit Facility, Unused Capacity, Commitment Fee Percentage Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Vesting tranche three Share-Based Payment Arrangement, Tranche Three [Member] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Beginning balance (shares) Ending balance (shares) Shares, Outstanding Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Local Phone Number Local Phone Number Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Current carrying value of guarantor obligations Guarantor Obligations, Current Carrying Value Total operating expenses Operating Expenses Accretion expense related to discount and issuance costs Debt Related Commitment Fees and Debt Issuance Costs Volatility (as a percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate Performance Units Performance Units [Abstract] Performance Units Rest of the world Non US And Non India [Member] Non US And Non India Changes in operating assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] Long-term liabilities: Liabilities, Noncurrent [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Schedule of Other Accrued Liabilities Schedule of Accrued Liabilities [Table Text Block] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Weighted Average Exercise Price COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure

[Text Block] Debt Disclosure [Abstract] Debt Disclosure [Abstract] Common Stock, par value $0.0001 per share Common Stock Common Stock [Member] Measure: Measure [Axis] 2026 Lessee, Operating Lease, Liability, to be Paid, Rolling Year Two Preferred stock, shares authorized (shares) Preferred Stock, Shares Authorized Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Issuance of Common Stock (shares) Stock Issued During Period, Shares, New Issues Line of Credit Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Entity Central Index Key Entity Central Index Key Damages sought Loss Contingency, Damages Sought, Value General and administrative General and Administrative Expense [Member] Annual minimum principal payments year three (percent) Long Term Debt Maturities Repayments Of Principal, Percentage In Year Three Long Term Debt Maturities Repayments Of Principal, Percentage In Year Three Lessee, Lease, Description [Table] Lessee, Lease, Description [Table] Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Preferred stock, par value (in dollars per share) Preferred Stock, Par or Stated Value Per Share Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Current maturities of long-term debt Less current maturities Long-Term Debt, Current Maturities Number of financial institutions Number of Counterparties Number of Counterparties JAPAN JAPAN Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Stock based compensation expense APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Professional fees and other costs of litigation Professional Fees Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Deferred contract costs, current and noncurrent, as of the beginning of period Deferred contract costs, current and noncurrent, as of the end of period Capitalized Contract Cost, Net Title Trading Arrangement, Individual Title Statement [Table] Statement [Table] Interest expense Interest Expense, Debt Accretion and amortization of debt discount and issuance costs Accretion And Amortization Of Debt Discount And Issuance Costs Accretion And Amortization Of Debt Discount And Issuance Costs Counterparty Name [Axis] Counterparty Name [Axis] LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES Significant Accounting Policies [Text Block] Geographic Concentration Risk Geographic Concentration Risk [Member] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] Annual minimum principal payments year four (percent) Long Term Debt Maturities Repayments Of Principal, Percentage In Year Four Long Term Debt Maturities Repayments Of Principal, Percentage In Year Four INDIA INDIA Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Capital expenditures Payments to Acquire Productive Assets Concentration Risk Benchmark [Axis] Concentration Risk Benchmark [Axis] Litigation costs and related recoveries: Litigation Costs And Related Insurance Recoveries [Abstract] Total current assets Assets, Current Statement of Cash Flows [Abstract] Statement of Cash Flows [Abstract] Revenue recognized Contract with Customer, Liability, Revenue Recognized, Including Current Billings Contract with Customer, Liability, Revenue Recognized, Including Current Billings SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES: Noncash Investing and Financing Items [Abstract] Other lease expense Other Lease Cost Other Lease Cost Accrued compensation, benefits, commissions and other liabilities Increase (Decrease) in Accrued Liabilities Available borrowings Line of Credit Facility, Remaining Borrowing Capacity Payments to repurchase and retire Common Stock Payments for Repurchase of Common Stock Document Information [Line Items] Document Information [Line Items] Schedule of Long-term Debt Instruments [Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt, net of current maturities Long-Term Debt, Excluding Current Maturities Weighted-average grant date fair value per share of options granted in period (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Restructuring Reserve [Roll Forward] Restructuring Reserve [Roll Forward] Stock reacquired and retired Stock Repurchased and Retired During Period, Value INCOME TAXES Income Tax Disclosure [Text Block] Deposits and other Deposits And Other Assets Noncurrent [Member] Deposits And Other Assets Noncurrent Net income (loss) per share attributable to common stockholders: Earnings Per Share [Abstract] Earnings Per Share [Abstract] Litigation costs and related recoveries, net Litigation Costs, Net Of Refunds And Recoveries Litigation Costs, Net Of Refunds And Recoveries Accumulated deficit Retained Earnings (Accumulated Deficit) Stock reacquired and retired (shares) Stock Repurchased and Retired During Period, Shares Revenue Revenue from Contract with Customer Benchmark [Member] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Retired shares of Common Stock (in shares) Treasury Stock, Shares, Retired Schedule of Carrying Value of Debt Schedule of Debt [Table Text Block] General and administrative General and Administrative Expense Deferred income taxes Deferred Income Taxes and Tax Credits Other long-term liabilities Other Noncurrent Liabilities [Member] Amount awarded to other party Litigation Settlement, Amount Awarded to Other Party Organization, Consolidation and Presentation of Financial Statements [Abstract] Organization, Consolidation and Presentation of Financial Statements [Abstract] Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Weighted average discount rate, operating leases (percent) Operating Lease, Weighted Average Discount Rate, Percent Total operating lease liabilities Total Operating Lease, Liability Net cash provided by (used in) financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount Increase in long-term purchase commitment Long-Term Purchase Commitment, Increase (Decrease) Long-Term Purchase Commitment, Increase (Decrease) Line of credit facility, interest rate (percent) Line of Credit Facility, Interest Rate During Period Deferred revenue, current Deferred Revenue, Current Amendment Flag Amendment Flag Loss Contingency Nature [Axis] Loss Contingency Nature [Axis] Entity Registrant Name Entity Registrant Name Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Gross profit Gross Profit Accrued litigation costs Accrued Insurance Foreign currency translation gain (loss) Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Portion Attributable to Parent Fair Value as of Grant Date Award Grant Date Fair Value Aggregate intrinsic value of vested stock options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Outstanding, Aggregate Intrinsic Value Level 2 Fair Value, Inputs, Level 2 [Member] DEBT Debt Disclosure [Text Block] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Number of leases not yet commenced Lessee, Leases Not Yet Commenced, Number Of Leases Lessee, Leases Not Yet Commenced, Number Of Leases Geographical [Domain] Geographical [Domain] Amortized deferred contract costs during the period Capitalized Contract Cost, Amortization Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face amount of debt Debt Instrument, Face Amount Rimini I Injunction Proceedings Rimini I Injunction Proceedings [Member] Rimini I Injunction Proceedings Entity Address, Postal Zip Code Entity Address, Postal Zip Code Schedule of Stock-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Basis of Presentation and Consolidation Consolidation, Policy [Policy Text Block] Interest rate swap agreement Interest Rate Swap [Member] Restatement Determination Date: Restatement Determination Date [Axis] Title of 12(b) Security Title of 12(b) Security Concentration Risk Type [Axis] Concentration Risk Type [Axis] Common stock; $0.0001 par value. Authorized 1,000,000 shares; issued and outstanding 90,841 and 89,595 shares, respectively Common Stock, Value, Issued 2025 Lessee, Operating Lease, Liability, to be Paid, Next Rolling 12 Months Disclosure of Compensation Related Costs, Share-based Payments [Abstract] Share-Based Payment Arrangement [Abstract] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Annual minimum principal payments year five (percent) Long Term Debt Maturities Repayments Of Principal, Percentage In Year Five Long Term Debt Maturities Repayments Of Principal, Percentage In Year Five Outstanding stock options not expected to vest (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding And Not Expected To Vest, Number Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding And Not Expected To Vest, Number Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Capitalized Contract Costs, Net [Roll Forward] Capitalized Contract Costs, Net [Roll Forward] Capitalized Contract Costs, Net CASH FLOWS FROM FINANCING ACTIVITIES: Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Concentration Risk [Line Items] Concentration Risk [Line Items] Preferred stock; $0.0001 par value. Authorized 99,820 (excluding 180 shares of Series A Preferred Stock) no other series has been designated Preferred Stock, Value, Issued Other accrued expenses Other Accrued Expenses, Current Other Accrued Expenses, Current Shares Shares Available for Grant [Roll Forward] Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Loss contingency, award limit contended Loss Contingency, Award Limit Contended Loss Contingency, Award Limit Contended Fair value of the credit facility Line of Credit Facility, Fair Value of Amount Outstanding Basic (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Three Financial Institutions Three Financial Institutions [Member] Three Financial Institutions Operating lease payments Operating Lease, Payments Deposits and other Deposits Assets, Noncurrent Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Term of vested options (years) Share-Based Compensation Arrangement by Share-Based Payment Award, Expiration Period Property and equipment, net of accumulated depreciation and amortization of $20,794 and $18,231, respectively Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, after Accumulated Depreciation and Amortization Concentration of Credit or Market Risk [Axis] Concentration of Credit or Market Risk [Axis] Restricted Stock Units Restricted Stock Units [Abstract] Restricted Stock Units [Abstract] Ownership [Domain] Ownership [Domain] Principal payments on capital leases Finance Lease, Principal Payments Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Net income (loss) attributable to common stockholders Net Income (Loss) Available to Common Stockholders, Basic Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] Weighted average number of shares of Common Stock outstanding: Weighted Average Number of Shares Outstanding, Diluted [Abstract] Unrecognized compensation costs Share-Based Payment Arrangement, Nonvested Award, Option, Cost Not yet Recognized, Amount Total assets Assets Cost of revenue Cost of Goods and Services Sold Fair value of the carrying amount Long-Term Line of Credit Performance units (shares) Restricted stock units granted in period (shares) RSUs and PSUs granted (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Other long-term liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Single Financial Institution Single Financial Institution [Member] Commitments and contingencies (Note 8) Commitments and Contingencies Termination Date Trading Arrangement Termination Date Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Exercise price of warrants (in dollars per share) Class of Warrant or Right, Exercise Price of Warrants or Rights Capitalized commissions during the period Capitalized commissions Capitalized commissions COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS Share-Based Payment Arrangement [Text Block] Schedule of Revenues by Geographic Regions Revenue from External Customers by Geographic Areas [Table Text Block] Entity Address, City or Town Entity Address, City or Town Vesting eligibility (percent) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Eligibility, Percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Eligibility, Percentage Debt Instrument [Axis] Debt Instrument [Axis] Proceeds from maturities of investments Proceeds from Maturities, Prepayments and Calls of Short-Term Investments Stock-based compensation expense Share-Based Payment Arrangement, Expense Net income (loss) Net income (loss) Net loss Net income (loss) Net income Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Revenue Revenue from Contract with Customer, Including Assessed Tax Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Transaction costs expensed Amortization of Debt Discount (Premium) Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Employer contribution Defined Contribution Plan, Employer Discretionary Contribution Amount Loss Contingencies [Table] Loss Contingencies [Table] Forfeited RSUs under Stock Plans (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number 2023 Amended Credit Facility A2023 Amended Credit Facility [Member] A2023 Amended Credit Facility Derivative instrument and other adjustments, net of tax Other Comprehensive Income (Loss), Cash Flow Hedge, Gain (Loss), after Reclassification and Tax DEFERRED CONTRACT COSTS AND DEFERRED REVENUE Revenue from Contract with Customer [Text Block] Document Fiscal Year Focus Document Fiscal Year Focus Income Statement [Abstract] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Product Concentration Product Concentration Risk [Member] Entity Address, Address Line Two Entity Address, Address Line Two Foreign currency impact Restructuring Reserve, Foreign Currency Translation Gain (Loss) Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of foreign currency translation changes Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Retired shares of Common Stock Treasury Stock, Retired, Par Value Method, Amount Other accrued liabilities Total other accrued liabilities Other Accrued Liabilities, Current Name Forgone Recovery, Individual Name Weighted average remaining lease term, operating leases (years) Operating Lease, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Loss Contingency, Nature [Domain] Loss Contingency, Nature [Domain] Current maturities of capital lease obligations Finance Lease, Liability, Current Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Base Rate Base Rate [Member] Total future undiscounted lease payments Lessee, Operating Lease, Liability, to be Paid Cost of goods and services sold (as percentage of deferred revenue) Cost Of Goods And Services Sold As Percentage Of Revenue Cost Of Goods And Services Sold As Percentage Of Revenue Expired (shares) Expired options under Stock Plans (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Insider Trading Arrangements [Line Items] Unrealized Gains (Losses) AOCI, Debt Securities, Available-for-Sale without Allowance for Credit Loss, Cumulative Gain (Loss), after Tax Stock Plans Stock Plans [Abstract] Stock Plans Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Adjustment to Compensation: Adjustment to Compensation [Axis] Document Transition Report Document Transition Report Document Quarterly Report Document Quarterly Report Litigation Case [Domain] Litigation Case [Domain] Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Accumulated Deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Litigation expense Litigation Settlement, Fee Expense Related Party [Axis] Related and Nonrelated Parties [Axis] Basic (shares) Weighted average number of shares outstanding, basic (shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Document Information [Table] Document Information [Table] RSUs Restricted Stock Units (RSUs) [Member] Net present value of lease not yet commenced Lessee, Operating Lease, Lease Not Yet Commenced, Assumption And Judgment, Value Of Underlying Asset, Amount Lessee, Operating Lease, Lease Not Yet Commenced, Assumption And Judgment, Value Of Underlying Asset, Amount Initial floating LIBOR rate (percent) Variable interest rate (percent) Derivative, Variable Interest Rate Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Accrued professional fees Accrued Professional Fees, Current Executive Category: Executive Category [Axis] Payment for purchases of investments Payments to Acquire Investments Name Awards Close in Time to MNPI Disclosures, Individual Name Aggregate fair value of shares underlying RSU's Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grants In Period, Weighted Average Grant Date Fair Value, Amount Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grants In Period, Weighted Average Grant Date Fair Value, Amount Revenue Benchmark Revenue Benchmark [Member] Forfeited (shares) Forfeited options under Stock Plans (shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Filer Category Entity Filer Category Accrued reorganization costs, as of the beginning of period Accrued reorganization costs, as of the end of period Restructuring Reserve Remaining performance obligation Revenue, Remaining Performance Obligation, Amount Income Statement Location [Domain] Statement of Income Location, Balance [Domain] Loss Contingencies [Line Items] Loss Contingencies [Line Items] Increase in payables for capital expenditures Capital Expenditures Incurred But Not Yet Paid, Increase (Decrease) Capital Expenditures Incurred But Not Yet Paid, Increase (Decrease) Company Selected Measure Name Company Selected Measure Name EX-101.PRE 11 rmni-

20240930_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT XML 13 R1.htm IDEA: XBRL DOCUMENT v3.24.3 Cover - shares shares in Thousands 9 Months Ended Sep. 30, 2024 Oct. 28, 2024 Document Information [Line Items] Â Â Document Type 10-Q Â Document Quarterly Report true Â Document Period End Date Sep. 30, 2024 Â Document Transition Report false Â Entity File Number 001-37397 Â Entity Registrant Name Rimini Street, Inc. Â Entity Incorporation, State or Country Code DE Â Entity Tax Identification Number 36-4880301 Â Entity Address, Address Line One 1700 S. Pavilion Center Drive Â Entity Address, Address Line Two Suite 330 Â Entity Address, City or Town Las Vegas Â Entity Address, State or Province NV Â Entity Address, Postal Zip Code 89135 Â City Area Code (702) Â Local Phone Number 839-9671 Â Entity Current Reporting Status Yes Â Entity Interactive Data Current Yes Â Entity Filer Category Accelerated Filer Â Entity Small Business false Â Entity Emerging Growth Company false Â Entity Shell Company false Â Entity Common Stock, Shares Outstanding Â 90,920 Amendment Flag false Â Document Fiscal Year Focus 2024 Â Document Fiscal Period Focus Q3 Â Entity Central Index Key 0001635282 Â Current Fiscal Year End Date --12-31 Â Common Stock, par value $0.0001 per share Â Â Document Information [Line Items] Â Â Title of 12(b) Security Common Stock, par value $0.0001 per share Â Trading Symbol RMNI Â Security Exchange Name NASDAQ Â X - DefinitionBoolean flag that is true when the XBRL content amends previously-filed or accepted submission. + ReferencesNo definition available. + Details Name: dei_AmendmentFlag Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionArea code of city + ReferencesNo definition available. + Details Name: dei_CityAreaCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionEnd date of current fiscal year in the format --MM-DD. + ReferencesNo definition available. + Details Name: dei_CurrentFiscalYearEndDate Namespace Prefix: dei_ Data Type: xbrli:gMonthDayItemType Balance Type: na Period Type: duration X - DefinitionFiscal period values are FY, Q1, Q2, and Q3. 1st, 2nd and 3rd quarter 10-Q or 10-QT statements have value Q1, Q2, and Q3 respectively, with 10-K, 10-KT or other fiscal year statements having FY. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalPeriodFocus Namespace Prefix: dei_ Data Type: dei:fiscalPeriodItemType Balance Type: na Period Type: duration X - DefinitionThis is focus fiscal year of the document report in YYYY format. For a 2006 annual report, which may also provide financial information from prior periods, fiscal 2006 should be given as the fiscal year focus. Example: 2006. + ReferencesNo definition available. + Details Name: dei_DocumentFiscalYearFocus Namespace Prefix: dei_ Data Type: xbrli:gYearItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: dei_DocumentInformationLineItems Namespace Prefix: dei_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor the EDGAR submission types of Form 8-K: the date of the report, the date of the earliest event reported; for the EDGAR submission types of Form N-1A: the filing date; for all other submission types: the end of the reporting or transition period. The format of the date is YYYY-MM-DD. + ReferencesNo definition available. + Details Name: dei_DocumentPeriodEndDate Namespace Prefix: dei_ Data Type: xbrli:dateItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as an quarterly report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Form 10-Q -Number 240 -Section 308 -Subsection a + Details Name: dei_DocumentQuarterlyReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true only for a form used as a transition report. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Forms 10-K, 10-Q, 20-F -Number 240 -Section 13 -Subsection a-1 + Details Name: dei_DocumentTransitionReport Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'. + ReferencesNo definition available. + Details Name: dei_DocumentType Namespace Prefix: dei_ Data Type: dei:submissionTypeItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 1 such as Attn, Building Name, Street Name + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine1 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionAddress Line 2 such as Street or Suite number + ReferencesNo definition available. + Details Name: dei_EntityAddressAddressLine2 Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the City or Town + ReferencesNo definition available. + Details Name: dei_EntityAddressCityOrTown Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionCode for the postal or zip code + ReferencesNo definition available. + Details Name: dei_EntityAddressPostalZipCode Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionName of the state or province. + ReferencesNo definition available. + Details Name: dei_EntityAddressStateOrProvince Namespace Prefix: dei_ Data Type: dei:stateOrProvinceItemType Balance Type: na Period Type: duration X - DefinitionA unique 10-digit SEC-issued value to identify entities that have filed disclosures with the SEC. It is commonly abbreviated as CIK. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityCentralIndexKey Namespace Prefix: dei_ Data Type: dei:centralIndexKeyItemType Balance Type: na Period Type: duration X - DefinitionIndicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument. + ReferencesNo definition available. + Details Name: dei_EntityCommonStockSharesOutstanding Namespace Prefix: dei_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionIndicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesNo definition available. + Details Name: dei_EntityCurrentReportingStatus Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionIndicate if registrant meets the emerging growth company criteria. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityEmergingGrowthCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionCommission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen. + ReferencesNo definition available. + Details Name: dei_EntityFileNumber Namespace Prefix: dei_ Data Type: dei:fileNumberItemType Balance Type: na Period Type: duration X - DefinitionIndicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityFilerCategory Namespace Prefix: dei_ Data Type: dei:filerCategoryItemType Balance Type: na Period Type: duration X - DefinitionTwo-character EDGAR code representing the state or country of incorporation. + ReferencesNo definition available. + Details Name: dei_EntityIncorporationStateCountryCode Namespace Prefix: dei_ Data Type: dei:edgarStateCountryItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-T -Number 232 -Section 405 + Details Name: dei_EntityInteractiveDataCurrent Namespace Prefix: dei_ Data Type: dei:yesNoItemType Balance Type: na Period Type: duration X - DefinitionThe exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityRegistrantName Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionBoolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityShellCompany Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionIndicates that the company is a Smaller Reporting Company (SRC). + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntitySmallBusiness Namespace Prefix: dei_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - DefinitionThe Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b-2 + Details Name: dei_EntityTaxIdentificationNumber Namespace Prefix: dei_ Data Type: dei:employerIdItemType Balance Type: na Period Type: duration X - DefinitionLocal phone number for entity. + ReferencesNo definition available. + Details Name: dei_LocalPhoneNumber Namespace Prefix: dei_ Data Type: xbrli:normalizedStringItemType Balance Type: na Period Type: duration X - DefinitionTitle of a 12(b) registered security. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection b + Details Name: dei_Security12bTitle Namespace Prefix: dei_ Data Type: dei:securityTitleItemType Balance Type: na Period Type: duration X - DefinitionName of the Exchange on which a security is registered. + ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Exchange Act -Number 240 -Section 12 -Subsection d1-1 + Details Name: dei_SecurityExchangeName Namespace Prefix: dei_ Data Type: dei:edgarExchangeCodeItemType Balance Type: na Period Type: duration X - DefinitionTrading symbol of an instrument as listed on an exchange. + ReferencesNo definition available. + Details Name: dei_TradingSymbol Namespace Prefix: dei_ Data Type: dei:tradingSymbolItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_StatementEquityComponentsAxis=us-gaap_CommonStockMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 14 R2.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Balance Sheets - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Current assets: Â Â Cash and cash equivalents $ 119,494 $ 115,424 Restricted cash 429 428 Accounts receivable, net of allowance of $1,053 and $656, respectively 66,996 119,430 Deferred contract costs, current 16,637 17,934 Short-term investments 0 9,826 Prepaid expenses and other 25,190 25,647 Total current assets 228,746 288,689 Long-term assets: Â Â Property and equipment, net of accumulated depreciation and amortization of $20,794 and $18,231, respectively 10,431 10,496 Operating lease right-of-use assets 6,895 5,941 Deferred contract costs, noncurrent 20,836 23,559 Deposits and other 4,743 6,109 Deferred income taxes, net 72,191 59,002 Total assets 343,842 393,796 Current liabilities: Â Â Current maturities of long-term debt 3,093 5,912 Accounts payable 4,559 5,997 Accrued compensation, benefits and commissions 33,867 38,961 Other accrued liabilities 74,284 18,128 Operating lease liabilities, current 4,384 4,321 Deferred revenue, current 202,281 263,115 Total current liabilities 322,468 336,434 Long-term liabilities: Â Â Long-term debt, net of current maturities 67,959 64,228 Deferred revenue, noncurrent 21,033 23,859 Operating lease liabilities, noncurrent 6,806 6,841 Other long-term liabilities 2,350 1,930 Total liabilities 420,616 433,292 Commitments and contingencies (Note 8) Stockholdersâ€™ deficit: Â Â Preferred stock; $0.0001 par value. Authorized 99,820 (excluding 180 shares of Series A Preferred Stock) no other series has been designated 0 0 Common stock; $0.0001 par value. Authorized 1,000,000 shares; issued and outstanding 90,841 and 89,595 shares, respectively 9 9 Additional paid-in capital 175,125 167,988 Accumulated other comprehensive loss (5,651) (4,167) Accumulated deficit (245,141) (202,210) Treasury stock, at cost (1,116) (1,116) Total stockholders' deficit (76,774) (39,496) Total liabilities and stockholders' deficit $ 343,842 $ 393,796 X - DefinitionCarrying value as of the balance sheet date of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10 + Details Name: us-gaap_AccountsPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-2 + Details Name: us-gaap_AccountsReceivableNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations, excluding pension and other postretirement benefits, incurred through that date and payable for perquisites provided to employees pertaining to services received from them. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedEmployeeBenefitsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14AReference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-14 + Details Name: us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AdditionalPaidInCapital Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (d) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 12: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 13: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(12)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 18: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 19: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 30: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(11)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_Assets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of asset recognized for present right to economic benefit, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (bb) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-3Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 10: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 20: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7 + Details Name: us-gaap_AssetsCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_AssetsCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AssetsNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer; classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNetNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionRepresents the caption on the face of the balance sheet to indicate that the entity has entered into (1) purchase or supply arrangements that will require expending a portion of its resources to meet the terms thereof, and (2) is exposed to potential losses or, less frequently, gains, arising from (a) possible claims against a company's resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommitmentsAndContingencies Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable common stock (or common stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable common shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_CommonStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after allocation of valuation allowances and deferred tax liability, of deferred tax asset attributable to deductible differences and carryforwards, with jurisdictional netting. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482525/740-10-45-6 + Details Name: us-gaap_DeferredIncomeTaxAssetsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionCarrying value of amounts transferred to third parties for security purposes that are expected to be returned or applied towards payment after one year or beyond the operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DepositsAssetsNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -

URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher 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-Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 28: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481404/852-10-50-7Reference 29: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30 + Details Name: us-gaap_Liabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(32)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LiabilitiesAndStockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionTotal obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI 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X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesCurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LiabilitiesNoncurrentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of liabilities classified as other, due after one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherLiabilitiesNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate par or stated value of issued nonredeemable preferred stock (or preferred stock redeemable solely at the option of the issuer). This item includes treasury stock repurchased by the entity. Note: elements for number of nonredeemable preferred shares, par value and other disclosure concepts are in another section within stockholders' equity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(21)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_PreferredStockValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of asset related to consideration paid in advance for costs that provide economic benefits within a future period of one year or the normal operating cycle, if longer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 05 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482955/340-10-05-5Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -

Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483032/340-10-45-1 + Details Name: us-gaap_PrepaidExpenseCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount, after accumulated depreciation and amortization, of property, plant, and equipment and finance lease right-of-use asset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 360 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -SubTopic 20 -Topic 842 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetAfterAccumulatedDepreciationAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(1)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_RestrictedCash Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of accumulated undistributed earnings (deficit). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)(a)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480016/944-40-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(23)(a)(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_RetainedEarningsAccumulatedDeficit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of investments including trading securities, available-for-sale securities, held-to-maturity securities, and short-term investments classified as other and current. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_ShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StockholdersEquityAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount allocated to previously issued common shares repurchased by the issuing entity and held in treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481520/505-30-50-4Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 30 -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481549/505-30-45-1 + Details Name: us-gaap_TreasuryStockCommonValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant XML 15 R3.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Balance Sheets (Parenthetical) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Statement of Financial Position [Abstract] Â Â Allowance for doubtful accounts $ 1,053 $ 656 Accumulated depreciation and amortization $ 20,794 $ 18,231 Preferred stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Preferred stock, shares authorized (shares) 99,820,000 99,820,000 Series A preferred stock, shares authorized (shares) 180,000 180,000 Common stock, par value (in dollars per share) $ 0.0001 $ 0.0001 Common stock, shares authorized (shares) 1,000,000,000 1,000,000,000 Common stock, shares issued (shares) 90,841,000 89,595,000 Common stock, shares outstanding (shares) 90,841,000 89,595,000 X - DefinitionAmount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(14)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 360 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1 + Details Name: us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of allowance for credit loss on accounts receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479344/326-20-45-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481962/310-10-50-4 + Details Name: us-gaap_AllowanceForDoubtfulAccountsReceivableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFace amount or stated value per share of common stock. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of common shares permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_CommonStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionTotal number of common shares of an entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_CommonStockSharesIssued Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of shares of common stock outstanding. Common stock represent the ownership interest in a corporation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 6: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3 + Details Name: us-gaap_CommonStockSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionFace amount or stated value per share of preferred stock nonredeemable or redeemable solely at the option of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-13 + Details Name: us-gaap_PreferredStockParOrStatedValuePerShare Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe maximum number of nonredeemable preferred shares (or preferred stock redeemable solely at the option of the issuer) permitted to be issued by an entity's charter and bylaws. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(16)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1 + Details Name: us-gaap_PreferredStockSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_StatementOfFinancialPositionAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe maximum number of securities classified as temporary equity that are permitted to be issued by an entity's charter and bylaws. Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(27)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_TemporaryEquitySharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant XML 16 R4.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) - USD ($) shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Statement [Abstract] Â Â Â Â Revenue $ 104,672 $ 107,453 $ 314,540 $ 319,386 Cost of revenue 41,135 40,110 126,230 118,802 Gross profit 63,537 67,343 188,310 200,584

Operating expenses: Â Â Â Â Sales and marketing 35,781 35,593 112,299 107,356 General and administrative 16,528 18,384 54,460 55,475 Reorganization costs 1,431 0 4,639 59 Litigation costs and related recoveries: Â Â Â Â Litigation expense 58,512 0 58,512 0 Professional fees and other costs of litigation 879 2,127 5,406 5,475 Litigation costs and related recoveries, net 59,391 2,127 63,918 5,475 Total operating expenses 113,131 56,104 235,316 168,365 Operating income (loss) (49,594) 11,239 (47,006) 32,219 Non-operating income and (expenses): Â Â Â Â Interest expense (1,577) (1,413) (4,401) (4,139) Other income (expenses), net (642) 990 1,814 1,799 Income (loss) before income taxes (51,813) 10,816 (49,593) 29,879 Income taxes 8,713 (4,015) 6,662 (13,171) Net income (loss) (43,100) 6,801 (42,931) 16,708 Other comprehensive income Â Â Â Â Foreign currency translation gain (loss) 1,555 (1,061) (9) (1,011) Derivative instrument and other adjustments, net of tax (1,284) 140 (1,475) 302 Comprehensive income (loss) (42,829) 5,880 (44,415) 15,999 Net income (loss) attributable to common stockholders $ (43,100) $ 6,801 $ (42,931) $ 16,708 Net income (loss) per share attributable to common stockholders: Â Â Â Â Basic (in dollars per share) $ (0.47) $ 0.08 $ (0.48) $ 0.19 Diluted (in dollars per share) $ (0.47) $ 0.08 $ (0.48) $ 0.19 Weighted average number of shares of Common Stock outstanding: Â Â Â Â Basic (shares) 90,776 89,228 90,343 88,942 Diluted (shares) 90,776 89,357 90,343 89,322 X - ReferencesNo definition available. + Details Name: rmni_LitigationCostsAndRelatedInsuranceRecoveriesAbstract Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionLitigation Costs, Net Of Refunds And Recoveries + ReferencesNo definition available. + Details Name: rmni_LitigationCostsNetOfRefundsAndRecoveries Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of increase (decrease) in equity from transactions and other events and circumstances from net income and other comprehensive income, attributable to parent entity. Excludes changes in equity resulting from investments by owners and distributions to owners. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(26)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 220 -SubTopic 10 -Section 45 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-5 + Details Name: us-gaap_ComprehensiveIncomeNetOfTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate costs related to goods produced and sold and services rendered by an entity during the reporting period. This excludes costs incurred during the reporting period related to financial services rendered and other revenue generating activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1 + Details Name: us-gaap_CostOfGoodsAndServicesSold Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_GeneralAndAdministrativeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAggregate revenue less cost of goods and services sold or operating expenses directly attributable to the revenue generation activity. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name 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-Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_GrossProfit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of income (loss) from continuing operations, including income (loss) from equity method investments, before deduction of income tax expense (benefit), and income (loss) attributable to noncontrolling interest. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting 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-Subparagraph (SX 210.5-03(10)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 12: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(15)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_IncomeLossFromContinuingOperationsBeforeIncomeTaxesExtraordinaryItemsNoncontrollingInterest Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeStatementAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 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http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of litigation expense, including but not limited to legal, forensic, accounting, and investigative fees. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(6)) -SubTopic 10 -Topic 220 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_LitigationSettlementExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI 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(SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification 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http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after deduction of tax, noncontrolling interests, dividends on preferred stock and participating securities; of income (loss) available to common shareholders. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 5 -Subparagraph (SAB Topic 6.B) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-5Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_NetIncomeLossAvailableToCommonStockholdersBasic Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NonoperatingIncomeExpenseAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type:

duration X - DefinitionGenerally recurring costs associated with normal operations except for the portion of these expenses which can be clearly related to production and included in cost of sales or services. Includes selling, general and administrative expense. + ReferencesNo definition available. + Details Name: us-gaap_OperatingExpenses Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OperatingExpensesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe net result for the period of deducting operating expenses from operating revenues. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 31 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-31 + Details Name: us-gaap_OperatingIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax and reclassification adjustments of gain (loss) on foreign currency translation adjustments, foreign currency transactions designated and effective as economic hedges of a net investment in a foreign entity and intra-entity foreign currency transactions that are of a long-term-investment nature, attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1A + Details Name: us-gaap_OtherComprehensiveIncomeForeignCurrencyTransactionAndTranslationAdjustmentNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, after tax and reclassification, of gain (loss) from derivative instrument designated and qualifying as cash flow hedge included in assessment of hedge effectiveness. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-11Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-10A + Details Name: us-gaap_OtherComprehensiveIncomeLossCashFlowHedgeGainLossAfterReclassificationAndTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParentAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of income (expense) related to nonoperating activities, classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_OtherNonoperatingIncomeExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Subparagraph (k) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-3Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_ProfessionalFees Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after cash payment, of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_RestructuringCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe aggregate total amount of expenses directly related to the marketing or selling of products or services. + ReferencesNo definition available. + Details Name: us-gaap_SellingAndMarketingExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 17 R5.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Stockholders' Deficit - USD ($) shares in Thousands, $ in Thousands Total Common Stock Additional Paid-in Capital Accumulated Other Comprehensive Loss Accumulated Deficit Treasury Stock Beginning balance (shares) at Dec. 31, 2022 Â 88,517 Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Exercise of stock options for cash (shares) Â 57 Â Â Â Â Â Restricted stock units vested (shares) Â 922 Â Â Â Â Â Issuance of Common Stock (shares) Â 75 Â Â Â Â Â Retired shares of Common Stock (in shares) Â (248) Â Â Â Â Â Ending balance (shares) at Sep. 30, 2023 Â 89,323 Â Â Â Â Â Stockholders' deficit, beginning of period at Dec. 31, 2022 $ (77,170) $ 9 $ 156,401 $ (4,195) $ (228,269) $ (1,116) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Stock based compensation expense Â Â 9,056 Â Â Â Â Exercise of stock options for cash Â 0 79 Â Â Â Â Restricted stock units vested Â 0 0 Â Â Â Â Retired shares of Common Stock Â 0 (1,014) Â Â Â Â Other comprehensive income (loss) Â Â Â Â (709) Â Â Â Net income (loss) 16,708 Â Â Â 16,708 Â Stockholders' deficit, end of period at Sep. 30, 2023 (53,050) $ 9 164,522 (4,904) (211,561) (1,116) Beginning balance (shares) at Jun. 30, 2023 Â 89,085 Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Exercise of stock options for cash (shares) Â 0 Â Â Â Â Â Restricted stock units vested (shares) Â 238 Â Â Â Â Â Issuance of Common Stock (shares) Â 0 Â Â Â Â Â Retired shares of Common Stock (in shares) Â 0 Â Â Â Â Â Ending balance (shares) at Sep. 30, 2023 Â 89,323 Â Â Â Â Â Stockholders' deficit, beginning of period at Jun. 30, 2023 (62,061) $ 9 161,391 (3,983) (218,362) (1,116) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Stock based compensation expense Â Â 3,131 Â Â Â Â Exercise of stock options for cash Â 0 0 Â Â Â Â Restricted stock units vested Â 0 0 Â Â Â Â Retired shares of Common Stock Â 0 0 Â Â Â Â Other comprehensive income (loss) Â Â Â Â (921) Â Â Net income (loss) 6,801 Â Â Â 6,801 Â Stockholders' deficit, end of period at Sep. 30, 2023 (53,050) $ 9 164,522 (4,904) (211,561) (1,116) Beginning balance (shares) at Dec. 31, 2023 Â 89,595 Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Exercise of stock options for cash (shares) Â 0 Â Â Â Â Â Restricted stock units vested (shares) Â 1,246 Â Â Â Â Â Issuance of Common Stock (shares) Â 0 Â Â Â Â Â Retired shares of Common Stock (in shares) Â 0 Â Â Â Â Â Ending balance (shares) at Sep. 30, 2024 Â 90,841 Â Â Â Â Â Stockholders' deficit, beginning of period at Dec. 31, 2023 (39,496) $ 9 167,988 (4,167) (202,210) (1,116) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Stock based compensation expense Â Â 7,137 Â Â Â Exercise of stock options for cash Â 0 0 Â Â Â Â Restricted stock units vested Â 0 0 Â Â Â Â Retired shares of Common Stock Â 0 0 Â Â Â Â Other comprehensive income (loss) Â Â Â Â (1,484) Â Â Net income (loss) (42,931) Â Â Â Â (42,931) Â Stockholders' deficit, end of period at Sep. 30, 2024 (76,774) $ 9 175,125 (5,651) (245,141) (1,116) Beginning balance (shares) at Jun. 30, 2024 Â 90,698 Â Â Â Â Â Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Exercise of stock options for cash (shares) Â 0 Â Â Â Â Â Restricted stock units vested (shares) Â 143 Â Â Â Â Â Issuance of Common Stock (shares) Â 0 Â Â Â Â Â Retired shares of Common Stock (in shares) Â 0 Â Â Â Â Â Ending balance (shares) at Sep. 30, 2024 Â 90,841 Â Â Â Â Â Stockholders' deficit, beginning of period at Jun. 30, 2024 (36,119) $ 9 172,951 (5,922) (202,041) (1,116) Increase (Decrease) in Stockholders' Equity [Roll Forward] Â Â Â Â Â Â Â Stock based compensation expense Â Â 2,174 Â Â Â Â Exercise of stock options for cash Â 0 0 Â Â Â Â Restricted stock units vested Â 0 0 Â Â Â Â Retired shares of Common Stock Â 0 0 Â Â Â Â Other comprehensive income (loss) Â Â Â Â 271 Â Â Net income (loss) (43,100) Â Â Â (43,100) Â Stockholders' deficit, end of period at Sep. 30, 2024 $ (76,774) $ 9 $ 175,125 $ (5,651) $ (245,141) $ (1,116) X - DefinitionAmount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-13Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 20 -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481089/718-20-55-12 + Details Name: us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInStockholdersEquityRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -

Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount after tax of other comprehensive income (loss) attributable to parent entity. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 19 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-19Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 20 -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481231/810-10-45-20Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (c)(3) -SubTopic 10 -Topic 810 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1AReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1A + Details Name: us-gaap_OtherComprehensiveIncomeLossNetOfTaxPortionAttributableToParent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionNumber of shares issued which are neither cancelled nor held in the treasury. + ReferencesNo definition available. + Details Name: us-gaap_SharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of new stock issued during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef 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us-gaap_StockIssuedDuringPeriodSharesNewIssues Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of share options (or share units) exercised during the current period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher 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of stock related to Restricted Stock Awards issued during the period, net of the stock value of such awards forfeited. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueRestrictedStockAwardNetOfForfeitures Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionValue of stock issued as a result of the exercise of stock options. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockIssuedDuringPeriodValueStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of equity (deficit) attributable to parent. Excludes temporary equity and equity attributable to noncontrolling interest. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(30)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(31)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-04(19)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.6-05(4)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479170/946-210-S99-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(4)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(7)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 11: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 12: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 13: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 14: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 4.E) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480418/310-10-S99-2 + Details Name: us-gaap_StockholdersEquity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of decrease of par value, additional paid in capital (APIC) and retained earnings of common and preferred stock retired from treasury when treasury stock is accounted for under the par value method. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 505 -SubTopic 10 -Section S99 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockRetiredParValueMethodAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionNumber of shares of common and preferred stock retired from treasury during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -

Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_TreasuryStockSharesRetired Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration XML 18 R6.htm IDEA: XBRL DOCUMENT v3.24.3 Unaudited Condensed Consolidated Statements of Cash Flows - USD ($) $ in Thousands 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 CASH FLOWS FROM OPERATING ACTIVITIES: Â Â Net income (loss) $ (42,931) $ 16,708 Adjustments to reconcile net income (loss) to net cash provided by operating activities: Â Â Stock-based compensation expense 7,137 9,056 Depreciation and amortization 2,650 2,001 Accretion and amortization of debt discount and issuance costs 600 728 Deferred income taxes (12,951) 6,263 Amortization and accretion related to operating right of use assets 3,359 3,347 Changes in operating assets and liabilities: Â Â Accounts receivable 51,058 54,112 Prepaid expenses, deposits and other (196) (4,339) Deferred contract costs 4,020 674 Accounts payable (1,390) (2,551) Accrued compensation, benefits, commissions and other liabilities 48,297 (14,702) Deferred revenue (60,822) (57,684) Net cash provided by (used in) operating activities (1,169) 13,613 CASH FLOWS USED IN INVESTING ACTIVITIES: Â Â Capital expenditures (2,698) (3,654) Payment for purchases of investments (7,458) (24,118) Proceeds from maturities of investments 10,948 23,614 Proceeds from sale of investments 6,336 0 Net cash provided by (used in) investing activities 7,128 (4,158) CASH FLOWS FROM FINANCING ACTIVITIES: Â Â Proceeds from the 2024 Credit Facility 2,938 0 Principal payments on the Original Credit Facility (2,625) (3,938) Payments to repurchase and retire Common Stock 0 (1,014) Principal payments on capital leases (267) (247) Proceeds from exercise of employee stock options 0 79 Net cash provided by (used in) financing activities 46 (5,120) Effect of foreign currency translation changes (1,934) (5,109) Net change in cash, cash equivalents and restricted cash 4,071 (774) Cash, cash equivalents and restricted cash at beginning of period 115,852 109,434 Cash, cash equivalents and restricted cash at end of period 119,923 108,660 SUPPLEMENTAL DISCLOSURE OF CASH FLOW INFORMATION: Â Â Cash paid for interest 3,789 3,409 Cash paid for income taxes 2,662 4,164 SUPPLEMENTAL DISCLOSURE OF NON-CASH INVESTING AND FINANCING ACTIVITIES: Â Â Increase in payables for capital expenditures $ 34 $ 669 X - DefinitionAccretion And Amortization Of Debt Discount And Issuance Costs + ReferencesNo definition available. + Details Name: rmni_AccretionAndAmortizationOfDebtDiscountAndIssuanceCosts Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCapital Expenditures Incurred But Not Yet Paid, Increase (Decrease) + ReferencesNo definition available. + Details Name: rmni_CapitalExpendituresIncurredButNotYetPaidIncreaseDecrease Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionIncrease (Decrease) In Operating Lease, Right-of-Use Assets And Operating Lease Liabilities + ReferencesNo definition available. + Details Name: rmni_IncreaseDecreaseInOperatingLeaseRightOfUseAssetsAndOperatingLeaseLiabilities Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 1 -SubTopic 230 -Topic 830 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of deferred income tax expense (benefit) and income tax credits. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_DeferredIncomeTaxesAndTaxCredits Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe aggregate expense recognized in the current period that allocates the cost of tangible assets, intangible assets, or depleting assets to periods that benefit from use of the assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 49 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-49Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22 + Details Name: us-gaap_DepreciationDepletionAndAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) from effect of exchange rate changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 830 -SubTopic 230 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477401/830-230-45-1 + Details Name: us-gaap_EffectOfExchangeRateOnCashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for principal payment on finance lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5 + Details Name: us-gaap_FinanceLeasePrincipalPayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount, before refund, of cash paid to foreign, federal, state, and local jurisdictions as income tax. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2AReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 23 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-23Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-22Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_IncomeTaxesPaid Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of liabilities incurred (and for which invoices have typically been received) and payable to vendors for goods and services received that are used in an entity's business. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsPayable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in amount due within one year (or one business cycle) from customers for the credit sale of goods and services. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccountsReceivable Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe increase (decrease) during the reporting period in the aggregate amount of expenses incurred but not yet paid. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInAccruedLiabilities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of increase (decrease) in right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of increase (decrease) in obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 912 -SubTopic 310 -Name Accounting Standards Codification -Section 45 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478345/912-310-45-11Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncreaseDecreaseInOperatingCapitalAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in prepaid expenses, and assets classified as other. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_IncreaseDecreaseInPrepaidDeferredExpenseAndOtherAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash paid for interest, excluding capitalized interest, classified as operating activity. Includes, but is not limited to, payment to settle zero-coupon bond for accreted interest of debt discount and debt instrument with insignificant coupon interest rate in relation to effective interest rate of borrowing attributable to accreted interest of debt discount. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-2 + Details Name: us-gaap_InterestPaidNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow (outflow) from financing activities, including discontinued operations. Financing activity cash flows include obtaining resources from owners and providing them with a return on, and a return of, their investment; borrowing money and repaying amounts borrowed, or settling the obligation; and obtaining and paying for other resources obtained from creditors on long-term credit. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInFinancingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from investing activities, including discontinued operations. Investing activity cash flows include making and collecting loans and acquiring and disposing of debt or equity instruments and property, plant, and equipment and other productive assets. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24 + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInInvestingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of cash inflow (outflow) from operating activities, including discontinued operations. Operating activity cash flows include transactions, adjustments, and changes in value not defined as investing or financing activities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NetCashProvidedByUsedInOperatingActivitiesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -

Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_NoncashInvestingAndFinancingItemsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe cash outflow to reacquire common stock during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15 + Details Name: us-gaap_PaymentsForRepurchaseOfCommonStock Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow associated with the purchase of all investments (debt, security, other) during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe cash outflow for purchases of and capital improvements on property, plant and equipment (capital expenditures), software, and other intangible assets. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 25 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480060/805-50-25-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 805 -SubTopic 50 -Name Accounting Standards Codification -Section 30 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480027/805-50-30-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Subparagraph (c) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13 + Details Name: us-gaap_PaymentsToAcquireProductiveAssets Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from maturities, prepayments, calls and collections of all investments, including securities and other assets, having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-13Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromMaturitiesPrepaymentsAndCallsOfShorttermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe cash inflow from sales of all investments, including securities and other assets, having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows from securities classified as trading securities that were acquired for reasons other than sale in the short-term. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-12 + Details Name: us-gaap_ProceedsFromSaleOfShortTermInvestments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from exercise of option under share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 14 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2A -Subparagraph (a) -SubTopic 10 -Topic 718 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2A + Details Name: us-gaap_ProceedsFromStockOptionsExercised Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash outflow for payment of an obligation from a lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 15 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-15Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1 + Details Name: us-gaap_RepaymentsOfLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of noncash expense for share-based payment arrangement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (a) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28 + Details Name: us-gaap_ShareBasedCompensation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_SupplementalCashFlowInformationAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 19 R7.htm IDEA: XBRL DOCUMENT v3.24.3 NATURE OF BUSINESS AND BASIS OF PRESENTATION 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â NATURE OF BUSINESS AND BASIS OF PRESENTATION NATURE OF BUSINESS AND BASIS OF PRESENTATIONÂ Nature of BusinessÂ Rimini Street, Inc. (the â€œCompanyâ€) is a global provider of end-to-end enterprise software support, products and services.Â The Company offers a comprehensive family of unified solutions to run, manage, support, customize, configure, connect, protect, monitor, and optimize clientsâ€™ enterprise application, database, and technology software platforms. Basis of Presentation and ConsolidationÂ The Unaudited Condensed Consolidated Financial Statements, which include the accounts of the Company and its wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America (â€œU.S. GAAPâ€). All significant intercompany balances and transactions have been eliminated. The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Unaudited Condensed Consolidated Financial Statements have been included. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Companyâ€™s Audited Consolidated Financial Statements for the year ended December 31, 2023, included in the Companyâ€™s 2023 Annual Report on Form 10-K as filed with the SEC on February 28, 2024 (the â€œ2023 Form 10-Kâ€). Â The accompanying Unaudited Condensed Consolidated Balance Sheet and related disclosures as of December 31, 2023 have been derived from the Companyâ€™s audited financial statements. The Companyâ€™s financial condition as of September 30, 2024, and operating results for the three and nine months ended September 30, 2024, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2024. X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for organization, consolidation and basis of presentation of financial statements disclosure. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480424/946-10-50-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 810 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/810/tableOfContentReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 205 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/205/tableOfContent + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 20 R8.htm IDEA: XBRL DOCUMENT v3.24.3 LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIESÂ LiquidityÂ As of September 30, 2024, the Companyâ€™s current liabilities exceeded its current assets by $93.7 million, and the Company recorded a net loss of $43.1 million for the three months ended September 30, 2024. This was a result of the Company accruing a $58.5Â million liability for Oracleâ€™s attorneysâ€™ fees and costs. See Note 8 for further information regarding this accrual.As of September 30, 2024, the Company had available cash, cash equivalents and restricted cash of $119.9 million. As of September 30, 2024, the Companyâ€™s current liabilities included $202.3 million of deferred revenue whereby the costs of fulfilling the Company's commitments to provide services to its clients was approximately 39% of the related deferred revenue for the three months ended September 30, 2024. On April 30, 2024, the Company amended its $90Â million five-year term loan (the â€œOriginal Credit Facilityâ€) into a new five-year term loan of $75Â million (the â€œ2024 Credit Facility,â€ and together with the Original Credit Facility, the â€œCredit Facilitiesâ€). Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5% and 10%, respectively, with the remaining balance due at the end of the term. See Note 5 for further information regarding the Company's 2024 Credit Facility and the Original Credit Facility. Additionally, the Company is obligated to make operating and financing lease payments that are due

within the next 12 months in the aggregate amount of $1.9 million. During the three months ended September 30, 2024, the global economy continued to experience interest rate and inflationary pressures, geopolitical conflicts, global supply chain issues, a rise in energy prices and the continuing effects of fiscal and monetary policies adopted by governments. Assuming the Companyâ€™s ability to operate continues not to be significantly adversely impacted by the related changes in the macroeconomic environment, geopolitical pressures, or the litigation matters described in Note 8, the Company believes that current cash, cash equivalents, restricted cash, and future cash flow from operating activities will be sufficient to meet the Companyâ€™s anticipated cash needs, including 2024 Credit Facility repayments, working capital needs, capital expenditures and other contractual obligations for at least 12 months from the issuance date of these financial statements.Â Use of EstimatesÂ The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances to determine the carrying values of assets and liabilities that are not readily apparent from other sources. The Companyâ€™s accounting estimates include, but are not necessarily limited to, valuation of accounts receivable, valuation assumptions for stock options and leases, deferred income taxes and the related valuation allowances, and the evaluation and measurement of contingencies. To the extent there are material differences between the Companyâ€™s estimates and actual results, the Companyâ€™s future consolidated results of operations may be affected.Â Recent Accounting PronouncementsRecently Adopted Standards. The following accounting standards will be adopted during fiscal year 2024:In November 2023, the FASB issued ASU 2023-07, â€œSegment Reporting - Improvements to Reportable Segment Disclosures.â€ The guidance expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company will be adopting this guidance for the year ending December 31, 2024 and is still assessing the impact on the disclosures to its Consolidated Financial Statements. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for all significant accounting policies of the reporting entity. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 235 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/235/tableOfContent + Details Name: us-gaap_SignificantAccountingPoliciesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 21 R9.htm IDEA: XBRL DOCUMENT v3.24.3 DEFERRED CONTRACT COSTS AND DEFERRED REVENUE 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] Â DEFERRED CONTRACT COSTS AND DEFERRED REVENUE DEFERRED CONTRACT COSTS AND DEFERRED REVENUEActivity for deferred contract costs consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023202420232Deferred contract costs, current and noncurrent, as of the beginning of period$37,307Â $40,106Â $41,493Â $40,726Â Capitalized commissions during the period5,015Â 4,913Â 10,753Â 13,630Â Amortized deferred contract costs during the period(4,849)(4,966)(14,773)(14,303)Deferred contract costs, current and noncurrent, as of the end of period$37,473Â $40,053Â $37,473Â $40,053Â Deferred revenue activity consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023202420232Deferred revenue, current and noncurrent, as of the beginning of period$262,793Â $285,324Â $286,974Â $299,921Â Billings, net65,193Â 60,528Â 250,880Â 257,864Â Revenue recognized(104,672)(107,453)(314,540)(319,386)Deferred revenue, current and noncurrent, as of the end of period$223,314Â $238,399Â $223,314Â $238,399Â The Companyâ€™s remaining performance obligations represent all future non-cancellable revenue under contract that has not yet been recognized as revenue and includes deferred revenue and unbilled amounts. As of September 30, 2024, remaining performance obligations amounted to $574.6 million, of which $223.3Â million was billed and recorded as deferred revenue. As of September 30, 2023, remaining performance obligations amounted to $550.1 million, of which $238.4Â million was billed and recorded as deferred revenue.Deferred revenue is a contract liability that consists of billings issued that are non-cancellable and payments received in advance of revenue recognition. The Company typically invoices its customers at the beginning of the contract term, in annual and multi-year installments. Deferred revenue is recognized as the Company satisfies its performance obligations over the term of the contracted service period. The Company expects to recognize revenue on approximately $202.3 million of deferred revenue over the next 12 months, with the remaining deferred revenue balance recognized thereafter. X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-9Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-15Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-12Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Topic 606 -Publisher FASB -URI https://asc.fasb.org/606/tableOfContent + Details Name: us-gaap_RevenueFromContractWithCustomerTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 22 R10.htm IDEA: XBRL DOCUMENT v3.24.3 OTHER FINANCIAL INFORMATION 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â OTHER FINANCIAL INFORMATION OTHER FINANCIAL INFORMATIONÂ Â Other Accrued Liabilities, including Accrued Reorganization CostsÂ Other accrued liabilities consisted of the following (in thousands):Â September 30,December 31,Â 20242023Accrued sales and other taxes$5,295Â $7,963Â Accrued professional fees3,187Â 3,551Â Accrued reorganization costs697Â â€”Â Current maturities of capital lease obligations382Â 360Â Income taxes payable910Â 1,771Â Accrued litigation costs58,845Â 82Â Other accrued expenses4,968Â 4,401Â Total other accrued liabilities$74,284Â $18,128Â During the second quarter of 2024, the Company began a process to optimize its cost structure. The reorganization activity consisted of the following (in thousands):Nine Months Ended September 30,2024Accrued reorganization costs, as of the beginning of period$â€”Â Charges4,639Â Cash Payments(3,945)Foreign currency impact3Â Accrued reorganization costs, as of the end of period$697Â X - DefinitionThe entire disclosures of supplemental information, including descriptions and amounts, related to the balance sheet, income statement, and/or cash flow statement. + ReferencesNo definition available. + Details Name: us-gaap_AdditionalFinancialInformationDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 23 R11.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â DEBT DEBTDebt is presented net of debt discounts and issuance costs in the Company's balance sheets and consisted of the following (in thousands):September 30,December 31,20242023Credit Facilities$71,052Â $70,140Â Less current maturities (3,093)(5,912)Long-term debt, net of current maturities$67,959Â $64,228Â For the three and nine months ended SeptemberÂ 30, 2024, the Company made principal payments under the Credit Facilities totaling $0.9 million and $2.6 million, respectively. For the three and nine months ended SeptemberÂ 30, 2023, the Company made quarterly principal payments under the Original Credit Facility totaling $1.7 million and $3.9 million, respectively.On April 30, 2024, the Company refinanced its Original Credit Facility, which had an outstanding principal balance of $70.9Â million, with the 2024 Credit Facility, a new five-year senior secured credit facility consisting of a $75.0Â million term loan and a $35.0Â million revolving line of credit. For the term loan, the Company has a choice of interest rates between (a) the Secured Overnight Financing Rate (â€œSOFRâ€) and (b) a Base Rate (as defined in the 2024 Credit Facility), in each case plus an applicable margin. The applicable margin is based on the Companyâ€™s Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether the Company elects SOFR (ranging from 2.75% to 3.5%) or Base Rate (ranging from 1.75% to 2.5%). The revolving line of credit bears interest on the unused portion of the credit line at rates of 25 to 40 basis points, depending on the Companyâ€™s Consolidated Total Leverage Ratio. Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5%, and 10%, respectively, with the remaining balance due at the end of the term.The refinancing was accounted for as a debt modification under ASC 470-50 as the terms of the 2024 Credit Facility were not substantially different than the terms of the Original Credit Facility. Under debt modification accounting, third party costs are expensed as incurred. During the nine months ended SeptemberÂ 30, 2024, the Company expensed $0.2Â million in third party transaction costs in connection with the modification. Fees paid to the creditor of $1.1Â million were included with the remaining unamortized discount from the Original Credit Facility and are being amortized as an adjustment to interest expense over the remaining term of the 2024 Credit Facility.Pursuant to a Guaranty and Security Agreement, dated April 30, 2024, among the Credit Parties (as defined in the 2024 Credit Facility) and Capital One, National Association, as agent (the â€œ2024 Guaranty and Security Agreementâ€), the obligations under the 2024 Credit Facility are guaranteed by certain of the Companyâ€™s subsidiaries and are secured, subject to customary permitted liens and exceptions, by a lien on substantially all assets of the Credit Parties.The 2024 Credit Facility contains certain financial covenants, including a minimum fixed charge coverage ratio greater than 1.25, a total leverage ratio less than 3.75, and a minimum liquidity balance of at least $20Â million in U.S. cash. In February 2023, the Company amended its Original Credit Facility. The amendment implemented, among other things, certain changes in the reference rate from the London Interbank Offered Rate (â€œLIBORâ€) to SOFR. As of February 28, 2023, the Company had a choice of interest rates between (a) Adjusted Term SOFR and (b) Base Rate (as defined in the Original Credit Facility), in each case plus an applicable margin. The applicable margin was based on the Companyâ€™s Consolidated Leverage Ratio (as defined in the Original Credit Facility) and whether the Company elected Adjusted Term SOFR (ranging from 1.75 to 2.50%) or Base Rate (ranging from 0.75 to 1.50%).For the three months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 8.1% and 7.1%, respectively. For the nine months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 7.7% and 6.8%, respectively. The fair value of the 2024 Credit Facility was $75.0 million (Level 2 inputs) as of September 30, 2024 compared to the carrying value of $71.1 million as of September 30, 2024. The fair value of the Original Credit Facility was $73.1 million (Level 2 inputs) as of December 31, 2023 compared to the carrying value of $72.3 million as of December 31, 2023.Effective April 30, 2024, the Companyâ€™s interest rate swap agreement was amended in connection with the 2024 Credit Facility to match the new five-year term. The new interest rate swap agreement has a notional value of $40.0Â million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The floating rate is reset at each month end and the term of the interest rate swap agreement coincides with that of the 2024 Credit Facility. See Note 11 for further information regarding the fair value accounting for the interest rate swap agreement. The modification of the interest rate swap agreement did not have a material impact on the Companyâ€™s Unaudited Condensed Consolidated Financial Statements.Under the 2024 Credit Facility, the Company has $35.0 million in available borrowings under the revolving line of credit as of September 30, 2024. There were no borrowings under the revolving line of credit during the three months ended September 30, 2024. Interest ExpenseThe components of interest expense are presented below (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Credit Facilities:Â Â Interest expense$1,378Â $1,147Â $3,723Â $3,351Â Â Â Accretion expense related to discount and issuance costs166Â 245Â 600Â 728Â Interest on finance leases and other33Â 21Â 78Â 60Â $1,577Â $1,413Â $4,401Â $4,139Â For both the three months ended September 30, 2024 and 2023, interest expense included a reduction related to interest rate swap payments received of $0.2Â million, respectively. For both the nine months ended September 30, 2024 and 2023, interest expense included a reduction related to the interest rate swap payments received of $0.6 million, respectively. X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for information about short-term and long-term debt arrangements, which includes amounts of borrowings under each line of credit, note payable, commercial paper issue, bonds indenture, debenture issue, own-share lending arrangements and any other contractual agreement to repay funds, and about the underlying arrangements, rationale for a classification as long-term, including repayment terms, interest rates, collateral provided, restrictions on use of assets and activities, whether or not in compliance with debt covenants, and other matters important to users of the financial statements, such as the effects of refinancing and noncompliance with debt covenants. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 405 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477092/405-40-50-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 10: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 470 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/470/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic

20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1C -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1CReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1I + Details Name: us-gaap_DebtDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 24 R12.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTSÂ Common Stock RetiredDuring the three and nine months ended September 30, 2024, the Company did not acquire any shares of its Common Stock. During the three and nine months ended September 30, 2023, the Company acquired 0.2Â million shares of its Common Stock at a cost of $1.0Â million. Upon completion of all repurchase transactions, the associated shares of Common Stock were retired.Stock PlansThe Companyâ€™s stock plans consist of the 2007 Stock Plan (the â€œ2007 Planâ€) and the 2013 Equity Incentive Plan, as amended and restated in July 2017 (the â€œ2013 Planâ€). The 2007 Plan and the 2013 Plan are collectively referred to as the â€œStock Plansâ€. On February 23, 2024, pursuant to the â€œevergreenâ€ provisions of the 2013 Plan, the Board of Directors authorized an increase of approximately 3.6Â million shares available for grant under the 2013 Plan. On May 3, 2024, the Companyâ€™s Board of Directors, approved the Companyâ€™s 2024 Long-Term Incentive Plan (the â€œ2024 LTI Planâ€), consisting of awards of performance units (â€œPSUsâ€), restricted stock units (â€œRSUsâ€) and stock options to purchase shares of the Companyâ€™s Common Stock under the terms of the Companyâ€™s 2013 Plan, as amended, effective May 6, 2024. On March 31, 2023, the Companyâ€™s Board of Directors, approved the Companyâ€™s 2023 Long-Term Incentive Plan (the â€œ2023 LTI Planâ€), consisting of awards of PSUs, RSUs and stock options to purchase shares of the Companyâ€™s Common Stock under the terms of the Companyâ€™s 2013 Plan, as amended, effective April 3, 2023. For additional information about the Stock Plans, please refer to Note 8 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The information presented below provides an update for activity under the Stock Plans for the three and nine months ended September 30, 2024.Performance UnitsUnder the 2024 LTI Plan, the Company granted PSUs which will be measured over a performance period beginning on January 1, 2024 and ending on December 31, 2024 (the â€œPerformance Periodâ€), but will remain subject to a continued service-based vesting requirement. Half of the PSUs awarded are eligible to vest based on the Companyâ€™s achievement against a target adjusted EBITDA goal for fiscal year 2024, and the remaining half of the PSUs awarded will be eligible to vest based on the Companyâ€™s achievement against a target total revenue goal for fiscal year 2024. The ultimate number of PSUs that may vest (as calculated, the â€œEarned PSUsâ€) range from zero to 200% of the granted PSUs. On May 6, 2024, the Company granted 0.8 million PSUs at a grant price of $2.47. The Earned PSUs under the April 3, 2023 grant were earned at 151%. Under the terms of the 2023 LTI Plan, the Earned PSUs will vest in equal annual installments on the first, second and third anniversaries of the Date of Grant, generally subject to the awardee continuing to be a Service Provider through the applicable vesting date.The Company recognized compensation expense related to PSUs of $0.2 million and $0.4 million for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized expense of $1.0 million and $0.7 million, respectively. As of September 30, 2024, the unrecognized expense of $0.8 million net of forfeitures is expected to be charged to expense on a graded basis as the PSUs vest over a weighted-average period of approximately 1.5 years.Â Restricted Stock UnitsÂ For the nine months ended September 30, 2024, the Board of Directors granted RSUs under the 2013 Plan to employees for an aggregate of approximately 1.7 million shares of Common Stock. RSU grants vest over periods generally ranging from 12 to 36 months from the respective grant dates and the awards are subject to forfeiture upon termination of employment or service on the Board of Directors, as applicable. Based on the weighted average fair market value of the Common Stock on the date of grant of $2.63 per share, the aggregate fair value for the shares underlying the RSUs amounted to $4.5 million as of the grant date that will be recognized as compensation cost over the vesting period. For the three months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $1.3 million and $1.8 million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $3.8 million and $5.7 million, respectively. As of September 30, 2024, the unrecognized expense of $4.7 million net of forfeitures is expected to be charged to expense on a straight-line basis as the RSUs vest over a weighted-average period of approximately 1.7 years.Â Stock OptionsÂ For the nine months ended September 30, 2024, the Board of Directors granted stock options for the purchase of an aggregate of approximately 0.9 million shares of Common Stock at exercise prices that were equal to the fair market value of the Common Stock on the date of grant. Options granted to employees generally vest as to one-third of the shares subject to the award on each anniversary of the designated vesting commencement date, which may precede the grant date of such award, and expire ten years after the grant date.Â The following table sets forth a summary of stock option activity under the Stock Plans for the nine months ended September 30, 2024 (shares in thousands):Â Â SharesPrice (1)Term (2)Outstanding, December 31, 20237,800Â $5.77Â 5.9Granted877Â 2.59Â Forfeited(331)4.82Â Expired(1,000)5.91Â Outstanding, September 30, 2024 (3)(4)7,346Â 5.41Â 6.0Vested, September 30, 2024 (3)4,820Â 6.20Â 4.6Â (1)Represents the weighted average exercise price.(2)Represents the weighted average remaining contractual term until the stock options expire in years.(3)As of September 30, 2024, the aggregate intrinsic value of all stock options outstanding was $3Â thousand. As of September 30, 2024, there was no aggregate intrinsic value related to the vested stock options.(4)The number of outstanding stock options that are not expected to ultimately vest due to forfeiture amounted to 0.3 million shares as of September 30, 2024.Â The aggregate fair value of approximately 0.9 million stock options granted for the nine months ended September 30, 2024 amounted to $1.4 million, or $1.61 per stock option as of the grant date utilizing the Black-Scholes-Merton (â€œBSMâ€) method. The fair valued derived under the BSM method will result in the recognition of compensation cost over the vesting period of the stock options. For the nine months ended September 30, 2024, the fair value of each stock option grant under the Stock Plans was estimated on the date of grant using the BSM option-pricing model, with the following weighted-average assumptions:Â Expected life (in years)6.0Volatility64%Dividend yield0%Risk-free interest rate4.34%Fair value per share of Common Stock on date of grant$2.59Â As of September 30, 2024 and December 31, 2023, total unrecognized compensation costs related to unvested stock options, net of estimated forfeitures, was $3.1 million and $4.6 million, respectively. As of September 30, 2024, the unrecognized costs are expected to be charged to expense on a straight-line basis over a weighted-average vesting period of approximately 1.7 years.Shares Available for GrantThe following table presents activity affecting the total number of shares available for grant under the 2013 Plan for the nine months ended September 30, 2024 (in thousands):Â Available, December 31, 20238,481Â Newly authorized by Board of Directors3,584Â Stock options granted(877)RSUs and PSUs granted(2,815)Expired options under Stock Plans1,000Â Forfeited options under Stock Plans331Â Forfeited RSUs and PSUs under Stock Plans397Â Available, September 30, 202410,101Â Â Stock-Based Compensation ExpenseÂ Stock-based compensation expense attributable to PSUs, RSUs and stock options is classified as follows (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232Cost of revenue$373Â $503Â $1,348Â $1,423Â Sales and marketing566Â 817Â 1,546Â 2,067Â General and administrative1,235Â 1,811Â 4,243Â 5,566Â Total$2,174Â $3,131Â $7,137Â $9,056Â WarrantsÂ As of September 30, 2024, warrants were outstanding for an aggregate of 3.4 million shares of Common Stock exercisable at $5.64 per share. For additional information about these warrants, please refer to Note 8 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. X - DefinitionThe entire disclosure for share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/718/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (l) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsShareBasedPaymentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 25 R13.htm IDEA: XBRL DOCUMENT v3.24.3 INCOME TAXES 9 Months Ended Sep. 30, 2024 Income Tax Disclosure [Abstract] Â INCOME TAXES INCOME TAXES Â For the three months ended September 30, 2024 and 2023, the Companyâ€™s effective tax rate was 16.8% and 37.1%, respectively. For the nine months ended September 30, 2024 and 2023, the Companyâ€™s effective tax rate was 13.4% and 44.1%, respectively. The Companyâ€™s income tax benefit (expense) was attributable to the income (loss) before income taxes, which was offset, in part, to earnings in the foreign jurisdictions subject to income taxes and foreign withholding taxes. The Company did not have any material changes to its conclusions regarding valuation allowances for deferred income tax assets or uncertain tax positions for the three and nine months ended September 30, 2024 and 2023.For additional information about income taxes, please refer to Note 9 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for income tax. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12C -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12B -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12BReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 270 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147477891/740-270-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 6.I.5.Q1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-13Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(h)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/740/tableOfContentReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 14 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-14Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 21 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-21Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 17 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-17Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 11.C) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479360/740-10-S99-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482603/740-30-50-2 + Details Name: us-gaap_IncomeTaxDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 26 R14.htm IDEA: XBRL DOCUMENT v3.24.3 COMMITMENTS AND CONTINGENCIES 9 Months Ended Sep. 30, 2024 Commitments and Contingencies Disclosure [Abstract] Â COMMITMENTS AND CONTINGENCIES COMMITMENTS AND CONTINGENCIESÂ Purchase CommitmentsThe Companyâ€™s purchase commitments as of September 30, 2024 are primarily related to agreements to purchase services in the ordinary course of business. During the three months ended September 30, 2024, the Company executed an agreement associated with an existing supplier that increased the Companyâ€™s minimum purchase obligations by $1.5Â million through September 2027. As of September 30, 2024, the total minimum purchase obligations totaled $10.8 million. There have been no other material changes outside the normal course of business to the Companyâ€™s non-cancellable purchases commitments. For additional information, please refer to Note 10 to the Companyâ€™s Consolidated Financial Statements for the year ended DecemberÂ 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K.Retirement PlanThe Company has defined contribution plans for both its U.S. and foreign employees. For certain of these plans, employees may contribute up to the statutory maximum, which is set by law each year. The plans also provide for employer contributions. For the three months ended September 30, 2024 and 2023, the Companyâ€™s matching contributions to these plans totaled $0.8Â million and $1.0 million, respectively. For the nine months ended September 30, 2024 and 2023, the Companyâ€™s matching contributions to these plans totaled $2.7 million and $2.6 million, respectively.Rimini I LitigationIn January 2010, certain subsidiaries of Oracle Corporation (together with its subsidiaries individually and collectively, â€œOracleâ€) filed a lawsuit, Oracle USA, Inc. et al. v. Rimini Street, Inc. et al. (United States District Court for the District of Nevada) (the â€œDistrict Courtâ€) (â€œRimini Iâ€), against the Company and its Chief Executive Officer, Chairman of the Board and President, Seth Ravin, alleging that certain of the Companyâ€™s processes (Process 1.0) violated Oracleâ€™s license agreements with its customers and that the Company committed acts of copyright infringement and violated other federal and state laws. The litigation involved the Companyâ€™s business processes and the manner in which the Company provided services to its clients. After completion of a jury trial in 2015 and subsequent appeals, the final outcome of Rimini I was that Mr. Ravin was found not liable for any claims and the Company was found liable for only one claim: â€œinnocent infringement,â€ a jury finding that the Company did not know and had no reason to know that its former support processes were infringing. The jury also found that the infringement did not cause Oracle to suffer lost profits. The Company was ordered to pay a judgment of $124.4Â million in 2016, which the Company promptly paid and then pursued appeals. With interest, attorneysâ€™ fees and costs, the total judgment paid by the Company to Oracle after the completion of all appeals was approximately $89.9Â million. A portion of such judgment was paid by the Companyâ€™s insurance carriers. Rimini I Injunction ProceedingsSince November 2018, the Company has been subject to a permanent injunction (the â€œRimini I Injunctionâ€) prohibiting it from using certain support processes that had been found in Rimini I to â€œinnocentlyâ€ infringe certain Oracle copyrights. The Rimini I Injunction does not prohibit the Companyâ€™s provision of support services for any Oracle product lines, but rather defines the manner in which the Company can provide support services for certain Oracle product lines. In July 2020, Oracle filed a motion to show cause with the District Court contending that the Company was in violation of the Rimini I Injunction, and the Company opposed this motion, disputing Oracleâ€™s claims. After completion of an evidentiary hearing in September 2021, findings and order by the District Court in January 2022 and a subsequent appeal by the Company to the Ninth Circuit Court of Appeals (â€œCourt of Appealsâ€), the final outcome of the proceedings, which were resolved in October 2023 on remand to the District Court, was a finding that the Company had violated the Rimini I Injunction in four instances, entitling Oracle to $0.5Â million in sanctions (representing a $0.1Â million adjustment to the $0.6Â million sanctions award originally paid by the Company to Oracle in January

2022). In addition, the Company complied with the District Courtâ€™s January 2022 order to quarantine certain computer files and provide proof of such quarantining to Oracle. Oracle reimbursed the Company $0.1Â million in November 2023 for the portion of the sanctions award that was reduced on appeal.In its January 2022 findings and order, the District Court also ruled that Oracle could recover its reasonable attorneysâ€™ fees and costs relating to the Rimini I Injunction Proceedings. In December 2023, the District Court accepted a joint stipulation between Oracle and the Company (the â€œStipulationâ€) resolving the issue of Oracleâ€™s recovery of attorneysâ€™ fees and costs upon the Companyâ€™s payment of approximately $9.7Â million to Oracle. Also per the Stipulation, the Company agreed that it would forego any remaining appellate rights with respect to this matter.As a result of the Stipulation and the subsequent payment by the Company of the amount described above, all matters relating to the Rimini I Injunction Proceedings have been resolved. At this time, the Company believes that it is in substantial compliance with the Rimini I Injunction.Rimini II LitigationIn October 2014, the Company filed a separate lawsuit, Rimini Street Inc. v. Oracle Intâ€™l Corp., in the District Court against Oracle seeking a declaratory judgment that the Companyâ€™s revised â€œProcess 2.0â€ support practices, in use since at least July 2014, did not infringe certain Oracle copyrights (â€œRimini IIâ€). The Companyâ€™s operative complaint asserted declaratory judgment, tort, and statutory claims, including a request for injunctive relief against Oracle for unfair competition in violation of the California Unfair Competition Law. Oracle asserted counterclaims including copyright infringement claims, violations of the Digital Millennium Copyright Act (â€œDMCAâ€) and Lanham Act, breach of contract and business tort violations with respect to PeopleSoft and other Oracle-branded products, including J.D. Edwards, Siebel, Oracle Database and Oracle E-Business Suite (â€œEBSâ€). In October 2022, Oracle withdrew all of its monetary damages claims against the Company and the Companyâ€™s Chief Executive Officer, Chairman of the Board and President, Mr. Ravin, in Rimini II and moved to proceed with a bench trial instead of a jury trial for its claims for equitable relief. The District Court entered an order on October 24, 2022, dismissing with prejudice Oracleâ€™s claims in Rimini II â€œfor monetary relief of any kind under any legal theory[,] including but not limited to claims for damages, restitution, unjust enrichment, and engorgement. . . .â€ In addition, Oracleâ€™s claims for breach of contract, inducing breach of contract and an accounting, were dismissed with prejudice, meaning that the claims (including for monetary damages) were dismissed on their merits and the judgment rendered is final. Prior to the date of the District Courtâ€™s order dismissing with prejudice all of Oracleâ€™s claims for monetary relief, no damages of any kind were awarded by the District Court in Rimini II. The parties each reserved the right to seek or object to any attorneysâ€™ fees and/or costs to the extent permissible by law.In July 2023, the District Court issued its findings of fact and conclusions of law in Rimini II, accompanied by a permanent injunction against the Company (the â€œRimini II Injunctionâ€) which is subject to an administrative stay and is not currently effective. The District Court found infringement as to Oracleâ€™s PeopleSoft and Oracle Database products but did not find infringement as to Oracleâ€™s EBS, Siebel and J.D. Edwards products, further ordering that the Company was entitled to a declaration of non-infringement for Oracleâ€™s EBS product. The District Court also found in favor of Oracle on its DMCA and Lanham Act claims, enjoining the Company from making certain statements and prohibiting certain actions in connection with the manner of marketing, selling and providing services to clients of the Oracle products in question as further described below, and on indirect and vicarious copyright infringement claims against the Companyâ€™s Chief Executive Officer, Chairman of the Board and President, Mr. Ravin. The District Court denied the Companyâ€™s California Unfair Competition Law claim and other declaratory judgment claims.In July 2023, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s July 2023 Rimini II judgment and Injunction and filed an emergency motion with the District Court to stay enforcement of the Rimini II Injunction pending the Companyâ€™s appeal of the Rimini II judgment and Injunction. In August 2023, the District Court issued an order denying the Companyâ€™s emergency motion to stay the Rimini II Injunction pending the Companyâ€™s appeal with the Court of Appeals, but it granted an administrative stay of the Rimini II Injunction pending the outcome of a motion to stay to be filed by the Company with the Court of Appeals. Shortly thereafter, the Company filed the separate motion to stay the Rimini II Injunction with the Court of Appeals, asserting that certain provisions of the Rimini II Injunction are vague and overbroad, that the District Court committed legal error, that certain provisions would require the Company to commit criminal acts to comply with its terms, and that the Rimini II Injunction would cause the Company and third parties â€œirreparable harm,â€ among other grounds. In September 2023, the Court of Appeals issued an order holding the Companyâ€™s appeal of the District Courtâ€™s decision in Rimini II in abeyance pending the District Courtâ€™s resolution of a motion filed by Oracle in August 2023 to amend the Rimini II judgment pertaining to an update, technical specification and tool related to Oracleâ€™s EBS software product. The District Court denied Oracleâ€™s motion to amend on January 9, 2024.On January 18, 2024, the Ninth Circuit issued an order lifting the stay of the Companyâ€™s appeal. On June 5, 2024, a three-judge panel of the Ninth Circuit heard oral argument on the Companyâ€™s appeal. As of the date of this Report, a decision on the Companyâ€™s appeal remains pending.Also as of the date of this Report, the Court of Appeals has not issued a decision on the Companyâ€™s motion to stay the Rimini II Injunction. Accordingly, the Rimini II Injunction, as issued by the District Court, is currently stayed by the District Court, meaning that it is not currently effective. The Rimini II Injunction is primarily directed at Oracleâ€™s PeopleSoft software product and, if effective, would limit, but not fully prohibit, the support services the Company can provide its clients using Oracleâ€™s PeopleSoft software product. Among other things, the Rimini II Injunction requires the Company to immediately and permanently delete certain PeopleSoft software environments, files and updates identified in the Rimini II Injunction, as well as to delete and immediately and permanently discontinue use of certain Company-created automated tools. The Rimini II Injunction also prohibits using, distributing, copying, or making derivative works from certain files, and it prohibits the transfer or copying of PeopleSoft files, updates, and modifications, and portions of PeopleSoft software that are developed, tested, or exist in one clientâ€™s systems to the Companyâ€™s systems or another clientâ€™s systems.The Rimini II Injunction also specifies that the Company shall not remove, alter or omit any Oracle copyright notices or other Oracle copyright management information from any file that contains an Oracle copyright notice and prohibits the Company from publicly making statements or statements substantially similar to those the District Court found to be â€œfalse and misleading,â€ which are listed in the Rimini II Injunction. While the Company plans to continue to vigorously pursue a stay of the Rimini II Injunction pending appeal and its appeal of the Rimini II judgment and Injunction, it is unable to predict the timing or outcome of these matters. No assurance is or can be given that the Company will succeed in its efforts to stay the Rimini II Injunction in full or in part pending appeal or prevail in all or part of its Rimini II appeal. There were no monetary damages included in the District Courtâ€™s judgment in Rimini II. In November 2023, Oracle filed a motion with the District Court requesting attorneysâ€™ fees and costs of approximately $70.6Â million relating to the Rimini II litigation. The Company filed its opposition to Oracleâ€™s motion in February 2024. In its opposition, the Company argued that the District Court should deny Oracleâ€™s motion in its entirety. The Company further argued that, should the District Court award any attorneysâ€™ fees to Oracle, such fees should not have exceeded $14.5Â million. Following Oracleâ€™s filing of a reply brief in March 2024, the matter was under consideration for determination by the District Court. On September 23, 2024, the District Court issued its order on Oracleâ€™s motion for attorneysâ€™ fees and costs, granting in part the motion and denying in part the motion. The District Court awarded Oracle $58.2Â million in attorneysâ€™ fees and $0.3Â million in costs. As of September 30, 2024, the Company accrued $58.5Â million related to this matter and paid Oracle in full on October 22, 2024. On September 24, 2024, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle. As of the date of this Report, the Companyâ€™s appeal remains pending. The Companyâ€™s opening brief is due on January 21, 2025, and Oracleâ€™s answering brief is due February 20, 2025. The Companyâ€™s optional reply brief is due 21 days after Oracle files its answering brief.While the Company plans to continue to vigorously pursue its appeal of the District Courtâ€™s award of attorneysâ€™ fees and costs to Oracle in the Rimini II litigation, it is unable to predict the timing or outcome of this matter. No assurance is or can be given that the Company will prevail in its appeal. If the Rimini II Injunction becomes effective in its current form, it would impact the Companyâ€™s delivery of PeopleSoft support services to clients in the future, as well as potentially impact the Companyâ€™s previously announced plans to wind down the offering of services for Oracle PeopleSoft products. However, the associated costs are not currently estimable and are required to be recorded when incurred. Accordingly, the Company has made no accrual as of September 30, 2024. Any required changes to how support services are delivered to the Companyâ€™s PeopleSoft clients could have a material adverse impact on the Companyâ€™s financial position, results of operations and cash flows. The percentage of revenue derived from services the Company provides solely for Oracleâ€™s PeopleSoft software product was approximately 8% of the Companyâ€™s total revenue for the three and nine months ended September 30, 2024.The Company reserves all rights, including appellate rights, with respect to the District Courtâ€™s rulings in Rimini II and the Rimini II Injunction, including the award of attorneysâ€™ fees and costs to Oracle. Other LitigationFrom time to time, the Company may be a party to litigation and subject to claims incident to the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of these ordinary course matters will not have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of judgment, defense and settlement costs, diversion of management resources and other factors. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, Contingencies. Legal fees are expensed as incurred.Liquidated DamagesÂ The Company enters into agreements with clients that contain provisions related to liquidated damages that would be triggered in the event that the Company is no longer able to provide services to these clients. The maximum cash payments related to these liquidated damages is approximately $8.7 million and $9.3 million as of September 30, 2024 and December 31, 2023, respectively. To date, the Company has not incurred any costs as a result of such provisions and has not accrued any liabilities related to such provisions in these Unaudited Condensed Consolidated Financial Statements. X - ReferencesNo definition available. + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for commitments and contingencies. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 405 -SubTopic 30 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/405-30/tableOfContentReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/450/tableOfContentReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 440 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478522/954-440-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 440 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482648/440-10-50-4Reference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 440 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/440/tableOfContent + Details Name: us-gaap_CommitmentsAndContingenciesDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 27 R15.htm IDEA: XBRL DOCUMENT v3.24.3 RELATED PARTY TRANSACTIONS 9 Months Ended Sep. 30, 2024 Related Party Transactions [Abstract] Â RELATED PARTY TRANSACTIONS RELATED PARTY TRANSACTIONS An affiliate of Adams Street Partners and its affiliates (collectively referred to as â€œASPâ€) is a member of the Companyâ€™s Board of Directors. As of September 30, 2024, ASP owned approximately 25.9% of the Companyâ€™s issued and outstanding shares of Common Stock. X - ReferencesNo definition available. + Details Name: us-gaap_RelatedPartyTransactionsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-5Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480990/946-20-50-6Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 235 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477968/946-235-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(e)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/850/tableOfContentReference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-6Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 850 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483326/850-10-50-1 + Details Name: us-gaap_RelatedPartyTransactionsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 28 R16.htm IDEA: XBRL DOCUMENT v3.24.3 EARNINGS PER SHARE 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â EARNINGS PER SHARE EARNINGS PER SHAREThe Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share of Common Stock is computed by dividing net income attributable to common stockholders by the weighted average number of shares of basic Common Stock outstanding. Diluted earnings per share of Common Stock is calculated by adjusting the basic earnings per share of Common Stock for the effects of potential dilutive Common Stock shares outstanding such as stock options, restricted stock units and warrants.For the three and nine months ended September 30, 2024 and 2023, basic and diluted net earnings per share of Common Stock were computed by dividing the net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the respective periods. The following tables set forth the computation of basic and diluted net income (loss) attributable to common stockholders (in thousands, except per share amounts): Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Income (loss) attributable to common stockholders:Â Â Net income (loss)$(43,100)$6,801Â $(42,931)$16,708Â Â Â Â Three Months EndedSeptember 30,Nine Months EndedSeptember 30,2024202320242023Weighted average number of shares of Common Stock outstanding:Â Â Â Â Basic 90,776Â 89,228Â 90,343Â 88,942Â Â Â Stock optionsâ€”Â â€”Â 18Â Â Â PSUsâ€”Â â€”Â â€”Â â€”Â Â Â RSUsâ€”Â 129Â â€”Â 362Â Â Â Diluted90,776Â 89,357Â 90,343Â 89,322Â Net income (loss) per share attributable to common stockholders:Â Â Basic (0.47)0.08Â (0.48)0.19Â Â Â Diluted(0.47)0.08Â (0.48)0.19Â The following potential Common Stock equivalents were excluded from the computation of diluted net income (loss) per share for the respective periods ending on these dates, since the impact of inclusion was anti-dilutive (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420232RSUs and PSUs3,156Â 2,767Â 2,979Â 1,270Â Stock options7,405Â 8,358Â 7,448Â 7,830Â Warrants3,440Â 3,440Â 3,440Â 3,440Â Total14,001Â 14,565Â 13,867Â 12,540Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for earnings per share. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/260/tableOfContentReference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-3 + Details Name: us-gaap_EarningsPerShareTextBlock Namespace Prefix: us-

gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 29 R17.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS 9 Months Ended Sep. 30, 2024 Investments, All Other Investments [Abstract] Â FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONSÂ Fair Value MeasurementsÂ Fair value is defined as the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which it transacts and considers assumptions that market participants would use when pricing the asset or liability. Additional information on fair value measurements is included in Note 13 to the Companyâ€™s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The Companyâ€™s policy is to recognize asset or liability transfers among Level 1, Level 2 and Level 3 as of the actual date of the events or change in circumstances that caused the transfer. InvestmentsAll of the Companyâ€™s investments as of SeptemberÂ 30, 2024 are classified as cash equivalents. During the three months ended March 31, 2024, the Company transferred its investments in U.S. Federal agency bonds and U.S. treasury notes into other highly liquid interest-earning investments with maturities of less than three months. The fair values of these investments approximate their carrying values and are considered Level 1 assets. The Company considers all highly liquid interest-earning investments with a maturity of three months or less at the date of purchase to be cash equivalents. In general, investments with original maturities of greater than three months and remaining maturities of less than one year are classified as short-term investments. Debt investments are classified as available-for-sale and gains and losses are recorded using the specific identification method. Changes in fair value are recorded in the operating statement. Fair value is calculated based on publicly available market information. Listed below are the cash equivalent and investment balances as of December 31, 2023 (in thousands):Fair Value LevelCost BasisUnrealized Gains (Losses)Recorded BasisCash EquivalentsShort-term InvestmentsFederal Agency BondsLevel 2$10,491Â $44Â $10,535Â $4,590Â $5,945Â US Treasury notesLevel 24,324Â 55Â 4,379Â 498Â 3,881Â $14,815Â $99Â $14,914Â $5,088Â $9,826Â DerivativesOn April 30, 2024, the Company amended its interest rate swap agreement to match the new five-year team in connection with the 2024 Credit Facility. The new interest rate swap agreement has a notional value of $40.0Â million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The derivative was recognized in the accompanying Unaudited Condensed Consolidated Balance Sheets at its estimated fair value as of September 30, 2024. The modification of the interest rate swap agreement did not have a material impact on the Companyâ€™s Unaudited Condensed Consolidated Financial Statements. The Company uses derivatives to manage the risk associated with changes in interest rates. The Company does not enter into derivatives for speculative purposes.To estimate fair value for the Company's interest rate swap agreement as of September 30, 2024, the Company utilized a present value of future cash flows, leveraging a model-derived valuation that uses Level 2 observable inputs such as interest rate yield curves. The Company estimated the fair value of the interest rate swap agreement to be a liability of $0.8 million as of September 30, 2024.Changes in the fair value of the derivatives that qualify as cash flow hedges are recorded in Accumulated other comprehensive loss in the accompanying Unaudited Condensed Consolidated Balance Sheets until earnings are affected by the variability of the cash flows.The amounts recorded for the interest rate swap agreement are described below (in thousands): Derivative InstrumentBalance Sheet ClassificationSeptember 30, 2024December 31, 2023Interest rate swapDeposits and other$â€”Â $891Â Other long-term liabilities811Â â€”Â Accumulated other comprehensive income (loss) (762)713Â Three Months Ended September 30,Nine Months Ended September 30,Derivative InstrumentIncome Statement Classification20242023202420232Interest rate swapInterest expense (benefit)(167)(235)(603)(600)Significant ConcentrationsÂ The Company attributes revenues to geographic regions based on the location of its clientsâ€™ contracting entities. The following table shows revenues by geographic region (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232United States of America$51,588Â $55,740Â $156,850Â $163,146Â International53,084Â 51,713Â 157,690Â 156,240Â Total$104,672Â $107,453Â $314,540Â $319,386Â Â For the three and nine months ended September 30, 2024, Japan represented 10.3% and 9.9% of total revenue, respectively. No clients represented more than 10% of revenue for the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no clients accounted for more than 10% of total net accounts receivable. The Company tracks its assets by physical location. As of September 30, 2024 and December 31, 2023, the net carrying value of the Companyâ€™s property and equipment located outside of the United States amounted to approximately $3.4 million and $4.3 million, respectively. As of September 30, 2024, the Company had operating lease right-of-use assets of $4.4 million, $1.8 million and $0.7 million in the United States, India and the rest of the world, respectively. As of December 31, 2023, the Company had operating lease right-of-use assets of $3.0 million, $2.0 million and $0.9 million in the United States, India and the rest of the world, respectively.Â Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, restricted cash, and accounts receivable. The Company maintains its cash, cash equivalents and restricted cash at high-quality financial institutions, primarily in the United States. Deposits, including those held in foreign branches of global banks, may exceed the amount of insurance provided on such deposits. As of September 30, 2024 and December 31, 2023, the Company had cash, cash equivalents and restricted cash with a single financial institution for an aggregate of $33.4Â million and $48.9Â million, respectively. In addition, as of September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents with three other single financial institutions of $65.1 million and $51.7Â million, respectively. As of September 30, 2024 and December 31, 2023, the Company had restricted cash of $0.4 million. The Company has never experienced any losses related to these balances.Â Generally, credit risk with respect to accounts receivable is diversified due to the number of entities comprising the Companyâ€™s client base and their dispersion across different geographies and industries. The Company performs ongoing credit evaluations on certain clients and generally does not require collateral on accounts receivable. The Company maintains reserves for potential bad debts and historically such losses are generally not significant. X - DefinitionThe entire disclosure for financial instruments. This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures. + ReferencesNo definition available. + Details Name: us-gaap_FinancialInstrumentsDisclosureTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsAllOtherInvestmentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 30 R18.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES 9 Months Ended Sep. 30, 2024 Leases [Abstract] Â LEASES LEASES The Company has operating leases for real estate and equipment with an option to renew the leases for up to one month to five years. Some of the leases include the option to terminate the leases upon 30-daysâ€™ notice with a penalty. The Companyâ€™s leases have various remaining lease terms ranging from November 2024 to February 2030. The Companyâ€™s lease agreements may include renewal or termination options for varying periods that are generally at the Company's discretion. The Companyâ€™s lease terms only include those periods related to renewal options the Company believes are reasonably certain to exercise. The Company generally does not include these renewal options as it is not reasonably certain to renew at the lease commencement date. This determination is based on consideration of certain economic, strategic and other factors that the Company evaluates at lease commencement date and reevaluates throughout the lease term. Some leases also include options to terminate the leases and the Company only includes those periods beyond the termination date if it is reasonably certain not to exercise the termination option.The Company uses a discount rate to calculate the right of use (â€œROUâ€) asset and lease liability. When the implicit rate is known or provided in the lease documents, the Company is required to use this rate. In cases in which the implicit rate is not known, the Company uses an estimated incremental borrowing rate.Some leasing arrangements require variable payments that are dependent on usage or may vary for other reasons, such as payments for insurance and tax payments. The variable portion of lease payments is not included in the Companyâ€™s ROU assets or lease liabilities. Rather, variable payments, other than those dependent upon an index or rate, are expensed when the obligation for those payments is incurred and are included in lease expenses recorded in selling and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income.The Company has lease agreements with both lease and non-lease components that are treated as a single lease component for all underlying asset classes. Accordingly, all expenses associated with a lease contract are accounted for as lease expenses.The Company has elected to apply the short-term lease exception for all underlying asset classes. That is, leases with a term of 12 months or less are not recognized on the balance sheet, but rather expensed on a straight-line basis over the lease term. The Companyâ€™s leases do not include significant restrictions or covenants, and residual value guarantees are generally not included within its operating leases. As of September 30, 2024, the Company has one additional operating lease with a net present value of $1.7Â million that will commence in October 2024.The components of lease expense and supplemental balance sheet information were as follows (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232Operating lease expense related to ROU assets and liabilities$1,137Â $1,109Â $3,359Â $3,347Â Other lease expense206Â 318Â 500Â 491Â Total lease expense$1,343Â $1,427Â $3,859Â $3,838Â Other information related to leases was as follows (in thousands):Supplemental Balance Sheet InformationSeptember 30, 2024December 31, 2023Operating lease right-of-use assets, noncurrent$6,895Â $5,941Â September 30, 2024December 31, 2023Operating lease liabilities, current$4,384Â $4,321Â Operating lease liabilities, noncurrent6,806Â 6,841Â Â Â Total operating lease liabilities$11,190Â $11,162Â Weighted Average Remaining Lease TermYearsOperating leases2.96Weighted Average Discount RateOperating leases8.7Â %Maturities of operating lease liabilities as of September 30, 2024 were as follows (in thousands):Year Ending September 30,2025$1,473Â 20264,616Â 20273,797Â 20281,231Â 2029950Â Thereafter522Â Â Â Total future undiscounted lease payments12,589Â Less imputed interest(1,399)Total$11,190Â For the three months ended September 30, 2024 and 2023, the Company paid $1.4 million and $1.3 million, respectively, for operating lease liabilities. For both the nine months ended September 30, 2024 and 2023, the Company paid $4.2 million, respectively, for operating lease liabilities. X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Publisher FASB -URI https://asc.fasb.org/842-20/tableOfContent + Details Name: us-gaap_LesseeOperatingLeasesTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 31 R19.htm IDEA: XBRL DOCUMENT v3.24.3 Pay vs Performance Disclosure - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Pay vs Performance Disclosure Â Â Â Â Net income $ (43,100) $ 6,801 $ (42,931) $ 16,708 X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 402 -Subsection v -Paragraph 1 + Details Name: ecd_PvpTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31:

http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 32 R20.htm IDEA: XBRL DOCUMENT v3.24.3 Insider Trading Arrangements 3 Months Ended Sep. 30, 2024 Trading Arrangements, by Individual Â Rule 10b5-1 Arrangement Adopted false Non-Rule 10b5-1 Arrangement Adopted false Rule 10b5-1 Arrangement Terminated false Non-Rule 10b5-1 Arrangement Terminated false X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_NonRule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrAdoptedFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 1 + Details Name: ecd_Rule10b51ArrTrmntdFlag Namespace Prefix: ecd_ Data Type: xbrli:booleanItemType Balance Type: na Period Type: duration X - ReferencesReference 1: http://www.xbrl.org/2003/role/presentationRef -Publisher SEC -Name Regulation S-K -Number 229 -Section 408 -Subsection a -Paragraph 2 -Subparagraph A + Details Name: ecd_TradingArrByIndTable Namespace Prefix: ecd_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 33 R21.htm IDEA: XBRL DOCUMENT v3.24.3 LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Policies) 9 Months Ended Sep. 30, 2024 Accounting Policies [Abstract] Â Nature of Business Nature of BusinessÂ Rimini Street, Inc. (the â€œCompanyâ€) is a global provider of end-to-end enterprise software support, products and services. Basis of Presentation and Consolidation Basis of Presentation and ConsolidationÂ The Unaudited Condensed Consolidated Financial Statements, which include the accounts of the Company and its wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America (â€œU.S. GAAPâ€). All significant intercompany balances and transactions have been eliminated. The accompanying Unaudited Condensed Consolidated Financial Statements have been prepared by the Company pursuant to the rules and regulations of the Securities and Exchange Commission (the â€œSECâ€) regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Unaudited Condensed Consolidated Financial Statements have been included. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Companyâ€™s Audited Consolidated Financial Statements for the year ended December 31, 2023, included in the Companyâ€™s 2023 Annual Report on Form 10-K as filed with the SEC on February 28, 2024 (the â€œ2023 Form 10-Kâ€). Â The accompanying Unaudited Condensed Consolidated Balance Sheet and related disclosures as of December 31, 2023 have been derived from the Companyâ€™s audited financial statements. The Companyâ€™s financial condition as of September 30, 2024, and operating results for the three and nine months ended September 30, 2024, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2024. Use of Estimates Use of EstimatesÂ The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances to determine the carrying values of assets and liabilities that are not readily apparent from other sources. The Companyâ€™s accounting estimates include, but are not necessarily limited to, valuation of accounts receivable, valuation assumptions for stock options and leases, deferred income taxes and the related valuation allowances, and the evaluation and measurement of contingencies. To the extent there are material differences between the Companyâ€™s estimates and actual results, the Companyâ€™s future consolidated results of operations may be affected. Recent Accounting Pronouncements Recent Accounting PronouncementsRecently Adopted Standards. The following accounting standards will be adopted during fiscal year 2024:In November 2023, the FASB issued ASU 2023-07, â€œSegment Reporting - Improvements to Reportable Segment Disclosures.â€ The guidance expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company will be adopting this guidance for the year ending December 31, 2024 and is still assessing the impact on the disclosures to its Consolidated Financial Statements. Earnings Per Share The Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share of Common Stock is computed by dividing net income attributable to common stockholders by the weighted average number of shares of basic Common Stock outstanding. Diluted earnings per share of Common Stock is calculated by adjusting the basic earnings per share of Common Stock for the effects of potential dilutive Common Stock shares outstanding such as stock options, restricted stock units and warrants. X - ReferencesNo definition available. + Details Name: us-gaap_AccountingPoliciesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for basis of accounting, or basis of presentation, used to prepare the financial statements (for example, US Generally Accepted Accounting Principles, Other Comprehensive Basis of Accounting, IFRS). + ReferencesNo definition available. + Details Name: us-gaap_BasisOfAccountingPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy regarding (1) the principles it follows in consolidating or combining the separate financial statements, including the principles followed in determining the inclusion or exclusion of subsidiaries or other entities in the consolidated or combined financial statements and (2) its treatment of interests (for example, common stock, a partnership interest or other means of exerting influence) in other entities, for example consolidation or use of the equity or cost methods of accounting. The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483426/235-10-50-4Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 810 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481203/810-10-50-1 + Details Name: us-gaap_ConsolidationPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for computing basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors, including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-2 + Details Name: us-gaap_EarningsPerSharePolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy pertaining to new accounting pronouncements that may impact the entity's financial reporting. Includes, but is not limited to, quantification of the expected or actual impact. + ReferencesNo definition available. + Details Name: us-gaap_NewAccountingPronouncementsPolicyPolicyTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionDisclosure of accounting policy for the use of estimates in the preparation of financial statements in conformity with generally accepted accounting principles. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-9Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 11 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-11Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 12 -SubTopic 10 -Topic 275 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-12Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-8 + Details Name: us-gaap_UseOfEstimates Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 34 R22.htm IDEA: XBRL DOCUMENT v3.24.3 DEFERRED CONTRACT COSTS AND DEFERRED REVENUE (Tables) 9 Months Ended Sep. 30, 2024 Revenue from Contract with Customer [Abstract] Â Schedule of Deferred Revenue Activity for deferred contract costs consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023Deferred contract costs, current and noncurrent, as of the beginning of period$37,307Â $40,106Â $41,493Â $40,726Â Capitalized commissions during the period5,015Â 4,913Â 10,753Â 13,630Â Amortized deferred contract costs during the period(4,849)(4,966)(14,773)(14,303)Deferred contract costs, current and noncurrent, as of the end of period$37,473Â $40,053Â $37,473Â $40,053Â Deferred revenue activity consisted of the following (in thousands):Three Months EndedSeptember 30,Nine Months Ended September 30,20242023Deferred revenue, current and noncurrent, as of the beginning of period$262,793Â $285,324Â $286,974Â $299,921Â Billings, net65,193Â 60,528Â 250,880Â 257,864Â Revenue recognized(104,672)(107,453)(314,540)(319,386)Deferred revenue, current and noncurrent, as of the end of period$223,314Â $238,399Â $223,314Â $238,399Â X - DefinitionTabular disclosure of receivable, contract asset, and contract liability from contract with customer. Includes, but is not limited to, change in contract asset and contract liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_RevenueFromContractWithCustomerAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 35 R23.htm IDEA: XBRL DOCUMENT v3.24.3 OTHER FINANCIAL INFORMATION (Tables) 9 Months Ended Sep. 30, 2024 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Schedule of Other Accrued Liabilities Other accrued liabilities consisted of the following (in thousands):Â September 30,December 31,Â 20242023Accrued sales and other taxes$5,295Â $7,963Â Accrued professional fees3,187Â 3,551Â Accrued reorganization costs697Â â€”Â Current maturities of capital lease obligations382Â 360Â Income taxes payable910Â 1,771Â Accrued litigation costs58,845Â 82Â Other accrued expenses4,968Â 4,401Â Total other accrued liabilities$74,284Â $18,128Â Schedule of Accrued Reorganization The reorganization activity consisted of the following (in thousands):Nine Months Ended September 30,2024Accrued reorganization costs, as of the beginning of period$â€”Â Charges4,639Â Cash Payments(3,945)Foreign currency impact3Â Accrued reorganization costs, as of the end of period$697Â X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of accrued liabilities. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of costs incurred for restructuring including, but not limited to, exit and disposal activities, remediation, implementation, integration, asset impairment, and charges against earnings from the write-down of assets. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 420 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_ScheduleOfRestructuringAndRelatedCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 36 R24.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT (Tables) 9 Months Ended Sep. 30, 2024 Debt Disclosure [Abstract] Â Schedule of Carrying Value of Debt Debt is presented net of debt discounts and issuance costs in the Company's balance sheets and consisted of the following (in thousands):September 30,December 31,20242023Credit Facilities$71,052Â $70,140Â Less current maturities (3,093)(5,912)Long-term debt, net of current maturities$67,959Â $64,228Â Schedule of Interest Expense The components of interest expense are presented below (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202320242023Credit Facilities:Â Â Interest expense$1,378Â $1,147Â $3,723Â $3,351Â Â Â Accretion expense related to discount and issuance costs166Â 245Â 600Â 728Â Interest on finance leases and other33Â 21Â 78Â 60Â $1,577Â $1,413Â $4,401Â $4,139Â X - DefinitionTabular disclosure of interest expense components during the year. + ReferencesNo definition available. + Details Name: rmni_ScheduleOfInterestExpenseTableTextBlock Namespace Prefix: rmni_ Data Type: dtr-types1:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_DebtDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfDebtTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 37 R25.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS (Tables) 9 Months Ended Sep. 30, 2024 Share-Based Payment Arrangement [Abstract] Â Schedule of Stock Option Activity The following table sets forth a summary of stock option activity under the Stock Plans for the nine months ended September 30, 2024 (shares in thousands):Â Â SharesPrice (1)Term (2)Outstanding, December 31, 20237,800Â $5.77Â 5.9Granted877Â 2.59Â Forfeited(331)4.82Â Expired(1,000)5.91Â Outstanding, September 30, 2024 (3) (4)7,346Â 5.41Â 6.0Vested, September 30, 2024 (3)4,820Â 6.20Â 4.6Â (1)Represents the weighted average exercise price.(2)Represents the weighted average remaining contractual term until the stock options expire in years.(3)As of September 30, 2024, the aggregate intrinsic value of all stock options outstanding was $3Â thousand. As of September 30, 2024, there was no aggregate intrinsic value related to the vested stock options.(4)The number of outstanding stock options that are not expected to ultimately vest due to forfeiture amounted to 0.3 million shares as of September 30, 2024. Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions For the nine months ended September 30, 2024, the fair value of each stock option

grant under the Stock Plans was estimated on the date of grant using the BSM option-pricing model, with the following weighted-average assumptions:Â Expected life (in years)6.0Volatility64%Dividend yield0%Risk-free interest rate4.34%Fair value per share of Common Stock on date of grant$2.59 Schedule of Stockholders Equity The following table presents activity affecting the total number of shares available for grant under the 2013 Plan for the nine months ended September 30, 2024 (in thousands):Â Available, December 31, 20238,481Â Newly authorized by Board of Directors3,584Â Stock options granted(877)RSUs and PSUs granted(2,815)Expired options under Stock Plans1,000Â Forfeited options under Stock Plans331Â Forfeited RSUs and PSUs under Stock Plans397Â Available, September 30, 202410,101Â Schedule of Stock-based Compensation Expense Stock-based compensation expense attributable to PSUs, RSUs and stock options is classified as follows (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232023Cost of revenue$373Â $503Â $1,348Â $1,423Â Sales and marketing566Â 817Â 1,546Â 2,067Â General and administrative1,235Â 1,811Â 4,243Â 5,566Â Total$2,174Â $3,131Â $7,137Â $9,056Â X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Subparagraph (h)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (f)(2) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the change in stock options. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfStockOptionsRollForwardTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of changes in the separate accounts comprising stockholders' equity (in addition to retained earnings) and of the changes in the number of shares of equity securities during at least the most recent annual fiscal period and any subsequent interim period presented is required to make the financial statements sufficiently informative if both financial position and results of operations are presented. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2 + Details Name: us-gaap_ScheduleOfStockholdersEquityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 38 R26.htm IDEA: XBRL DOCUMENT v3.24.3 EARNINGS PER SHARE (Tables) 9 Months Ended Sep. 30, 2024 Earnings Per Share [Abstract] Â Schedule of Earnings Per Share, Basic and Diluted The following tables set forth the computation of basic and diluted net income (loss) attributable to common stockholders (in thousands, except per share amounts): Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023Income (loss) attributable to common stockholders:Â Â Net income (loss)$(43,100)$6,801Â $(42,931)$16,708Â Â Â Â Three Months EndedSeptember 30,Nine Months EndedSeptember 30,20242023202420232023Weighted average number of shares of Common Stock outstanding:Â Â Â Â Basic 90,776Â 89,228Â 90,343Â 88,942Â Â Â Stock optionsâ€”Â â€”Â â€”Â 18Â Â Â PSUsâ€”Â â€”Â â€”Â â€”Â Â Â RSUsâ€”Â 129Â â€”Â 362Â Â Â Diluted90,776Â 89,357Â 90,343Â 89,322Â Net income (loss) per share attributable to common stockholders:Â Â Basic (0.47)0.08Â (0.48)0.19Â Â Â Diluted(0.47)0.08Â (0.48)0.19Â Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share The following potential Common Stock equivalents were excluded from the computation of diluted net income (loss) per share for the respective periods ending on these dates, since the impact of inclusion was anti-dilutive (in thousands):Â Three Months Ended September 30,Nine Months Ended September 30,Â 20242023202420232023RSUs and PSUs3,156Â 2,767Â 2,979Â 1,270Â Stock options7,405Â 8,358Â 7,448Â 7,830Â Warrants3,440Â 3,440Â 3,440Â 3,440Â Total14,001Â 14,565Â 13,867Â 12,540Â X - ReferencesNo definition available. + Details Name: us-gaap_EarningsPerShareAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 260 -SubTopic 10 -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of an entity's basic and diluted earnings per share calculations, including a reconciliation of numerators and denominators of the basic and diluted per-share computations for income from continuing operations. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_ScheduleOfEarningsPerShareBasicAndDilutedTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 39 R27.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS (Tables) 9 Months Ended Sep. 30, 2024 Investments, All Other Investments [Abstract] Â Schedule of Cash Equivalent And Short-Term Investment Balances Listed below are the cash equivalent and investment balances as of December 31, 2023 (in thousands):Fair Value LevelCost BasisUnrealized Gains (Losses)Recorded BasisCash EquivalentsShort-term InvestmentsFederal Agency BondsLevel 2$10,491Â $44Â $10,535Â $4,590Â $5,945Â US Treasury notesLevel 24,324Â 55Â 4,379Â 498Â 3,881Â $14,815Â $99Â $14,914Â $5,088Â $9,826Â Schedule of Amounts Recorded For Interest Rate Swap Agreements The amounts recorded for the interest rate swap agreement are described below (in thousands): Derivative InstrumentBalance Sheet ClassificationSeptember 30, 2024December 31, 2023Interest rate swapDeposits and other$â€”Â $891Â Other long-term liabilities811Â â€”Â Accumulated other comprehensive income (loss)(762)713Â Three Months Ended September 30,Nine Months Ended September 30,Derivative InstrumentIncome Statement Classification20242023202420232023Interest rate swapInterest expense (benefit)(167)(235)(603)(600) Schedule of Revenues by Geographic Regions The following table shows revenues by geographic region (in thousands):Three Months EndedSeptember 30,Nine Months EndedSeptember 30,Â 20242023202420232023United States of America$51,588Â $55,740Â $156,850Â $163,146Â International53,084Â 51,713Â 157,690Â 156,240Â Total$104,672Â $107,453Â $314,540Â $319,386Â X - ReferencesNo definition available. + Details Name: us-gaap_InvestmentsAllOtherInvestmentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41 + Details Name: us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of the components of cash, cash equivalents, and investments. + ReferencesNo definition available. + Details Name: us-gaap_ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of pertinent information about a derivative or group of derivatives on a disaggregated basis, such as for individual instruments, or small groups of similar instruments. May include a combination of the type of instrument, risks being hedged, notional amount, hedge designation, related hedged item, inception date, maturity date, or other relevant item. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 815 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1AReference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-8Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4BReference 6: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1Reference 7: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4Reference 8: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-5Reference 9: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 815 -SubTopic 10 -Section 50 -Paragraph 4C -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-4C + Details Name: us-gaap_ScheduleOfDerivativeInstrumentsTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 40 R28.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES (Tables) 9 Months Ended Sep. 30, 2024 Leases [Abstract] Â Schedule of Components of Lease Expense The components of lease expense and supplemental balance sheet information were as follows (in thousands):Three Months Ended September 30,Nine Months Ended September 30,20242023202420232023Operating lease expense related to ROU assets and liabilities$1,137Â $1,109Â $3,359Â $3,347Â Other lease expense206Â 318Â 500Â 491Â Total lease expense$1,343Â $1,427Â $3,859Â $3,838Â Other information related to leases was as follows (in thousands):Supplemental Balance Sheet InformationSeptember 30, 2024December 31, 2023Operating lease right-of-use assets, noncurrent$6,895Â $5,941Â September 30, 2024December 31, 2023Operating lease liabilities, current$4,384Â $4,321Â Operating lease liabilities, noncurrent6,806Â 6,841Â Â Â Total operating lease liabilities$11,190Â $11,162Â Weighted Average Remaining Lease TermYearsOperating leases2.96Weighted Average Discount RateOperating leases8.7Â % Schedule of Maturities of Operating Lease Liabilities Maturities of operating lease liabilities as of September 30, 2024 were as follows (in thousands):Year Ending September 30,2025$1,473Â 20264,616Â 20273,797Â 20281,231Â 2029950Â Thereafter522Â Â Â Total future undiscounted lease payments12,589Â Less imputed interest(1,399)Total$11,190Â X - DefinitionTabular disclosure of lessee's lease cost. Includes, but is not limited to, interest expense for finance lease, amortization of right-of-use asset for finance lease, operating lease cost, short-term lease cost, variable lease cost and sublease income. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCostTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock Namespace Prefix: us-gaap_ Data Type: dtr-types:textBlockItemType Balance Type: na Period Type: duration XML 41 R29.htm IDEA: XBRL DOCUMENT v3.24.3 LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Apr. 30, 2024 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Dec. 31, 2022 Debt Instrument [Line Items] Â Â Â Â Â Â Â Working capital deficit Â Â Â $ 93,700 Â Â Â Net loss Â $ 43,100 $ (6,801) 42,931 $ (16,708) Â Â Cash, cash equivalents, restricted cash and restricted cash equivalents Â 119,923 $ 108,660 119,923 $ 108,660 $ 115,852 $ 109,434 Deferred revenue, current Â $ 202,300 Â 202,300 Â Â Â Cost of goods and services sold (as percentage of deferred revenue) Â 39.00% Â Â Â Â Â Operating and capital lease payments due within next twelve months Â $ 1,900 Â 1,900 Â Â Â Rimini II Injunction Proceedings Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Attorneysâ€™ fees and costs Â $ 58,500 Â $ 58,500 Â Â Â Original Credit Facility | Credit Facility Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Face amount of debt $ 90,000 Â Â Â Â Â Â Consulting agreement, term (in years) 5 years Â Â Â Â Â Â 2024 Credit Facility | Credit Facility Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Face amount of debt $ 75,000 Â Â Â Â Â Â Consulting agreement, term (in years) 5 years Â Â Â Â Â Â Annual minimum principal payments year one (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year two (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year three (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year four (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year five (percent) 10.00% Â Â Â Â Â Â X - DefinitionCost Of Goods And Services Sold As Percentage Of Revenue + ReferencesNo definition available. + Details Name: rmni_CostOfGoodsAndServicesSoldAsPercentageOfRevenue Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionLessee, Lease, Liability, Payments, Due Next Rolling Twelve Months + ReferencesNo definition available. + Details Name: rmni_LesseeLeaseLiabilityPaymentsDueNextRollingTwelveMonths Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Next Twelve Months + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInNextTwelveMonths Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Five + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearFive Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Four + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearFour Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Three + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearThree Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Two + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearTwo Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionRepresent the amount of current liabilities exceeded its current assets + ReferencesNo definition available. + Details Name: rmni_WorkingCapitalSurplusDeficit Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage. Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 24 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-24Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-

gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of deferred income and obligation to transfer product and service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DeferredRevenueCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate carrying amount of the estimated litigation liability for known or estimated probable loss from litigation, which may include attorneys' fees and other litigation costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LitigationReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_LitigationCaseAxis=rmni_RiminiIIInjunctionProceedingsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=rmni_OriginalCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=rmni_A2024CreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 42 R30.htm IDEA: XBRL DOCUMENT v3.24.3 DEFERRED CONTRACT COSTS AND DEFERRED REVENUE - Schedule of Deferred Revenue (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Capitalized Contract Costs, Net [Roll Forward] Â Â Â Â Deferred contract costs, current and noncurrent, as of the beginning of period $ 37,307 $ 40,106 $ 41,493 $ 40,726 Capitalized commissions during the period 5,015 4,913 10,753 13,630 Amortized deferred contract costs during the period (4,849) (4,966) (14,773) (14,303) Deferred contract costs, current and noncurrent, as of the end of period 37,473 40,053 37,473 40,053 Change In Contract With Customer, Liability [Roll Forward] Â Â Â Â Deferred revenue, current and noncurrent, as of the beginning of period 262,793 285,324 286,974 299,921 Billings, net 65,193 60,528 250,880 257,864 Revenue recognized (104,672) (107,453) (314,540) (319,386) Deferred revenue, current and noncurrent, as of the end of period $ 223,314 $

238,399 $ 223,314 $ 238,399 X - DefinitionCapitalized commissions + ReferencesNo definition available. + Details Name: rmni_CapitalizedCommissions Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCapitalized Contract Costs, Net + ReferencesNo definition available. + Details Name: rmni_CapitalizedContractCostsNetRollForward Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionChange In Contract With Customer, Liability + ReferencesNo definition available. + Details Name: rmni_ChangeInContractWithCustomerLiabilityRollForward Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionContract with Customer, Liability, Revenue Recognized, Including Current Billings + ReferencesNo definition available. + Details Name: rmni_ContractWithCustomerLiabilityRevenueRecognizedIncludingCurrentBillings Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostAmortization Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 340 -SubTopic 40 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479483/340-40-50-3 + Details Name: us-gaap_CapitalizedContractCostNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of increase (decrease) in revenue recognized for cumulative catch-up adjustment from change in measure of progress which increases (decreases) right to consideration in exchange for good or service transferred to customer when right is conditioned on something other than passage of time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-10 + Details Name: us-gaap_ContractWithCustomerAssetCumulativeCatchUpAdjustmentToRevenueChangeInMeasureOfProgress Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 43 R31.htm IDEA: XBRL DOCUMENT v3.24.3 DEFERRED CONTRACT COSTS AND DEFERRED REVENUE- Narrative (Details) - USD ($) $ in Thousands Sep. 30, 2024 Jun. 30, 2024 Dec. 31, 2023 Sep. 30, 2023 Jun. 30, 2023 Dec. 31, 2022 Revenue Recognition and Deferred Revenue [Abstract] Â Â Â Â Â Â Remaining performance obligation $ 574,600 Â Â $ 550,100 Â Â Deferred revenue 223,314 $ 262,793 $ 286,974 $ 238,399 $ 285,324 $ 299,921 Revenue expected to be recognized over the next 12 months $ 202,281 Â $ 263,115 Â Â Â X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of obligation to transfer good or service to customer for which consideration has been received or is receivable, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-8Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479837/606-10-45-2 + Details Name: us-gaap_ContractWithCustomerLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_RevenueRecognitionAndDeferredRevenueAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of transaction price allocated to performance obligation that has not been recognized as revenue. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Name Accounting Standards Codification -Section 50 -Paragraph 13 -Subparagraph (a) -SubTopic 10 -Topic 606 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-13 + Details Name: us-gaap_RevenueRemainingPerformanceObligation Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 44 R32.htm IDEA: XBRL DOCUMENT v3.24.3 OTHER FINANCIAL INFORMATION - Schedule of Other Accrued Liabilities (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Organization, Consolidation and Presentation of Financial Statements [Abstract] Â Â Accrued sales and other taxes $ 5,295 $ 7,963 Accrued professional fees 3,187 3,551 Accrued reorganization costs 697 0 Current maturities of capital lease obligations 382 360 Income taxes payable 910 1,771 Accrued litigation costs 58,845 82 Other accrued expenses 4,968 4,401 Total other accrued liabilities $ 74,284 $ 18,128 Finance Lease, Liability, Current, Statement of Financial Position [Extensible Enumeration] Total other accrued liabilities Total other accrued liabilities X - DefinitionOther Accrued Expenses, Current + ReferencesNo definition available. + Details Name: rmni_OtherAccruedExpensesCurrent Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedIncomeTaxesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable to insurance entities to mitigate potential loss from various risks or to satisfy a promise to provide certain coverage's to employees. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(24)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(15)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1 + Details Name: us-gaap_AccruedInsuranceCurrentAndNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_AccruedProfessionalFeesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from finance lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_FinanceLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionIndicates line item in statement of financial position that includes current finance lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-2 + Details Name: us-gaap_FinanceLeaseLiabilityCurrentStatementOfFinancialPositionExtensibleList Namespace Prefix: us-gaap_ Data Type: enum2:enumerationSetItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_OrganizationConsolidationAndPresentationOfFinancialStatementsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expenses incurred but not yet paid classified as other, due within one year or the normal operating cycle, if longer. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_OtherAccruedLiabilitiesCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying amount as of the balance sheet date of known and estimated obligations associated with exit from or disposal of business activities or restructurings pursuant to a duly authorized plan, which are expected to be paid in the next twelve months or in the normal operating cycle if longer. Costs of such activities include those for one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, relocating employees, and costs associated with an ongoing benefit arrangement, but excludes costs associated with the retirement of a long-lived asset. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringReserveCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionCarrying value as of the balance sheet date of liabilities incurred through that date and payable for statutory sales and use taxes, including value added tax. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_SalesAndExciseTaxPayableCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant XML 45 R33.htm IDEA: XBRL DOCUMENT v3.24.3 OTHER FINANCIAL INFORMATION - Schedule of Accrued Reorganization (Details) $ in Thousands 9 Months Ended Sep. 30, 2024 USD ($) Restructuring Reserve [Roll Forward] Â Accrued reorganization costs, as of the beginning of period $ 0 Charges 4,639 Cash Payments (3,945) Foreign currency impact 3 Accrued reorganization costs, as of the end of period $ 697 X - DefinitionAmount of cash payments made as the result of exit or disposal activities. Excludes payments associated with a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 17 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-17 + Details Name: us-gaap_PaymentsForRestructuring Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionAmount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482047/420-10-45-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 5.P.3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-1 + Details Name: us-gaap_RestructuringCharges Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionCarrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_RestructuringReserveRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of foreign currency translation gain (loss) which decreases (increases) the restructuring reserve. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SAB Topic 5.P.4.b.2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479823/420-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 420 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482017/420-10-50-1 + Details Name: us-gaap_RestructuringReserveTranslationAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration XML 46 R34.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT - Schedule of Carrying Value of Debt (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Less current maturities $ (3,093) $ (5,912) Long-term debt, net of current maturities 67,959 64,228 Line of Credit Â Â Debt Instrument [Line Items] Â Â Credit Facilities 71,052 70,140 Less current maturities (3,093) (5,912) Long-term debt, net of current maturities $ 67,959 $ 64,228 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt. Excludes lease obligation. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 7: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4 + Details Name: us-gaap_LongTermDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as current. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount, after deduction of unamortized premium (discount) and debt issuance cost, of long-term debt classified as noncurrent. Excludes lease obligation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LongTermDebtNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 47 R35.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT - Narrative (Details) - USD ($) 3 Months Ended 9 Months Ended Apr. 30, 2024 Feb. 28, 2023 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Debt Instrument [Line Items] Â Â Â Â Â Â Â Proceeds from credit facility Â Â Â Â $ 2,938,000 $ 0 Â Proceeds from interest rate swap payments received Â Â $ 200,000 $ 200,000 600,000 600,000 Â Interest rate swap agreement Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Credit facility term 5 years Â Â Â Â Â Â Notional amount $ 40,000,000 Â Â Â Â Â Â Fixed payer LIBOR rate (percent) 3.71% Â Â Â Â Â Â Â Initial floating LIBOR rate (percent) 5.32% Â Â Â Â Â Â Â Line of Credit Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Periodic payment amount of principal Â Â 900,000 $ 1,700,000 2,600,000 $ 3,900,000 Â 2024 Credit Facility | Line of Credit Â Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Fair value of the carrying amount $ 70,900,000 Â 71,100,000 Â 71,100,000 Â $ 72,300,000 Consulting agreement, term (in years) 5 years Â Â Â Â Â Â Principle balance $ 35,000,000 Â Â Â Â Â Â Annual minimum principal payments year one (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year two (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year three (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year four (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year five (percent) 10.00% Â Â Â Â Â Â Transaction costs expensed Â Â Â Â 200,000 Â Fees paid to creditors included in unamortized discount Â Â $ 1,100,000 Â $ 1,100,000 Â Â Minimum fixed charge ratio 1.25 Â Â Â Â Â Â Debt instrument, leverage ratio 3.75 Â Â Â Â Â Â Financial covenants, minimum liquidity $ 20,000,000 Â Â Â Â Â Â Line of credit facility, interest rate (percent) Â Â 8.10% 7.10% 7.70% 6.80% Â Available borrowings Â Â $ 35,000,000.0 Â $ 35,000,000.0 Â Â Proceeds from credit facility Â Â 0 Â Â Â Â 2024 Credit Facility | Line of Credit | Level 2 Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Fair value of the credit facility Â Â $ 75,000,000.0 Â $ 75,000,000.0 Â $ 73,100,000 2024 Credit Facility | Secured Debt Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Consulting agreement, term (in years) 5 years Â Â Â Â Â Â 2024 Credit Facility | Credit Facility Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Consulting agreement, term (in years) 5 years Â Â Â Â Â Face amount of debt $ 75,000,000 Â Â Â Â Â Annual minimum principal payments year one (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year two (percent) 5.00% Â Â Â Â Â Â Annual minimum principal payments year three (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year four (percent) 7.50% Â Â Â Â Â Â Annual minimum principal payments year five (percent) 10.00% Â Â Â Â Â Â Minimum | Line of Credit | Adjusted Term SOFR Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) 2.75% Â Â Â Â Â Â Minimum | Line of Credit | Base Rate Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) 1.75% Â Â Â Â Â Â Minimum | 2023 Amended Credit Facility | Line of Credit | Adjusted Term SOFR Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) Â 1.75% Â Â Â Â Â Minimum | 2023 Amended Credit Facility | Line of Credit | Base Rate Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) Â 0.75% Â Â Â Â Â Minimum | 2024 Credit Facility | Line of Credit Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Line of credit facility, unused capacity, commitment fee (as a percent) 0.25% Â Â Â Â Â Â Maximum | Line of Credit | Adjusted Term SOFR Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) 3.50% Â Â Â Â Â Â Maximum | Line of Credit | Base Rate Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) 2.50% Â Â Â Â Â Â Maximum | 2023 Amended Credit Facility | Line of Credit | Adjusted Term SOFR Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) Â 2.50% Â Â Â Â Â Maximum | 2023 Amended Credit Facility | Line of Credit | Base Rate Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Debt instrument, interest rate spread (percent) Â 1.50% Â Â Â Â Â Maximum | 2024 Credit Facility | Line of Credit Â Â Â Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Â Â Â Line of credit facility, unused capacity, commitment fee (as a percent) 0.40% Â Â Â Â Â Â Â X - DefinitionDebt Instrument, Covenant, Total Leverage Ratio + ReferencesNo definition available. + Details Name: rmni_DebtInstrumentCovenantTotalLeverageRatio Namespace Prefix: rmni_ Data Type: xbrli:pureItemType Balance Type: na Period Type: instant X - DefinitionDebt Instrument, Covenants, Minimum Fixed Charge Ratio + ReferencesNo definition available. + Details Name: rmni_DebtInstrumentCovenantsMinimumFixedChargeRatio Namespace Prefix: rmni_ Data Type: xbrli:pureItemType Balance Type: na Period Type: instant X - DefinitionDebt Instrument, Financial Covenants, Liquidity Amount + ReferencesNo definition available. + Details Name: rmni_DebtInstrumentFinancialCovenantsLiquidityAmount Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Next Twelve Months + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInNextTwelveMonths Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Five + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearFive Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Four + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearFour Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Three + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearThree Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionLong Term Debt Maturities Repayments Of Principal, Percentage In Year Two + ReferencesNo definition available. + Details Name: rmni_LongTermDebtMaturitiesRepaymentsOfPrincipalPercentageInYearTwo Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: instant X - DefinitionAmount of noncash expense included in interest expense to amortize debt discount and premium associated with the related debt instruments. Excludes amortization of financing costs. Alternate captions include noncash interest expense. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Subparagraph (b) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-3 + Details Name: us-gaap_AmortizationOfDebtDiscountPremium Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPercentage points added to the reference rate to compute the variable rate on the debt instrument. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentBasisSpreadOnVariableRate1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionFace (par) amount of debt instrument at time of issuance. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2 + Details Name: us-gaap_DebtInstrumentFaceAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6:

http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of the required periodic payments applied to principal. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_DebtInstrumentPeriodicPaymentPrincipal Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionPeriod of time between issuance and maturity of debt instrument, in PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DebtInstrumentTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of unamortized debt discount (premium) and debt issuance costs. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-4Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-1A + Details Name: us-gaap_DebtInstrumentUnamortizedDiscountPremiumAndDebtIssuanceCostsNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionFixed interest rate related to the interest rate derivative. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeFixedInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionNominal or face amount used to calculate payment on derivative. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1A + Details Name: us-gaap_DerivativeNotionalAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionPeriod the derivative contract is outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeTermOfContract Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionVariable interest rate in effect as of the balance sheet date related to the interest rate derivative. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeVariableInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionThe carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)) -SubTopic 10 -Topic 210 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(16)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(16)(a)(2)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1 + Details Name: us-gaap_LineOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionFair value of the amount outstanding under the credit facility. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-10 + Details Name: us-gaap_LineOfCreditFacilityFairValueOfAmountOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe effective interest rate during the reporting period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityInterestRateDuringPeriod Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionMaximum borrowing capacity under the credit facility without consideration of any current restrictions on the amount that could be borrowed or the amounts currently outstanding under the facility. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityMaximumBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of borrowing capacity currently available under the credit facility (current borrowing capacity less the amount of borrowings outstanding). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481544/470-10-50-6Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(22)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(19)(b)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LineOfCreditFacilityRemainingBorrowingCapacity Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionThe fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility. + ReferencesNo definition available. + Details Name: us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionInterest received on loans and other debt instruments during the current period. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-16 + Details Name: us-gaap_ProceedsFromInterestReceived Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of cash inflow from contractual arrangement with the lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 14 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-14 + Details Name: us-gaap_ProceedsFromLinesOfCredit Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=rmni_A2024CreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_SecuredDebtMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_RevolvingCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VariableRateAxis=us-gaap_BaseRateMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DebtInstrumentAxis=rmni_A2023AmendedCreditFacilityMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 48 R36.htm IDEA: XBRL DOCUMENT v3.24.3 DEBT - Schedule of Interest Expense (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Debt Instrument [Line Items] Â Â Â Â Interest on finance leases and other $ 33 $ 21 $ 78 $ 60 Interest expense 1,577 1,413 4,401 4,139 Line of Credit Â Â Â Â Debt Instrument [Line Items] Â Â Â Â Interest expense 1,378 1,147 3,723 3,351 Accretion expense related to discount and issuance costs $ 166 $ 245 $ 600 $ 728 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 55 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482949/835-30-55-8Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(f)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.12-04(a)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-3Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69B -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69BReference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69C -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69CReference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (b) -Publisher FASB -URI

https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 11: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Subparagraph (h) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1BReference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1D -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1DReference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1E -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1EReference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1I -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1IReference 26: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482925/835-30-45-2Reference 27: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 835 -SubTopic 30 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482900/835-30-50-1 + Details Name: us-gaap_DebtInstrumentLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRepresents the charge against earnings during the period for commitment fees and debt issuance expenses. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_DebtRelatedCommitmentFeesAndDebtIssuanceCosts Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense on finance lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-4Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_FinanceLeaseInterestExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of the cost of borrowed funds accounted for as interest expense for debt. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69E -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69EReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 69F -Publisher FASB -URI https://asc.fasb.org/1943274/2147481568/470-20-55-69FReference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1F -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-1FReference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481139/470-20-50-6 + Details Name: us-gaap_InterestExpenseDebt Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of interest expense classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2 + Details Name: us-gaap_InterestExpenseNonoperating Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - Details Name: us-gaap_LongtermDebtTypeAxis=us-gaap_LineOfCreditMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 49 R37.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Narrative (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended May 06, 2024 Feb. 23, 2023 Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Â Â Â Â Stock reacquired and retired (shares) Â Â 0 200 0 200 Â Stock reacquired and retired Â Â Â $ 1,000 Â $ 1,000 Â Performance Units Â Â Â Â Â Â Â Â Stock-based compensation expense Â Â $ 2,174 3,131 $ 7,137 9,056 Â Restricted Stock Units Â Â Â Â Â Â Â Â Stock-based compensation expense Â Â $ 2,174 3,131 $ 7,137 9,056 Â Warrants Â Â Â Â Â Â Â Â Warrants outstanding (shares) Â Â 3,400 Â 3,400 Â Â Exercise price of warrants (in dollars per share) Â Â $ 5.64 Â $ 5.64 Â Â PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Performance units (shares) 800 Â Â Â Â Â Â Â Â Share price of common stock on date of grant of RSUs (in dollars per share) $ 2.47 Â Â Â Â Â Â Â Â Stock-based compensation expense Â Â $ 200 400 $ 1,000 700 Â Compensation costs not yet recognized of nonvested awards Â Â 800 Â $ 800 Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 6 months Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Restricted stock units granted in period (shares) 800 Â Â Â Â Â Â Â Â Share price of common stock on date of grant of RSUs (in dollars per share) $ 2.47 Â Â Â Â Â Â Â Â Stock-based compensation expense Â Â 200 400 $ 1,000 700 Â Compensation costs not yet recognized of nonvested awards Â Â 800 Â $ 800 Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 6 months Â Â Stock Options Â Â Â Â Â Â Â Â Award vesting rights (percentage) Â Â Â Â 33.33% Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 6 months Â Â Stock options Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â Stock Options Â Â Â Â Â Â Â Â Stock options granted in period (shares) Â Â Â Â 900 Â Â Fair value of stock options granted Â Â Â Â $ 1,400 Â Â Weighted-average grant date fair value per share of options granted in period (in dollars per share) Â Â Â Â $ 1.61 Â Â Unrecognized compensation costs Â Â 3,100 Â $ 3,100 Â $ 4,600 Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â 2013 Plan Â Â Â Â Â Â Â Â Stock Plans Â Â Â Â Â Â Â Â Stock available for grant newly authorized by Board of Directors (shares) Â 3,600 Â Â 3,584 Â Â Performance Units Â Â Â Â Â Â Â Â Performance units (shares) Â Â Â Â 2,815 Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Restricted stock units granted in period (shares) Â Â Â Â 2,815 Â Â Stock Options Â Â Â Â Â Â Â Â Stock options granted in period (shares) Â Â Â Â 877 Â Â 2013 Plan | RSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Performance units (shares) Â Â Â Â 1,700 Â Â Share price of common stock on date of grant of RSUs (in dollars per share) Â Â Â Â $ 2.63 Â Â Stock-based compensation expense Â Â 1,300 1,800 $ 3,800 5,700 Â Compensation costs not yet recognized of nonvested awards Â Â 4,700 Â $ 4,700 Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Restricted stock units granted in period (shares) Â Â Â Â 1,700 Â Â Share price of common stock on date of grant of RSUs (in dollars per share) Â Â Â Â $ 2.63 Â Â Aggregate fair value of shares underlying RSU's Â Â Â Â $ 4,500 Â Â Stock-based compensation expense Â Â 1,300 $ 1,800 3,800 $ 5,700 Â Compensation costs not yet recognized of nonvested awards Â Â $ 4,700 Â $ 4,700 Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â Stock Options Â Â Â Â Â Â Â Â Period for recognition of compensation costs not yet recognized related to nonvested awards Â Â Â Â 1 year 8 months 12 days Â Â 2023 LTI Plan | PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Ultimate number of PSU's that may vest as a percentage of the target PSUs (percent) Â Â 151.00% Â 151.00% Â Â Stock Plans | Stock options Â Â Â Â Â Â Â Â Stock Options Â Â Â Â Â Â Â Â Term of vested options (years) Â Â Â Â 10 years Â Â Vesting tranche one | PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Vesting eligibility (percent) Â Â 50.00% Â 50.00% Â Â Vesting tranche one | 2013 Plan | Stock options Â Â Â Â Â Â Â Â Stock Options Â Â Â Â Â Â Â Â Award vesting rights (percentage) Â Â Â Â 33.33% Â Â Vesting tranche two | PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Vesting eligibility (percent) Â Â 50.00% Â 50.00% Â Â Vesting tranche two | 2013 Plan | Stock options Â Â Â Â Â Â Â Â Stock Options Â Â Â Â Â Â Â Â Award vesting rights (percentage) Â Â Â Â 33.33% Â Â Vesting tranche three | 2013 Plan | Stock options Â Â Â Â Â Â Â Â Stock Options Â Â Â Â Â Â Â Â Award vesting rights (percentage) Â Â Â Â 33.33% Â Â Minimum | 2013 Plan | RSUs Â Â Â Â Â Â Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Award vesting period Â Â Â Â 12 months Â Â Minimum | 2024 LTI Plan | PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Ultimate number of PSU's that may vest as a percentage of the target PSUs (percent) Â Â 0.00% Â 0.00% Â Â Maximum | 2013 Plan | RSUs Â Â Â Â Â Â Â Â Restricted Stock Units Â Â Â Â Â Â Â Â Award vesting period Â Â Â Â 36 months Â Â Maximum | 2024 LTI Plan | PSUs Â Â Â Â Â Â Â Â Performance Units Â Â Â Â Â Â Â Â Ultimate number of PSU's that may vest as a percentage of the target PSUs (percent) Â Â 200.00% Â 200.00% Â Â X - DefinitionPerformance Units + ReferencesNo definition available. + Details Name: rmni_PerformanceUnitsAbstract Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionRestricted Stock Units [Abstract] + ReferencesNo definition available. + Details Name: rmni_RestrictedStockUnitsAbstract Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Eligibility, Percentage + ReferencesNo definition available. + Details Name: rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingEligibilityPercentage Namespace Prefix: rmni_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Of Target + ReferencesNo definition available. + Details Name: rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentageOfTarget Namespace Prefix: rmni_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionShare-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grants In Period, Weighted Average Grant Date Fair Value, Amount + ReferencesNo definition available. + Details Name: rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValueAmount Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe grant-date fair value of options granted during the reporting period . + ReferencesNo definition available. + Details Name: rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodAggregateFairValue Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionStock Options [Abstract] + ReferencesNo definition available. + Details Name: rmni_StockOptionsAbstract Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionStock Plans + ReferencesNo definition available. + Details Name: rmni_StockPlansAbstract Namespace Prefix: rmni_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionExercise price per share or per unit of warrants or rights outstanding. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1 Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionNumber of securities into which the class of warrant or right may be converted. For example, but not limited to, 500,000 warrants may be converted into 1,000,000 shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-3 + Details Name: us-gaap_ClassOfWarrantOrRightNumberOfSecuritiesCalledByWarrantsOrRights Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average period over which cost not yet recognized is expected to be recognized for award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedPeriodForRecognition1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionAmount of cost to be recognized for nonvested award under share-based payment arrangement. Excludes share and unit options. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedShareBasedAwardsOtherThanOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cost to be recognized for option under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_EmployeeServiceShareBasedCompensationNonvestedAwardsTotalCompensationCostNotYetRecognizedStockOptions Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionPeriod over which grantee's right to exercise award under share-based payment arrangement is no longer contingent on satisfaction of service or performance condition, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to,

combination of market, performance or service condition. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingPeriod1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of additional shares authorized for issuance under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe weighted average grant-date fair value of options granted during the reporting period as calculated by applying the disclosed option pricing methodology. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageGrantDateFairValue Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionPercentage of vesting of award under share-based payment arrangement. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardAwardVestingRightsPercentage Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionPeriod from grant date that an equity-based award expires, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardExpirationPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionNumber of shares that have been repurchased and retired during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodShares Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionEquity impact of the value of stock that has been repurchased and retired during the period. The excess of the purchase price over par value can be charged against retained earnings (once the excess is fully allocated to additional paid in capital). + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 2 -SubTopic 10 -Topic 505 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481112/505-10-50-2Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(28)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(29)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 505 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.3-04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480008/505-10-S99-1 + Details Name: us-gaap_StockRepurchasedAndRetiredDuringPeriodValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_WarrantsAndRightsNoteDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AwardTypeAxis=us-gaap_PhantomShareUnitsPSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=rmni_TwoThousandsAndThirteenPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AwardTypeAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=rmni_A2023LTIPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=rmni_StockPlansMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheOneMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheTwoMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_VestingAxis=us-gaap_ShareBasedCompensationAwardTrancheThreeMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_PlanNameAxis=rmni_A2024LTIPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 50 R38.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stock Option Activity (Details) - Stock Options Plans - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 9 Months Ended 12 Months Ended Sep. 30, 2024 Dec. 31, 2023 Shares Â Â Outstanding at beginning of period (shares) 7,800 Â Granted (shares) 877 Â Forfeited (shares) (331) Â Expired (shares) (1,000) Â Outstanding at end of period (shares) 7,346 7,800 Vested at end of period (shares) 4,820 Â Price Â Â Outstanding at beginning of period (in dollars per share) $ 5.77 Â Granted (in dollars per share) 2.59 Â Forfeited (in dollars per share) 4.82 Â Expired (in dollars per share) 5.91 Â Outstanding at end of period (in dollars per share) 5.41 $ 5.77 Vested (in dollars per share) $ 6.20 Â Term Â Â Term of outstanding options 6 years 5 years 10 months 24 days Term of vested options (years) 4 years 7 months 6 days Â Aggregate intrinsic value of stock options outstanding $ 3 Â Aggregate intrinsic value of vested stock options $ 0 Â Outstanding stock options not expected to vest (in shares) 300 Â X - DefinitionShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding And Not Expected To Vest, Number + ReferencesNo definition available. + Details Name: rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingAndNotExpectedToVestNumber Namespace Prefix: rmni_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsAndMethodologyAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionAmount by which the current fair value of the underlying stock exceeds the exercise price of options outstanding. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of options outstanding, including both vested and non-vested options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)

(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees can acquire the shares reserved for issuance under the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingWeightedAverageExercisePriceRollforward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount by which current fair value of underlying stock exceeds exercise price of fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingAggregateIntrinsicValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionNumber of fully vested and expected to vest options outstanding that can be converted into shares under option plan. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingNumber Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionWeighted-average exercise price, at which grantee can acquire shares reserved for issuance, for fully vested and expected to vest options outstanding. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options of the plan that expired. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsExpirationsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average price at which grantees could have acquired the underlying shares with respect to stock options that were terminated. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsForfeituresInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average per share amount at which grantees can acquire shares of common stock by exercise of options. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementsByShareBasedPaymentAwardOptionsGrantsInPeriodWeightedAverageExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for option awards outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 718 -SubTopic 10 -Subparagraph (e)(1) -Name Accounting Standards Codification -Paragraph 2 -Section 50 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsOutstandingWeightedAverageRemainingContractualTerm2 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionWeighted average remaining contractual term for fully vested and expected to vest options outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementBySharebasedPaymentAwardOptionsVestedAndExpectedToVestOutstandingWeightedAverageRemainingContractualTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PlanNameAxis=rmni_StockOptionsPlansMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 51 R39.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Share-based Payment Award, Stock Options, Valuation Assumptions (Details) 9 Months Ended Sep. 30, 2024 $ / shares Share-Based Payment Arrangement [Abstract] Â Expected life (in years) 6 years Volatility (as a percent) 64.00% Dividend yield (as a percent) 0.00% Risk-free interest rate (as a percent) 4.34% Fair value per common share on date of grant (in dollars per share) $ 2.59 X - ReferencesNo definition available. + Details Name: us-gaap_DisclosureOfCompensationRelatedCostsSharebasedPaymentsAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAgreed-upon price for the exchange of the underlying asset relating to the share-based payment award. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExercisePrice Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: instant X - DefinitionThe estimated dividend rate (a percentage of the share price) to be paid (expected dividends) to holders of the underlying shares over the option's term. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedDividendRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe estimated measure of the percentage by which a share price is expected to fluctuate during a period. Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedVolatilityRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionThe risk-free interest rate assumption that is used in valuing an option on its own shares. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionExpected term of award under share-based payment arrangement, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_SharebasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsExpectedTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration XML 52 R40.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stockholders Equity (Details) - 2013 Plan - shares shares in Thousands 9 Months Ended Feb. 23, 2023 Sep. 30, 2024 Shares Available for Grant [Roll Forward] Â Available at beginning of period (shares) Â 8,481 Newly authorized by Board of Directors (shares) 3,600 3,584 Stock options granted (shares) Â (877) RSUs and PSUs granted (shares) Â (2,815) Expired options under Stock Plans (shares) Â 1,000 Forfeited options under Stock Plans (shares) Â 331 Forfeited RSUs under Stock Plans (shares) Â 397 Available at end of period (shares) Â 10,101 X - DefinitionThe number of equity-based payment instruments, excluding stock (or unit) options, that were forfeited during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsForfeitedInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of grants made during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of additional shares authorized for issuance under share-based payment arrangement. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfAdditionalSharesAuthorized Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe difference between the maximum number of shares (or other type of equity) authorized for issuance under the plan (including the effects of amendments and adjustments), and the sum of: 1) the number of shares (or other type of equity) already issued upon exercise of options or other equity-based awards under the plan; and 2) shares (or other type of equity) reserved for issuance on granting of outstanding awards, net of cancellations and forfeitures, if applicable. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 718 -SubTopic 10 -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardNumberOfSharesAvailableForGrant Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: instant X - DefinitionNumber of options or other stock instruments for which the right to exercise has lapsed under the terms of the plan agreements. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsExpirationsInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe number of shares under options that were cancelled during the reporting period as a result of occurrence of a terminating event specified in contractual agreements pertaining to the stock option plan. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsForfeituresInPeriod Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionGross number of share options (or share units) granted during the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsGrantsInPeriodGross Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionA roll forward is a reconciliation of a concept from the beginning of a period to the end of a period. + ReferencesNo definition available. + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardOptionsOutstandingRollForward Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_PlanNameAxis=rmni_TwoThousandsAndThirteenPlanMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 53 R41.htm IDEA: XBRL DOCUMENT v3.24.3 COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - Schedule of Stock-based Compensation Expense (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense $ 2,174 $ 3,131 $ 7,137 $ 9,056 Cost of revenue Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 373 503 1,348 1,423 Sales and marketing Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense 566 817 1,546 2,067 General and administrative Â Â Â Â Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Â Â Â Â Stock-based compensation expense $ 1,235 $ 1,811 $ 4,243 $ 5,566 X - DefinitionAmount of expense for award under share-based payment arrangement. Excludes amount capitalized. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 14.F) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479830/718-10-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (h)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_AllocatedShareBasedCompensationExpense Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 1D -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-1DReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 35 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147480483/718-10-35-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting

Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(1)(iv)(04) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(01) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(02) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c)(2)(iii)(03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 23: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (e)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(ii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iii) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(iv) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2Reference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 718 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (f)(2)(v) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480429/718-10-50-2 + Details Name: us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_CostOfSalesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_SellingAndMarketingExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_IncomeStatementLocationAxis=us-gaap_GeneralAndAdministrativeExpenseMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 54 R42.htm IDEA: XBRL DOCUMENT v3.24.3 INCOME TAXES (Details) 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Income Tax Disclosure [Abstract] Â Â Â Â Federal statutory income tax rate (as a percent) 16.80% 37.10% 13.40% 44.10% X - DefinitionPercentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 12 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482685/740-10-50-12Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 740 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 231 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482663/740-10-55-231 + Details Name: us-gaap_EffectiveIncomeTaxRateContinuingOperations Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_IncomeTaxDisclosureAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration XML 55 R43.htm IDEA: XBRL DOCUMENT v3.24.3 COMMITMENTS AND CONTINGENCIES (Details) $ in Millions 1 Months Ended 3 Months Ended 9 Months Ended 12 Months Ended 22 Months Ended 24 Months Ended Sep. 23, 2024 USD ($) Dec. 31, 2023 USD ($) Nov. 30, 2023 USD ($) Oct. 31, 2023 USD ($) claim Jan. 31, 2022 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) Sep. 30, 2023 USD ($) Dec. 31, 2016 USD ($) Oct. 31, 2023 USD ($) Dec. 31, 2016 claim Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Â Increase in long-term purchase commitment Â Â Â Â Â $ 1.5 Â Â Â Â Â Â Â Total minimum purchase obligations Â Â Â Â Â Â 10.8 Â $ 10.8 Â Â Â Â Employer contribution Â Â Â Â Â 0.8 $ 1.0 2.7 $ 2.6 Â Â Â Current carrying value of guarantor obligations Â $ 9.3 Â Â Â $ 8.7 Â $ 8.7 Â Â Â Â PeopleSoft Software Services | Revenue Benchmark | Product Concentration Â Â Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Revenue derived from support services provided (percent) Â Â Â Â Â 8.00% Â 8.00% Â Â Â Â Attorneys' Fees Â Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Damages awarded $ 58.2 Â Â Â Â Â Â Â Â Â Â Â Taxable Costs Â Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Damages awarded $ 0.3 Â Â Â Â Â Â Â Â Â Â Â Oracle Litigation Â Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Number of claim found liable | claim Â Â Â Â Â Â Â Â Â Â Â 1 Damages awarded Â Â Â Â Â Â Â Â Â $ 124.4 Â Â Payments for judgement ordered after fees and costs Â Â Â Â Â Â Â Â Â Â Â $ 89.9 Â Â Rimini I Injunction Proceedings Â Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Damages awarded Â Â Â $ 0.5 Â Â Â Â Â Â Â Â Payments for judgement ordered after fees and costs Â $ 9.7 Â Â Â Â Â Â Â Â Â Â Number of claims ruled in favor of defendant | claim Â Â Â 4 Â Â Â Â Â Â Â Â Â Settlement award adjustment Â Â Â Â Â Â Â Â Â Â Â $ 0.1 Â Amount awarded to other party Â Â Â Â Â $ 0.6 Â Â Â Â Â Â Â Â Reduction in sanctions awarded to plaintiff Â Â $ 0.1 Â Â Â Â Â Â Â Â Â Loss contingency, award limit contended Â Â 14.5 Â Â Â Â Â Â Â Â Â Rimini II Injunction Proceedings Â Â Â Â Â Â Â Â Â Â Loss Contingencies [Line Items] Â Â Â Â Â Â Â Â Â Â Â Damages sought Â Â $ 70.6 Â Â Â Â Â Â Â Â Â Accrued expense Â Â Â Â Â $ 58.5 Â $ 58.5 Â Â Â Â Period within which optional reply brief if due following answering brief Â Â Â Â Â 21 days Â 21 days Â Â Â Â X - DefinitionLitigation Settlement, Adjustment Amount Awarded to Other Party + ReferencesNo definition available. + Details Name: rmni_LitigationSettlementAdjustmentAmountAwardedToOtherParty Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLong-Term Purchase Commitment, Increase (Decrease) + ReferencesNo definition available. + Details Name: rmni_LongTermPurchaseCommitmentIncreaseDecrease Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLoss Contingency, Award Limit Contended + ReferencesNo definition available. + Details Name: rmni_LossContingencyAwardLimitContended Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLoss Contingency, Claims Ruled In Favor Of Defendant, Number + ReferencesNo definition available. + Details Name: rmni_LossContingencyClaimsRuledInFavorOfDefendantNumber Namespace Prefix: rmni_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionLoss Contingency, Optional Reply Brief, Period Due Following Answering Brief + ReferencesNo definition available. + Details Name: rmni_LossContingencyOptionalReplyBriefPeriodDueFollowingAnsweringBrief Namespace Prefix: rmni_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionNumber Of Claims Found Liable + ReferencesNo definition available. + Details Name: rmni_NumberOfClaimsFoundLiable Namespace Prefix: rmni_ Data Type: xbrli:integerItemType Balance Type: na Period Type: duration X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionAmount of discretionary contributions made by an employer to a defined contribution plan. + ReferencesNo definition available. + Details Name: us-gaap_DefinedContributionPlanEmployerDiscretionaryContributionAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe current carrying amount of the liability for the freestanding or embedded guarantor's obligations under the guarantee or each group of similar guarantees. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-4 + Details Name: us-gaap_GuaranteeObligationsCurrentCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAggregate carrying amount of the estimated litigation liability for known or estimated probable loss from litigation, which may include attorneys' fees and other litigation costs. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_LitigationReserve Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount awarded to other party in judgment or settlement of litigation. + ReferencesNo definition available. + Details Name: us-gaap_LitigationSettlementAmountAwardedToOtherParty Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 720 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483359/720-20-50-1Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 27 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482395/460-10-55-27Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 460 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482425/460-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1 + Details Name: us-gaap_LossContingenciesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of increase (decrease) in loss contingency liability. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1 + Details Name: us-gaap_LossContingencyAccrualCarryingValuePeriodIncreaseDecrease Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: duration X - DefinitionAmount of damages awarded to the plaintiff in the legal matter. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9 + Details Name: us-gaap_LossContingencyDamagesAwardedValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe value (monetary amount) of the award the plaintiff seeks in the legal matter. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-4Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 450 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483076/450-20-50-9 + Details Name: us-gaap_LossContingencyDamagesSoughtValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionThe amount of cash paid for the settlement of litigation or for other legal issues during the period. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 45 -Paragraph 25 -Subparagraph (g) -SubTopic 10 -Topic 230 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-25 + Details Name: us-gaap_PaymentsForLegalSettlements Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionMinimum amount to be expended to satisfy the terms of arrangements in which the entity has agreed to expend funds to procure goods or services, excluding long-term purchase commitments or unconditional purchase obligations. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 210 -

Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(17)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1 + Details Name: us-gaap_PurchaseCommitmentRemainingMinimumAmountCommitted Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - Details Name: srt_ProductOrServiceAxis=rmni_PeopleSoftSoftwareProductServicesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_SalesRevenueNetMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_ProductConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=rmni_AttorneysFeesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_LossContingenciesByNatureOfContingencyAxis=rmni_TaxableCostsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_LitigationCaseAxis=rmni_OracleLitigationMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_LitigationCaseAxis=rmni_RiminiIIInjunctionProceedingsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_LitigationCaseAxis=rmni_RiminiIIInjunctionProceedingsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 56 R44.htm IDEA: XBRL DOCUMENT v3.24.3 RELATED PARTY TRANSACTIONS (Details) 9 Months Ended Sep. 30, 2024 Adams Street Partners | Related Party | Rimini Street, Inc. Â Related Party Transaction [Line Items] Â Ownership of common stock outstanding (percent) 25.90% X - DefinitionRepresents the percentage of common stock outstanding held. + ReferencesNo definition available. + Details Name: rmni_PercentageOfCommonStockSharesOutstanding Namespace Prefix: rmni_ Data Type: dtr-types1:percentItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 310 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 13 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481990/310-10-45-13Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(c)(2)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(2)(g)(3)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1 + Details Name: us-gaap_RelatedPartyTransactionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: dei_LegalEntityAxis=rmni_AdamsStreetPartnersMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_RelatedPartyTransactionsByRelatedPartyAxis=us-gaap_RelatedPartyMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_OwnershipAxis=rmni_RiminiStreetIncMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 57 R45.htm IDEA: XBRL DOCUMENT v3.24.3 EARNINGS PER SHARE - Schedule of Earnings Per Share, Basic and Diluted (Details) - USD ($) $ / shares in Units, shares in Thousands, $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Â Net income (loss) $ (43,100) $ 6,801 $ (42,931) $ 16,708 Weighted average number of shares outstanding, basic (shares) 90,776 89,228 90,343 88,942 Weighted average number of shares outstanding, diluted (shares) 90,776 89,357 90,343 89,322 Basic (in dollars per share) $ (0.47) $ 0.08 $ (0.48) $ 0.19 Diluted (in dollars per share) $ (0.47) $ 0.08 $ (0.48) $ 0.19 Stock options Â Â Â Â Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Dilutive effect of securities (shares) 0 0 0 18 PSUs Â Â Â Â Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Dilutive effect of securities (shares) 0 0 0 0 RSUs Â Â Â Â Earnings Per Share, Diluted, by Common Class, Including Two Class Method [Line Items] Â Â Â Â Dilutive effect of securities (shares) 0 129 0 362 X - DefinitionThe amount of net income (loss) for the period per each share of common stock or unit outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareBasic Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionThe amount of net income (loss) for the period available to each share of common stock or common unit outstanding during the reporting period and to each share or unit that would have been outstanding assuming the issuance of common shares or units for all dilutive potential common shares or units outstanding during the reporting period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 52 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-52Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 15 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482635/260-10-55-15Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (e)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-7Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(25)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 17: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(27)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(23)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-7 + Details Name: us-gaap_EarningsPerShareDiluted Namespace Prefix: us-gaap_ Data Type: dtr-types:perShareItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-3Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60B + Details Name: us-gaap_EarningsPerShareDilutedLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionThe portion of profit or loss for the period, net of income taxes, which is attributable to the parent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-6Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 9 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-9Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 805 -SubTopic 60 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147476176/805-60-65-1Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 740 -SubTopic 323 -Name Accounting Standards Codification -Section 65 -Paragraph 2 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478666/740-323-65-2Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03(20)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 235 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.4-08(g)(1)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480678/235-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 323 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481687/323-10-50-3Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 825 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 28 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-28Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482765/220-10-50-6Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (b)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-1Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 815 -SubTopic 40 -Name Accounting Standards Codification -Section 65 -Paragraph 1 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480175/815-40-65-1Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-8Reference 14: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 15: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 11 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-11Reference 16: http://www.xbrl.org/2003/role/disclosureRef -Topic 250 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483443/250-10-50-4Reference 17: http://www.xbrl.org/2003/role/exampleRef -Topic 946 -SubTopic 830 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479168/946-830-55-10Reference 18: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section 45 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479105/946-220-45-7Reference 19: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-04(18)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147477250/944-220-S99-1Reference 20: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -

Section S99 -Paragraph 1 -Subparagraph (SX 210.6-07(9)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-1Reference 21: http://www.xbrl.org/2003/role/disclosureRef -Topic 946 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 3 -Subparagraph (SX 210.6-09(1)(d)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479134/946-220-S99-3Reference 22: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 23: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(ii)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 24: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 25: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 26: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1A -Subparagraph (SX 210.13-01(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1AReference 27: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(i)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 28: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(A)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 29: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iii)(B)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 30: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(4)(iv)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 31: http://www.xbrl.org/2003/role/disclosureRef -Topic 470 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1B -Subparagraph (SX 210.13-02(a)(5)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480097/470-10-S99-1BReference 32: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 60B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-60BReference 33: http://www.xbrl.org/2003/role/disclosureRef -Topic 205 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7 -Publisher FASB -URI https://asc.fasb.org/1943274/2147483499/205-20-50-7Reference 34: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 28 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-28Reference 35: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1AReference 36: http://www.xbrl.org/2003/role/disclosureRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1B -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482790/220-10-45-1BReference 37: http://fasb.org/us-gaap/role/ref/legacyRef -Topic 942 -SubTopic 220 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-04(22)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478524/942-220-S99-1 + Details Name: us-gaap_NetIncomeLoss Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionThe sum of dilutive potential common shares or units used in the calculation of the diluted per-share or per-unit computation. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_WeightedAverageNumberDilutedSharesOutstandingAdjustment Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionThe average number of shares or units issued and outstanding that are used in calculating diluted EPS or earnings per unit (EPU), determined based on the timing of issuance of shares or units in the period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 16 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-16 + Details Name: us-gaap_WeightedAverageNumberOfDilutedSharesOutstanding Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionNumber of [basic] shares or units, after adjustment for contingently issuable shares or units and other shares or units not deemed outstanding, determined by relating the portion of time within a reporting period that common shares or units have been outstanding to the total time in that period. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482689/260-10-45-10 + Details Name: us-gaap_WeightedAverageNumberOfSharesOutstandingBasic Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_PhantomShareUnitsPSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_RestrictedStockUnitsRSUMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 58 R46.htm IDEA: XBRL DOCUMENT v3.24.3 EARNINGS PER SHARE - Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share (Details) - shares shares in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings (in shares) 14,001 14,565 13,867 12,540 RSUs and PSUs Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings (in shares) 3,156 2,767 2,979 1,270 Stock options Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings (in shares) 7,405 8,358 7,448 7,830 Warrants Â Â Â Â Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Â Â Â Â Antidilutive securities excluded from computation of earnings (in shares) 3,440 3,440 3,440 3,440 X - DefinitionSecurities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) or earnings per unit (EPU) in the future that were not included in the computation of diluted EPS or EPU because to do so would increase EPS or EPU amounts or decrease loss per share or unit amounts for the period presented. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 260 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482662/260-10-50-1 + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareAmount Namespace Prefix: us-gaap_ Data Type: xbrli:sharesItemType Balance Type: na Period Type: duration X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=rmni_RestrictedStockUnitsRSUsAndPerformanceStockUnitsPSUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_EmployeeStockOptionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_AntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareByAntidilutiveSecuritiesAxis=us-gaap_WarrantMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 59 R47.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Cash Equivalent And Short-Term Investment Balances (Details) $ in Thousands Dec. 31, 2023 USD ($) Debt Securities, Available-for-Sale [Line Items] Â Cost Basis $ 14,815 Unrealized Gains (Losses) 99 Recorded Basis 14,914 Cash Equivalents Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis 5,088 Short-term Investments Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis 9,826 Federal Agency Bonds | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Cost Basis 10,491 Unrealized Gains (Losses) 44 Recorded Basis 10,535 Federal Agency Bonds | Cash Equivalents | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis 4,590 Federal Agency Bonds | Short-term Investments | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis 5,945 US Treasury notes | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Cost Basis 4,324 Unrealized Gains (Losses) 55 Recorded Basis 4,379 US Treasury notes | Cash Equivalents | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis 498 US Treasury notes | Short-term Investments | Level 2 Â Debt Securities, Available-for-Sale [Line Items] Â Recorded Basis $ 3,881 X - DefinitionAmount, after tax, of accumulated unrealized gain (loss) on investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale) without allowance for credit loss. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-2 + Details Name: us-gaap_AociDebtSecuritiesAvailableForSaleWithoutAllowanceForCreditLossCumulativeGainLossAfterTax Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmortized cost of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleDebtSecuritiesAmortizedCostBasis Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of investment in debt security measured at fair value with change in fair value recognized in other comprehensive income (available-for-sale). + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 103 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-103Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 100 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482078/820-10-55-100Reference 3: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2)(i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 4: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(2) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 5: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (bbb)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 820 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482106/820-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481830/320-10-45-1Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.9-03(6)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478546/942-210-S99-1Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 326 -SubTopic 30 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479130/326-30-45-1 + Details Name: us-gaap_AvailableForSaleSecuritiesDebtSecurities Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (aaa) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-2Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 320 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147481800/320-10-50-3 + Details Name: us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_CashEquivalentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_ShortTermInvestmentsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USGovernmentAgenciesDebtSecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FairValueByFairValueHierarchyLevelAxis=us-gaap_FairValueInputsLevel2Member Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_FinancialInstrumentAxis=us-gaap_USTreasurySecuritiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 60 R48.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Narrative (Details) $ in Thousands 3 Months Ended 9 Months Ended Apr. 30, 2024 USD ($) Sep. 30, 2024 USD ($) institution Sep. 30, 2024 USD ($) institution Dec. 31, 2023 USD ($) Concentration Risk [Line Items] Â Â Â Â Operating lease right-of-use assets Â $ 6,895 $ 6,895 $ 5,941 Cash and cash equivalents Â 119,494 119,494 115,424 Single Financial Institution Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Cash and cash equivalents Â 33,400 33,400 48,900 Single Financial

Institution Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Current restricted cash Â 400 400 400 Three Financial Institutions Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Cash and cash equivalents Â $ 65,100 $ 65,100 51,700 Number of financial institutions | institution Â 3 3 Â JAPAN | Revenue | Geographic Concentration Risk Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Revenue concentration by region (percent) Â 10.30% 9.90% Â Non-US Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Property and equipment, net Â $ 3,400 $ 3,400 4,300 UNITED STATES Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Operating lease right-of-use assets Â 4,400 4,400 3,000 INDIA Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Operating lease right-of-use assets Â 1,800 1,800 2,000 Rest of the world Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Operating lease right-of-use assets Â 700 700 $ 900 Interest rate swap agreement Â Â Â Â Concentration Risk [Line Items] Â Â Â Â Derivative term 5 years Â Â Â Notional amount $ 40,000 Â Â Â Fixed interest rate (percent) 3.71% Â Â Â Variable interest rate (percent) 5.32% Â Â Â Interest rate swap liability Â $ 800 $ 800 Â X - DefinitionNumber of Counterparties + ReferencesNo definition available. + Details Name: rmni_NumberOfCounterparties Namespace Prefix: rmni_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionAmount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483467/210-10-45-1Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 230 -SubTopic 10 -Section 45 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482740/230-10-45-4 + Details Name: us-gaap_CashAndCashEquivalentsAtCarryingValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 954 -SubTopic 310 -Name Accounting Standards Codification -Section 50 -Paragraph 2 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478785/954-310-50-2 + Details Name: us-gaap_ConcentrationRiskLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionFor an entity that discloses a concentration risk in relation to quantitative amount, which serves as the "benchmark" (or denominator) in the equation, this concept represents the concentration percentage derived from the division. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 2: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 21 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-21Reference 3: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 825 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482907/825-10-50-20Reference 4: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 18 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-18Reference 5: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Topic 275 -SubTopic 10 -Section 50 -Paragraph 20 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482861/275-10-50-20 + Details Name: us-gaap_ConcentrationRiskPercentage1 Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: duration X - DefinitionFixed interest rate related to the interest rate derivative. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeFixedInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionNominal or face amount used to calculate payment on derivative. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1B -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1BReference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 815 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1A -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480434/815-10-50-1A + Details Name: us-gaap_DerivativeNotionalAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: na Period Type: instant X - DefinitionPeriod the derivative contract is outstanding, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents the reported fact of one year, five months, and thirteen days. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeTermOfContract Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: duration X - DefinitionVariable interest rate in effect as of the balance sheet date related to the interest rate derivative. + ReferencesNo definition available. + Details Name: us-gaap_DerivativeVariableInterestRate Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionFair value as of the balance sheet date of interest rate derivative liabilities, which includes all such derivative instruments in hedging and nonhedging relationships that are recognized as liabilities. + ReferencesNo definition available. + Details Name: us-gaap_InterestRateDerivativeLiabilitiesAtFairValue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures. + ReferencesReference 1: http://fasb.org/us-gaap/role/ref/legacyRef -Name Accounting Standards Codification -Section 50 -Paragraph 1 -SubTopic 10 -Topic 360 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482099/360-10-50-1Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 852 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 10 -Publisher FASB -URI https://asc.fasb.org/1943274/2147481372/852-10-55-10Reference 4: http://www.xbrl.org/2003/role/disclosureRef -Topic 944 -SubTopic 210 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.7-03(a)(8)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478777/944-210-S99-1Reference 5: http://www.xbrl.org/2003/role/disclosureRef -Topic 942 -SubTopic 360 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478451/942-360-50-1 + Details Name: us-gaap_PropertyPlantAndEquipmentNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionAmount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 210 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SX 210.5-02(1)) -Publisher FASB -URI https://asc.fasb.org/1943274/2147480566/210-10-S99-1Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 230 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 8 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482913/230-10-50-8 + Details Name: us-gaap_RestrictedCashCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_FairValueConcentrationOfRiskDisclosureItemsAxis=rmni_SingleFinancialInstitutionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=rmni_SingleFinancialInstitutionMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_CounterpartyNameAxis=rmni_ThreeFinancialInstitutionsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_JP Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByBenchmarkAxis=us-gaap_RevenueFromContractWithCustomerMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_ConcentrationRiskByTypeAxis=us-gaap_GeographicConcentrationRiskMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=country_IN Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=rmni_NonUSAndNonIndiaMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 61 R49.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Amounts Recorded For Interest Rate Swap Agreement (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Dec. 31, 2023 Deposits and other Â Â Â Â Â Derivatives, Fair Value [Line Items] Â Â Â Â Â Interest rate swap $ 0 Â $ 0 Â $ 891 Other long-term liabilities Â Â Â Â Â Derivatives, Fair Value [Line Items] Â Â Â Â Â Interest rate swap 811 Â 811 Â 0 Accumulated other comprehensive income (loss) Â Â Â Â Â Derivatives, Fair Value [Line Items] Â Â Â Â Â Interest rate swap (762) Â (762) Â $ 713 Interest rate swap agreement Â Â Â Â Â Derivatives, Fair Value [Line Items] Â Â Â Â Â Interest expense (benefit) $ (167) $ (235) $ (603) $ (600) Â X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesNo definition available. + Details Name: us-gaap_DerivativesFairValueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of interest income (expense) classified as nonoperating. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 220 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 2 -Subparagraph (SX 210.5-03) -Publisher FASB -URI https://asc.fasb.org/1943274/2147483621/220-10-S99-2Reference 2: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 48 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482785/280-10-55-48 + Details Name: us-gaap_InterestIncomeExpenseNonoperatingNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - DefinitionFair value as of the balance sheet date of interest rate derivative assets, net of interest rate derivative liabilities, which includes all such derivative instruments in hedging and nonhedging relationships that are recognized on the balance sheet. + ReferencesNo definition available. + Details Name: us-gaap_InterestRateDerivativesAtFairValueNet Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - Details Name: us-gaap_BalanceSheetLocationAxis=rmni_DepositsAndOtherAssetsNoncurrentMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=us-gaap_OtherNoncurrentLiabilitiesMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_BalanceSheetLocationAxis=rmni_AccumulatedOtherComprehensiveIncomeLossMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: us-gaap_DerivativeInstrumentRiskAxis=us-gaap_InterestRateSwapMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 62 R50.htm IDEA: XBRL DOCUMENT v3.24.3 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS - Schedule of Revenues by Geographic Regions (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 104,672 $ 107,453 $ 314,540 $ 319,386 United States of America Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue 51,588 55,740 156,850 163,146 International Â Â Â Â Disaggregation of Revenue [Line Items] Â Â Â Â Revenue $ 53,084 $ 51,713 $ 157,690 $ 156,240 X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 2: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 3: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 4: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 5: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (d) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 6: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (e) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 7: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (f) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91Reference 8: http://www.xbrl.org/2003/role/exampleRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 55 -Paragraph 91 -Subparagraph (g) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479777/606-10-55-91 + Details Name: us-gaap_DisaggregationOfRevenueLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 41 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-41Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 270 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 1 -Subparagraph (i) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482964/270-10-50-1Reference 3: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (ee) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 4: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 5: http://fasb.org/us-gaap/role/ref/otherTransitionRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 32 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-32Reference 6: http://www.xbrl.org/2003/role/disclosureRef -Topic 924 -SubTopic 10 -Name Accounting Standards Codification -Section S99 -Paragraph 1 -Subparagraph (SAB Topic 11.L) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479941/924-10-S99-1Reference 7: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 5 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-5Reference 8: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 30 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-30Reference 9: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 42 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-42Reference 10: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 11: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 40 -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-40Reference 12: http://www.xbrl.org/2003/role/disclosureRef -Topic 280 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 22 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147482810/280-10-50-22Reference 13: http://www.xbrl.org/2003/role/disclosureRef -Topic 606 -SubTopic 10 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479806/606-10-50-4 + Details Name: us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax Namespace Prefix: us-gaap_ Data Type:

xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_StatementGeographicalAxis=country_US Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_StatementGeographicalAxis=us-gaap_NonUsMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 63 R51.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES - Narrative (Details) $ in Millions 3 Months Ended 9 Months Ended Sep. 30, 2024 USD ($) day lease Sep. 30, 2023 USD ($) Sep. 30, 2024 USD ($) day lease Sep. 30, 2023 USD ($) Lessee, Lease, Description [Line Items] Â Â Â Â Â Days notice required to terminate (days) | day 30 Â 30 Â Operating lease payments $ 1.4 $ 1.3 $ 4.2 $ 4.2 Number of leases not yet commenced | lease 1 Â 1 Â Net present value of lease not yet commenced $ 1.7 Â $ 1.7 Â Minimum Â Â Â Â Â Lessee, Lease, Description [Line Items] Â Â Â Â Â Operating lease renewal term (years) 1 month Â 1 month Â Maximum Â Â Â Â Â Lessee, Lease, Description [Line Items] Â Â Â Â Â Operating lease renewal term (years) 5 years Â 5 years Â X - DefinitionLessee, Leases Not Yet Commenced, Number Of Leases + ReferencesNo definition available. + Details Name: rmni_LesseeLeasesNotYetCommencedNumberOfLeases Namespace Prefix: rmni_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionLessee, Operating Lease, Lease Not Yet Commenced, Assumption And Judgment, Value Of Underlying Asset, Amount + ReferencesNo definition available. + Details Name: rmni_LesseeOperatingLeaseLeaseNotYetCommencedAssumptionAndJudgmentValueOfUnderlyingAssetAmount Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionLessee, Operating Lease, Terms, Days Notice Required To Terminate + ReferencesNo definition available. + Details Name: rmni_LesseeOperatingLeaseTermsDaysNoticeRequiredToTerminate Namespace Prefix: rmni_ Data Type: xbrli:integerItemType Balance Type: na Period Type: instant X - DefinitionLine items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 7A -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-7AReference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeLeaseDescriptionLineItems Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionTerm of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 3 -Subparagraph (a)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-3 + Details Name: us-gaap_LesseeOperatingLeaseRenewalTerm Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant X - DefinitionAmount of cash outflow from operating lease, excluding payments to bring another asset to condition and location necessary for its intended use. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 5 -Subparagraph (c) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-5Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(1) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeasePayments Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: duration X - Details Name: srt_RangeAxis=srt_MinimumMember Namespace Prefix: Data Type: na Balance Type: Period Type: X - Details Name: srt_RangeAxis=srt_MaximumMember Namespace Prefix: Data Type: na Balance Type: Period Type: XML 64 R52.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES - Schedule of Components of Lease Expense (Details) - USD ($) $ in Thousands 3 Months Ended 9 Months Ended Sep. 30, 2024 Sep. 30, 2023 Sep. 30, 2024 Sep. 30, 2023 Leases [Abstract] Â Â Â Â Operating lease expense related to ROU assets and liabilities $ 1,137 $ 1,109 $ 3,359 $ 3,347 Other lease expense 206 318 500 491 Total lease expense $ 1,343 $ 1,427 $ 3,859 $ 3,838 X - DefinitionOther Lease Cost + ReferencesNo definition available. + Details Name: rmni_OtherLeaseCost Namespace Prefix: rmni_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - DefinitionAmount of lease cost recognized by lessee for lease contract. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_LeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of single lease cost, calculated by allocation of remaining cost of lease over remaining lease term. Includes, but is not limited to, single lease cost, after impairment of right-of-use asset, calculated by amortization of remaining right-of-use asset and accretion of lease liability. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseCost Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: duration XML 65 R53.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES - Schedule of Supplemental Balance Sheet Information (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Leases [Abstract] Â Â Operating lease right-of-use assets, noncurrent $ 6,895 $ 5,941 Operating lease liabilities, current 4,384 4,321 Operating lease liabilities, noncurrent 6,806 6,841 Total operating lease liabilities $ 11,190 $ 11,162 Weighted average remaining lease term, operating leases (years) 2 years 11 months 15 days Â Weighted average discount rate, operating leases (percent) 8.70% Â X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as current. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityCurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease, classified as noncurrent. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiabilityNoncurrent Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's right to use underlying asset under operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (a) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseRightOfUseAsset Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: debit Period Type: instant X - DefinitionWeighted average discount rate for operating lease calculated at point in time. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(4) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageDiscountRatePercent Namespace Prefix: us-gaap_ Data Type: dtr-types:percentItemType Balance Type: na Period Type: instant X - DefinitionWeighted average remaining lease term for operating lease, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days. + ReferencesReference 1: http://www.xbrl.org/2003/role/exampleRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 55 -Paragraph 53 -Publisher FASB -URI https://asc.fasb.org/1943274/2147479589/842-20-55-53Reference 2: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 4 -Subparagraph (g)(3) -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-4 + Details Name: us-gaap_OperatingLeaseWeightedAverageRemainingLeaseTerm1 Namespace Prefix: us-gaap_ Data Type: xbrli:durationItemType Balance Type: na Period Type: instant XML 66 R54.htm IDEA: XBRL DOCUMENT v3.24.3 LEASES - Schedule of Maturities of Lease Liability (Details) - USD ($) $ in Thousands Sep. 30, 2024 Dec. 31, 2023 Leases [Abstract] Â Â 2025 $ 1,473 Â 2026 4,616 Â 2027 3,797 Â 2028 1,231 Â 2029 950 Â Thereafter 522 Â Total future undiscounted lease payments 12,589 Â Less imputed interest (1,399) Â Total $ 11,190 $ 11,162 X - ReferencesNo definition available. + Details Name: us-gaap_LeasesAbstract Namespace Prefix: us-gaap_ Data Type: xbrli:stringItemType Balance Type: na Period Type: duration X - DefinitionAmount of lessee's undiscounted obligation for lease payment for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due after fifth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterRollingYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due in fifth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFive Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due in fourth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFour Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due in third rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearThree Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due in second rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearTwo Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments for operating lease, due in next rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date. + ReferencesReference 1: http://www.xbrl.org/2009/role/commonPracticeRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextRollingTwelveMonths Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionAmount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 50 -Paragraph 6 -Publisher FASB -URI https://asc.fasb.org/1943274/2147478964/842-20-50-6 + Details Name: us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant X - DefinitionPresent value of lessee's discounted obligation for lease payments from operating lease. + ReferencesReference 1: http://www.xbrl.org/2003/role/disclosureRef -Topic 842 -SubTopic 20 -Name Accounting Standards Codification -Section 45 -Paragraph 1 -Subparagraph (b) -Publisher FASB -URI https://asc.fasb.org/1943274/2147479041/842-20-45-1 + Details Name: us-gaap_OperatingLeaseLiability Namespace Prefix: us-gaap_ Data Type: xbrli:monetaryItemType Balance Type: credit Period Type: instant EXCEL 67 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (&,T7ED'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^ÔCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !C-%Y9PLR)3^\ K @ $0 &1O8U!R;W!S+V-O&ULS9+/ M3L,P#(=?!>7>.FW'#E&7"}-.("$Q"<0M2KPMHOFCQ*C=V],6K1."!^ 8^Y?/ MGR6W.@H=CZG#&1Q7PWN,YGH>.&G8BB ,CZA$[ED/ M=42H.5^#0U)&D8()6,2%R&1KM-)%85TP1N]X.-GZF:8T8 =.O24H2HK8'*: M&,]#U\(-,$(D\O?!30+<:[^B9T[P"[)(=LEU?=]V3=S;MRA@K>GQY=YW<+Z M3,IK''JE*^@<<<.NDU^;A^U^QV3-ZU51\:+A^XJ+9B7NU^^3ZP^_F[+QA[L M/S:^"LH6?MV%_)02P,$% @ 8S1>69E&UL[5I;<]HX%'[OK]!X9_9M"\8V@;:T$W-I=MNTF83M M3A^%$5B-;'EDD81_OTV23;J;/ 0LZ?O.14? GZ#AY\^XN8NB&B)3R M> +]O6N[!3+ MUES@6QHO(];JM-O=5H1I;*$81V1@?5XL:$#05%%:;U\@M.4?,_@5RU2-9:,! M$U=!)KF(M/+Y:,7\VMX^9<_I.ATR@6XP&U@@? \YOI^1.6HCA5,+$P&IG/U9K MQ]'22("""R7V4!;I)]J/3%0@R#3LZG5C.=GSVQ.V?C,K:=#1M&N#C\7@XMLO2 MBW A(5M>5 TR M6'!VULS2 Y9>*? IUE!K9';O=05SP6.XYB1'^QL4$UFG2&98T1G*=D 4. #?$ MT4Q0?*]!MHK@PI+27)#6SRFU4!H(FLB!]4>"(<7K;YH] M5Z%82=J$^'!!&&N*<<^9ST6S[!Z5&T?95O-RCEU@5 9<8WS2J-2S%UGB5P/&M MG#P=$Q+-E L&08:7)"82J3E^34@3_BNEVOZKR2.FJW"$2M"/F(9 M-AIRM1:!MG&IA&!:$L;1>$[2M!\6:PUDSY@R.S-D77.UI$.$9)>-T(^8LZ+ MD!& 'H8X2IKMHG%8!/V>7L-)P>B"RV;]N'Z&U3-L+([W1]072N0/)J<_Z3(T M!Z.:60F]A%9JGZJ'-#ZH'C(*!?&Y'C[E>G@*-Y;&O%"N@GL! _]':-*K^(+ M.7\N?<^E[[GT/:'2MSAD6R4)RU3393>* M$IY"&V[I4_5*E=? EK[DHN#Q;Y.FOH70^+, _Y/%_GM,T+,T.WF)&Y M"M-2D&_#^>G%>!KB.=D$N7V85VWGV-'1^^?!4;"C[SR6'<>(\J(A[J&&F, _# M0X=Y>U^89Y7&4#04;6RL)"Q&MV"XU_$L%.!D8"V@!X.O40+R4E5@,5O& RN0 MHGQ,C$7H<.>77%_CT9+CVZ9EM6ZO*7<9;2)2.<)IF!-GJ\K>9;'!51W/55OR ML+YJ/;053L_^6:W(GPP13A8+$DACE!>F2J+S&5.^YRM)Q%4XOT4SMA*7&+SC MYL=Q3E.X$G:V#P(RN;LYJ7IE,6>F\M\M# DL6XA9$N)-7>W5YYNTB42%(JP# 4A M%W+C[^^3:G>,U_HL@6V$5#)DU1?*0XG!/3-R0]A4)?.NVB8+A=OB5,V[&KXF M8$O#>FZ=+2?_VU[4/;07/4;SHYG@'K.' MYA,L0Z1^P7V*BH 1JV*^NJ]/^26<.[1[\8$@F_S6VZ3VW> ,? -2K6J5D*Q$_ M2P=\'Y(&8XQ;]#1?CQ1BK::QK<;:,0QY@%CS#*%F.-^'19H:,]6+K#F-"F]! MU4#E/]O4#6CV#30,9FV-J/D3@H\W/[O#;#"Q([A[8N_ 5!+ P04 M" !C-%Y9)^C;&!4& #L(0 & 'AL+W=O4O>3=F8=(:7F3[)G)X(5(=A0F?2*+2 M.&9R>\4CL;ELN:W]CH=PL=1F1W=XL6(+/N7Z]]5$PE:W2 G"F"62*CT7T1QCHY66KWR(!G[,TT@]B\RO? 64-]$6D MLK]DDQ][>MHB?JJTB'? %T((X3/)7]K3KB,,"6E% =P7T18%;]0G>KL#+0/.6 M95C73+/AA10;(LW1D&;>9'V350--F)AAG&H)_PVA3@_'8LTE:1.U9)*K_4N8 MD-E2I(HE@;KH:O@/*_O0ON*1M)](Z\H M&CCEJP[QG!-"'7IJ: <\8+__LZPZA?5OYL^9X19]Y69Y7D7XTC]7?MB[+(T_MD6:Q?E KYO/+%JQ&Q>6:MX8__>">.S_;>-\H M[!G]:4%_BJ67]+/MBMM(\7+7:7^Q(:%51R*=%4AG]9"^I$QJ+J,M>> K(;4-M#X_2,K5URABM.A+OO, [KX1SQKSB)E'4BT[$C ?@'81QMUD^A0;\EM&'%RG\:/7-K \ S' M<<=M>SQOT;'!HZ9%P@P)N4 ?N@2]"I6$ -;EGL76.XCD/(5PF0P*[X)IX N=H MOV-#14..1'6=\JKKU(&%Q@D)$S2[A)Q FV%5$B')6*2)EEMX#:P]\$KZ]8V- M&"\Z%OE --PZR#/V1.X"6*7A//3S2V?U5'XETCMOG_;[CN>X5EZT^%A>6O+2 M.KRC((!T=;)_0S)/^)S8QQ6/='N.0Z8=,F'K,#(]-X9^!'V[E]#"UBY \X[M M@M*37%1$\"Z8;82U"_#(:1K"$O$\QXK;A!>YI1BYN-J\Q!V;+5C-,[%)K*AX MW$>FR%>^8#8#'^.UQZ*6PN3BFO,2M3AS3:18AXEOG]UXYOU7*V@3YN26ZN3B MQO,2="*49A'Y,UQ5GYSQQ/[ ]^M M8$TXDUM*DXL;ST?APXA-EB+!K.F5D+XW: _.>_8+31/:Y);>Y-

PYDSJB'RY\W88B9*Y[_KM?JQC2!27Q/,. MWRA3F5#D_ ?##02J0G.PNG&R!NFY(B(="5EEL>@/0/&$;6BZ@*U5TH5!QP:' MP8"SN.)S:0F2,44I?D-UQD/%"&=OXNIZB:)/VR*@.5"?UE(P6ANTIO\99F# M])D>"LS30G@+E6.^,0VP=-UGIM0\Y/#>EB2_$=$JBX>3/$GG#?%I7(F,X_U MDDGV,-+&L:"L(,8=[*UM O8U:GV8TBCH=:6E)_L:>=1%W:/0/."%INVJK MT(**#%;2!2DVUKDKU(_0D0"<>C0II*'*(MN1C7^H)2V.;@A?Z!P&2%4JFXKF/W8_^;> MNU3P5Z[XD"*,Y[8DO6Y#4)E4668(Y=70@&9RJ.DDB]F'R'Z5IYNZ:$,M4%&C M/R@D7:JVJT':IWP;LKRJ"WXT#1'8_D#A.Y?IG^*.$W.TB8@^?KBYZR 1W(7P M (HAV[F3\&P7T&9\^CR4=LTIA6HO90K&' W\&@1?^Y3W/P,P*I#/1V _QUY[M&1W&7Y3DME6S#;))JC.4-PS&OGNGSS*?=U$_J'S/:&5G6$F\8MI#NC)S_4.>.YA^>B0R?A:/@3M^PO,6'5>\0Q)CA0\UVFT0;WI!OI89ZGI=JBN,W"3J MW;AMI^T@0B*+L)JQV4MW8)S>#^Y>M;C SQ7\Z/0P\3JOJ/L!69="=")0!J<(M)HGIJ&EU($DJ49KJM5B@H^:.?6/JU!T'A[71FPD\AD:*SM0*JGN<4CGDN,EH M@J(/\ ;%"@VU31'2?ZU$60P#PWMDID\&A'R?^Y1%:3E5ZK0Z@Z_.$9;21@V8M[WELUQJT3=@0=Y7P&\W%5]BX/N"[S@'K/I@O8?WSP])MD\<8$?RP>I8RYU?> M]GPP30!;UOW>"ZE&71/VK"KD5H"%3/&N[C?(9I0_3%U5B0MEH2P;W/ M+UNGME]Y^_Y)_I/M/Q'G ^/=V>[*>_KCO^&N0/A.^/9&5_]R0S7L3/#6KJ. MI[ZX#]$K=L9FA54Q>P@R3=O4[3C6]D]/13"9BE//$[/@K-O9-"!;,8ZM&X0* M38[!OB_SJG"$UG,[Y.?.)HXDP\GZ_^^)SK<%LT7PHBMHS4]K$2 D9E6(=VM*^J.&&R/7BPJ ;(LGWKT._)=R*'E^(7PX<4,[TD<^YC>=^B]Z[/*2>\;5Z+0 M_]"7/+10Y K5YZ[V;?NQ\+KZ1M9-K[XT_LZ -X6<@K 16" M# IB8 !D !X;"]W;W)K&ULS5K9LJMH6I1D2;FYRK?,>&=]*=C:!XB$)$PH4@.2=CQ?OZ<;O("RY,1) MIFH?+%,4T.A&=Y\^#?+=0VH^90NE'!YFX4(M9>:G*Y7@MEUEJEC+'5S,_S%9&R8@G+>/#;JP<#O6CUDSK4@2Z9I^HF^7$;O=SJDD(I5F),$B7_WZDS%,0F"&G^5 M,G?J)6FB>UU)_\"VPY:IS-19&O^AHWSQ?F>T(R(UDT6=B'6\ESF\OB=M21^$H=&01A=L*L^&?v/+ M)\87D[OQY=G=Q7GYT(X"R[N)5XV[O=\N\9Z(D^MS\'QR?3=Y=YA#'1)Z M&)9+G]JENUN6?PBNTNT1?9.(BB534GG\(,VI;NI4M1]UG!4[4RA>]CB>ZG6[_M&7F]>F]Z+*^W3=Y"&G5P^I]'XE8^(A1S<6*,3.:*K_]S,LUR@[CZ[R;CK>S^ M9MF4:V^RE0S5^QTD4Z;,O=HY_OFG8-!Y^XSF_5KS_G/2_UFO/KOT9L-^F#[B M+%TNDSX',E4P>1:0Q*\V!%\5D"OH7D8QD(ET)G2>M5;WOWG97GO98(MI4H]L3+IO:8*F#6;6"IFW7>:2A/1;^=P3YBG!CM2Y(O4Z+]Y4[5(:HU7$_!ML(*\SQK%C.SH^8/U>)/W4L=R&BN!>B_FAC0LL+VFO31;=24A8D,>U9'P5#7/ M:G^OHHT32)3X=YK,#^Z46:XY>\V--/+NLN5*KXHWRDJR]@'K\[ZME&'^ H$P MAS)JKQ1T._F8-?,I?HP..1?8E>W!8VYJ/?5+NJ]P$?D"%0$?/[_ M[>S)RNBXC/6>+T 'A8PB3;K)& EFN3&3S"F(+R_B0 &R/>8,9. @8Z[37(E1 ME?M/;4BR--81()D'G2!L-=:9&+01\<@X.6GFHY*FK#+G*BR+3.UP9'Y<1!8-M;Z7)Q>6E)RXA TO78 (G$;T50>?@-XN%KCU[+BK,O;IVT_"V>]IGW:%O^>OZGO=;"> !J?\NR MFRR8(DI8)Z.H+T\N[\1,Q3A"0Y=J:S$)<2K 6;+4"WBKH+L2MYNQ#/B%!L MMDR2@@$2K"R.+725+IUID^4> AS!'I41HPU=)4!N0:4^58P1M MOLMO$5%A.D^851'#5]#1+#')'J,UU3M'-TT(J\"02E|&3C;C1KV^T4?$+8,C3 M+:P#DE<5%[7%B*1\#:(Z0O+-EE7&K'46E?+#ZL:Z%B=L[[8&JTBV+.$&=]*X M3\"NS)3."ZKQ.N/18;FM<"0H)*X(LP?Z!CVA4 M=*#Q7[BA?VSWK%C+KNMNC=V'S$DL@C!* P:QH$N:] :5H7S3 M GP5 R6<4-9D-?Z7Y(X*D9.HC8/!(@-@#'@.%6_:@UF:(?!90&L4&,C7RYP'T92A6:606)6KE/IO(CBTJ (%=KC28S4-K9F>)QS.5>XCYH&FH67+I*A7]D1$ M;]'?A2I2ZV@#:5E!*]!ZEM CR.A,-%>)C00A9WF),LU$RYAF:8Q>D<&..56FM;,N:+R@^[=,?7L+Q]]>VD%^% WOE[FGR3EIDT#_;?R,F]NXM,^:]8%_P$<9> M=U_<%#DH*O=UWM-.6@R]4:4!Y2KN+77ZT%R MWQJUQ05O&6X%7J?3V:>907NI3;KW]O?Z^UBRUQ]@1C\0_"PWU7&GIM:,L@ANB1/2DP<7TJA6M@"$JU!I=E(@MCA,TO8]'W XW!H%E4RT@V$1_"D27_KOB M3Z>Q##\=3,)%&JOLX$J9'/.J0]K3R57=B2\50B$J4:DV.P),&DTGG W68%8Y MNCJ7R> 0BR UX:HXZEBD&">MEAS(&[EM MD=5;BWVP,@\(&.CV,HU4C**A<]LM-_#^A#_(#/!NK7Q#\&>#.]8SX&T% ?L6 MT%+D%7P*P!_T7X$,4%>.,O.H51R)SBLQUMFG@QG15*2DHH-Y-"70N>_W,/Y#MLQ\U'7]2["1-G.7L7H;)G"9VW",:@^46LSM20!D+E 4R2:8\"I>U_C"87A> MB5U^T&::_>89S7CFAQ(M>R9?/75ESS2H^[*'6"_D%&MDHK9A$V$8>?U1(*[5 \QWGL9-'S?1WYYW-.I7M(;N&MGM@&/O-4Q$^TJA ZWJCX&B_IAG57&NJBP#,/QR.LGTDR(LSKKWNAM&O MA^X^;-BUH.,%GL$<,L4.? M MW>$SU$0@.MU^SUQY)&(.TZ 70@(AGU2P@O@P%VPQZ WQ/_77N=H(/Z0 MQI[X;'JSY-!Y=VBI ;TAA0=*J!PV]>(ZKOU2U@G]MVC9KA]@^L*6 +N)&(U MP]2./SS:$<:^%66_Y.F*WT2:IGF>+OERH22BB@;@]UF:YM476G]!^->WX?U!+ M P04 " !C-%Y97&.6D"@# !7!P &0 'AL+W=OQ)T_YQLYNV$K;WLO#?=B-/9YS?(X_QLO>V)^N1B2X;91VJZ@F:H_CV.4U M-L)-38N:1TIC&T'FHZ4U'AIP75- M(^S=*2K3KZ)YM U\DE5-/A"OEZVH\ KI/+(5L4#MI-%@L5]') /AT MX?-#PA>)O=MI@W>2&?J=]X7JVCF!:"'G#R#X,\-GJ%2GHAE -IP1N.4'KC; MWK*_#=[92R8. M3+,!LX)&ZN$K;C?KL ,XFCT 2#:).@>)@HJWP@2ZZ4U/5B?S6R^$:P&-(N3 MVF_*%5D>E8RC]?L/9Q\OSN'ZY)_SJV5.S.CC<;Y!GP[HY 'T*[@PFFH'Y[K MXCX^9B6CG&0KYS1YE/ *VRFDLPDDLV3Q"%\ZVDL#7_J0/9V;!N%:W,(;Z7)E M7&<1OIUDCBP?B._[+^_B_V_I(/Z)W,>I= M/,;^K]OQW' AQ:H1OY91&B&?4* 3\"K3-AD:,>E!J$+WT@G 7-FFE;HNV=/ MCI+YX6N&E26&ZP/$*VD%(?3"P?Q@>O0T0-/#Z?SIAA&^I:X=$=3<=%6B6^3\) M2*>+09(&<#>L[G MQ[U@'!=#W&%"-X&^EGD="$Q9.J0)CT,K+#>8!(7E5:C\|('0$\A*PX_.2E?(M4*$<5\;L!ZOW@%WR8'"+Z"75M5$%LPVC]VQ'(0O0AJ 6O%8^P(4+K10*\EKH MBLD\.3G(CBUTS@B>VA&PO=V]R:W-H M965T?L+A8@(#E)I]-,+1+ [CEGS^4Y%_#9P56? MZXTQC?JR+5T3D_M"U.M%V=GWYUNM2U/7CSC[]Y7+YZYMBEL:=Y7JFZW6UW=OC2%.SP_.3\)7WRPZTU# M7YR^>+;3:W-CFD^[]Q4^G<95GYR>?[#RPNZGV_XES6'.OE; M$2=+YS[3A^O\^W-EBH(6AF_^35/XI;T8/IW6/TGYAV\ M+'5MKESQB\V;S?.3)RG*BLK1NW M]0^#@JTMY5_]Q>#)V<0#"__@NF6C9C*5[K1+YY5[J JNANKT1 _*C\- MXFQ)AW+35+AJ\5SSXNK=FS?7']^\?OOQ1EV^2:6NWKW]>/WV[Z_?7EV_OGEV MVF +NO$T\N]E.46$\L]56L]BOP^XO4>3?'KMEO;0*N:6NDR5U<@UY9K4V;6U.J5K;("U6UE MU+\OEW5306G^,R8%V>1B?!,RI!_JG<[,\Q-82FVJO3EY\;>_G']W]N,=+%Q$ M%B[N6OWW']F?6$Z];ZML ZU7J> ^;OCS3I>W?_O+D\7Y]S_6:A=NS%()U\]M M%,P?=,NEJ>)!*@'T)[RH+/V"+6QAWH1N3J\8IO:Z,D8?Q*2Y*,K093LB6JL'NMKLIM"2>"W=H*U['+LJW!65W/U:NVPI'R?H:4^6*R MEJC194<-.*E=9IG*@VTV=-%\L37I#AS:,E=8+-AL= ,*,WC'FM@9$1-,V&[; M;<>96Q9VK)"2#W. GZG)"K,)(XQI=W+T1 MWP(*'YR?S9^$[>9TKCB7C=X;M32F5*53#BM6<#B-J2Q6Q5(P%FS?-K7-#>]7 MDG0 MB"DJD-B=>NL:H\[/IG:$E=>NL#F?WT_0')@[EKQI\(4H&];F)V^-KKRBO#*9 M%^\YB_?1C,ZV:.D:U/"]KAIU?3U3UUA#/2'&:0&ZD4C?@IR_S=7'TQC*]&A M]P6T)K$=2+JF")AY6"];"[J;#E6[7"GT+3$ 2@+ C_-;^;LL? M0@W4;[LK MW*TQ7E*9J1K8\&9,-KS+K;<(BWW2Y&ML@K1IB:!L':T)@(:69J&C9V%+V;0H7IG&!L4MQV9)0[E?TOE8OY]G\K%_+LI M*C]8,F]UK7Z&=8A1J^M2_5.7+3G%Q=DY2 P:4;=+V*J%JS7L-]XAJA5$;K5SME3S[3>/6ABV=G1OI6^\I6^86)]SJ MZ:B /L* (Y,T4L+\Y^E(7YP_F/WZJ5 M);XTZ4[=VF86-OYTLV! B)0[U8K!*=JA@O:PD<%*U0OG:YR?NP]#A F4H(Y -V-^J#W%L<* M@9JU!"N$CKX-'X?8RB$$DI \YKW\J:#)WZJ]=(_NP/@^PL054+1DI@:CU>@ MI:D$!?'N*:?BB#D*9@UK3>9VMQ5!7'+$%%]]7,33<7\)%BN3FPK>E2Z1:S&L M >(TBDY?;;EWQ7XB3,80TO$L=,(H=5EB%XA)G%1*MG=$>8<78&W,+N(S!Y7+ M5<.^"5[*,!E@3:M?6UA-PQ$.Z\)\'@OUL 'S6\M\[G8&ODXL'1X;=R(&8AV. M>-$>#_#H+,PW\))\QOS5RK58KG0-!,AC]26Y5QHN^UX"WQTSR3WNQ+&Y^"6 M^*$?@F;;LH2(ROZYS+PB!]Y69,%!S=*=5FU7-0'6= K)(%^^ MF)IN#^H]WYH5E*X-E+0H A7,- ZN'*(U[M4/WCR=/ZT W*7BD['/UFWX#7N M3L^.4!M#TZOK0B*ZL9U4Z<]LF_TW.!^8Y>6 ;A%',#Y*7(:ZR3N M#764U8\4G&D1E<2-<1M0-3'JXC884M#8N+P_K^@7O6Z.R2IWIF8-#T1/N?>] MK>.A"?'1D06/X;?%S7F;D3^!FYS!7S8*L9S@=OH;@-&>SO. M&6ZT!6&-Q5D,[2'D;QWS33:\@?<0P^;8TXO5$L()'ID)]T3:"A(DPGC1-.-2 MGAUY40>F) \#D!629G V]:YEK1E$2W'%$Q$"<'O/X=L2OMH !+/>E?W4#'F" M=[3B]@W!4,;<&U3N+98\/WZ..*,. KZ^!8N:*.N;)4!6?D50>>E=Q !U@PO M=/!F-(S1E[O.KH.?9-<.?R?AFC0B:YQG^9'BXMR69>]&&)V)MY?.0&2)$4%, MG"UM"G,E30:B@+.AQ :'037&=1(Q /4?!]Z^UO(\)%9+L5PM0?DX,[S#F[G MOP(.L7OT/.!R!-_)*OI >,[!WDET(5I,^O+!&7_+5A-2VKZ'9'VSH;IP+,:H MICVE$07#AK_A.TV\=?Z)5FQ)E-?G'8(#?%9/IY _#PP@6QSNZ34MOF]: TFR,I!^((*W&2'(TNL]BXH 1X_?8^N:C=D6 M(XZJ+8S?(;KJMLBQ5092*UY<4 XCK'LBN=2HO(2FM#2)B4Q_K"!T2>*0TBPC M!T*F_ZN#30,PVUWK?=W2- <*5 $9#-Q;&BEONL=BA!2+#94P6P(=.E?U"DM53Y!-J%Z*X"I2[%K]P%] M[\G9%U3:&,B;;FK+E;;"BP"+0E ^ F97NK"XO;1:?9(GKI(G?M:'>/]1D8R, MQU0^%>Z(G*@X!&[BUG78^Q7",F5:,^!O3%G:=HO-PQJ74*8@_E=OKBZCFR19 M_:S+C=[2/8#2%111<@>(;TF*VM"/9/.AIWEO)#EC5O)Z]? MWG1ZU3/+F_2-&/B^D#(;7[VI&P- .:$L)HWD2$N5/\&H7'H%Z47M$QPX'L.9/O>"!&NY1)P7,R]2Y!1;Q%:;UQ!OAM#@'JC&C&EVPTE1-F#<& MUR:?SCRC]OE6C@9*QT)*+YA+3(0WTEY/$*NHB)D5[\A)S %&$^I?L"8TTP P/,JJ UT" =>AU! O:J4QQDK%7DI M*S*9J#R->;FQ:M1H.:IKF"45+K(4>H8&"=@9(B;[+H+4@[*VJKC*I,Q)?V4 M43<42E5IX;WN\'14F$'L&0:/$';840380B+]BJ415$)4V36>)7$LQ7(I8#'M"C]9TI'5C(7F*0)>JC%O]N5=F(]K(/L>.=D'DB(*]U4ZT+?5 MU6;M/&J0]#5\3R-XGGZ9CC=CB,>J7<>#Z9*4)4UDB;=G,)?; MRF2AHY-I>+BVOAN$C9G,?QL(C!XO[K$3G:-[:C0GF"ST1PB5./G=,PZ8$- MD0>7U-=(!VFL#$8M-1HSXC,-]]X=-~>+."5R(%!(#2>[(HP%"$LT&F(IFFFY# M)7:J]DJ>G7R2H>&*S(0D/LT->QGJ+A9JCR7?9^E>BEFVE^V:T,=]KC_"+QS\ M[=3^1TP'YOX,-U%PPU*JU-R1:;^I>.;'A4:_===*,RG#ZB,&'(S5G^Z@ C%) MWUS=;)"I%'P[X!95M<<4F L=(6__6L'=(15)ZXY:VK&Y4=\I$9H+V^MU*XD. M%::6E=/YK LC1\V#T*@66&RJRE6SRT/O@0([%^98=56UE)PCUNNC'/K6[[? M%;==[QR2I!#1:YR/BXEWD^['<>YDX?4"\@IM)\ !.@"1QM=;;LV+O#?VONK M=45Q37Q3K_T0'=2@&S THHTKOM*(0)_P2/*8TJG]@ 6ZI;GE"E.JV1.+<%FK M[7KP7O>BEG/;]G:GE125W,HMJW4J@ M&"\&A\TNHZEW*1)KP[P>SDQI5IT9W+N2KO'70*5\\UG>O/FH(U(;F2IT7X[T4 M?*4_!$G(,&@D=4WC4%.WD7,,>X^F9C/*"[J<@/: MW^;_>@IQ/(G[;#;2VYSTVCXZU,/P8('?T%(M_.Z)9%6!':,S(_:)N30 "LRGK%V658F#A)I.V?]C*=^;IA'MV]_\JW)>O!MT_&LV*;HC]SLD27M#"$0Y%+T+Y4..?*;3DFFL4@KHQ[6M[AM.SG['"[S-(@%/>N %56.7K8^;("%?2G/EOJGQ@KMV6=BLN U*DV39H##YE+2XMR&5"7DCF1/K.PZ[18HI@ZE!\A4B%I*VM"Z/)DT?L):4=TH;"D@K<99YS]7[,:) 9#:A-:F7/UEL)O&!.S?"+DJR'/-:RZ*GY6"ADW69,C'?2_ \-&"?=KJM>#<8BI^:BIK-PWYYC#>UKRQQWW[]/1E:FN\W4R MB=N?J10226@\F4# !H'M>#[)[.LPH3&I1S;Z!X>M/0!'DV2-PTXKS>,'"C- MG]Z1M:>DURJ:VP'QOLB5[#(+:XZUE0]2>9HJ9$>V9S(IPU_ZY?"&M MYI=I+KKI(WJ3H"C<80210,(^<%$;EC+ +946E,G#V1E?8ID/_8G%<,I7^#UP(M52K,C(RAA49]R>9XJ,TP9BNM7<-K]&#X('$^\9?US)9M(Z6 MRURYF'F%>L[QY?&RKF]L>'-Z\C)?)$.(4W3\^!L_BB]D^F[T[]J+195I%4 M:+ _'?=LR^6"Z1 (;C85U":RXKZ1SN$CRON1@+L8V_Q_4&?U8V_T#0.D$S]?D M7U^7STV,/I32*633]%7>FC1S7L@[68]G2:.CVZBL#))]Z#V>>"TY>&IK_\99MSSAEB<4YV+VM_91VXM5KB<3]C?\$&CB.Z_^ULSO&+UTL^$/8()FL^F/((G> M'=\()7= H:6A_>LNZ0P/^_R77U28=5-C%MMEXXT*I% V3,"ERNR!""EX<>H&@=JR>7NX-]UI;<@?,3H#6C[MXTQH#LV?N?J'.R!U\17?Y.55T07-L*=7+ #>"7T^" E&E.D'WO M@=Z+ #ZB1_.1RD,K=]"ZF'P?&,OP.) ?,;QEBIUI?/SH)"0SXU,S M^52FE8@E']L,@'+4UMT[K3K'.H"W_K@F2D&K^-9H!VQDA)!Y\J-:/-I*)]=K MP 7$?Y_'X2]J3@!L23?C\ U9/F?"(SGM$2B"] _'6X@M#=2"OTKM+,\8LB M3_XZ52.4MU0":6&5U[7]):^YHW((AKSDP0UW*9@.L-H0UF-F.V MX#F HRFAZ<))MS/;Q(^(>>\87"93D3_1P=$T)E-[-5);]PN2=<(VW -*'G_MS;]@%H8%NO$W+@0%]N]\T?VR0))++XC3G8DR#G;Q2V?D:1HBR/OT,%/C2R_- MP([Y]"?+F7/-_+J0'U,;1A^92\?$?.([8D;#XWYCL,/9HUC*FC&S:NMWW.6 M,DDA1E8N[[9F"AO:U[^ZF_I7".0-B&^"&O\FT])=!<=CJ^*?N0$MC%^(%W_NA\#K/O*G9T9HM<>OZ U?\'Z:I"33OY11COX20?I]\}.^2[7(#+ M7+(J#P=/+1Z:Y:.*]/\4P' N)E-/D%VZXS4^_XU/+Z+#\W\-OY4T*7\0DYWN_S.$'+L M-:4?A5GAT;/Y]X]/)"%#XW;\>_E+!TBPY;_W! F8INP/65@P'Z#[1!_&E M%_V4$L#!!0 (&,T7EG>!+,.L0(-\% 9 >&PO=V]R:W-H965T MV+!D7* T7$G0F ^"I'TS MZKIX'_"-X]KLV>J62CUY)S[;!!$3A"6F%K'P.CWC&,L2T=$,GYO.8,FI0/N MVSOVC[YVJF7!#(Y5^9UGMA@$5P%DF+-5::=]_0FW]9P[OE25QG]A7<=V*#A= M&:O$%DP*!)?UG[ULSV$/DN968U[7+"V>'T[G,RO[N%23*=_X#Y-'F<)>/Y_9?'63^TQ.^BPG3+-:JY MG-EJQ,4[<:/X*.$,JQ9THC.(H[A[A* 3%-OQ?)U# MQ6+)+&8P8=IN8*Z9-,P_#@,_DX6QFKQ?;]5=TW;?IG5]M"^BWA'1W49T]QC[/][0_W)!0AV2Y[SD=$*@$]/T/?8,Y8;UZ>H-9VQ5< ,G)YA*VANV=Q!D0.:BTI)ZLJ MK5XX]J3$I^WKM\=2L&-63D$U4.CRE@RN%R"*1C=H ,10-#4F%F5/K7>NL9PMK^D$ZJ4?+092M9*V[K]FM9E>2=VTK^'UZ'M@>LGI$9:8$S1J79X'H.MQ4CM6 M5;Z%%\K20/!F01,8M0N@_5PINW-<@F:F#_\ 4$L#!!0 (&,T7EEA!_V7 MR00 ,$, 9 >&PO=V]R:W-H965TQM+Q9O,W/FXLY*JH(9G*IU M7U>*L]0*%7D_\+QAOV"B="9G=FVF)R>R-KDH^4R!KHN"J<<+GLO-N>,[VX6Y M6&>&%OJ3LXJM^8*;[]5,X:S?:4E%P4LM9 F*K\Z=]7JZ$=%Y>^ /P3=Z9PSD MR5+*'S2Y3L\=CP#QG">&-##\W/-+GN>D"&"\;'4ZG4D2W!UOM7^VOJ,O2Z;Y MI>O/@/0E,M?V%S;-V=!S(*FUD44KC @*439? M]M#&84<@?DT@: 4"B[LQ9%%^8H9-SI3<@*+3J(T&UE4KC>!$24E9&(6[N7, MY&HZO[F^^;* V=4<%E^\G\ZNSOD&]M-M/6AT7C8[@%1UC^"9+DVFX*E.>[LOW M$4*MB"N@C>5+C@50]"SX7 "Z(W](6=DZ'5%[[F)%.E*-<:9ES!(F.*PY_3 MI38*:^O0_XVZJ+#ZH@GI[IB"3]WD B:JWON3-Z_\X?>QS? 1AW8Z"WM1V;D M31V'$;Y4#+<9ATM95*Q\A 2_M>$:^#9:%49+VV@)HD\B5W#!-&X?4"=79+5 4BZ,3'Z TW%OK*2P?(17W(D41*+$I MB1*W.#!CE%C6ABUS#D;2>9+7))_)/.5*DZA!AS:6B:B*W7.%C07*NEBB;;1J MS6L:+2VV/138LK1A)5GNP2>16SA'HF=Y4N>LQ<_2OY&XY #!61X;!>RP5H"O M5MBR+,I*&EX:P7*,">+!_K4OLO7G"3EVUR0#IO(@*RH]VD7^R>6NT@(8;-3 MEP)MH!!LF%*LQ-8.GUL$]E.Q 'H=OZ2O.T MC1^E\ C?-QP*7#8 X=FI@Y-<:OWA?RJ'K=3+**:UVAK'K8K;NX/P"YEBH(@W M*YGCC69/$0]_.*+$'"(W2*QQAMFIXGNWYY'Y=:=.D(HFD[5&59A6_I!@/G8" MRPI98RX_G")&2N)N9X8;RN>/BLT?Y6YG=/VKH$[AYH4OO\%)%+J^Y]%PZ,:> M;Y<"=QSZM.0/W9$7_W>0=\>0_#5ZG[:M:>RYH]$0XK$;!#'-PBB$.';'4; 5 M:O@#[]_%@1]\?/'U8Y@MOK^^O_W.=P_YP;@;A\.@ZS5/<,+!J(.#LRX$.&= MG!^3HL9CS('7BT:4 :^\6_F<3/WQQV4?SNW3X"G-K479T;3]YNV^1+7E*(CB2*(K*W]38D9$D6M"M13("K[K$D"5< MRFO[LMPP:H-&_-ZUV#V.'6;?2A=\6;(^NN2S K850?W U@]293$P!T-1_@[M'HW!=X.1]ZP*1V[D#2#&\HAI'-%O''IPUW9P5!-%WH'?6VDP.7[D>LA#_ R& M _!#-T9K?N .\,2AATM_YUE9<+6VCV>ZJK'#-"_,;K5[GT^;9^G3\>9Q_XVI MM4 /6=.% 7\X# *2$!D !X;"]W;W)K&ULK5IM;]LX$OXK1"Z[UP**X]?$Z;8!G'2SY[LV+9ID]\A M/M 2;?,JBUJ2BNO[]??,4)(EVTG;18&BU@LY[_/,#)77:V,_NZ527GQ9I9E[M<[3T/G]U>NKBI5I)US&YRO!F;NQ*>MS:Q:G+K9()UJEI_UN]^QT)75V=/F: MGWVTEZ]-X5.=]8)6N&*UDG9SI5*S?G/4.ZH>?-*+I:<'IY>O<[E0=\H_Y!\M M[DYK*HE>]"-)D9\YENILF;HRX)I%(5M>Z(@\?.HKE6:$B&(\6=)\ZAF21N;UQ7U&]8=NLRD4]H_F?4_5*G/B.C%)G7\OUB'M:/!D8@+Y\VJW P)5CH+O_)+:8?&AG'WB0W] M8NW&OO\YE?,(-N\B,4E3\<$OE16-Q^+2?DYGS%E'TGT/Z!_+# MP^0ILUZY7,;JS1%2QRG[J(XN?_Y;[ZS[RS/"#VOAA\]1_V$^_/%M41?RRQ(U%>6:2DSA9B7NL3 M\99KLP*)C8@-X M,;\4RHIV2O"OCO)#)(S@!_4SA*A$@ZUWJIXZ70OI;40?RD M00U:%ZN<%'#!4(?$#\8KG (]R$MF)5E)DMIJM8DZ8I(DFBA")T%N"<#X=]6 MNZ8M'+D."J4%B=Z G;"UP<]_&_=[Y[\XW&?.I)HLF(@;G4G8 KSN M/!X$>F#*.S=*6J$(*L1;^"TU@S<'4]V0=1B^1'ZBNDT$E/0$&.*"2)"P6A MMNAU3_[5$?<'Q,DA2[PA'2 OPLLL,OV_0Y:I(PIF7QD8\)UZ5*F /.&BS[X) MUP.*X5((N*V ?J1O]0AK.'ZLB)ZJI1O+@BS 2E_:L 1,(:T2<0I5]5R'O(NE6PKU9Z'A9MK;$6\+6T6+M7UH%UP<(#WYY+RTBM'3*L!WTE0&?H8.A@ >D[KM\F@FX M@_P2[?,S5B\T@4/;I NX"J+N6Y6M :20 2&?V9OJWR4.I6S5)T 4TZX7) X"P@3!$L-'!)V4NY;BNG"50'O*0!:@(Z[&L>,&B MHR!AHWOYJEG#0S1?4^6ZD@ZR/V1P?RK<3,1O;-L7[]BP+\6GRA!AX34))>LV MV,3=UKE-9*MP81)PX8IQH<+98\!Y+SHX6(X#'>CP8CNHM%%%[^CZ&(X$@W MXKX-(!6!830^HU&=''%^(8878S&(QP,BV!M&XQ[1NK@(=Q>)(5/LCL?T-!KW MSV L"P5HCG#B0R8F**EIC:IM$)2K)0! $,R"TN9Z-8R!^XA4]@?2$:X$V!* MNS.,,7.0/^&4]$JNN$28+"NG&$[%LL0-Q34@!EW"C8S+&GY?TGB6XY(2A"P3 MBGT(1(3"\;#;Z6+(2%.\B"J4F>LO4".7&\3(W8>;3X$DE@\ZY[V? N9E8(C< M!K%Y:D*XMY:..H/^3T&ZI#:A6$..NO#6&2/C.)B0J#QDLH"&>(ON ;GHPM6V MC[@*T8QPP@3B<&A^.,TTDK/9^HAD&NE4FV>5]MZIT@?.RKWG&W/]5H4.-4;ML% 1<22,2.8(R5%+F:+7[3.7&@ @19#?&6\!J M*;5#.C%80THI6A3J;I,3-6B$C017Y$%4E-PXIF]JHS=M7G5T)8. ?R47GG)1 M.[4*KP/D2,'3%#;6,3PO4&9*#$0LKC'.I4A^*Q<43I+&^7[,.=6])#F?Z)3U?--W0F2Z<12)8O=&@F2DQC]:EFP0E-& M"6O5DHYJ$!146G](,AN#]YSUY0 M9:E5J&+R^4BT9"476SVK"^QN8=Q6 Y0PYVW!.UM*B.NR+2F!Y4 OOE^ I_N" MO57(,UV.@<'HQX)!I?\+KL:HB>'$(L6 $JIJ%3C4<8U[O7KUU]R'\%[VS<_[M#T;\>]8=E+_=E^).HP 1/V)NX+K,6QE& MZV8V2^\1# 6U$Y;FN"(@+T;WA94Y!G8\7O"NNHNC*$O-MJ:0 ^-4$Z27!8%* M.Q\J47Y0JTGN*N<1DR+HN"-E$$(WO&ZP1Q@+LL=Z+T ,^V ?2(0L_9)RG[!6& MF!:\DR_-QYKJ)D;1F?GH.?DZF+SL5/C!XL26GA"!=4ZBA>4W16 MMZ9R78O*RG#7#=]]+A,IM]LX/'(ME60$+=@L6;\T'3 MCHA!SPSH5"YTY?$:Q5F[A%%L?G8!$S_,H8.XTHC<;&^Y1^*XURSL)$NW M50I<_%@% MMIVQKLM'V;ZX8O9?+&R?0AD"UR::@W@BQGZ#](NSTE:Y&F.H?.@$^[+$/CSEN[:%ZQ1 MU)#]D[D[==]0G]& PZT[&CN4N[F@! *!5#,+!@LRS.=U,S :B:SS]BYDFAE MO\2][&-#0G$YRS!B-!D# M(GTU6*#36Y33Z?%@'PG&V^C=C<,IUI1'Y=$1ZS?KEXXV]_5L)ST3J$-NTY MO4)&GHTZO;8>H]X61KX5TKY5]%WSA_FD-F0[$^C,(:-!C!LTBSH5TP"'-^5) MG%6A)0T?#Q"@U3E51_P6SB333=3*7S90J1*C^WXV\L 3D,M(?'FG&\=KX?(TV<\$?ZFQ5?+I7$/$P+\'YNH&]Y0PSJOXZX_#]02P,$% @ M8S1>6:$VR[4Y" :14 !D !X;"]W;W)K&ULMI5AM;]LX$OXKA+>WUP).:,MV;+=)@*0OV +739%TKS@<[@,MT3912=225!S? MK]]GAI0B.XGWL/?%DBAR7IZ9>6:L\ZVQ/]Q&*2\>BKQT%[V-]7;PC*"E&U5(M=VHJ5>+-RMA">CS:]YOS?87%?V9DKS4Y[Y_ MQ3;L'6%S6CMOBG@8%A2Z#%?Y$'H')@/7SB0Q ,)VQT4L94?I)>7Y]9LA:7= MD$8W["J?AG&ZI*#<>8NW&N?\Y3\^7MU]O#L?>,BBE4$:SUV'<\D+YQ;BBRG] MQHF/9::R_?,#V-:DC2&7"=!=ZIZE2,AWV1#)/)$7GCUK$QRQN_Y)A"K)SX M]]72>8O8_^NDJFZJ*'A'?*WJO>Y<_C6197Z#)1SCXO &>TO4D(?8CH"ZHE>F5**@<-/#"E4D=DI:=RKN3*&$675/ MZ3+-ZTSQTJ-PKRR2E\SH;*TKO!P/3S*YB-%ZG*IHG0#TR[]O3 MKK=QIVND;"3LN9=6F]K!"2*B%@76BU59KFEM94TA?C7WJE@JRXE&MGU22UN# MD+P'AY1)>3:*D7H.53@KO64@0/.@*MQD[P.S@<88=Z.#$",M,D<0)!>2*O$ M&F>MS/.=P()_UQW5+M4JM(QC&;@H.FS'<=Y U>-*JLR@%[UD:8#(V6=?2) MI<9!72QIE2+B$T5=8#43JN'I1-M5-[YG0\R R.(W[=%'#JB5;DJL:> ML/5Y32$5(R+!S]040#YE^$4&C\@*",E4%W,L$$5G 0GT#DR+@]*QJI5H/#& M%#KM"V(&K]8ZY>(PT&,%"EQA; Q1%R%U+_.:VQT9]H)1+ =)TF[U&VOJ]0;=ML.,+61QK)^:PS)UI86O#\T+9D(ZN8=W@NX/H+]7.Q.U=G-A6O8J!>"8(%)M. MR)\(":N;9T+-QG'>FAJ 6+;;B%3F:9TW3EADJDO.;!>O*9N3X;O;F]_X;O3N M#?+#818A)P-:N99+G6MB@>\5;(0752Y3G74 1=^E6;9,46UMPZCIG090?Q MS*0U%VY_#SGV'91H0WW4["@WM3I:BA.0Q9[^="^#G%^M,#8IJ8* MO*T8O4< ;1 ,J0OA#F%V9.A^F+6"NEM)]O:?.MV/GL#W,J;ZH_?<3["N\?AMD@G;/D.D'K")B&';I)!9YGH=DIF6OK.3:85+.*V.,;Z26/:6R$3)E!L(=5 MN0.XGSK.0WXH8EE5X#%"UVV0IR?$6NWY5%5MQ(]\(T T!G88I*YU*HF,PD=5IR"E8G4)V*;FF0M="MZQ!3=2[M,)A@(L)+%2>"QRZ_5]*$"E)>^Z?S)Y* $QESO0_S5C/<[,DSZ[P5V:9)MMX M4M@3U6!?(CX\A\.98"3$OQJ=SO"_"'7':$=:,'!8IC-30=Z@H3?S7@"OD_@M MA\58,!:N1A*U5-T-'^2%/*D;JLH5XD\<_RW=>(UTQW&4,AP;JY"%OIQ[W 2M 1J_4J"/O.<)%3_CSMW- 3B-W9TYKT.OW$8?F56\$J/^:#P+U^$"UW% /(W7 MR4S<<%[N2TZ&9V(\FHOI<"@FBY'X9@B6_3TD;SP9\W62S%C>/,J=C^=1;A>\ MCKU-B4EW#,V[;E"N8U#N."B?.W*?0?"#2N/*J\\B#R4G)C5"8T ;H^$25W M *3;*W'6GR^FN$[[B\GHKRGIQ*$O'B5/^N/Y)%R3T?%#'8M@#*"WTD3D,.J M.0@[XKT8QINS1'SGSQ7_PH,0Q/#;?O/B?\YBV_$=/^BOWF'-CF1G"[.GDKX MT Q^MS09/3DT1Z'^37R1OK;!*)3>,9OE"_3QIV5'1E,YD=@GQZ,W?$'J->X@8J;\JU M?4JMI,Z(&"/\\-'R_2KC$'0_$*1X>G MLVDOD$/SX$W%'], AC<%WVZ4Q!1!&_!^98QO'DA

M6=CJ6[2N%V7FG2R4T+M4XU0\)T]H+=$WB4_\HX0+J,Y0X'Y!ONN'/>>9OAX>]*7S?^JS-ZOO%2/H7D%@^8*WO(*^
MRV[HPGXZT]M&LB(IC!W=O"2(-3CQQP_>T/W:5^GW)$O>DVSV3F1[=Q)V=Q(> M8X]_Z"%!6>Z$5[OEO9YV/#"]?:#DCXN_S(X")L] M#_.&Y^Y%%]5DB7=Z40EB98> 1"FOF6H>9.?
MYLR5;:\'_HDWFGH]_D3/I6:, M_*-OAMH-$2O*)"I@J:7OV6-O%\ M?*)_=;6;6@Y8P8-@ORC11>Q]\!"!#-=,[T3S#;IZ9I:7"];<%35M[.2CA]): M:5%VR<:@I+R]XY?N',X2#.=R0M@EA,Z[W!>ZA&:!+

TX80>*:DQNU1U"YU>AMKO9JDJG$+LF0]#@3R"E[Q_-YX'GP:4I[WR=(B> M[&H&:!P<9O?CK?%S0KGG_6'$F3NNJ!"J:BY;EM%O]HW
MVE7;7_Z&MUWZ$6?\\D??K" ZA< !D !X;"]W M;W)K&ULK5AM<]NX$?XK&-W,33(C2[+\VL3VC/R2 M5-,[GQO%[70Z_0"1D(B$!'@ *-
G_OL\N2(IR926YZQ=;)!>+9]^>7>!B;=U7 MGRD5Q%.1&W_9RT(HWPV'/LE4(?W ELK@R*Z0@8\NN70ET[)E!<5^7 \&IT. M"ZE-
[^J"WSVXJPM;A5P;]>"$KXI"NN=KE=OU9>^PU[SXI)=9H!?#JXM2+M5, MA%IV&I)=:&,U]8(IQ:7O!?VBUJIW?@BR96_N5'J;I96]$ M@%2NDD
:)/ZMU(W*7ADUW_5=7VG)"^Q.:>_XIUE#TYZXFD\L$6]6(@*+2)_^53[8?.@O/1 M*PO&]8(QXXX;,35A;-KX4@:VN@'F\JK 4X;"LHL.'S56!>N?IG^_7%Z
M._W\+S&YOQ6SZ3^LYC/]Y>O]1//SVR_1F>C<3;QYLKA.M M_-N+8<#NI&.8U#M=QYW&K^ST%_&K-2'SXLZD*MU>/P3J%OJX@7X]WJMPILJ!
M.!KUQ7@T/MZC[ZAUQ1'K.WI%WR1);&6"-DO1F"G^/9G[X) Z_]EE<-1WO%L? ME=,[7\I$7?90+UZYE>I=_?
S3X>GH_1ZTQRW:XWW:K^YEJ)P2=B&N*X]OWN]" M^*,ZQ">-)-,"4LBHOIB:9"#>A$R)GW\Z'X]'[V]L44KSS$^'[]*[844R]S. M92Y*9U!'N ?
_@9E"N=]DIXNPAKB2U]59;680.L2:LD0 LDR4>ZS#P MMAJOUYG-\^<#NS90ZJNYUZF6#AG<%^1NY%^)_Y U(K&&N%R'9U!-R,12&>4D
M5M,FJB141S,!N+C9/+0),E M3/)<>+TT>@%!$Z **9'4-B!UX ,54P#%9KQDQO8BDRLEYDH9H7+*2W+9@!U+ M"'DU8?Q#7NXH;
[TS?]YR;EDY7Q'<8/F]J_(:I5/+*I<19!V1F4HJIX.N)>Z> MDDR:)2LKM.<>UJVCV=U-6T/0)EU*EK!?="$6+6! 0YW@&YP(FUDL?^Z+1+F
MEHL5L3$W.;BP-A@;E$BU3W+K4=\>2GZO=&U@&QV(.D%>S!7$-SOZ72Y*6L=B MD47RA)A,DC%1^&(R^0J)N]-/ W
).\J6(!B@A=*:=#X:2^D*5)$IE_0\>+> M;[E"HV3$**&K"1WP,N.WG5DWPJ6!?, E%%()8_Y@NV38B&U$V6W5.N _=FL
MJ+,PC[MI"2ES.'9>R\FFZV~L0%Y@30\ M*^F(E2%W"Q<5<_#TT2$WSZ-^:TQ3Y"_W(RDQ,::"\D^8_H,'2.W MDYSY (WQOI=V.KKNAX9J<_5;K
M0<00Q"Q1+3Z.B%PL$(HX+11Q6(C-(U8U30E)MV)> MM6"K*B7;.*E&CGK%(=MKL*:"'@7Y[[(LR14 M/ HP.?5WKJAI:"OA=[-9362Q>M#-
]S#06,9:@,/@ M::9LHN=W-,/=VU4D[3@YD/<_3&;7. GZ"DLGLT?^96H5S&J82^#PC@OH?*PX MM:C=QB;)6&-CI+1?:F,X, L@W[3$PY-Z-NE:U:RB%@).
[\3GVYJ.MUE*^2T M"AK]QK7?U:XC-@RQ@901J>*@PZHP 6";A*=$>NJZ$,&FYO'-T75?*9ZWI7B^ MMW#NI".7>/$ V+,,[+.K^/;KZ'J-.F-%1*0:Q26U
U*\ZS@TF=V !4N=B/$I M9K*[[B)&,Q!TG9#L4@>:HK,C'#AC2M>^V9W/<:E>:8Z*4:%A=!"TV@PG-IP M=^]=^N27?,E.X0+3Q*K9]VUYD3^+]
M[48\WH+_*AW*V*-I+[!T-#@[Z0D7;Y;C0[EW^;,;0BVX)\9)A7E2 #?Z0*@ M>: -VNO]J_\"4$L#!!0 (&,T7EGFA9@/CP, , (9 >&PO=V]R M:W-H965T]CI
M(,EN#T4/3LPDQMI2*BF3W?[Z4K*39K:9'+:'7BR*$C]^(D71_:-4G_4.T<"7 MIA9ZX.V,V3_ZOE[OL"GT@]RCH)6-5$UA:*JVOMXK+$IGU-1^R'GJ-
T4EO&'? MZ9[5L"\!JX$/BO0AZ8IU-,XMOO=AD\5'O6%#/8D*RD_V\DOY<#CEA#6N#86H:#A M!2=8UQ:(:/S987IGE];P4CZAOW-
GI[.L"HT36?]6E68W\'H>E+@I#K69R^-[M[,Z36+RUK+7[PK'=F\0>K _:R*8S)@9-)=JQ^-+%X<*@Q]\P"#N#T/%N'3F6 MT\(4P[Z21U!V-
Z%9P1W561.Y2MBD+(RBU8KLS' Z>S>;SV=3F/SZM)R/)DL2 M%LL%C)ZF<%Z;SS[-GC[.X&Y9K&K4]WW?D&L+X*\[-^/63?B&FQP^2&%V&F:B
MQ/*UO4^4S[S#$^]Q>!-P@?L'B#B#D(?Q#;SH'(?(X45OX,WQ!<4!8:-D Q/B MJNB^4"[,#B8N"ZC@]]%*._T?UP+0XL?7\6UM/>I]L<:!1\6C4;V@-
_SIAR#E M/]]@'Y_9Q[?0APNJU?)0(\@-3'F$)W9&N<;V)=IWKR)9/9;X"/03VVK<^ MUJ=(K:4VVDYUI0TM$!&SHW#*FLJ^$ENXJP1IY$$7HM3WC[#<*
<17MP*>B,=K M#6798+.BV)]2;3_1A32]SH11[9!:&"!W(*3HI@P*?>*VPFTEA.5&BCVJ2I;P
M(T09BWA&0LQ9P%,K!"S.HU:3A2E,BGUEBKKZRWEMFDK;%TI#>5 6S$)W: GC M00(QRX,(C).:(A8&G$8-5(9A_!6*/^-=A>S7IS?VS%/4QJ#F&59U
H1)^$_ M! -%^6T8XJP[-$^B*YJS,]653G&Z(?_C+>BX?'_ZPS1DFLSP,8%S55#1;BJR@OIDF+"'"3E+,D[$&8<-;K<1HSUDOC4QD2M;7<"I?S
MNX#'+,U"FSI.84UL$B/*8A)S)^4LZJ7WWW6L;Q,9AA$C:"M%/1;E^57=M3?(MO^@J]/QM7>^T-7X0IFTP9^VY/8_:KO3/]K:W?
R@4!5M#C1LRY0]9XH%J^V4[M,7+O>M1*&GIKG;BC7PQ4=@.M;Z0TIXEU&PO=V]R:W-H965T?3C=!Y,,8#6Q<[8IR_WZ&R3K:8,WTG"Q3T92U5S@Q-
MU<;3A4*6EIORS M]O^/EC MGV"_79FK8ESN3<8$S!7J7YTP='C"3^X$3.,>% M.=]LC5WPAOV";7"!YD@K#6AV4$9:KF;R'%AB[(PBKYRVF>&S\MO
M7^?P.)F.IN/)Z#M,IH_/\Z?1(4_6WDMJU(<*-7P#M0=/ M4IBMAJ\BQ?1\OT<,&YKAD>9#>!5P@<4=M'P70C]L7\%K-6&W2KS66V&K#1/\
M7V:5X<)8"BTSGK)**'%F4*-PE0+<@V/7#"1<);!@A:15&DT_#5:::-(5W]? MRE!%H'V9@#UK][I@"0Z]67LKHB(%OD+YC4DZ"JN'VTFA@T(U6699*E;\-
>:/X1 M(C?L1?3NNKW.JW6AY!JUO42H>FLDRY8;Q%UZ1E'06"F4)Y(@ZIH*W.EUX=.' M. S"SS#>*455I[-G=JJ*CZ)*6,$-X69(-P/(5<8W)0 YB4-
H=7R8B$3F6',L MV,$>*>@%/@1NM_OJWZ9L<^H[BMVX'0&AG"<87^@^UH35IBAC>K;]);2DI!O M5H)RTG;#N$V#(':#,
(8K(HL:D47O%MDQC/E9&B\I["KF984M23J_U:>\S+DY M_!^-31(MQ&P3M,=S)TS5*9K5IL^.JO;R:EXUZ2>*BY.Z,US35O^N2^545>.K)D869;-9
M24.MJQQNZ5\!E36@[VLIS7%B'31_\/_%!+ P04 " !C-%Y9PUJI.6\# M #" &0 'AL+W=O4K:1;Q]@7\3;G M\
(P.AYSME/YN:D0+CXV09A[4UK;3*#)EC0TSEZI%22L;I1MF::BWD6DULLJ#
M&A&E<3R*&L9EL)CYN3N]F*G."B[Q3H/IFH;IIR4*M9L'27"8^,2WM743T6+6 MLBW>H_W]__A!> J?@60
M[@&IU]UOY%7>,,L6,ZUVH%TTL;F.3]6C21R7SI1[JVF5$\XN;FZ7#W#^P-8" MS<4LLD3I%J)R#U_V\/05^ 0^*FEK [>RPNIG?
$12!CWI0<\R/4EXC^TE9'$(M:9SF)_BR(;_,\V6OY8=K"S?5RQ_R7<@)^1%BN05/RT1^46*OI7JI/6),5A9F.R1*A5(:FN 1;(ZQ4 MTS+Y],9000B_[
]@#RD55:QQM$3IHC=*4.F[;,X]7G6&XLS%%,ALB\T:M7?\ M!LO](.GM=Y\,5AHK;N$=*[G@EJ.!,Q@G85RDKA.'21[#!S2&JD5KRH>JPW:Z
MCSS/PGB27)/M?T?L_XB,:?6G_T[X>3T^2\!FZ#X=U?_ M02P,$% @ 8S1>62\Z\Z(A!@ 50\ !D !X
M;"]W;W)K&ULE5=;;^(X%/XK1VQG5:043.!#5B1G;*>W^^CW'"0%F*#M]"8GQN7_G._;E6JIGO>3< MP&LF(Y_I-(E3&#GVK1UBO%66R%,M'V7;?;SEB:
M-P:7=FVL!I>R,"+-^5B!+K*,J;=K+N3ZJN$U-@N3=+$TM- >7*[8@D^Y^;(: M*_QJUUKB-..Y3F4.BB=7C:%W<=VC_7;#UY2O]QL[QC)GFM](\2V-S?
*JT6] S!-6 M"#.1ZS]Y%4^']$52:/N$=;77;4!4:".S2A@]R-*_&6O51Y^1<"O!'SK=VG(M>GG+#!M<*KD&1;M1&[W84*TT.I?F5)2I4?AOBG)F8O>+J_
MOYL\C#X[,+F;SB8/-[.IV^JO+Z.'V=39[!O/'IY&4QB.;N';<'#(9CF30.)VQ MN>"Z>=DVZ!=I;T>5#]>E#_X[/IS#H\S-4L-='O-X7[Z-\=1!^9N@KOVC"J=\
MU8+ =_I6S+%SZZQ^#&,V1MBTL!0*98ON'W_>SC71B' M_CD4?*D[/*R;FNY"KUC$KQK859JK%]X8_/Z;UW7_..)Y6'L>'M,^F&(3QX7@
M(!.8&AD]P]/*=L.0NB$U;X<5M;0D(G6$O7"&? G_E*DHUAQ6EHV73\'\RBA.14V$CK !!NF "#&6QR$TJ MK-1N5;%&-@=4B3?.E&Y9=X?:
(NZG6!RK@"T6BB^8(2FC4F3X"%Z8*"Q,F1 _ M6)#;A,*::3@)ZJ*WCEM"OT@@ET=,*BX8IR?6UA&FZ-1,T?EUIK!\-]_GNS53!,\=M.?,44LI)0-/9]N7R(
M4XX;O_] [Y<02EBJMICA+%KND\V"^O<=IB%(8/YM+6*0N=T0$S90526H+;GA M^O7TL=)Y1GU$RYF,N7!P4"/=F3TVW/33V::?V#8K%\06)19$FB
];3JF6?:_ M1!BF@OBQ&WZ"6Z3*&%, ;RD7,;B?8)+JY[-$<8M@1#8"2)'82O _??;?*PP M9 L8"N=&9IC/*GQ\V0_SA*CM'"BZ-7BZ'QLS2RDP\SC1OQ?
O#)FC"@]/Q4.3 MIZ:S>KJP)*$37U4^(PT2V+9M-YWTPE)A%=#8^1$LONL%%BL?'$H_3*/AQLBA MB=-WPKX'([Y&-F %BJGT7U0[?X-
KB9U&OMXBKT9&8AH#I],/-T6L:&913:A3 M'%%([-,O&!7B94PO]7^^T_V'W> MV\W#@:QYKN.Y'AQ!8:]&8>]C**PH#'L [S"ZY"EJPESS0Y \JOTP)'?
-1+MF M>&D&F,%I,R]*L"*K4YJ<;=;V)T>J(1)(&6F2TDS6%=KU3\B:+8D'=D_-,"$ M[JW8[%JL;=]N)-(&ID?Q%YXC5YQ T
OHW./2T\,C2=_^AKAWR@0OO<3CW#.W M+=7I=J'O]7!'!P\OON-V>_"9YTAVPNYD,=Y14CH,TV4+M_E!!Y]]S\,3C!\& MT'%(Q%XB*H3/!-
Y00]_SQVWTST(B?;.52?C:F$O=)@VFIOE MK:=>K>^,P_*JM-U>7C@?F5K@00 $3U#4;?5P1JGR$E=^&+FR%Z>Y-'@-LZ]+ MO/=R11OP_T1*L_D@ _5-
>O ?4$L#!!0 (&,T7EERF.%!*@0 'L* 9 M >&PO=V]R:W-H965TH'G M#7HEXY4S'=N]N9R.1:,+7N%<@FK*DLF_K[$0VXGC._N-!=_DVFSTIN.:;7")
M^EL]E[3J=58R7F*EN*A XGKBS/S1==_(6X$_.&[5P1R,)RLAGLSB+ILXG@&$ M!:;;6& T/.,-%H4Q1#"^[VPZW95&\7"^M_Z;]9U\63&%-
Z)XY)G.)T[B0(9K MUA1Z(;9?<.>/!9B*0MDO;'>RG@-IH[0H=\J$H.15.[*7W3N\1R'8*006=WN1 M1?F9:38=2[$%::3)FIE85ZTV@>.5"GM[/%_=W]
[TN8WRY@^66V MN(6+![8J4%V.>YHN,&?LNC46O&%L"%]%!7,%MU6&V;%^CX!UZ((]NNO@ MK,$EUE<0>BX$7A"=L1=VWH;67OB6MTQ6O-
HHF*.$9 W?A MFBF> JLR^,R+1O_\X*T#9Z\X[I*.M& M,\LK0K?JD&0M$JA(G%4('G*)>)1M<$^^'>^8I#&?\&!V]U]! MC>#^E2^_P$44NK[GF>G
33S?;@7N,/3-EC]P8R_Y_R ?;2VA0_:,DDHC5$VY MHE>@I[8/H&\<#2(9N$"1F%48A)(D[C(*] M4FT"J.#CAR3P@T^O1C^!^?+;V^?[<7$HY ?
#;AX.@GUN'L)^W$'AU9!<.*% M#V+^GA"U'E,,O*LH-A'PKNC]VW72KOUA!^7?Y,YPM]]QM_]N[LXJS2TOZ/<# M2TP;R36G&-Z^I$5C4F
M16G">4BIUX0_Q>ZS(-[#[EIH)'BL.$XG_-[P9U;0 MD8(M4A3P".N)$O V\7^$DNJ'524L-=J_L3GD(E. -G5!&/X34LB81JH BDRA MU>$E.:+-3;15-
+8GV#)%14?S7[O7/2H@I\L$_5(T6C:9_\IK/AZ?GV*G37=3 M["PYJ)Q"X\2"F[S >@N\&L?<3Q6(W\OJ04.XG9AZ9;Q)Z\,BD9.:50]KT M3GP?
A*;@^)'K49&AH3_H@Q^Z"=WF!VZ?)$YE:^^@(2A1;FS;HRAF5#[;WJ#; M[3JK6=M0_!!OV[*O3&XX>5#@FE2]JYAR3K:M3KO0HK;MQ4IH:E;L-*?
N$*41 MH/.UH!S;+68"-(!G2! (L !D !X M;"]W;W)K&ULC59=<]HZ$/TK.[33269\"_[$I DS MA#0M,RG- .E]N',?A%FPIK)%)3DT]]??E>P8DE*F+
[8D:W?/KHZ.]W(GU7>= M(QKX68A27W5R8[87W:[.*F0K9U2(;M#K)=V" M\;(SO'1K]VIX*2LC>(GW"G15%$P]7:.0NZN.WWE>F/%-
;NQ"=WBY91N'ZJC/R+ZX3N]]M^,9QIP_&8#-92OG=3B:KJT[/ D*! MF;$>&+T><8Q"6$<$XT?CL].&M(:'XV?OMRYWRF7)-(ZE^)NO3'[523NPPC6K
MA)G)W6=L\HFMOTP*[9ZPJ_R2AM9-,:$H.!E_68_FSH<&*2]WQ@$C4'@ M<->!',H;9MCP4LD=*+N;O-F!2]59$SA>VD.9&T5?.=F9X>UD.IJ.)Z,[F$SG
MB]G#EX_3Q1Q&TQN83SY-)[>3\6BZ@/'7Z9@^S$:+R=?I',X6;"E0GU]V#4&P MCKI9$^ZZ#A?\)MP OLC2Y!H^EBMD%T MPE_8UB-T_L+?^)N4CZ@-
L3HX*#9?AGM-1&$9W^/99_[3XZ[MY> ML0N]91E>=>@.:52/V!F^>^,GO0\GP$\6SNN#:X@J6][\ 4 A40,HL& M]V@8H>%[",L&
C!ML=]@AL62RA[Z[F!#..,E^9&5)D-]?@&WC"OXQD2%<(>/ M*& LM88285\:[9^*I$NJF/>5D?#;>X M0L4$C#989D]P+0E#$S:
M^#WO&C@TR"*ZED06-O$,7P,(<%P=*5 M>H)2&MP[B+PPB""[: _@&B00NBEJ77H1U[J6U^#03T;^)'SV$M3N^JE00(G
M>!.WO(G_F#>C0E8VZ;96)'Y4#2H*U0-FS"#,=VQ+Q5"(KC['>',ZWH(8P9HX MZCD._6 <5?AS+&5C:1N+/<=R?%JASA1?MAQ[S8T;5'2B5NP)-
]W4ZI#E=,;V M5S<63&N^YAES_P92$=,PKI&2(QR<_ KL!K=2<\K"\EDZI7@+[]ZD@1]\H%%* MM*CU0\AR4Q-+<+;D@AM.%$A]O]T]RK*JJ 2S=Z?
VE,F";E5N?X"/MBPT1S@3 MQ.5S..LGP3GT_1 6.=7FA:J^RF9*Q3_U_7BY)G6XN2% ;N%5Q5R-7%GVHR,% M:I?P)[41FO OL<0U-^=4GC,_Z;MW$,;NG?
3"YMT[/T'KI*5U\L>TGM%M*RNJ M^?()/J'<*+;->4;+&\KF*(5/^CXN?9;7:RF(E+S<@+$_2="YW%F6[\-O]N&5
M"_\+@X^.P$'DIN^>-.3=>WF4XW8U8T?]VJA"7C^RPN3'B9?&;I2$ MGA\E)6F5[H!)[N*0="RAI9G?MSW$A(T:Q60_4(:VF/U+O*2?JV#?2^*0QJ%
M)%6QBQ'Z R],CXM4]Z!K(9@;UYMIHCWI0MW M*MM^S>]NY[]]KIW_,+4QBJ]
MP#69]M[W27]4W8_5$R.WK@=:2D,=E1OFU,*BLAOH^UJ2)C<3&Z!MBH?_ U!+ M P04 " !C-%Y9_L $BO # #R"0 &0
'AL+W=O;2FS#>1M6(%F"6)WQ3#L RV?+:&2 MJ))4G/[['4G%D1M'*_9%?-'=<_=\8Z<[KCX(G-$!4]56-W8K5M3.?&KV[L5\REM5%C7>"Y!M
M53'Q(1)+OILYOO.\\5!L@\#-S+GP MSR]C+6\$_BQP)WMST)ZL./^B%Q_6,\?3A+#$3&D$1L,C7F%9:B"B\;7#=/8F MM6)__HS^F_&=?
%DQB5>_%RL53YS$@?6N&%MJ1[X[G?L_#$$,UY*\X6=E8TC MP!]6*EYURL2@*FH[LJ@4 L/;&C(LKYEB\ZG@.Q!:FM#TQ+AJ MM(E<4>ND+)2@OP7IJ?
G'FXO%S0).EFQ5HCR=NHI]2\WZP N+4#P!D *M[Q6 MN82;>HWK0WV7R.P9!<^,+H-!P 4V9Q!Z(PB\(!K "_<>A@8O?,M#I*1)^/MB
M)96@0_#/,1\M1'0<0A?&N6Q8AC.'3KY$\8C._)>?_+'WZP#!:$\P&D*?+ZC0 MUFV)P#=PQ:N&UU@KJ5>&.MP\405*/$9[&'B9(V0'@*4!1 L(K%Y3,39-
B51E MBI5TO$M69PBV'12UK7E=/#L4)"]APTLJ8PDG10TJYZTD#'EZ#LM<(!ZR2LC!)^=##/1+!:\RZ M'7]T/(A"MZGW?/.^U2? A&X$-
:^S5@@R2&Z,1TD:TQB/TLC_?T9Z>1C!"W(T M"I/(CH$_K-1C1'PH+?2-GA/"W];4::%\IUXW&0?PV71FBO_%(ZEM$1Y0WU9: MW1;8$D4%?
R$3\GM.$H*S=/P:X;J0&6^)VP,E]K527'!SK$X-FCK>W0WM#$6=&XL@Y^:^FH4.NFX&&?:4>VP*; MF(8PBI,S]L=Z.J$RFZ03/4U((
A]/4TAC3WJ0F21;12AQ$'0'99-2XX@M&3' M)HWR:)UHV+?*=$8_&,5)2J&4$HJJ:;5(08(4# 4G5.YI>MJA[8_7L?2ZO7NX M0K$UKPT)QJJ]DO>[^P?-
A;W'7\3M:^B6B6U12V*Z(57O;$(I%/:%81>*-^96 M7W%%;P0SS>E1AD(+T/\-Y^IYH0WLGWGS?P%02P,$% @ 8S1>624-[0T= M!P -#T !D
!X;"]W;W)K&ULK9MM_ MBL;M=-*9- ;\G":><)\?=EN,W^%0X]=T#6.Q)4%C4./ MB\-XV6;K&'OSU"@,VH:F]=NA1Z+6^"H]=Q>/KVC" Q+ANQBQ)
R]^/D3#NCV MNJ6W7DY\)M(@ M;?$GP5NV]QG)6WFB]+L\F,VO6YKL$0ZPSR7"$_\V>(J#0))$/W[LH*WKZ]:PA>9XX24!_TJW+M[=4-I!GP8L_8NVN[9:
M"_D)XS3<&8L>A"3*_GL_=P]BST#OOF)@[R,0X/>*P:=G4&GJ8?NSJ#;U$-O M9]!KZJ&_,^@W-1CL# 9-#88[@V$:W2P<:2Q-CWOCJYAN42Q;"YK\D

HBM18A M))'4[CV/Q54B[/CX\^R/QYDY>_@+36Y,=#]S;F;V;#JY>4"3Z?3V\>9A=N.@ MN]O/L^G,ND=G)N8>"=A[]
$]WIOH[.U[]!:1"#VL:,*\:,ZNVEST2K+;_JX' MTZP'QBL]Z* O-.(KAJQHCN*\W-YN:=NJ?Q>][MW_/NJ,U-[MS_55SM[FYH8AD)Q=W)^5U M7N4]<32+&
(\3,=QR]/=GT0#-. [9/S6]^Y31NO4T.8MX M-7[W1N]K'^M4 @DS(6$6),R&A#F0,!<(5E)>-U=>5T4??Q,3-HF6R/?6A'N!
MG$V)3WB=Z)2@4T4'"3,A858&ZZ=@:9=M3?[:H)TZ4#"7"!824V] M7$T]I9INQ!HVH*QNP:EMX?:,-R,P?R+ET@6"F4_3R4?
64HIQY;G8MA@:T0_I&0C1>(B8F=B]< M,4L1G^-Y=E&LI2KG]@SJE*!T?*H2^I7HZ?IH)"?UDA3ZE?#IVK#?/U",U8QF M-Z,Y-#HP2+8";B.*H=
MVY6H4T,RJ-R/7&55OIV0/JU!)7!U/FU(GPXDS 6"E:0RS*4R5'_7*>.(+M"2 MTCE+O]'2 _$Q0XP&TP#A;W/EBN5<_$"J))ZO0J$R=XN6G,G>"
M.K6:.;5!G3J@-!>*5M9-D8K6E?G&\6U,EB02R[*I6-\3CFS/)P'AS^B_PS.U M$@)-38/23%":!4JS06D.*,V%HI4%662H]2[L7 J:J :EF: T"Y1F@](<4)H+
M12M+L$AKZ^J\MACQ,/)"FD0\RWX\U6;1]&J26+RY'4X^4[6SDR4%2;- :38H MS0&EN5"TLJ2*]+I^)+].(Y8$6>YC&6,LA[9SQ'$*5A9C47?0A[!+.]"2 BC-
!*59H#0;E.: TEPH6EF"105"5Y<@FB[M MJG6 0:]F:0>92C=!:18HS0:E.: T%XI6_E5F48,PU#6(7U[:'>$JEG9JRU-U
M!TJS0&DV*,T!I;E0M++NBJ*#H[8KY]?+4*^IM6N]@Z%.W9F3)0=:9 "EV: T!Y3F0M'*DBN*#,:1(D,S MR?$M/2(YHY'D(//L)BC-
J79H#0'9"TC43K'XH.=#"!"C- J79H#0' ME.9"T3+)M?>V7(8X7J;;;QGR9<(CVZ"6G\VW^$[2C:T'YZ?ZI:G7G+?T2SO; MP%O@L_W$7[QX22*&
KP0KK2+@;BQ.-NBFQUPNDXW?#Y1SFF8?EQA;XYCV4!< M7U#*7PZD@WRC]/A_4$L#!!0 (&,T7EET@CB>:00 &,1 9 >&PO M=V]R:W-
H965TI9,%XBJ:I\:8LUQRBOC,K"=B$,[1(1 M:HT&5=L]'PW81A:$XGL.Q*8L$?\QQ@7;#BW'VC5,R7(E=8,]&JS1$L^P?%S?
M#&T;IV;S'&U087X0O!6[)6!#N6)L6^Z\C$?6E"/"!=X M+C4%4G_/>(*+0C.IO ; _]<#T%C4(5NU[%7PJ5(HM& LRW@&JW8=*%2O[)6>A&J
M$V4FN>HERDZ.TNQ#-IUF*9A\OGN8WDX>5&'V, .W=REH^Z;9E^SN,0/OP4PE M:KXI,& +D.(%YASG8(J?,=U@\#;%$I%"O%/ QUD*WKYY!]X
0L'#BFT$HKD8 MV%*-67NVY\WXQO7XW"/C\\ G1N5*@(SF.#?8IZ?MDQ/VMM*J%/ *N-#U#>.9G&_NF<+Y;]ZSG_9^((;79H]7\7E'^"9H320JR#\]"R9*
M9Z[6O2H(*:[G=KE_IRRH@!J16\1S_\RS7[-[YOY]2YY(]9HCH>6V@8%YL_8
M&OWZBQ/"WTS27Y(LO219=B&R@TGRVTGR3[&/VG4ZW\W0O)ZA^48U4PG4R@24 MT:9Z!9#0RUNN,'C"2T(IH4O=L,:<,-,2'-?
^P\J_/IF>1U[DP6A@/^_/3A_E M0P>&AZC4@'+\Q#M$92:NR'WA.A J:(4*3@JUG\US5I9$Z.-0@'S#M01:D.,: MU-3!WH@"Z 0="?H@/W$ZL:5]D .CH*N
>6%'C0K$+8*A"<5N"T9EU7\N3EI MSM,B[(WMO1_[24<,$RH)N_E@0#E^%'7E,,(\Z)GUB%H]HO]KZ6#5Y'?C6O21_D0=I,A/8LK>XWK0**XE2@^?
02L$%UB\)&^' !?B5R!275WP?P* M_$'0$RF(_''&<1!?\CBX)%EZ2;+L0F0'$Y:T$Y:@GFAF[4 MW;PG!E@<>/H^(ZYK1VX,O%&)[4:4P*U;14BYUB:;RX
MPI[G,'!ZT9I@,'#C3K0&F!O .(:=<(VX* [)(_'N/02Y<)Z#E^X/DG1U.H\O>YVO5LG>>S2J?7I9O=:%.N V5-8O@+:U_2)P M6[V#.^UCYV;B&-I3_06A>J2^T-
>?'SXAKO83 0J\4*[@=:3FE-5T;]02P,$% @ 8S1>6>+^>H](M P JPP !D !X;"]W;W)K&ULK5=M;]HP$/XK M5E9-
G;0V[Z%T@-22P#9I705M]V':!Q,.$C6Q,]M MU_VTDCH"FC4KXD?KGG MN?/=Y7SI;2A[Y F 0$]Y1GC?2(0H+DV3QPGDF)_3 HC<65"68R&G;&GR@@&>
M:U">F8YE!6:.4V(,>GKME@UZ="6RE, M0WR5YYC]N8:,;OJ&;3PO3-)E(M2" M.>@5> E3$/?%+9,SLV:9ISD0GE*"&"SZQI5].?:5O!9X2&'#M\9(G61&Z:.:
M?)GW#4L9!!G$0C%@^5K#$+),$4DS?E><1JU2 ;?'S^PC?79YEAGF,*39CW0N MDKYQ8: Y+/ J$Q.Z^0S5>;2!, WQX&/YU10["P\/P$&()MS7<;8!'
MQQO?!!\=;WP3?'R\\%4Z>%H_G<5_@FL :R C2!F"Y)6E8-,D\D+'$/?D%64 UN#,7C_S@ZL3TW1 M;Y,L;),L:I-LU";9N"6RG1QRZQQR#['+'%(W84J6J
"F[TP2 Z*S+%UBE5!- M"5,R!II17:+K@=_Q LOJF>OM5#BH^*VIT"99U' W[+W#S!J4^>X);*=('MU MD+V#0:X+ BL+0E-
02P9_RR>.X[JVMQ=4[X7KG,#I=-U=L;!![":+H=O;8H@8Q M]\+M=O<"T<3FN\X>V[A!K-OM.G8MMN,\OW:>_Y\OI"RB\%3(SDPZ45 T ^E*
M773_R@6Z!H9$ HC DT"V@W)*1-)XM_HO31WP86]Y^6#%KWUTVG0&;BV[>_% MHDV=HS;)QBV1E=$WM]HPU<9_PVR9$HXR6$AZZ[PCM;&R-
2XG@A:Z,YM1(?L\ M/4SDWP0P)2#W%Y2*YXEJ]NK_D\$_4$L#!!0 (&,T7EDS#2_[L@, $P+ M 9 >&PO=V]R:W-H965TN*],5Y%B>\P*8?K/@(L=*#\72E84
G%FG MG+J!Y\5NC@ESAGT[-Q7#/B\5)0RF LDRS[%X^@"4KP>.[SQ/W)/E2ID)=]@O M\!)FH#X74Z%';ATE(SDP23A# A8#9^1?
C'WK8"V^$%C+G6=DMC+G_(<93+*! MXQDBH) J$P+KOT<8 Z4FDN;X?QO4J=;U9N98PIC3KR13JX&3 M."B#!2ZINN?
KC[#=4&3BI9Q*^XO66UO/06DI%<^WSIH@)ZSZQYNM$#L.87#$ M(=@Z!*]U"+<.H=UH16:W=8D5'O8%7R-AK'4T\V"UL=YZ-X29SSA30K\EVD\-
M[QX^7MVCZ\GMZ'8\&=V@R>WUW?VGT4* (2O;T$A0F5[[3'Y]DE>OOF'7J#"$,/*UY*S#+9=Y5F-2NZZ9;K M0\45'.&:07&.0N\,!5[0:7$?
GW:_A%2[^]8]W'=WM4*U3$$M4V#CA<=DDO, MR]L4N\,C3F3G)(,5YG(,C05((&I:D*+=4T89BG!%,WT).B\5Q)]&\VE$CIQ MO[?
I40%TV@',;;Z0!4YAX!1F+?$(SO#??_S8^Z]-G;\4;$^KL-8J/!5]^)PB M$E.='$8=;E-'X0VT9D(5+K;AS+7S.(R"7M1W'W=WU#3J]N*P-MHC[=2DG5>1
M%H(O0)J;27^P!;135J&B'8#03[H'E"U&4>2W4T8U9?0J2@%\)PM1RJ5J!8T: M#''OD+-IX[5#QC5D?!)R7 JADUQ?
3:H4U;6@CT&*"Z*TIA3T38OXG)*EA6_E MCIO:)<$!=XM-?(2\6Y-W3Y)/6,ISJ+(3%?@)SRFTX74;2_=\[P"O:>-WNT<^ M?U+S):_Z_.:R7?[FTR>-
]:,DZ1P>I:;5CLY[C+V:L7>2L:H->$L*&]UDR/93 MU&NLW>G%R0%@BU"'.R*C[[U4.N\DY ,WJ> M\7,
M3_P@.4*\4YO]D\15%0%T8X[/65USGW0%JH[;V4MYV:\Z4RZ)395O5QMEFBZ= MU.B*E3D(FT*M%>@W-'^NW_AO1JPT='=:'=-G?L)B29C4-
\Q"+^&==W76B*IU MJP:*%[;[F7.E>RG[N-+M+@ACH-\O.%?/]-0U0WT\!=02P,$% @ 8S1> M68.)+)70 @ ^P8 !D !X;"]W;W)K&ULK55;
M;]HP%/XK5E9-K=0V:8 '42"7E2DE2)HMX=I#R8Y$*N.G=D.M/OU.TX@HVN: MI[TDOIWO^\[%QX.M5,\Z 3#D)>5"#YW$F.S2=7640$KUN"X*67""0?
%VDR% YD;S@3,%-%YFE+U.@8NMT/GPMDOS-DZ M,7;!#0<97<,"S%,V4SAS*Y28I2 TDX(H6 V=T<7EN&?/%P>^,=CJ@S&QGBRE M?
+:323QT/"L(.$3&(E#\;> *.+= *./7#M.I**WAX7B/?EOXCKXLJ88KR;^S MV"1#I^>0&%8TYV8NMW>P\Z=C\2+)=?$EV]U9SR%1KHU,=\:H(&6B_-.771P.
M#'S_ P-_9^ 7NDNB0N4U-30<*+DERIY&-#LH7"VL41P3-BD+HW"7H9T)'Q[O M;N;D=C(=3:\FHZ]D,KU]F-^/'BWR9/BVMR?'32@-NJ8M8J<%L?
X,Y!&Y5' M)E=,K#$>&M0&R(^YY)Q@J6RIBG_6N5^BMNM1[>V[U!F-8.C@]2HPG?#SIXO M^]*@N5UI;C>AA_OLJ;?9BZ0V^I10;3-
L$B!+6#,AK%^XD(%B,JYSI20+"C)[M[S>A-W W-?HZE;Y.H[ZKA*HUU%9-
:=@YX&H'K7X]75#1!JX4B.B5L!03;NKXN^_X6_7N]0'_>X_VMR#AI0")M:V78UDN3!E;ZI6J\X^*AO:W^/ELW"/=<&$
M)AQ6:.J==S$FJFRUY<3(K&AO2VFP61;#!%\G4/8 [J^D-/N))C>N_ /4$L# M!!0 (&,T7EG5L=X[W (+() 9 >&PO=V]R:W-H965T6U#&G610C]W*9"
JG3,.MY*HJBBH M?+F$7*R&CN^\#MRQ^4*; 3<9E'0.$] /Y:W$GMNR9*P KIC@1,)LZ'SU+T:Q
MB:\#'AFLU$:;&"=3(9Y,YSH;.IX1!#FDVC!0?"UA!'ENB%#&GS6GTTYI@)OM M5_:KVCMZF5(%
(Y'_9)E>#)V^0S*8T2K7=V+U'=9^NH8O%;FJGV35Q$:10])* M:5&LP:B@8+QYT^?U.FP _,X.0+ &!!\%A&M 6!MME-6VQE339"#%BD@3C6RF M4:]-
C48WC)M=G&B)7QGB=#+^=GE/SL@$LR.K:8&KD9%AM=-U[-?-K,'.V:?0'E. M0N^4!%[0L^+5>J!R+:,AZWQC61^44LD[/0BW'UEYMF+%'=V
_:]"V5G59E M9[]*P>=G&F2!=3K5IX3C3PZS\V.Z&^KNAJ)>%'?C-[HM49T@Z-MU=UO=W?VZ M31:9PI*0,6T3MQ?_KXET(+
(MJ[W6:N^@%=0[I/$#D6T9CUKCT=X];O:67-&4 MY3MS,']779'O=8,W.6B)\OR.9_!?JNO?Z@*[[^;WU;AEJC=%1ZW*N/_5^'Q
MNW^.K<(M498*=S=.5'.;^4'EG'%%*D":0+P^TP(_=HQYW9[34O^ E!+ P04 " !C-%Y92[@4V@\. "EO0 M&0 'AL+W=O5[*/.!+GC-
#G=WEQ6_EC3%5\&4Q7Y9OCFZJ:O7Z^+B^U"+ M15I\O3#%K_.[-47CT\,;'[/JF:MXX/C];I=?FDZE^77THZI^.'RFS;&&6998O M@\)_];\\&
[VYFC0[)&9FVG5(-+Z MGUMS:>;SAE3OQ^\M].BQ9C/PZ>L'NMQ\^/K#?$Y+GY6Y'=!T6Q=TYH7&T%L1M>',%VLVOU4%?5OLWI<=9Z(
MBU^"OP<_I461-BH*7B2F2K-Y^4/][J^?DN#%7W\X.Z[J2LWVQ].6FMQ3HV>H M8%O5\6K(!Z\#*)!-.S8
MGTO_<&D^OPJBD\WPN.O/X1_^R:R\U<7AP[NJRS]77?VYZMH_/#'3>GC8-=PY MDO&C8.,-+WZ6][D*WBW+JEC7I] J^/>/]0;!N\HLRO]T[-
W%/6W836LZP^MR ME4[-FZ/ZU%^:XM8OLK[\FYJZ[7;UR MOC;[Z(6'):/KBI[RQN-)YD"[R=7<3/=VY MRA@.!AU7!I?>2GV%1,($"9,D3)$P#
<$<(84#ZW0-O%*2V1,B-I J5)E*90FJ9H MKLPB*[/(*[/-I7U^%=Q?>77JR0OH>WF/TA*4)E":1&D*I6F*YDK0^N_A'@/>%%D^RZ8/[FE[3]"<"E=%MIQFJW3> M*474B$=I24M[ZFJ>=EFIX:[A'4ZZS-0.8-1IW80XZ[2FOK
[E&W5GKH]]*; MU+)M=8%\,!G^%QS0!%'_'*4E*$V@-(G2%$K3%,W5HK7WPS';!%&#'Z4E*$V@ M-(G2%$K3%,V5H/7Y0Z^9>R[3K
ANT_EZ<_:K;DPP38OB:W.W^;Q%UC*?GNLG M@ZZ3_:6_>F^-37::T20,._L;ZM0?7%>A=777WSF*W;KN<;[C'9L^7Y7J^ M<14>(\67&
[,]>)$M[]WS;F_AFXUW_\C>6D"M=Y0F49I":9JBN;JS_GOH-^ _ MW%]9STWP.9VGRZGIU-BN!Q^/.CUX?[7>FD)=>)0F49I":9JBN7,QK1,?^9WX
MM\OE.ITWTUFSQ7IA;][LM)CFG!3DRSVV:5OF=,LUW9*2WZ0^5 MW$U]-;='=%%G/#39D1UJU*,T@=(D2E,H35,T5W;6J(^\+NRALKO*U\4>U<4'
MJ@[UYE&:0&D2I2F4IBF:JSKKS4=^;_Y0U6V6&'E5-^QHL-NS+?P[TUMR)$V@ M-(G2%$K3%,V5G T&(G\P\$N1+LOT?@GD-"]KB9DO*[,LNR?
3^V%]K5B4EJ T M@=)DM#OMOFL2OT*K:HKF2LOZ_)%_'K\TIJS/7-DLJ/)VI4]>E$%]3INO9V96 MOPC6RW21%U7V1_WC+"NGSUFO_DJ]=8=& "W-
"14[W5FTK#RTK$++:HKF:LH: M]Y'?N'_?ML:KS33$Z4U:7)MF:EB6=\KF'A:&3_](KZ*=:R_4KD=I J5)E*90 MFJ9HKK)L-!#Y+?Q-*ID]II(O@[FY-
47JE=?)KKSB5[N7]F@"@-($2I,H3:$T M3=%<>=D$((/(G #);IO7%?'TM/\UO3?VZ*E\^7NC/L]_7V>R9!;#1;BP0=4_- M]^]";Z&AL0!*DRA-H31-
T=R%_386B/VQP,.4GJVEU2^W%M!Z;Q_])?I>;J&T M).Y>3'"R=7FL'==];VM/[[AW1H)8Z2E,H35,T5UA/'CGCM]0/FH+:O%%?=\^# MJ%-J[']-HV ?
1L$^B81]%PSZ+AGT8S?>PW&-KN;&N-JR"OL]]&>:YBKF?VOG]D;]VAWCU*DRA- MH31-
T5S=6>\^]GOWSS3AK7(AZ^2@M06D"I4F4IE":IFBN!&VJ,/2G"M_QUE;!U=6V:? MY-"0 :4)E"91FD)IFJ*YDK,AP] ?,G#KZ-I">UHM^S0V?TH3:(TA=(T
M17-E9_.+H3^_P-;1M77VJP[-*E":0&D2I2F4IBF:JSJ;50S]JP2P=71M'?\Z M.O_.])8$IK>S_Z[+RLR"7QJ'Y-// M\F.GU$C'_!*E)2A-H#2)TA1*TQ3-U:3-
+8:GK%6,IA4H+4%I J5)E*90FJ9H M[C=XV;1BY%^-L+.J:NMKO%;-5\7Z>_"H>ZI]M'/IY]^5OH)#:0*E292F4)JF M:*[@;#8Q\F<(GCY\D98F^%C+KE-EZ
H(E):@-('2)$I3*$U3-%>*-JX816C[M':$+*5!:@M($2I,H3:$T3=%<"=IL8^3/-HCVV_T HW"W_:+)!DH3*$VB-(72 M-
$5S!6>3C9$_V;#MM_FFZN!MK;KF41\'+/LY["[97[[W.1)-1E":0&D2I2F4 MIBF:*]DGWS(\8MLT^XW"[%<*HRD)2I,H3:$T3=%<"=J49.1/28@VC:[X&'6G
M+3M-/T'+"I0F49I":9JBN8*S "-E$9'_:=S3O/MELOUV7S/-BT M+KYY8YHO%EFUT>E5,Z$U+8,T\'7HW0PQV'A;KW\7>0D1S%90F49I":9JB MN4*TN?
G[ODR,:O: T@=(D2E,H35,T5Y,V>AD/V?Z,1BDH M+4%I J5)E*90FJ9HK@1ME#+V+S(![I3'W:M+XITVC.8F*$V@-(G2%$K3%,W5 MF\U-QO["-
BH9]_P&BV_HOB>=W7?W)AC-15":0&D2I2F4IBF:JS>; MBXS]N8CMOM]GKI>_?.J3)+H6+ MS^O\KQZ^*$I<)<7OVT^SOG_ 5!+ P04 " !C-%Y9!2B"
MKG8# #@ &0 'AL+W=OVF4S_?:\-0Q/P1-,N M+PEVSCF748E# MOK?%D0/--:DJ;<]Q0KNB16W%2SWWP.,E:V19U/# B6BJBO*_UU"RT\IRK9>)
M3\7^(-6$'2^/=];D%^.#QQ'=J^2%Q74HF UX;!;67?N:;I0> WXK8'3.'LF MRLDC8U_5X#Y?68YZ(2@ADTJ!XM<3;* LE1"^QE^=IM6'5,3SYQ?UG[5W]/)(
M!6Q8^7N1R\/*FELDAQUM2OF)G7Z!SL],Z66L%/J3G%ILA!&S1DA6=60<5T7= M?M/G+@]G!-0Q$[R.X T)P2L$OR/X;XT0=
(3@K1%F'4%;MUOO.G$)E31>4>*FGP^L$;0.A=+6^*[*$4[Z^*NV[C>*W%] M\I'5\B!(6N>0&_C)=?[B"M_&'/2)\%X2L?:N"F[A>$-\YP?B.5Y@>)_-V^F^
MRM 2-Y@3Y#DCU\10.XE5.)/4ZU;M<"L MIEK=K3C2#%86]C(!_ FL^/OOW-#YR93H*<62*<72B<0N2A+T)0FNJ3L/*!CBN9>09 R)YI>0 M=
P)G1YR87G66YZ]S3*TCX@"\D8% 3.(^I >3Z M"[/-L+<97K6I]Q;VW0V'O) FDU?Y_W5[32F63"F63B1V482H+T(T:<>+IBS) ME&+)E&+I1&
(7)9GW)9E__:?CW>V/^Q,&P/(#08](AF#_,@;](C4 /)GKGG[M+WJ;BZLV[[*,@SXT=S[Q^%U2"3F1C.2%R%B#ZU'U^$*(1O?]C EI/',M1CW8 M#<-!-
L88+Y@-DC'&A(XSR,48$WGS02KLLX-I!7RO;P2":$OM::2?[2\==_JL M/9A?N[<;US"?X"6EO5/*]_><#Y2OB]J@?^1.PSEW$18-=[>&MJ!9$=]+'YD
M$@_9^O& %RW@"H"_[QB3+P,5H+^ZQ?\ 4$L#!!0 (&,T7EF258#CBQ$ M / L 9 >&PO=V]R:W-H965T&15.4(WVK5C6R7)DXNIO8
H6&*%)#0@9%E3^^,7 "$UFX": M@/W$FUPD),5^#L!^TXUS7G3C^"'-_EC?)DGN?%TN5NLW![=Y?O?ZZ&@]NTV6 M\?
HPO4M6Q5\^I]DRSHNWVUENOG?)4KM+TC_+-N^LW M!X/RB))%,LM+1%S\YTMRFBP6):DXCG_5T(/GF&7#[==/=%F=?'$R5_$Z.4T7
MO\^O\]LW!Y,#YSKY'-\O\O/T027U"04E;Y8NUM6_G8?ZNX,#9W:_SM-EW;@X M@N5\M?EO_+7^(;8:N/X+#;RZ@;?;8/A"
[]NX.\V"%YH,*P;#+M&".H&P4X# M[Z4&H[K!J&N$<=U@W+7!I&XPJ7IWTQU57X9Q'I\<9^F#DY7?+FCEBTH05>NB
M"^>K4KL7>5;\=5ZTRT]./[Y___&#_7\>JZ^/ G MX_WQ45Z<9WFT1[/ZG,+-.7DOG)/OO$]7^>W:$:OKY+JEO;2WGUK:'Q6_[_./ M[#W]R+]Y5N#[^-
$9C'YQO($W;#F<4WMKF5P=.IY?-??;?@U[\XOD[M#Q!R]& M%]V;MT67WQ<]^K[HRMX\3&9%<[>MN=&1_O/_+7[%\UZG%*NOY9CY;5SFBZ+
M"60=5T/PVT+YJYND&-1SY^K1V?[>6?Q8??SV(K^_B6?+FH)BIUDGV)3DX^<__<$>#O[7IBH2%)$R0,$G"(A*F M()BAU>&S5HYM7K5YN!]^*@D[,Z-
K@N6N#;^[:MAZU MTOKV* D+29C8P$9;W>8.&KU/1HRZ1%101$,IHV>EC*P3UEF25?G-:I9L+KG: MY#*$BY4'"0A(F2)@D81$)4Q#,D-OX66[C_0-3?

=TSV[X^2KZ6KY,V]5F)?=5' MPL)QX_]NSQT/=V:<<6.N\%W?W1ETFJ2QZX]W9ITF:3H(1CN#"72"1N].GGMW M8AU,SI-UGLUG>=&YFQGHQ1%E0O8I"0M)F"!ADH1%)$Q!,$-STV?-3?$1Q4KL MJSX2%DZ[C"C3+B-*D]0RHC1)+2,*=()&[[H#77X:6,>4W\N:T:I]%*F;0AV) MTD*4)E":1&D12E,4S93;5K73M0XG3W)STOM\G1=ITWQU8TV&[;S>&B1I84TS M1HKA;OHAT)BR4\P(C:DHFJD93VO&LVI&?$VRV7R=.'? %Q4_BI)^=AR<5O9JO MG.MTL8BSM7.79)MR=KN.K#%ZZXBDA35MLM6GP>%H=UI"8\I.,2,TIJ)HIHYT M[=BUEOM.SBX^M4]S:,T7I84H3: TB=(BE*8HFBDU7?IUA]]?]G'10B]*"U&: M0&D2I44H35$T4W>Z+NW:"]/;NKLO=6>_M@H:UQ*3W4N)4WO$WKI""\XH3:*T M"*4IBF;J2E>Q76O5E94OSHNIML_% MV:AQ,>(=#L>[2D1+VRA-H#2)TB*4IBB:J41=X';Y"K<=V7NB16O<;DN1NYE" M-DO3C9Q/MI":9EC4@AHW'#/J%,T^UF5NUUK1/#'N[)BEZV(:6Z6Y\YCD3I;, MTIO5_-]%[Q?#S"I=?4G693T\+F_N:+_*0FOA*"VL:=8)6* A94T;V4)&:$A% MT4PUZ0*V:Z]@%]=$_3:*:Z+GM13Z6HSC770698LXE)B>=I-;VCU&Z6%*$V@ M-+FG%]VB6^+,&3G+ZM; UGF./!Y%T%Y\5U_5WFT'5EEUZS4IU,[NT'TAO MN9$T@=(D2HM0FJ)HIMQT@=^S%_C_Y.S2:Y:Z6[)+^S'V5B))$RA-HK0(I2F* M9BI16P2>W2+XENS2CNP]_Z+V04VSWDDK6K[4S"[K+^W)+EM0S>R2.D6SCW5M MWK/68-GLTAZK=^>C-?R:9L\NT9"RIMFS2S2DHFBFFG3%W=M;7NR07:+'HRB:J5I=S_?LMZ5O4LJ/=Z4VVW6&WI..TD*4)E": M1&D12E,4S=2#9C8,?/1FCU@)*"U&:0&ER M3RJVF8Q1@X*BF:K5!H77X19)]5,QJBE@-)"E"90FD1I$4I3%,U<1J_M!=]N M+W2O0NBS,\OHJC MCSHI*"U$:0*E2906H31%T4S-:6_&[[)-3YU8][Q[Q8[N+4?4:$%I J5)O[FF M9-IP -&0BJ*9*M->BF]?&R'C>>9\B1?WU4TJZS;-M0H,=5A06HC2!$J3-TU^T^KK4RC MF8^TJ@MU3U!:Z#<79OANX]X9-*;TFRLSFC$C-*9JB3D<;<4TU: =#?\OM>3" M?C2]E83Z(RA-H#2YIQ?[I*JH-T+1S&U;M3G?@^OTVS:BJ^>G1^2\L;MXK) M.YP79O9=)>RQ>^O5:UZ)C7:OBD(TID!ILNT,@LGN3DMH3$713'UIJV)H MWZ:_T]T%0]1@0&DA2A,H3:*T"*4IBF;J;FO'?6M!N>?V-W98;P&BC@-*$RA- MUC1C4='$#78'--1)H&BFL+23, P@XW^(^@8H+41I J5)E!:A-$713/%I@V%H M-QC.B=78]AB]=8G:#2A-H#19T_8-=JC=0-%,O6F[83C^/JM^B/H"*"U$:0*E M2906H31%T4S-:?]@:/JMZ-[RQUE":0&ERV++[U'AW"WLTI*)HILJT M+S&T5[2?*[O._U:;2+2J"3434%Q(T@1*DR@M0FF*HID/"].&0@ LM@A08P&E MA2A-H#2)TB*4IBB:J3MM+ 1[%UOT*(?88;T%B/H,*$V@-!DT][ER&YN>1&A, M1=%,86G_(/A_W;#)'KVW$M'%$RA-H#09M&UT-=I=\8W&5!3-5*)V&@)^PR8[MLK>\4.,A:&Z@Y/J-&X_:OM789T<&S2V;_.9N/"VLH+EG$W669C?KPGY@+^RC M>S;98_7N?[3N'S1KZ\-&;P@TIJQI(VO,"(VI*)JIIZWG]_ZE=FVR'TUOQ;%/ M &8? 8R:GMZL<<-:NAQ*8IFJE< H%]]Z;N;E2 5OU16HC2!$J3*"U":8JB MF>+3[D!@7XR N%'V&+UUB3H(*$V@-!DTG][0EFNBS@!%,_6FG8%@CS)P^>: MJ'F TD*4)E":K&G[Q#8W8.W-S=9-<\4X>)UD MB\=R<[M"@__5/A^CY@)*"U&:0&DR:#YN>1@TQSW4-*!HAMI&VC08V5IR_LB^<&#OK6MJ&&-EMB$ZWM8U0!P*EA2A-H#2)TB*4IBB: MJ3OM0(SL#L2G13Y?EF6XU?WR*LG*F?JL++@Y^6V<.\OXL7K(A!.OG=C1CY9S?%!'Y6E8GK/[=6ANU'T5NYJ$=1TZ;;99+#P-U-IE'OH5/,"(VI M*)JI-.TJC+JL2JAV9BBFUKW[]-MIO16#>@DH3: TB=(BE*8HFJE [3F,IM^9 M$*.. DH+49I:1*E12A-431#"Y5F13!37:.DJ ML:2R=EAOM:$N!TH3*$VBM BE*8IF"E"[)F/[@QTZI;)CU.M :2%*$RA-HK0(MI2F*9NI.^QUC^_*%IX$O6E=EYO#:+^1TW;3A 'ASL[)0@T MI.P2,D)#*HIF*D:[%6-[G;M]JMQ>V+PW3;5'Z*TAU(% :0*E2906H31%T4Q5 M:A=B;-\?:6^:.D;M!Y06HC2!TB1*BU":HFBFYK3],+9OB_1-SQ.V,WOK$+4C M4)I :;*F[7^>,!I643138MII&-N=AMW)-G](;7DI:AB@M!"E"90F45J$TA1% M,P6H#8CQ!,A+4=L!I84H3: TB=(BE*8HFJD[;3N,[4L=^N>EJ V!TL*:MBU39:^\U!ZAKX906HC2!$J3*"U":8JBF:K4MQL*DRZ,5+'GI!/424%J(T@1*DR@M0FF*HIF:TU["Q'[O_C?EI79F;QVBW@)* M$RA-UK3]>2D:5E$T4V+:-IATLPV>)]O;+.E=!K;'Z"TYU$I:0*E2906H31% MT4Q=:G-B,OS.Z1:U'E!:B-($2I,H+4)IBJ*9FM/6P\2^ .+;IEO4CD!I(4H3 M*$W6M [3+>HT4#138MIIF-B=AO?SU7QYO]R98%_:0-H.ZZTMU&) :0*E2906 MH31%T4P!:A]B8G\BPWGG#;\F] >'!TD*4)E":1&D12E,4S12?]B F]D40Y@2[MV=RK57JH#8'20I0F4)K<_.[7KVDM55HJ.E T4RA:=-A8C<=MJ=9;]AE4:L= MV%MRJ.N T@1*DR@M0FF*HADBG&H?8PH\JV&*.A4H+41I J5)E!:A-$713-UI MIV)J7P+Q@Q:UVH^BMW)1OZ.F&:;ICDN+!I3[T9H0$713(UI9V)J=R;>QU][MY+%V6&^IH)8$2A,H3:*T"*4IBF8*4/L64_OV3MWSV"EJ3J"T$*4)E"916H32 M%$4SQ:?-B:FU$-TYC[5C>DL/]2A0FD!I2QZ)(JBF4+3CL34[DAL M3[/=\E@[L+?D4#L"I0F4)E%:A-(413-%J#V+*; YTQ2U*E!:B-($2I,H+4)I MBJ*9NM-6Q?0OL3F3_2AZ*Q?U.:;-C9*\W3P6-2_V!XS0@(JB;31VM+Y-DCR,M_CD>)D4 CA-%HNU,TOO5WDYP&U]ZF3)YT*#[NNWWL%1X_/0?2W9XNJY>W M27R=9.47BK]_3M/\Z4T9X"'-_JA.Y^3_ %!+ P04 " !C-%Y9VAN-)<8$M #M%0 &0 'AL+W=O3CYD^Z.T%>VQIB#MS"(6$];N[%\T,<,9]$@.)E3QO VZ%I2H.DQ4\?[UCI&4B4%T)> M9>'1ZVF&C @'V.72!1)_6SS$02]B3C^S9QJ>9_2L/R\]_Z0P N8%\3PD 2_ M?(^O>UI; QY>HDW 9V3W-\Z FM*?2P*6_()=UM;0@+MAG(29L8@@]*/T'[UE M U$R,.T/#,S,P#PV<#XPL#(#*P%-(TNP1HBC?I>2':"RM? F'Y*Q2:P%C1_) M:9QS*M[ZPH[WAY.GI\D8S!>3X3]@\O!P/WL<_[@&L_OY8O8X7-R/LE?/X\?% M_'K?;KIXG(SG8#>@5^#V6PP7LS!#9B+->9M @S($LPY<5_!)$[F:B#GRN?O MX'*$.?(#=B5;EUHP, V0^+T!S_,1N+RX A= !VR-*&; C\!SY'-V7:I8K,F& MH<@3E1<'Y:[.Q:A(-MW-1N N'0'S@Q'H@"<2\34#]Y&'O1K[H=H>F@H'NIB. M?$[,_9S3">B6Q4$?_$3*Z=3P7;J<1AM\WC:5!V>^8T0*,XO@UEEK%/QTH=0ECB,AO-SC&7LM]SN0HM 97G>#F+GTYF50@(62@"UE[E]@&M;&_D7*((/\#IT!"Z$!U4I# M0LH%1TK+D*0?C;7L:F\.>,=B\FLYU9;-U!) X3IYYYI P^],Q5E(4Z@6IWL M*;?I.LT P6729_T"53NTLW!;^VB=FF S\.]0,&:A8$RE=N@/5BN*5XAC\1W/MJ1\QWP5;%&R2:P267!+LAZ.T!NJ&).O(*>U9ZVC'JF,YE[70,:9:QRA9L[D_ M0*[%A!7,8TVJ#N-8NQ*TDY29B3K*Q0X5EG91EN M53Z&U!%]EE@OT:B%F*Z2>T8&7+*)>'JWEM?F=YF#Y 9/+YJG%Z%/B JQRD" ME\+4:+0$!TWO%M,")W%R/?="."=A\KC&R,-4-A#OEX3P?4%VD-_P]O\#4$L# M!!0 (&,T7EDU.PS,(0, ((' 9 >&PO=V]R:W-H965TK?>$F UAU MXJQMH'S[&SN0I7M<(4N<4RK\, A:?LIXYO4Z;FVN>AVY-8)G.%>@MVG*MU&& 0NZ[WJUW6ECP]<;8!;_7R=D:(S1?\[FBF5^J)#S%3'.9@<)5U^O?/@S: MUMX9/'/I'RUDTG2]0(+A)C8Q48_>UPB$)8(<+X>=3TRBVMX_GXMI/[H8]=87IC&H13?>&(V7:_M08(KMA5F(?=_XS&>IM6+I=#N%_9'V\"#>*N- M3(_.1)#RK/AG;\<\G#F$S0\'LZ6DVA6@Y&_X#L\?'\6(R_>L:%N-HN9@,E^/1\=/7Z609 M79_LYLO);!I!?SJ";_W%HC]=1G #$55,LA4(<@71ABF\L?E*8,X.=(P&^GNF M$M(P,GZ%66Y/15_#,Q-;YDZHKZDTBF6X&J%A7.@_.[ZA,"VL'Q]#&A0AA1^$ M=]/,C,;#>,LP>2]OT*7,4GG(T"'L%(QK4 ^N(0S"!GP"'[2-3E=(U\OT MUYUT_2-IEZ;!^S0IQ;(UNO'W_HLVBDKWQZ4\%-J-R]KV.C_HG,78]>B^:E0[M]'J?_[AM!5\JR!LE>:-*O3=^R^EB$;;@*X0KGL$!F;I\7M5*K<*S@JE9,C4KME9ZEH$H2W!S@BFE@D*.**8T7H0JI>R=E6]>N%]1:C8Z_NP#0*@%:E0 CON,) M9@D<.(KD-R!:_X>X3'!7$MQ5$BRX?KU9*43@F4$Z=@.*&?P-E$+W-GB7D*!1 M_R E[1*H70GTR+B"'=UQM+M#+-.4KKJ[0$"#Q,)1OUA3S1M71HD4@LK!63NS MB[3%INTSV+#6O/\/JG_6%U-4:]?]-3%L,U.TR'*U?&#Z15_]95Z\3D],K3GU M)8$K<@UJ=U0^JNCXQ<3(W'79%VFH9[OAAAY)5-: OJ^D-*>)W:!\=GO_ E!+ M P04 " !C-%Y9PZ#4_Y\# <# &0'AL+W=O>*Q!T@4Z!XZ%1"ANR].]*0@5A- MXJSM0'N?_FPGI'0)5CF=D(B=>/Z9WW@\#+T#9<\\ A#H)8E3WKAG>00#B*5LP.;,KE9 DD')"4\1@V[>&M[MW(U09ZQ7<"!WXR1@IE3>FSFDS#ON4HCR*&C5 26%[V,((X5DK2CY^EJ%6] M4QF>CH_J#QI>PJPQAQ&-?Y!01'VK8Z$0MCB/Q9(>_H 2J*GT-C3F^AL=RK6. MA38Y%S0IC:4'"4F+*WXI W%BX#8N&'BE@?>K0?."@5\:^!JT\$QCC;' @QZC M!\34:JFF!CHVVEK2D%1M8R"8?$JDG1B,YH^/\QD*5O/1GVC^\#!93F??;M!R M$JR6T]%J,BX?/@\ DYE_D6L]Q?;2(<2K'/,(,^/%"4K2*:,YQ&O*> M+22C\M3>E#RC@L>[P--%CS05D7QG&D+XWMZ6L:D"Y!T#=.\9!1]@?8L_T9Z M[/EU_IC- \AND>]H\X;!';_:+U_K^9?TBB -]S*0>"UC+4\R^L9P*M!?2QK' M2";W;/P[QI7[POI1KVT*AAW/,;;Z%NR(G!@>[&GWYS6\[O==S_D]B[*#2J M*#1,ZH,W?"S0&G8D34FZ4WF7 2,T1)^+9/I2%P6C]+51*,2:6DR5S/V@T^BXM/7M?0]>LZ)I&NAD$JGQO&7W7YQ[13-5HCG8J,<&\'4:]:[>C=8;TM=-NUR.UM*Z2V$6D9/'$DJQ%:J,%'D(QZUR*USY&\CMNL9^I43!TCT^0EDWD45AN5RVK) MBJ*MJ[(YNXS:U_)USOAK7 G;/CYE_H4*X MSMO/MO-!0IV>U^&9M:_E*]7> 78OG#GWI"]Q/U[B(0T_6-S-JE>CN37)*3^_ MP-DG_5<";*?;4HXV-$]%T8I5=ZO6=Z@;/OMM>=$W/V(F?\TXBF$K39W;MGPWM*UK18B)HIKNY-16R-]3#2+;OP-0"^7Q+J3A.U NJ/P2#?P%02P,$% @ M8S1>69=]*IP&ULMQ5A=;^(X%/TK5G:TFI$ZS2>!=@&)DG06[100H3L/JWUPB8&H2^_A>#K'[1TP>Z18A!IZ2.*4#;X(@F$6E,2Z91BNGLHU8;];&Q.AGV\9W&4HCD!=)\DD#S? MH!@?!YJIG086T6;+Q(^[._@!@6(W>_FA/?TDB6,$I32"*> H/5 &YG7OFF+ M@ SQ=X2.M-(&0LH#QH^B,PD'FB%6A&*T8H("\J\#&J,X%DQ\'?\5I%HYIPBL MMD_LMYEX+N8!4C3&\8\H9-N!UM- B-9P'[,%/OZ)"D$=P;?",9'#8)_@(B$!S-M'(=C^+YOL5I:)0 D;XTXC'L>%X=G/7X5*0S!&">\KBG,*L-_FT/GN(P2BF7WC@?>"!SY^^M@$\@2L%RB_<4IB'MZXP+%,O45X68FUR,J8H8&]SAE&TI\-,0A9)XKSW^J45> MYQM;[JYUVMT;JY4P0+M+8!L7P#(L1[*>\=O#;9F<7YO=_^G9:YMAEZ5F9WSV M:WQ;2)"L)$:$P'2#N/TP\/ ,JK@Y?,Z&1T=(0O#/=TX))@PE]%]9=>3S._+Y MA>5>TQU2C)?$5DMB4Z91*>-?5C]7:^J M243Y[UJ6EIS1S1C%']=A:)E=7I"'ZG:?@VS3-NL@[QS4->UN'>2?@ZZ,CEN"M:K([I>Q.J^PQIDS8&D$'E.ZE*EL)WEM*LD\E62^(K):%MPR"^X'.XBK,HDJ MR3R59+XBLEH2NV42N\H=)&?L5,VA:S<,Y!S3,1H8[QQCVDZOX1\2D&/94(@+CS$U@R,^$$64$BO.V5'0KV7O+42F;IY3-5\563XOUMDA;K@XVE6("J5*ID\Y2R^:K8ZJE\.:B:K4>HGS,7^^S885IVI^DN$E3/;!YS M)"C'SE:7OR-LNNNQOB->3TV M)>.>N"C,[J)>Z/-;QCM(-E%*08S6?"KCLLN=D.07=WF'X5UV,_6 &<-)UMPB M&"(B /SY&F-VZH@)RNO3X?]02P,$% @ 8S1>63Z+\#*5 @ Q0< !D M!X;"]W;W)K&ULK95M;]HP$,>_BI5)4R=-Y+&T M92$2$*KU1;>]=_2M!^*'-PYY <_H%02L(G@NB%P1A M*PA?ZR%]!=%K/9RV ANZV\1N$Y=BA9-8\"T2QEK3S,)FWZIUO@@S_Y.%$OHM MT3J57'V9?;V>H[O)S_D"G:2@,*'R0^PJS386;M9RI@TG>($3HFO.5"'1G.60 M]^C3X_J+(WI7Q]0%%%NP"FP9'@0NH!BCT/J+ "Z*>^\Q>+P_[POD_[_.]GZ0 MC+"K![UH69"IO$&_C#\]C=[!>@URP\P_- MTGY:&!V:S7O-HNB)UJ3#W>M+)8BU'0@29;QFJOGS=J?=S)G85OOL?.J/9G[/ M>:IG5#-2GO#-@+O&8DV81!16VI4W.--M4S1#H]DH7MFNN.1*]UB[+/2.'8![O:!*9=#1YH?OV4P&!.G J.W+]*1GFF3%76_)^>IF,"C")4V#HI^O:";NF>YB5/XHP^,E*4:1JPUWN:Y.N[GM+;W? U7BQY M=<-@>KL*%O2)\M]7CTQ<&^R5*$YI5L1Y1AB=W_4^*S?^Z+)JL'G$OV.Z+@XN MD^JI/.?YC^J*'=WUAM42T82&O"("\=\+G=$DJ22Q"'_4:&_?9]7P\).-S9/M7CR9YZ"@LSSY3QSQY5WOND'*3_6TKN]6M MO%G?P_>:[%:XLEGC@^U[3&]9OB:L>KSPJ@N;-&S:B_=OG%7!?>), MW!N+=GPZ^^+[]C=??_CV1#X_:&3VY>&;_6#]#S-;?R*?-,]#.\E^);^0.-^ MG"0B;<7M@(NN*V 0UMW,MMVH[W2C$#_/^+(@>A;1]*.]*6_^]B]+6_^:B] M^\'RJQ\!GAQ0/P3\#X+"3 0:WV_ZM7=JK]7I>(37?6).OJ-J$.!__ZDD4^_ M_-JU:N6,1L,^&2D;9B1A-#GSD+\(9O@AH\N9+R%_NS0D3((X[< ,.>8$V1Y3M)/,I8PWE]8[5TA.V=I.MXUK:"- M]F/L:*..WE&]O"C(3(0WSA8T"V-:D/]ZXC'$YC0M_M>QF/=;*(;K';F;HI5 M$-*[GMA;*RA[H;WIW_^FC(?_ZLHO$M.0F([$#"1F(C$+B=E(S$%B+A+SD)@/ MPEKIO]BG_T*F3^TL%$=4!:UVH)(\6_R34Y:25, $M.0F([$#"1F;C%EN\&HCH)?IDK_\G;PF%(EI2$Q'8@82,\=O4_HVI-L'C0]CU7Z$W<&H_:NCX(W? MQE/MC]L/IJ'Z@K::!F)6-B#Y:$ 6.OXBB7O 1)*;:!<[(H M Q9D/&=:H8@^"][;ADI[/C?82$Q#8CH2,Y"8 MB<0L)&8C,0>)N4C,0V(^"&L-$Y/],#%!?Y]0:8?B6E(3$=B!A(SD9B%Q&PD MYB Q%XEY2,P'8:WT*\.F5F HW4W8[0=$E,4O-")SEJ>D*%>KG'%2[/875BQ_ MB2-Q]Z<59=6^0=>)N'MY5^>.#%!-@VHZ5#.@FEEKD]Q]?#X !O:IWU2GPZT M3Q>J>5#-1VGM4!\4"G24'_FXN@\HZ_%/XA!:>>QN5PX.ZM(38-J.E0SH)H) MU2RH9D,U!ZJY4,V#:CY*:V=?;;*OHG?H:Q$U%B U#:KI4,V :B94LZ":#=4<MJ.9"-0^J^2BM/18T16J*M IFJ@5IL! #0+ .6'>%ZGTMM#Z]O;SNJ^U=MYF\ MH[-##:TX@VH&5#.AF@75;*CF0#47JGE0S4=I[5 WM6>*O/CL6_S>$ZHV,87 MO'O7'EIA!M4TJ*9#-0.JF5#-@FHV5'.@F@O5/*CFH[1V\INJ-.42OFL/+4J# M:AI4TZ&: =5,J&9!-1NJ.5#-A6H>5/-16GLL:,K=%'F]VRF[]AW53\/^Z'C/ M'EK#!M5TJ&9 -1.J65#-AFH.5'.AF@?5?)36SG13<:?(2^Z^L" 4._9>S.NJ MNLY40ZOJH)H&U72H9DU$ZI94,V&:@Y4(JWZF3Z4Z3-E5;']Y@OK M9)Z76422>//!WY_OSGUP+V?/'A"@Q7E038=J!E0SH9H%U6RHYD U%ZIY4,VO MM_516CO53?&=*B^^>PQ>JZD?"K'19N1[&2UH=97D(N*, M1B28<[%EG],JJV*;'KYW%D_>R]G)AQ;H034=JAE0S81J%E2SH9H#U=Q::W\I M<-*?2+ZNZ4&7P$=I[5&@*<-3I:4]TZ]Q-7T$L8F=?2^S[8R6CRP/*8W$\7UW MXJ%E>%!-@VHZ5#.@F@G5+*AF0S4'JKE0S8-J/DIKCP5-&9X*GRQ.AU1H*G(4^45>4?G[K"RD2D M/\[('C)-W=$=$ZS*!!C@^0%N]._BS7S@XWM'H/ MJNE0S8!J)E2SH)H-U1RHYD(U3^V8.'#8/SHKX*/Z;.>[J=;J>5#-1VGML#?%>"-Y,=ZN#.><.APY>7;*H95W4$V':@94,Z&:!=5LJ.9 M-1>J>5#-1VGMP:"IR1O!I\8;06ORH)H&U72H9DU$ZI94,V&:@Y4"PY^O_6TJ?&*O%PL.S^JEP-G1Q_[BZT=L_9=#?N7DI/[.G0)#*AF0C4+MJME0S8%J+E3SH)J/TMH!;PKM1M*BG^GG,&0EC0C]N:)903L3CBQ"FD$U#:KI M4,V :F:M'<] >OR#K-!.[=,Z=:"=NE#-

@VH^2FNGM2FA&WU00D=9G$=D'?-E MG)'U,@Z7)%]51^M!0AA=):_DF<5T3N(YB4I*YGF2Y.OJ9^F"K%B+QN+2Y@&= M.8<6UD$U#:KI4,V
:N8'[P!5(5'PVO6!C 5=#OLO+X<#70X7JGE0S4=IV]%@ M4"PIY5K @^EM2MF"SFB25)_!EQFO.CFX561]7DV/W#Y3;@REXW93
MN;&Z;K>5&V=S^Z#I=GJ[$CO^?L 6<5:0A,[%(@S[5^()LU@<">RN\'PE-@\] M\IQSGJ>;BTL:1)15#Q#WS_.<[ZY4':QS]F/S-*?_!U!+ P04 " !C-%Y9
M:'8>XF\" "'!0 &0 'AL+W=OJH"B3LKI06U:.IU M:"H-M/ @P<,XBLY"09D,TL3[9CI-U,9R)F&FB=D(0?7S!+BJQT$_V#GF;%U:
MYPC3I*)K6(#]5LTT6F''4C !TC EB8;5.,CZ%Y.1B_>P!T"> MPX"X!<1>=Y/(J[RBEJ:)5C71+AK9W,*7ZM$HCDEW*0NK<97U% M9ME\^9,LY]G=
(KM<3N_O%N3D"BQEW'Q(0HN97'R8MZR3AC5^@_6'B$;]"5/?!\PS?XLH(*0]#CWOV, M:BM!&_)"YL"IA<*[GIW-\,Q9&WA*IC+O'3J-
H\E<7UV8BN8P#K!Q#.@M!.G[M=_VSZ/.14H9=*4///GCK!E])7FHJ#6U>_*\;#"53"\+\/J1Z^!]4CSK5HZ,7 M<%^[$R]91=2*Y$H(U(N//7\D.#F,I;)@@\";?
[PL*]YA"@UWX$&,RYD;;ID\[;39FL::Y_X:D>\(QSC@.002?Z]XBN,X1Q+[^+<"U>HU M<\7]YS?TWPOR@LPS8GA*XN]1R-=CS=5 B),DJ93%#I(H+?
_1C\H0>PH"1ZY@5@IF6\$^HF!5"M:Y*]B5@GWN"OU* MH:"NE]P+PWF(H\F(DBV@N;1 RQ*ZQ?:PEY1F@?*@E/Q-A)Z?.+?SA_O'_]8
M@)D_!XNOMW,?? $+$8YA%F- EL!'-(W2%0,S3,%BC2CN@3O$H@"@- 1>%&<< MA^#2PQQ%,;L2VD\+#UQ>7($+H .6*S 0I>
IC3CK[4U\6Y.,"0PQ>=$8CW0N MB.7;TX.*Q%U)PCQ"P@(/).5K!OPTQ*%$W^O6'W;HZ*@M57--ZO>F9V "[RY M!I;1
Z9AVI+]3,]7MV1T/K:Z_[]7;QC#JD/,*O"L8R$FB: J;GK@^2>8DB01 M*6,:(R9BX3X-XBP4\N#;EI23X 'S-0G!WW*9'#/<<+^D05)N0U;OHT\X]ZP
M#0KP6!,IE6'ZBK7)K[] Q_A-YB&58)Y*,%\16,.7=NU+NPM]\BA*5Y0&),'@ M,B:,7J%XG7VP+&L9(?]VW*&8XQJP*>3)L,RAU1+S#\6@,S#<
M6JI!ME^3[7>2_5Y4&9'=T"NFHFJ"-$N>10R+K%BE,5%Y&1 MEJ^DABF7Z^_ML3B>B>01XN13=9%%5<)#1B$>B
MLG05D0IX/Z>WSQRG1;S3(KY$!!XY:T!SQ]OLY#U;/,E;GTZU=P>>2C1/*9JO M"JWI@%V; C])GP*5-BI*T3RE:+XJM*9'=\T*[.Y6/I!*[-.IY*2(=UK$[Q1I
MTMZU+;"[;YD?RR2=:N^..Y5HGE(T7Q5:TP&[_@@ZGR23=#9J[_:H2C1/*9JO M"JWIT5U?![L;NP]DDL'I3'(H LUA.Y>'O5L_2'@MKC^;LW?
P9LIE,Q[^8>#XFYZ!U]^=7A =!6E#,1X*98RK@=B MI[2\R"\'G&R*F^IGPCE)BLK/*9/_ %!+ P04 M" !C-%Y9SP#;YN8# #H%0 &0 'AL+W=O6N:+-FA K(;
M4B(LWFP(+2 74[HU64D13&M0D9N.98W, F;8F$_KM16=3TG%\PRC%06L*@I(M_[I#.=G/#-LX+*RS[8[+!7,^+>$6Q8A_*5=4S,R.)TI M@:?C _O/=? BF
?(T)+D7[.4[V;&V IVL JYVNR_XC:@'S)EY"($9)13.>(0:BYR2O4I2"#24%6)*B MK#BLM1>@"%*RV-ZR$B9H9HAJRA!]0L;\^^_LD?
632B"=9*%.LD@364]*KY/2&V+O M2\F.4J*>E$E?2G20\IWXEC??]_!7VK2&'E^>)[56?5RY'C*1+F9Z)12)UFHDRS21-
:3TK:.ER'KVQ6<=N_3$A!XUMF_EZ7" M:NSZX[.2H^3RSJPBE=78O5!T[),KHSV8I:^04HBY^K(V"'WM.=7*%FIEBW2Q M]45PCB(X;Z+NM&
[H$E0G6ZB5+=+%UA?T>%.V!V]O_W/M<5_^V_%.;CNM.M=8 MA5=91?]DU63)/.E<%8ANZY8A$U%6F#==AFZU:TLNZF;NA;&/6 MG;(C?=,#_03I-
L,,Y&@CMK)N N$J;=J*S823LNZ;/1#.25$/=PBFB$H#\7Y# M"#],Y 9==P_F0^EN6?>9+ M (&^)G'*!]92B-6E;?-
@"0GE%VP%J9Q9L"RA0@ZS1YNO,J!A+I3$-G&73;LL[6(HQ3N,L3724*SIRN(V79@8>O'C5GTN!3JACWLK^@C^"#N M5W>9'-FEEC!*
(.412U$&BX$UPI=7KJL$\B?^BF#+]ZZ1"N6!L<]_D'EJ,\ M@A@"H510^;>!,<2QTB3]^%(HM4J;2G#_^H?VFSQX&PF.>_:%L\ZU@H6'/!DD)8>I!$Z>Z??
BT68D^ D!H! M4@B0W.^=H=S+:RKHL)^Q+1B("_0Z.-=)@^Q' N7X5S7X:*_KF5 M0F@B(.'_5GF^L]"JMJ!>MTN^H@$,+/D^<<@V8
U__PUWG#\,_KNE_ZY)^W#, MN%IO'E6NZ4ZVD\NJ]W8SQ"T/M_OVIL)DJS39,IJ\3V5;B*/_($0?9#N06;YE MG ,_J_)@IZJ]YT&O5VV^79IO&\W/(&!9*
(W71MT^LHE;/=RJ-MLIS7;,"WU8 M_96&C1I.+(1NZ5^W\4+N-N"_5_KO_6):O:.TMAW/J\YJK[3:,UK=]2]QV+\J MK1OUG+@VV-
'=VVD\NX6)_SF$/0#A7TQPH>"@67BD4YUAK#L\-C;@X0V$D-$8 MC1XA#9[0%9, 0M_0+6P@1J32D28Z.M8M';O-)]N(C5-#T(C 9D:8L82/J8 =
MV:)K,JW)@,UH>!69\#$F6C6,P!H2V$R)%Q1YIR+VMEO#9*S;/S9VY[HJ_QE; MS?1^$P3 &@*3:[[PC9@Y-03-$VP&R@L*H'=
<=^V>4YU_H@E!C.V[+O_5@#-7 M@=G2B4M(-"@(;OZ3W,BB4T/8VU28D?-\%10*#KYF>JV:+D T.HAY.W#OH[GL
M@7R=/:&4"7@NTTU0@FA*D%;SF3:"Z-00-'*(&3EFT)$*QKBDAC)$4X:8*?,J MSI%CX+3KZDS3AIAI\X("[U:$WJW9^Q&-
"&+>)E05^.L89S9P:L%H0)!>\S7? MQ&;$U:AQS:AY/OF%@H/D]VJV:JX&@VO>053E_A2^FX=.9LR\H *.CYY.]!4A\,?:?:H^ED,"RGF7'1E!66[\];=0+!5 M?
L;YP(1@27ZY!"J_?-0#&PO=V]R:W-H965T=%FU;A1(]V*U%Q,8P*H_Z'@@C;0_?F>,8S-X MF.#J[4UBPSL/X_/B@X_KI]2]BU;4\K1CSA*LIO6FO/-
AW8[FZ]I3+++=$,3 M\OW;'!=;KE49C0.X:R;1P3 M]CRB4?ITT[);+R_38!B,)\-/:!),9_3\4Y M,147?4X3OLX03A9TH1GOF\?W#>/;0I92&^=%FY%'C!
XW[!*YUGOD6(Z"J8^ M>OOFG6Z[S@IW=0Q0JN,AWPK]Q;=IL(CL1GIT[E VCG2U6^L(J);?L' MX([39$X3+K\MPA?
NP^P;^N>3J$$33N/L7\U$1WN@IP=*Y_R0;M5WE7_H$J1 MIE]*TP?U$".MJ3J0,!\2AH%@2DMLJXH#%K2+%$2@QH#2?% :AJ*IO3F(:K;9
M2[:,B=Z(?)YQ%LXYW;N*MB=&4N.>V/7]O^8DYQ3A5XI489Q*&,#<,A'+W=$>3+15+'VFZ8F2S M#N>H;A=:54'#)"C-!Z5A*)K:JRI0VN")T@:-E*
T'Y2&H6AJ;ZI8:9MSY')>N8UW:5LV-3I5%'7,6?0@F,^RCZ6PXPUH7,8]OK AH^ 2E82B:VHDJ?#K@X=,!#9^@ M-
!^4AJ%H:F^J\.G\DNN/9FKC_M2#HZ=QDW.JL*9*F,DI-ZDRJ&/.H)/ GPRU M2H!&2U":#TK#4#2U
U5@=;K@+@(:4$%I/B@-0]'4WE0!U3&&K)]V$="06M"4 M*^Q7=1>UL)AQ>1Z+KZF\;R_2W5PU,C,:JP))\T%I&(JF M=J,*F$X?W%%
DRE82B:>J]:E3Q=8WKZ64%N?\NTV'MB;2_,A YZIH1I M;ZPVCVRL.^QMKK\B:;I5TG3-23-(YY=K>X=USG6'31U@M(P%$W5O4J=KCEU:@Y_(M&(,
KYLU9S MT+A9T [-JIXVSRG"4//:R]@^> 8IIFR5/_R5H;DTW?WC2.6KY0-FP_RQJG95 MOG\Z[3-AJS#)Q"'X4@RU+GMB/V/[![[V*SS=Y$\T/::&PO
M=V]R:W-H965T^&& UB3Q%G;@>Z_'SN$0)@T QKW!N+$YSGV>9UCQ^YM*/O& M5P "O<51POO&2HCTSC1YN((8\VN:0B*?
+"B+L9!%MC1YR@#/&.)9'&/V_SU$=-,W;&-W8TJ6*Z%NF(->BI

**"8OF6+#D7]W>?^\,^[6(L[T96;/!SP>$.\'%#TN?MM+!S1ZO-2L%.#ENI M7!"J*0A;:M6R"@(]>$I+R$%ELG*MQ,N7Z4V($!HO.Q4F5#N=8:MN1UH-D52(
MZM20CMIZ-5/FT!Q&A>^8]%)M?F]589GXW99H!^)FRFP4GL8Q:.ZN;TYHU[5 MRF&U-Y)6FLB.]79X&:)PYCE,5P9T#7*G.'0V=WU5NL37J345E-
MVW'#0NM/7/L\/EJXM\)D0 364UK?9N&-%_Z+4*/R?7YYD@:6P8@\LOK=?;GE M4"T#5#?8"+E#5:EUFLV4WLYA$C;VW%SE&1-:,B:RT_7=?
OE)Y"DT\\A34&4& MQ18V^5.2$)@?LPWM\/>0!C>"C]NNC\N^\/>I7!Q>W/9NQE$OPUNK_N77?PX M]@# 81@,X0-T'@:II[9 MZY;A6R?
\UG\T7/LOVD%CF5@"'?W1=ZPX67" 5_?-V=#77PLN4DTL[,!TO@(5Y M"*_XYM!FKO,55XV6>I]"T@WCSW !%;G*7+$GQ$8?7<8^Y;??@SZ-[W!@'J4
MW[J#_@ _O;OO#= 3Q:V[^?(=S^T=U^!;_*H'\AB(&=R[2CLV3US+A6+OAF! M'=R.NK"NSG!ZCW?)/,U^IE >"V!\-HZX0L$+!X=2ULA?
IL%V(@IV+!>L\"J M]Y#[$&H:A5H10[^W826UA4'H$Q+"ZN*:=>$'D2!:D&1OEY$-AG]2_[Z6;#!
M*A,>'>\!S;&H>Y)/FU.ZUEGHG6&Q$-624Q^[5@;>*'Q&*RZ83:>>#R^_[U@S M,ZXV@C$_V299,$:@8G+UE9Q%<07LXICP0=T1\I#J:QSX9@Z$+-
J40O1=) M#V[2R 9SEUJ.V'>0=KF?N:(XP!C2EQ2WYP%8'#"0$04]9'[")$?W6)&3$G MI+],/"'']/%^D7,)&H_@=P71LU-
YTP6A]7>6S,9V"4JLP58!XP'<*>B;\,# MQRZ0[?%UB88IV,48M WJ0BZ+=BJU^&:UVJ@,&^RH/:K'D=&&KZRJE[9NI[$+)
M/X#_]NB5Q5SP(D1L:Y;LPG99R9<5A>>Q;8YQB\Z9682>VF-$:VP0.Z<+V44F MV?#Q\]ASG-?^S"'S*M;'6=3<;<&1 M 3'C8^?I'?-F%_3<#SL(4*)6E[U!
[V*QY,'3#!\#.A%=[,E*8 &&!HH5K@$1 M8<[T-N<55"KQ0\/&T$6T.367V)'GA1C;$*R%"1S 0_XSL^,)+K@3A=9AJ@Z! MVY-"&2LD6@9 X$N@X,,P I-
!QX3LB\ 4S "XB72]"_T(/]X4[$8+= M6C[P M70!3@(AAH?Z(WOT)(RUV=#PPW.KB+)$<&&:CK5.7]WZF41DT%&!0L-" W6;X MKW1^!BQCMH\
<7BJVF&%941.+9P3(8-_G!6-OY@!C %W$F,OG'S,W"E!2FJY M,EX9 Z&[?-66%R 5\ FOQ/#1B(+[+H%$44:O+.(!C*]XF,Q5Z6 /G;Q ME*6^8$2%,[>>I%-
[WR+%*@S&8'K'\NC0*ZO*P: J; T3*T@'P0*#T%H>VOD> M'?-Q),9#A6'"-Y9WHF:Q(_5%!_(FWYPB9FXDPBI%M0$,>N:L(#L<@VM![W$Q
M>WT29:^3]>SU^=-@0005N= 4:.7:, B3QE+GZB%QA%$# _IVN"T>$C6(QT8(MZNP5!1%M*6F# ZJ 8!T9S:A;.5?N4:,#5*3091-
G]YX16OUCMV_=HV%-7':-_M6+5J;-B6'P2SE#V#68.E[?,N6@+V0H)ST$R(E#37(R77_7_^Z%_VA_^BD:E! M_]>;_E7_HGLS%+H7%[<_;F@:Q-WM=?
^BWQOL%Z.B;TT8B\):Y*HP[^G:!N/* M6CU!DR]:B\%T-^KTI'4DZIX<"HYM/."AI&A,DQ<\^H!$;L[\!B,("/P)YNS? M]T_:*QUP:.,N[H_I\@G?$>
[V#F3YU9<$E_>NUEP[KF4E9!;>EJ??T<&P'(MZ=!X!?5K5OP*,&*QM@+\+%B#8+9>0*F4:BK-+5-9Z4,>I,-=PUN2AM^N=32U MOMXO ET>J
MO.X)QOW(;GE[*Z30:YU&N[Y^^FHD47-ZS,$9.1BW<)-#EI90&'J^2UX7,;P1 MB5TATPO0&!H #6_0/VO3KX]F/M#&?
^/&+=W!$&E)Z64X>^TK,RGN8%D"]\, MVZ%EL+LWM$TM)-K'B,G8]&,_0+!$>_G4U[,YYL($3GQFA;APU?(D!>@W@NDK
M]^2)P$)_$;TW:8XRK=FKKWH9) F^;/G!%^ MAR)],?F? HQ*3.QP<:!JO VPB.;C9W0UB,+%D;:9PETO,+^0@#F_D3*@!8#J
M'RI3Y6VJ#PSV=O2KYUD!H&$0CV#@.587^YUBY-AX)+>CF' +BH&!M" 9V$KJ M.B;^SUPQ+IRR]T1+]7G+H"!N7:$[!8]K@V8
NKOSM3[=X]"_P7=S'=\/L Z" M*,\055>&2;H3-,/3KA&Z"JO]HJX]Z;"[*%9LGSEEFLN3C[MSJ*QVRQ2VT?*-H67$R#PF*UM)L.[D)?
VGOQB3/_(4O0>";4)%J&T35R+9&>^ MC_KF&BP4*]'W*&Z'^["3V60>TG]S6.H3B53-D9C>VLKTN>Y+(A>-
X*15\9[E0N7WW1MX^O"9.$\D:IB0J/O;M./.>]4O M,C#\?P'MA\]>XJCU0XQ:S6W4N!XFC!N6\'#&! .>F9%?>3,_<>#RAH%3C< &
M5J[LIV2BXZG7ZTLBT!S,=XR$PO=PQVJASGPR,6S:*SS>^1,L,':,D%Z,F\%2 MLP?&N>(P-79RF%;-
R&3=$3OCFY1J.>RHKA6%I"?]JT)A3OY#PYZP@37$F%B M_$E6@N=TCW!Q_B]&7NY#-_H-BI79 CR*]X-<@%<@JS,3=#X4^/Q$2D/K#'H
MTIF7>Q8!E00!B0X3OIX[W//#A"]G!"7OO4=]AT05W%S"$WN8?^B27<[\.79V MLK0C>LER%2I#GN /C@FYADT29"\"FA<+O>'45;HK@KAAN3=!M&
M%!Z)-_5PZ3:C/8>1 VXG?AZ]"%-LP+,QQW37%[Y$]_8%FAT#G^_F_B,^SU[L MI%-7BXX*IT?HB0N1WV4CE>A-,%42TH'$P6C!L#R:
P#.VB.:!6Z\B].%5T[> MR=@R[!%'1&#N$=06KX8GXEX+7'@@JRD F&Y@P>,#=-=L>)H9+C?@YQY1'#: M'' 3P_2]B.!@FQ#WR?8]-]H]?D.\%:+&5H2SB
W!0\(0TYTL$IB^_1!M>481 MF;>"]$# O7PBL53,/?'D:(7X/E01!?WBC1]Z]\CQGJ,=M!5A7!P""-+F.)1$ MLQ%&&DF4=3#!C;M$@@-Q44LO0B,NG@\[W\?
%9RH1M@=*\KI IE554LM@P1L9&N1W L2BQVJ*!(W, Z MY.C=PXW58;ODX^Z1\ODC(+>C7A#2^&.PM#TT M=I(\88BH=A>#9,2096JW$C-5HF3
1:988E[<\MH9%!S=6P'H>=3.VQI!D<3>3)\VYL%L26! M]WM^/"D[7-I;Z(!@N2Q8R+@_-'.M.#AEVKXYF\ LW'@3P"+H(V+2#[UL^#Z= M"QAELR@U-
=XGQI>O;J$L_!PT33'O#E. C"DF@>)$J)%&QOB OVZ2+3E,*UFR M2P+%NS.B\# +$S..)$U96.) :%L>R#A,R:5)5FU[W 669EQPE7R M!MGX(FAK"S
AW0C7WL :@RR_"MIX-4T6&]71-;IJS6]?5J(&]?DN#]+[M<69':?.P2&)W<=!X=),FBA!%B:)+TV)N/"Q3NOWEJP(R-QVF*UHE0G'OC=[M' O$'>-
;WF7\/GBP.*W68\2/B)S^ '7Z"@DP!A%CVA9&$UJI6.-$EF#E<,? MJ:NY3&&5&W$N\>JLYM^*XXLK$-K^).VMA?(&E8N$F05I=TJOC<86 CQ86@P
M!.$\S!7%I=#(P:]621AG(&Q-O\\G>?==EX\SI -S+K>G82Z%X9K$2&&X"@*4 M;FF+4<(XE5KZRL,UJG31!.ZZUB**/D2E
MD4"K5A'+_X;=C2@N&F78+>@Q3B"*ZX/(8K]HN81]LE?/;5@L2L<]=D&6 MI+H4A='2G+O0A NJEM.Y"TV]D=.Y"VH[GS&UZLU6VG>?
ZIA:IW,^Q?:%0XH" M-+@_MWH^!56SF\^H."::,'1T!RM'4.Q(N;P'=V0^M:.\]%*S2EDEJ<)1E 5% MI6Y@O-VRI9.^3#9FOE5E$Y:Q>F[\IQQ@7Q:)YN_2-
TQ^6O>U<VM 256F]"FZ_4QMV MUG$L'FS"I>RDI$P_FI3IM8XFB;+4Y%+&I>RTI*QO+'&3\? .6=3T]0)'+F1< MR"HM9(IT-"F3Z5+64MA?
RLIPOLJ.6%CA7U1B3=O2!?/-2'0RD_U*Q@^(_H H M-+>?_A")P8**]45 J74:HB1OJATM_)B2TV-ZZ_!,5_%H,%U.:5QPIA_0?SI\ MTS4LD!1;#
*ZK8E/=U"V"'P,X-Z>[$TS!^VNU9\J[Y)!] M3)K]3RIF3Q8^Y6#L;#'[8R;05*;4PM'$=;"MK9?E?B[A2=<<2UMMJ$-BJ45M
MJN:Z*\FQ5&XL;3F6^1!8:L.BK8FMUK]IQL%4;C#MMQF:"4PZ!9.J,0"F"D6Q M,J10Q,UE/DZ>B"*)<::O"K2VO!GF#=-HXDD$Q/.@ -N:8_\N-0<,BBL2S:+0
M$A:?CX/B.?X*K"<>><|'BHO5V5W<_,V$?V8HVC*2T,3@N6URVV)DZF\N6PI5]K)5XHKJV2O));5,7V, EY^RLM/>?DI+QQDH'"0HXBCB)>?IMH[
MB2U;7G?*RPB.7W?JK7_"!G>H)6W_T>-?#'X_V\1SP>*[6HM&N=9D.4T[I9O(CMZ/6JC %'!^!(M8D-I<^"P IQMA15, $>58'%N2&*[?
>0*2HZ<_:LHV$".C,AIB>UF2@>J)+6W M$]NR'%(06F)FX2E%WJ.+.4Z\M':;/B(?N3(QF>\75.[/3_:\B+9HYD9T:N&@
MQS5K8K.E%%^6Q&OJ!"X<%]DE1X92^OX\B]1"K/K085-_44 M583EJ1RE'+Q,BHO7@4XO+%Y:N"\G74Y:O-ER\N7B*OCT-+>>;DP>/?$7[:G"L=&*
(S!5W6] M4'@EH?! B+NR?X)NI*+2F!Z4C?$)F+&U5H<,5VC)UN(.\XH> D\+/>'O^R\^C0U'=_/!W"W?/_MXO4+.6@NY !/IVZTM/IZ
M1$688)C&Y#C@':5Z9A4Q7R_JF7)EX*L(S<'[.3=>BD/"M"!#O M>;?1S>I!V?Q.">;'9^Q~WY#JZWEW6?F\;<3Y,EJE:KO^_[/W)LR)*\G^Z%=1
M\.YYMSL",XB=/B\7/<)U 3BWT<1;(4[M' \9$B]04I0ITFFMO&*% *I'E>G/#'6CI&C/G+\7P=N%+D7"MZ2(@I?76$ $CUI9#!/IB,UZ($>)$_-:
(W2ALB79XB_((EH/G9M^2..KY]O8=\>5H M@SZ1GTL[= *>V.6CS92?%\H"QOI%,5Z45P>MFLB45KIYL4'"HK//$-G3$2UQ M$I:(=C_]-IU-I8?
Y_SF^NI:N[MV?7-[(`_]G#W=7H]P8]OI[/)[&HZ^0H3A ^^WY(*PMA+IK2"[R>O@@M ML,3-CXI!.CVR#\ =H'U0];1VT.?;.1!GIG>'8U7KJSVEIXY[_7%?**

"8OF6+#D7]W>?^\,^[6(L[T96;/!SP>$.\'%#TN?MM+!S1ZO-2L%.#ENI M7!"J*0A;:M6R"@(]>$I+R$%ELG*MQ,N7Z4V($!HO.Q4F5#N=8:MN1UH-D52(
MZM20CMIZ-5/FT!Q&A>^8]%)M?F]589GXW99H!^)FRFP4GL8Q:.ZN;TYHU[5 MRF&U-Y)6FLB.]79X&:)PYCE,5P9T#7*G.'0V=WU5NL37J345E-
MVW'#0NM/7/L\/EJXM\)D0 364UK?9N&-%_Z+4*/R?7YYD@:6P8@\LOK=?;GE M4"T#5#?8"+E#5:EUFLV4WLYA$C;VW%SE&1-:,B:RT_7=?
OE)Y"DT\\A34&4& MQ18V^5.2$)@?LPWM\/>0!C>"C]NNC\N^\/>I7!Q>W/9NQE$OPUNK_N77?PX M]@# 81@,X0-T'@:II[9 MZY;A6R?
\UG\T7/LOVD%CF5@"'?W1=ZPX67" 5_?-V=#77PLN4DTL[,!TO@(5Y M"*_XYM!FKO,55XV6>I]"T@WCSW !%;G*7+$GQ$8?7<8^Y;??@SZ-[W!@'J4
MW[J#_@ _O;OO#= 3Q:V[^?(=S^T=U^!;_*H'\AB(&=R[2CLV3US+A6+OAF! M'=R.NK"NSG!ZCW?)/,U^IE >"V!\-HZX0L$+!X=2ULA?
IL%V(@IV+!>L\"J M]Y#[$&H:A5H10[^W826UA4'H$Q+"ZN*:=>$'D2!:D&1OEY$-AG]2_[Z6;#!
M*A,>'>\!S;&H>Y)/FU.ZUEGHG6&Q$-624Q^[5@;>*'Q&*RZ83:>>#R^_[U@S M,ZXV@C$_V299,$:@8G+UE9Q%<07LXICP0=T1\I#J:QSX9@Z$+-
J40O1=) M#V[2R 9SEUJ.V'>0=KF?N:(XP!C2EQ2WYP%8'#"0$04]9'[")$?W6)&3$G MI+],/"'']/%^D7,)&H_@=P71LU-
YTP6A]7>6S,9V"4JLP58!XP'<*>B;\,# MQRZ0[?%UB88IV,48M WJ0BZ+=BJU^&:UVJ@,&^RH/:K'D=&&KZRJE[9NI[$+)
M/X#_]NB5Q5SP(D1L:Y;LPG99R9<5A>>Q;8YQB\Z9682>VF-$:VP0.Z<+V44F MV?#Q\]ASG-?^S"'S*M;'6=3<;<&1 M 3'C8^?I'?-F%_3<#SL(4*)6E[U!
[V*QY,'3#!\#.A%=[,E*8 &&!HH5K@$1 M8<[T-N<55"KQ0\/&T$6T.367V)'GA1C;$*R%"1S 0_XSL^,)+K@3A=9AJ@Z! MVY-"&2LD6@9 X$N@X,,P I-
!QX3LB\ 4S "XB72]"_T(/]X4[$8+= M6C[P M70!3@(AAH?Z(WOT)(RUV=#PPW.KB+)$<&&:CK5.7]WZF41DT%&!0L-" W6;X MKW1^!BQCMH\
<7BJVF&%941.+9P3(8-_G!6-OY@!C %W$F,OG'S,W"E!2FJY M,EX9 Z&[?-66%R 5\ FOQ/#1B(+[+H%$44:O+.(!C*]XF,Q5Z6 /G;Q ME*6^8$2%,[>>I%-
[WR+%*@S&8'K'\NC0*ZO*P: J; T3*T@'P0*#T%H>VOD> M'?-Q),9#A6'"-Y9WHF:Q(_5%!_(FWYPB9FXDPBI%M0$,>N:L(#L<@VM![W$Q
M>WT29:^3]>SU^=-@0005N= 4:.7:, B3QE+GZB%QA%$# _IVN"T>$C6(QT8(MZNP5!1%M*6F# ZJ 8!T9S:A;.5?N4:,#5*3091-
G]YX16OUCMV_=HV%-7':-_M6+5J;-B6'P2SE#V#68.E[?,N6@+V0H)ST$R(E#37(R77_7_^Z%_VA_^BD:E! M_]>;_E7_HGLS%+H7%[<_;F@:Q-WM=?
^BWQOL%Z.B;TT8B\):Y*HP[^G:!N/* M6CU!DR]:B\%T-^KTI'4DZIX<"HYM/."AI&A,DQ<\^H!$;L[\!B,("/P)YNS? M]T_:*QUP:.,N[H_I\@G?$>
[V#F3YU9<$E_>NUEP[KF4E9!;>EJ??T<&P'(MZ=!X!?5K5OP*,&*QM@+\+%B#8+9>0*F4:BK-+5-9Z4,>I,-=PUN2AM^N=32U MOMXO ET>J
MO.X)QOW(;GE[*Z30:YU&N[Y^^FHD47-ZS,$9.1BW<)-#EI90&'J^2UX7,;P1 MB5TATPO0&!H #6_0/VO3KX]F/M#&?
^/&+=W!$&E)Z64X>^TK,RGN8%D"]\, MVZ%EL+LWM$TM)-K'B,G8]&,_0+!$>_G4U[,YYL($3GQFA;APU?(D!>@W@NDK
M]^2)P$)_$;TW:8XRK=FKKWH9) F^;/G!%^ MAR)],?F? HQ*3.QP<:!JO VPB.;C9W0UB,+%D;:9PETO,+^0@#F_D3*@!8#J
M'RI3Y6VJ#PSV=O2KYUD!H&$0CV#@.587^YUBY-AX)+>CF' +BH&!M" 9V$KJ M.B;^SUPQ+IRR]T1+]7G+H"!N7:$[!8]K@V8
NKOSM3[=X]"_P7=S'=\/L Z" M*,\055>&2;H3-,/3KA&Z"JO]HJX]Z;"[*%9LGSEEFLN3C[MSJ*QVRQ2VT?*-H67$R#PF*UM)L.[D)?
VGOQB3/_(4O0>";4)%J&T35R+9&>^ MC_KF&BP4*]'W*&Z'^["3V60>TG]S6.H3B53-D9C>VLKTN>Y+(A>-
X*15\9[E0N7WW1MX^O"9.$\D:IB0J/O;M./.>]4O M,C#\?P'MA\]>XJCU0XQ:S6W4N!XFC!N6\'#&! .>F9%?>3,_<>#RAH%3C< &
M5J[LIV2BXZG7ZTLBT!S,=XR$PO=PQVJASGPR,6S:*SS>^1,L,':,D%Z,F\%2 MLP?&N>(P-79RF%;-
R&3=$3OCFY1J.>RHKA6%I"?]JT)A3OY#PYZP@37$F%B M_$E6@N=TCW!Q_B]&7NY#-_H-BI79 CR*]X-<@%<@JS,3=#X4^/Q$2D/K#'H
MTIF7>Q8!E00!B0X3OIX[W//#A"]G!"7OO4=]AT05W%S"$WN8?^B27<[\.79V MLK0C>LER%2I#GN /C@FYADT29"\"FA<+O>'45;HK@KAAN3=!M&
M%!Z)-_5PZ3:C/8>1 VXG?AZ]"%-LP+,QQW37%[Y$]_8%FAT#G^_F_B,^SU[L MI%-7BXX*IT?HB0N1WV4CE>A-,%42TH'$P6C!L#R:
P#.VB.:!6Z\B].%5T[> MR=@R[!%'1&#N$=06KX8GXEX+7'@@JRD F&Y@P>,#=-=L>)H9+C?@YQY1'#: M'' 3P_2]B.!@FQ#WR?8]-]H]?D.\%:+&5H2SB
W!0\(0TYTL$IB^_1!M>481 MF;>"]$# O7PBL53,/?'D:(7X/E01!?WBC1]Z]\CQGJ,=M!5A7!P""-+F.)1$ MLQ%&&DF4=3#!C;M$@@-Q44LO0B,NG@\[W\?
%9RH1M@=*\KI IE554LM@P1L9&N1W L2BQVJ*!(W, Z MY.C=PXW58;ODX^Z1\ODC(+>C7A#2^&.PM#TT M=I(\88BH=A>#9,2096JW$C-5HF3
1:988E[<\MH9%!S=6P'H>=3.VQI!D<3>3)\VYL%L26! M]WM^/"D[7-I;Z(!@N2Q8R+@_-'.M.#AEVKXYF\ LW'@3P"+H(V+2#[UL^#Z= M"QAELR@U-
=XGQI>O;J$L_!PT33'O#E. C"DF@>)$J)%&QOB OVZ2+3E,*UFR M2P+%NS.B\# +$S..)$U96.) :%L>R#A,R:5)5FU[W 669EQPE7R M!MGX(FAK"S
AW0C7WL :@RR_"MIX-4T6&]71-;IJS6]?5J(&]?DN#]+[M<69':?.P2&)W<=!X=),FBA!%B:)+TV)N/"Q3NOWEJP(R-QVF*UHE0G'OC=[M' O$'>-
;WF7\/GBP.*W68\2/B)S^ '7Z"@DP!A%CVA9&$UJI6.-$EF#E<,? MJ:NY3&&5&W$N\>JLYM^*XXLK$-K^).VMA?(&E8N$F05I=TJOC<86 CQ86@P
M!.$\S!7%I=#(P:]621AG(&Q-O\\G>?==EX\SI -S+K>G82Z%X9K$2&&X"@*4 M;FF+4<(XE5KZRL,UJG31!.ZZUB**/D2E
MD4"K5A'+_X;=C2@N&F78+>@Q3B"*ZX/(8K]HN81]LE?/;5@L2L<]=D&6 MI+H4A='2G+O0A NJEM.Y"TV]D=.Y"VH[GS&UZLU6VG>?
ZIA:IW,^Q?:%0XH" M-+@_MWH^!56SF\^H."::,'1T!RM'4.Q(N;P'=V0^M:.\]%*S2EDEJ<)1E 5% MI6Y@O-VRI9.^3#9FOE5E$Y:Q>F[\IQQ@7Q:)YN_2-
TQ^6O>U<VM 256F]"FZ_4QMV MUG$L'FS"I>RDI$P_FI3IM8XFB;+4Y%+&I>RTI*QO+'&3\? .6=3T]0)'+F1< MR"HM9(IT-"F3Z5+64MA?
RLIPOLJ.6%CA7U1B3=O2!?/-2'0RD_U*Q@^(_H H M-+>?_A")P8**]45 J74:HB1OJATM_)B2TV-ZZ_!,5_%H,%U.:5QPIA_0?SI\ MTS4LD!1;#
*ZK8E/=U"V"'P,X-Z>[$TS!^VNU9\J[Y)!] M3)K]3RIF3Q8^Y6#L;#'[8R;05*;4PM'$=;"MK9?E?B[A2=<<2UMMJ$-BJ45M
MJN:Z*\FQ5&XL;3F6^1!8:L.BK8FMUK]IQL%4;C#MMQF:"4PZ!9.J,0"F"D6Q M,J10Q,UE/DZ>B"*)<::O"K2VO!GF#=-HXDD$Q/.@ -N:8_\N-0<,BBL2S:+0
M$A:?CX/B.?X*K"<>><|'BHO5V5W<_,V$?V8HVC*2T,3@N6URVV)DZF\N6PI5]K)5XHKJV2O));5,7V, EY^RLM/>?DI+QQDH'"0HXBCB)>?IMH[
MB2U;7G?*RPB.7W?JK7_"!G>H)6W_T>-?#'X_V\1SP>*[6HM&N=9D.4T[I9O(CMZ/6JC %'!^!(M8D-I<^"P IQMA15, $>58'%N2&*[?
>0*2HZ<_:LHV$".C,AIB>UF2@>J)+6W M$]NR'%(06F)FX2E%WJ.+.4Z\M':;/B(?N3(QF>\75.[/3_:\B+9HYD9T:N&@
MQS5K8K.E%%^6Q&OJ!"X<%]DE1X92^OX\B]1"K/K085-_44 M583EJ1RE'+Q,BHO7@4XO+%Y:N"\G74Y:O-ER\N7B*OCT-+>>;DP>/?$7[:G"L=&*
(S!5W6] M4'@EH?! B+NR?X)NI*+2F!Z4C?$)F+&U5H<,5VC)UN(.\XH> D\+/>'O^R\^C0U'=_/!W"W?/_MXO4+.6@NY !/IVZTM/IZ
M1$688)C&Y#C@':5Z9A4Q7R_JF7)EX*L(S<'[.3=>BD/"M"!#O M>;?1S>I!V?Q.">;'9^Q~WY#JZWEW6?F\;<3Y,EJE:KO^_[/W)LR)*\G^Z%=1
M\.YYMSL",XB=/B\7/<)U 3BWT<1;(4[M' \9$B]04I0ITFFMO&*% *I'E>G/#'6CI&C/G+\7P=N%+D7"MZ2(@I?76$ $CUI9#!/IB,UZ($>)$_-:
(W2ALB79XB_((EH/G9M^2..KY]O8=\>5H M@SZ1GTL[= *>V.6CS92?%\H"QOI%,5Z45P>MFLB45KIYL4'"HK//$-G3$2UQ M$I:(=C_]-IU-I8?
Y_SF^NI:N[MV?7-[(`_]G#W=7H]P8]OI[/)[&HZ^0H3A ^^WY(*PMA+IK2"[R>O@@M ML,3-CXI!.CVR#\ =H'U0];1VT.?;.1!GIG>'8U7KJSVEIXY[_7%?**

&;'!N-/M-MC-HC=:!UM7^AG?)V-D.VR$H]B9RNSN_2_Q/S%I.E!?$%GX"WBA11C%O=!'KJ-MBC$UN:T&GU|KCFI86#0XAV?\85C]SW#-^YRW@*9,F[CB,WP# _Y8H_3:'FM< MWLW_Z^8^HBVFL]N[^V^3^?1NEO!L8ZN0(/VO[YEE/RFFP/V6$+S-J8CEG4;40I+TH"Z9YAGLM;B%F&Z'%'"WO%!$:; K+Z>;/UU$1"V6$8R^ S9;!F-MV\[?%;AN/6W*G4Q2Z M;2BW!G*W%/@ON0./&I2$2=;O#LL9%)CAW>WP9N4 2YT7D$VIZ&/G2H1KI@H: MR'M!C9U#WB8]#W#V2[&<.!=0LVM1=Y1=SLM)TQ(*X0+'4;&^(C7H[XX*-M>@]?L7/#XZ@E[MU*7 [\3=D2-VI<#IOCP=$1W4HKA"BR8R_H/V>Y8Z]M:\&H M':YB2 N6W*UW.K"20H S.;!2XB8E2/H]0M%;(.B^$C-N7':;\FAXJ,2D,^?1 MMJ&-UQ4^^_0Q6"E'^Y;+2GWL0M;L]P|&1"}D}E3Z21V3'X\Yj+.[\,4[7EZAB M[YGCVI[J4BMP^(/9SVPS-QCA>]EQ.1@?K$#KPZ,59)05]G"2#*4ZL*"M8R/@_M1%<4$/S7#[{BO3-+-^(2!@>N!XE84MJ M&_?\.25'11?EE %PRJ @;EAMPAZPUE-3M5:,Q_"Q;A2?#/[7I>F!T@!-UCC3= MPNO#QN58/IC7:\.U@FRRF^>?QB8%G?Y1XU)N#H=EP2#7ENON3C^6+ST=ZO!_ M#"-A5ZWI>#9:"T(8)J8V"T!C"DO&N"'9'S5'O8/3?[7964&.VE7!;N6H!-,, MVHW+RO@I'\'ZC%>%XKD$T]DS. 4Q#(L,34IH:D1,P?DW@I1[VA4#N7'9:XX'-M!;& ;^OT+)@H0WF6SD0=9*)>^YT9IYP?QA77K',+(Z!65M5]TQMB MQ7NO+BJ?0.]'T>38_5%=$SG-LJ^ZZ38NA[UF9W1P]ZW2E_1$_D(MU+50O[GK M5:,)0]QJ7\J@I%^U"4U&AW@U]:<]3[2>'"%*'L QW<\8(P*EB2]S*$SZ-;:U5=X!)T@/BP'B"[2^JQ5\+AQ>$@R5AL ?O\] MHFXU[GD0>1<\MN>:@05 MT6IS-5'D6..HW9)'Q]7^O>KWN5Z16HSQL,RJ[/.UFS MUW>1_[Q:@@E1'R'9OTUC3!X$-0O[14.,K0ZZ15%GSSQ9==(.>E>*LY2^"VC#M#Y:C*J/!E,__/@EO+3LF"H5E8(0G7L8I&?ZJ=?%Y%WH?E@O^-$53'_55TL&C M5W?I U[O SO;17,;QF:081YV6DWC?3PX^+%T_UGX3COUL\JQ2S]R*X.CDN;] M:)8]3M"E*)%AN\RC@(O"=_3WA.Z_9H[L-I',H)^/F M0SD9-[^^^6.^/>]JE>(9(7'^II3W=QI[@ROBC#/@%(>=E)=UDI,]);S[HXO8 MY:+G!>Q7)G,Y-"Y\H<%"4NL)WJW"<3P"N*4]3*(,19"F^4\GP+|UEHR)6XID M.*++E]I@)&M-.Y3F>&/5YJF!(DL BOR(C%,C-'ZP#.^5S33=E6X5 -:/,\] BZKTS M^2_+3?U0]6"#[G9G]*ME/LV9O4+CM&B(=X@UG7*SW3_X4$X-XE@+6(4F7DC MM& X;EX-A<]P_N*[KQ$FY6G9KV:V.M[!:P&PZ0W1'(;J_9.?RH6J42ZHG$^2D2FU*Q]/QI!GEKB8;/2YOQ/M@F'M#A M34>Q,BAZ0(>SA.@%OW%&;J5H3%K;NJGJ:\4(NVD#BXB&IHEK^3B>7_,Q!9J MUSKH;^_7BA(Q-;&8!$?PG.J:=%44<'[W1YC2L74X;ERV6\E=+.C7BN0I-M3! MD88Z:CMR_X'2)44'K/OH6$/M@'._A44WUOT<--"=*4VC0PI7:_8;,'A M6#4Z:IO%4TWI9:FK2VFI:+!O@'_ZLKU0:MC>SH9H3<1&C_#57S3/ M?H%=VV%F..1>XW{#';QRA1[LU!&@BMUT#9PKX>MJ54^TH4O^Z(>1YS44PHN M1*>(7 %UV&2%U4.%%Z4/B|)O9<67?;U T0'#4KB&*#J7DSEK_,WY9>^\E9_ M6+9-)4Q7RAJ^<5\+SP\AB_/G9[-GRWC&I4*QI>@'#2>RG_@4B OM4G& '.K2 MTKFTZ9AJ9XXKV8H+FN.1N2^,F=(GY3/=]B!XY0[,.Q-5@R0:\,;[^$.Z1-6 M G;:OS_P1#VW.Q;LC 5WEI5CS?H$_FYM,/8XA.[>+29\O."VLY_48P7Y=5!(STRMI95N7FR0L.CLL\I<3T:T]%K6^^FWZ6PJ/CJ_N9:N[E;7-[,'_MO#W=?]I00_#GO8^SA@V\WL_E#X>GMN9)I MM^75WJ:5P\H7W5,6P"KKM0$^+3K)ORT)2%D1^)C+)))!&VE25:LI[6JI(>_ M._"W21XU8H9('$OM*P.5"@*)VE&W=E:/I%M?EHRW2HTH=F: ;>E(J(>E3[9B M/J&*7MC62LK<^F WI]B<_<;QLX9];9OY*#?=>=A#3I%NS/_H=@Z4@7UO1SL M;;BP_N8V1-]HF#QA|QL"MQ0=9^=XX\2C@*V487Z68'>[&D'T;E[O&/R6T]MB[6(4_:$2^+0BBNM+I"-XM8^!:HLH$#1!2IA=2!AS?3I(P^RS? MX$W'C2"=2>,5M2,>)+!@R9PFC&?-N >XK[YL21,3MA #O&L3[>ZT<(?U+%3DM=M]K6)+O->YN\[W(%\(VSQ-LTN*S8JN;=Q1Z<205Z-1Z&|!2O2>^>2Y6P31 MC'!)I^8,GCY_8<8SXTA J6(+7F:*T#8K,/S_ =K/7ZS44?>/,>IN:;/&^%_JMN,$C'*8IR;],_-;R[-2!#S,'CD9,-9CE5G].ISJVPD@JLM_B8;Q(\,=F*T4G MF"._EJ5YM.%$SO'Z?OE91/_X!KP(W/T7C!RH=.0+E#*J,@HET%FPE:7I"S")MQ4)BF'GR<"7UANV+?ANO\V<>G&Q.58$OL)U+IN5*CO>(04)75PSC58)G+QB5 M=KA+Q4P^*RORV))^T%"20Q3S@&EA=$2WP6A0; J!X>$UU,0"/%[#P>L\AZ>U MI @ZX9[)F."YA2)2PYRH|62%-@_1BV@#8C;!,4"8B,GX9X&L1->B)6&76GB"KJ%U$UILEETX&CS,"=S% M=_8?\"61C6D;U)J8&ETJSC02RN.,%8U5]MMM-,.S\,I](A+3 XL9'C)1BC[Q MPG$&ARZYQ[$UE4.!3QOQU_AX2,4B] ^>*C6M*DU:D/ST%6%;0BD*=2+C)^{S}2!DP5,D W4R" "V%$A D^ [LCUG3 M0D[\E6@K>6>RIC0C68"_)HYCJ3K]140L%':#_AHT2DE9Z8,W(_$LMU3Z1E M920'F&F$/O%G,YC$(ZA$9KO ?[*;UKJJ*EU30=/CSD!RXD,0Q.__3<(/U); M!7:#];-?$@N]DL%[8DC;.)+%?H*O8/X3@ _@"@.GB#VQQ-; M@;/@P7D6\5&9 :F=@.9B|P6V4$$@X7=TGKBJ(OD.O!]"O)-4 O^B:\E3LBFR M!#RAN+3F&$8_Q.B*.(JD=L75Z94_Q&]\4+#Z[2X>A\RW#'ZT'EJ8PUFVS]+<9FJ"(?)H M>ZBADL450%VR\;8ENDD5P&^^D?55?K0W2QJ@)^9Y&B;M2"](LB_F(+?FPMM\#H1FM7)9YGX4X/7HX&I)WB7OVHF#^E.S*+M7@B[NOTC[LP$P>*%R/"+=A7 MD-W"&8[22D@H1;];2I#DH4#QJ'RL VV_W.@+%>P0:1T?+&_3;?8H3I[CC90.D1T=+ M*/3; W2G2]+ST?(&_?80V2&5SF=A6<5KZ=*=\|".)SD.=: B%$),YPES^=':M4N%#S]GJB:%]*KK(O=10W:;8_50,'%>7QREX]5KJ0H\;EZ,4S_2W?2)SH_YQ MQSK&,&+*6+,J*;=$9LYC\>/1GM()*K>1H,FBROT6?W#R04N*:02S#**<%-6XA;&,L_<"AW"^X*W(6UF2F&O|S) M*+T+JG$_H5EE2!V0HS4\ZK- LDP1/Q5M)K1=_9"28MNON'$'T"DU\/<,1%NC287=:LZ*+:P,.'?,A863^UWMTT_8V&C*$]D3U[&! MZXK%HIU6\KSUQKHFYG$6ULX-N'^D_[95:0?N3WQKV_%=W/28 M?:J;@E5>*:[*K\@MQ:3@..8),N4M%UX-D4N=)/S':\F?U)LS<]L1G:S,$\;U*YL&QV??"S3 MNLN<-%VCK,\2S' ,F&*X&M>>()GQ7-^F(H'4P7N!JVA\:1J+,831#ZE!Q<^MH$J JBOV]A 4^X^M.9ID/?_13''7_E?=^$C#E>$-"077;&2<8I$AP6'E6=(/" M=X_^(Z,YJ[!3?]I/E%[/|FM:270'+P;CG _)3!F1$(_9?YUX6SHTM<[^3K$6'SZH$S8QZ%FUMR^2ECHMD"A\3L2%R\R,SK)=BN,KU(9L-HF,]6'W* MICYE<\ZG;+]-K&^YACNGEK#]4:O?*P9.GME=MM5K;T<4W_WS\:/Z8^].MO>[M/?7XR/CO^=/],/3[']BIE[Y(]-1?5G0<* M=A[XL@O+[-^@.8^7B@ -UB.KS,C>$<WS^[PG]:-4,\.4,+GC4SY7H$D:W6%!$,FWPQVO>?5,>'5X?%[%8N2FW^O80;3FU9I7MV)[M'H57J97#L%.P:7;-JS6O;I4C/0JO(J1@L|O/.HA<=Z(HQ2K'GNZ,UMO/P%(N ME-=''N>VD[UR,SW;3C%:G4F+EC(-9)2&>T[D&$:1DW: /TTR\+S+((G5O!_M>@6:'-2\LI/!>C#OC!J7G5[R1%?-.^^ =W(,R(-Y9]RX'+3+ZI%7\TZE>"?' MH#N4=[IX>JNTIB!U"\5@D8.HJN4#:S#"9A"X)G1T?P=;[:VS]W;NYC77["O2M;<-U2>-E&3R3RKK0'V]QG&S%U7-"9J<6W%M]:?/?T6,H47P15:/;::!=W56GQK M\:W%=T^?M$SQ':'XRMUS;W,?:Y6=W>FP6I@<5 ?1B@)17%\Q<78|@-,7)MI MGB102H)RBA0XD:#MC\U4IC\SK7@OV=V1( )\&/&NHB ^W?$AANQ1AJ9KIW=^ MR,,:.C\XOAC+%@2-+,RQ&2 XAW-M#CS<=M9(KK\B(EV\-L[R'O)>IS]FFH7 M5YTT#KT['*M:7^TI/77J0.MJ_VKA])[8MR4V=W\1AI0 M3PBY_MVW#4YD8/6'=6P',[&!!]KA1Q,%KRTH[K/"P5FR&RLB::GSM)G)1> M-XF3TNLF<5*N[KY]NYM)#_.[]_^6[FYO;^ZGLS^;TOW-P_Q^>H4P"ORK'[/IM_*I7_=]/KV;/4B3V;7TS\G]_820%38Q2O@*9B :\+&DC+!S(@21#7,DP;"[MH=YD3#4%M8^?:,&J@DNE3MXCL]:@4Z5'ES@&NF>N3KHQG/8&JXWL990\^^R M1<3!N1#8+%;.BA@3D&%2I2\9VO/5IODW =^ P()A5:ZLT&$?QUA=<[MQ[+:GXP[6']#PHN>8VP<=:3#?>S2+4N/:(P*E6"7:7/M1@8"Z"U,A5&ICL,Q M1TH]B)-9Y.WKU9)^K*E['/9.\0$DL>N3'0PRVF:.$?#MHFD6B%^XWK&U)EQ MFT^M8AB0Z?8=_9W QY1K>%FX]$E6H/1%-8X!>1*1WZR .P/PT"I/K#D]:V]:P[U,,M(*(8&!>"/RS%)O?Q&IA<=2T;*.*YM2\OF7?\0=E.UL0"$1&H-S_NE(]0JS*/@+C#NY&B5P'6(.A<3&YNS$ SK'Z\) M]V+R J.?$7KOW6*B:3K'2.9]Q2281U$MU$SV"9O@Q?KE M"7?21W0#N.V;\BIUMV&")UFFR3D# Q%I-U 4!+OM7E!OH[@0)KL4?IU/8R+6 M]/4 M?X&+L1%)WY>,YL6%HMND?NHX0OP+3RS1K*$9!E]AM\=.H-)TMVI2F\ QX=0B.WL4.02M);E_\-]_KH_/91,JE[5:CVG_)6VO4B_^]@6N)]D?(M%9'Y!\,M%C0X"X/T>T1#_T"E6ZU!%XOAC+%@2-+,RQ&2 XAW-M#CS<=M9(KK\B(EV\-L[R'O)>IS]FFH7 M5YTT#KT['*M:7^TI/77J0.MJ_VKA])[8MR4V=W\1AI0 M3PBY_MVW#4YD8/6'=6P',[&!!]KA1Q,%KRTH[K/"P5FR&RLB::GSM)G)1> M-XF3TNLF<5*N[KY]NYM)#_.[]_^6[FYO;^ZGLS^;TOW-P_Q^>H4P"ORK'[/IM_*I7_=]/KV;/4B3V;7TS\G]_820%38Q2O@*9B :\+&DC+!S(@21#7,DP;"[MH=YD3#4%M8^?:,&J@DNE3MXCL]:@4Z5'ES@&NF>N3KHQG/8&JXWL990\^^R M1<3!N1#8+%;.BA@3D&%2I2\9VO/5IODW =^ P()A5:ZLT&$?QUA=<[MQ[+:GXP[6']#PHN>8VP<=:3#?>S2+4N/:(P*E6"7:7/M1@8"Z"U,A5&ICL,Q M1TH]B)-9Y.WKU9)^K*E['/9.\0$DL>N3'0PRVF:.$?#MHFD6B%^XWK&U)EQ MFT^M8AB0Z?8=_9W QY1K>%FX]$E6H/1%-8X!>1*1WZR .P/PT"I/K#D]:V]:P[U,,M(*(8&!>"/RS%)O?Q&IA<=2T;*.*YM2\OF7?\0=E.UL0"$1&H-S_NE(]0JS*/@+C#NY&B5P'6(.A<3&YNS$ SK'Z\) M]V+R J.?$7KOW6*B:3K'2.9]Q2281U$MU$SV"9O@Q?KE M"7?21W0#N.V;\BIUMV&")UFFR3D# Q%I-U 4!+OM7E!OH[@0)KL4?IU/8R+6 M]/4 M?X&+L1%)WY>,YL6%HMND?NHX0OP+3RS1K*$9!E]AM\=.H-)TMVI2F\ QX=0B.WL4.02M);E_\-]_KH_/91,JE[5:CVG_)6VO4B_^]@6N)]D?(M%9'Y!\,M%C0X"X/T>T1#_T"E6ZU!%XOAC+%@2-+,RQ&2 XAW-M#CS<=M9(KK\B(EV\-L[R'O)>IS]FFH7 M5YTT#KT['*M:7^TI/77J0.MJ_VKA])[8MR4V=W\1AI0 M3PBY_MVW#4YD8/6'=6P',[&!!]KA1Q,%KRTH[K/"P5FR&RLB::GSM)G)1> M-XF3TNLF<5*N[KY]NYM)#_.[]_^6[FYO;^ZGLS^;TOW-P_Q^>H4P"ORK'[/IM_*I7_=]/KV;/4B3V;7TS\G]_820%38Q2O@*9B :\+&DC+!S(@21#7,DP;"[MH=YD3#4%M8^?:,&J@DNE3MXCL]:@4Z5'ES@&NF>N3KHQG/8&JXWL990\^^R M1<3!N1#8+%;.BA@3D&%2I2\9VO/5IODW =^ P()A5:ZLT&$?QUA=<[MQ[+:GXP[6']#PHN>8VP<=:3#?>S2+4N/:(P*E6"7:7/M1@8"Z"U,A5&ICL,Q M1TH]B)-9Y.WKU9)^K*E['/9.\0$DL>N3'0PRVF:.$?#MHFD6B%^XWK&U)EQ MFT^M8AB0Z?8=_9W QY1K>%FX]$E6H/1%-8X!>1*1WZR .P/PT"I/K#D]:V]:P[U,,M(*(8&!>"/RS%)O?Q&IA<=2T;*.*YM2\OF7?\0=E.UL0"$1&H-S_NE(]0JS*/@+C#NY&B5P'6(.A<3&YNS$ SK'Z\) M]V+R J.?$7KOW6*B:3K'2.9]Q2281U$MU$SV"9O@Q?KE M"7?21W0#N.V;\BIUMV&")UFFR3D# Q%I-U 4!+OM7E!OH[@0)KL4?IU/8R+6 M]/4 M?X&+L1%)WY>,YL6%HMND?NHX0OP+3RS1K*$9!E]AM\=.H-)TMVI2F\ QX=0B.WL4.02M);E_\-]_KH_/91,JE[5:CVG_)6VO4B_^]@6N)]D?(M%9'Y!\,M%C0X"X/T>T1#_T"E6ZU!%XOAC+%@2-+,RQ&2 XAW-M#CS<=M9(KK\B(EV\-L[R'O)>IS]FFH7 M5YTT#KT['*M:7^TI/77J0.MJ_VKA])[8MR4V=W\1AI0 M3PBY_MVW#4YD8/6'=6P',[&!!]KA1Q,%KRTH[K/"P5FR&RLB::GSM)G)1> M-XF3TNLF<5*N[KY]NYM)#_.[]_^6[FYO;^ZGLS^;TOW-P_Q^>H4P"ORK'[/IM_*I7_=]/KV;/4B3V;7TS\G]_820%38Q2O@*9B :\+&DC+!S(@21#7,DP;"[MH=YD3#4%M8^?:,&J@DNE3MXCL]:@4Z5'ES@&NF>N3KHQG/8&JXWL990\^^R M1<3!N1#8+%;.BA@3D&%2I2\9VO/5IODW =^ P()A5:ZLT&$?QUA=<[MQ[+:GXP[6']#PHN>8VP<=:3#?>S2+4N/:(P*E6"7:7/M1@8"Z"U,A5&ICL,Q M1TH]B)-9Y.WKU9)^K*E['/9.\0$DL>N3'0PRVF:.$?#MHFD6B%^XWK&U)EQ MFT^M8AB0Z?8=_9W QY1K>%FX]$E6H/1%-8X!>1*1WZR .P/PT"I/K#D]:V]:P[U,,M(*(8&!>"/RS%)O?Q&IA<=2T;*.*YM2\OF7?\0=E.UL0"$1&H-S_NE(]0JS*/@+C#NY&B5P'6(.A<3&YNS$ SK'Z\) M]V+R J.?$7KOW6*B:3K'2.9]Q2281U$MU$SV"9O@Q?KE M"7?21W0#N.V;\BIUMV&")UFFR3D# Q%I-U 4!+OM7E!OH[@0)KL4?IU/8R+6 M]/4 M?X&+L1%)WY>,YL6%HMND?NHX0OP+3RS1K*$9!E]AM\=.H-)TMVI2F\ QX=0B.WL4.02M);E_\-]_KH_/91,JE[5:CVG_)6VO4B_^]@6N)]D?(M%9'Y!\,M%C0X"X/T>T1#_T"E6ZU!%XOAC+%@2-+,RQ&2 XAW-M#CS<=M9(KK\B(EV\-L[R'O)>IS]FFH7 M5YTT#KT['*M:7^TI/77J0.MJ_VKA])[8MR4V=W\1AI0 M3PBY_MVW#4YD8/6'=6P',[&!!]KA1Q,%KRTH[K/"P5FR&RLB::GSM)G)1> M-XF3TNLF<5*N[KY]NYM)#_.[]_^6[FYO;^ZGLS^;TOW-P_Q^>H4P"ORK'[/I

*F0$Q@LUA!MRE(4 N/-:9[A:CSV$+QVTDB"\K^#8V M34D#W\;T7&FI *_A!]@(SD;K05TB*)U##P<+ M8+C .'WHL6J$U/Q-:DPHY! MR"*

W(J@FGEN]BU50:23 MNQO4B_Q+29\O-"6? -(=?'&Y^SB92WTCB[7]"(NUVA/EPM#&+I+BS$Q-6Z=/#%8)^9L M=<+Z*8Y1/^F$@0OV;3HG$90F,Q+4^73VYPW(Y\W#?DY9/[4IZ_M.6=5VJ!.Y M:^FL\MVSP4)R2%+]92\F%Z?K;KJI7-;^7-1P+I*2V2[;QGZH8*O;,+IH_VOE M";PV?C/\%3S4X4"J@2UKH>FHV*_P-L!V*)#Y"(;ER1RP3;_!5?[JN[B",?< M)PP]0JVM,QI;VRM3__+5,I_FS%[Y//:RV%0,0#_;M; M,B6,R/8&V!\YZ_2 'Y8%REO>TS)";B#U,*^+-> ^!NY5(= DKV 0\)VR=)-(] M6X%K :O[C8]ELK(\T^7?NTQ+(\L0\;!3HA%^I)[<)N![&3/!:9(LA,)/ M.DP8M=A$97-;0#G#L)#;1[$L.-\< M9EY426=F&/G,U6VN2[91;6&G*OF@6D=],?A&HU$B\(5*'5K[*Q!RPM^ZY+< M_!^MAU8L?L $'+9@.M]OYXL);$;/:(;7@3R\AF]ADK?V&<\|CO)(Z?A3WT^G96A_7Z==\|6ZBKP7&4] D]MH3MJ,9-]^C5[$-5WA M30$L[S3E%]\4D%;%YC@\[AR3TT#(D%:R'Y:OPX\8KCTBI\AO3,4^=NUK)0NI MI+WY8/36,Y!Q!LERD0P^]}8VS]B -=#2KI*GT%79\;DQ5:]CIF]#4E/ZN@-,) M*K_3ED&4_-W#\1[!1-+!@^#9_SM8(P/%REY;/)(O??*M)T8&%MGLN#?%[M)- MR)>8J!7:]-*IDS_$5@O?:?_'TQ_R+]_EA8ZRI^"^XSCZ6XSB&00"YY&JILX5T0YX@)M#N%@OP/NTF?*'HL"WZMHMHCDXM MQT A@&%ANM@M"9CM7GG604U@HS3GHM EF/:AIBD&{$I)?P;SR+76R:HRLR=FYZ4/.U=8PN6M M85-R(\Q.M7EB"/_+CST;G)3.-V#U\NH&0WO"B MA>YNY&DI48QUJ3S4M@8G"^>K/=%C@8.*&07='*LJ^4X803[]5I9*4_,H59D M3/N'8GB%(T]K!?IH]%(*!N)N!A>?03-=@:S6+O#P6M$UG^5-#)$X'BI#+F$M MZ9^D1S%0S1Q0Z8H+3J?)7AVAP$ '"HVE8J>F:/ J(^B] 1S2Z.N![&+!*/-) MWVWH ;0K-(%87CV1C6 LZWP7ZS*Z?M_4BN(/H'S3$\1"_2#F)@M6K\&JN;(.I3XVV M%(SEANP_5)_U"G"KH,=`((KH='P%/$ -K4]*4Q4R306KD3APN U,*L;PBH4W3EE.SF$,ZV1]TEGGWK#L!I_/!!X:,OQN+U\+%FJ?B M7FUBIA?\52SA0O.+A^&<7%M)!3[QPUVI;]N8:.R-51.M;.?0,] S{(!G*,;A M.V@KB]8&=\8E[,E\NR3[..9/<#>#-&?&IH^*"L.BY*09J.LU"_"7V3"Z&CM[PDBF4YH*1Q7(LM.A\-W)2W.E%T,_YS!_KB4KG1;!3]8//'&.1&[E^]Z;7X1 MNF"I9BQ^N[58U#EA@83;,;#D9:XLO+6KYCK=9OAL&$C> [ST#^R#?*L\6&,77; %-)#G'36T?,@M!]\ MV!>%@C/-"1:G3K:T*5(6(>N47G#B)UA4!5\)&DY_0BWB6_69-O>&NOO< ND. M4]!Q@X94K^YG^Y,:)=#8,?W)=2V\|"_X3$%6"\T)?**6AWW)ZZ;_=T9_@7% MYQO$P;VDJ?S!M_Q)V$O?/6{J.+[/%%SESN8J._]3";.ER.Y$56U/,:[:^% MCTAX>P#XOIZ*D2Q3[&UU MO>\a);Z]NMZWKO<]AWK?[/+%3FKY8O>49\|@5\+@86QK2=KTS32+GJ*'-MJ0M7.<%3JQG:*#\5%">-CV<1RS%\=BMP2U>GB\+#>F3N"[KP?K!LPZF*QA >PMN"V 'W$_PB0-UQ/!:F M"(.M6Y#CE9RK'!IX:\M,=^IY#(V><4"HKM=]LU#=H-VX'*=DYS?]JT+/#8T*% M,R):&2%WW&*B))3FA[ZE%^(XK !ZLBBN8?L5=;3Q&NAJ23RNPFTLD5#G3*93 M/00(=L52ZQGY'/0M8?R>X?H&2(1, ?=&_&J?:S9,57&S0O8T\(.CVOHCBL@C M,"HE$P59"@MEI.K0=Z)A85U.:A>($5 _1P;&[[,?48/EU"D$@C-PT3:E>D2T MD"D>&]C(*8,HN(I&A[[&7WQ>JK-6DSI#.LFP@B)O%'C[(2('+96;#^!6\%B MAEC% B[8> XV$&57VE;^YRHLI C-EA["><//X\^-I#V6,L8 MI$VXU*1K>I91X]/[*E^=4"GU?;#UV$P'-4Y179@1!CR="AX#P_&FE[7#Y@B M_B9Q/S0=Z*.(BBD2#_Q:O'3M,\BNZ7HO(0>'@^32)LZGEC%.)U?4\"+/'DX MU"\)YH2S484ZO##$3RL\HUML8,W&!KT7=%!TH>@\F,I,%$5%33S!;Y\W"0&:44_FR"5SO^NZ_U)Y0)Z1MLOLPT M=6\%+_>?,0%FALE__>U]$E@Y2*NOBKE45GA-4T(72UWR6@[313Z@2R+EXL_? MD9=O;KO?F,4VV(,UX/?Q8@\^9W#?%"IK%$F"V)K\O77=DFXT=+3A\P>=P>X1 M1..O%5=YQ%IR?*3X[.;B#W],#Z!U6#"]FS|>0KXZ.RW;Z02S1M)J-KP#MVQ8 M$+2X5Y;)7+3G-1X#>HN,@J14@OM#RI,"NI!FM&LV)1W9+,>15D -QK$,1<\ ML(YY)5&6XKA,T1+E*B2*;C AJ]W^"Q:6O LNF,>QG/.D B?WDI\&XM8$]*[+DMO:98=DUW5N!FH#00W=8V \T&2Y.>X(F37S _DBW@$:'.*.WS*L&>H8$>P]?C MGP9Z +C,H"/_O^;_'Q%%3!/R"I^5+DY4119%,!X5KX)>|[@1[YEH8<%$8=9+ MKHN1(9CY9-E<<{4D^J^_U<2"INGSH_,"76$; ?:@P::KJOPS)5*:A4N:O*D MCZ"MSY(!:9O2BBEF+)TCWOXI)$B,J&+^GS>?RUT[T/AX\-$-*Z&"?=G&FFY" M(G!XPJH%8J5;MF]\;P),.TNA$E4,%T0=\$*$_RHJ++\YK]A@IE<9T$C M,.C)\V$V40!5 S^M<18N7B33G![.H" #KQX-0C6P+ N?LZ/8%_YGE*)+D.3 M^!Z5OK9-E1(AH@QG MFD2E+B^WB!:/.F$<(>#I#3-CTT[P+0S29;Z%BB3=X=%@/_@&"#T[:IE$3)<%M#!=M&Y+)S)O_3XR*8ZF!T2HL1CQC%OL/BFAR-/Y+4PD6]?0#5EA@QC=2R&[Q M("!:?!N67F'(,A.C9WZ8*W#NL%)FI?R,E:T.O(FB?6=H*%"2,?ML)+6"]^0R&[7=)NI?E6RJH 2]ISM]G::R)1M3Z4N+URC9U0_Y_H:?.P1,SS5 M7135(N>I/S=C$2#FN_R."KC1=!IE1Q8N8Z(",1V_K7;]!|@S1&C*RBTC@2 M,Z-SBWQ(>'"1V93W](N)LI]'<'!$MY*3YB8%] M*0OFKBL>]792$A.P0.<)#MR(#F>.KR4]+,&W-^AR,*PQR9HF9!2$]D-^NQ)NM"U5X("1QNB6HX7D?,"3]1FFQ4A_%D2[#(K*D"C4S#\\[7Q&AZC 4KB3AL[0Y-.)GH;+S), M>O(Z;!Z^C>U7H()5A4N!AO!2L5?A&02P|)^$VN?HTXEJS+I*H5"50K^N4JBK M%,Z[2J&;6J70.W&50JSP.+#K-NJ_?U $DRU_;),.V(,'ZHB|&%>62OME)",;K89#Z$LI!>>OA/;8;#QAB6#$;N%7$&PP;0LTVS-MR&1EX4I>VN,#0%E MF+HT$R0(1BE,'SPQ@]1 :#/:3Q]V4]+H6GR"3P(@+@YRZ(]VS-<_7A=*X M]4&B_/Q1?,L>(X*7Y3M!$A5>?@&-?#=V9?&HNR|U*0K6'!5/-8=R)X;SR(@X1QMP0'-W4>ZDH8 M^")\7U-8W93M: ;)CX5'1>BQM44M3<;!Z"R3DI%#I.+XV:[C_\U,Z3L ^D_Z:L5TW1>Z4;1/S]8C+Y= -O/2,:>%SH_Z;.7S%X8G9LEY$R^FV/6V\>F:;TM1@00FH<18Q0POL(:=M&-0#IT?LRY;A;&%P'UV*>$ZP#N4%!=@,_H5Q2OH%TSD\0(L!Z&<>0GBQ[)\. MC|[ZPR'"- 4L1>3I2!#7!AY84!3;?S#.)$)M<;>@:5.D>;7 ^! ?B=)Y9^/NM8*U(IQ$7C3TSPUHS=-&9X^*_F.E%&$1<)0I/,Y#D!++BO.)EJTR@.OJK.OG(.M&3+]6>Q6VQG#6'V^25U47%REIC\0\T%FZ0H]'/YPEH8I(B<"@TCW3Q<2K2+ M%FI$KH)*2(2'L41)@;S8T(B>)SH\U929;^^''9;-H@K@WH@6OOT=!5X]7GMZTC"P;*C?T5*""'G 7H9BLBC6B)TDH7XG$Q/U4.).5#6NF.P13<$(/X"<]R M(<,:.G+I-@UR'AK[GTN^5!$8 P$&%CB%^/NS_F39EN?@YD=X!ECAMVM<4IAI M/@).P2!T4Q@&GNFW,%C;#'L,<%6%MS\1]\;.>3K,+V=M23.TM/P#_CIQ#6[+ ML.9/H!S-E!2=#D+C>"H5]^@\60:62@S)S^HB;K5PXR[[;=,V"0$? -3>%9T M2D0H_%JZ4)3S1,IGSLAWF!,$*=4(F%:R)"F*O;G%>0ZX(%Y)< X$F&Z<(,LZ M-IZ5Z1'EA\0I.6<&#CT2D- :FWZL|@%1=]V]3M4.Y,;E,/_X95;E^30" .A0' MGN&D1:&AT_"Z[^ND1RJ IV]9H^T??>G1>9+XS11G#\'599'X_,:*.4MR$C"=ME/U&TAXF0K2ZKQN#%SGIR%N:_C/3"GY?>*(XJS0FF';3G_:D#\7C@B8J[!=J MM<(PCP@#OP40.GZ2$\?Y%1VG*PY]@*#&!?FE@R< \XYA(T@F]G5)<:6+X35 MBF6]F'=YM#$?#^OQ3;&!,&&4A^\35)?!Z^!@ZIB&%Q49O%T,)FMT4YP@2G-F M6[})=+&C9C0:2L@MZPL*_5/8AY(X\@* G?J;W*=AO;%96$3TLYW)K]-K1T2! MEU!>!?DD!SJV_/[^QP.&IU\H_W9A.RX!QSH&.,,<>GF#NYD^1."((")3U0 M;GCBNJ@FZ.=!:Y_6,P^![1+4CISIXKX$GM0/@^S<&HN4UG9$ M;'I#8GMI-'J#$A*!-)!_4#!Z;FZ7R.%.P=*L,Q8F+Z4EG>E(FL>BT?T.1U3O M-R-E=N&+3.>%U[%;H]LO/SFK%<3F*X1U|K\$5L;GB!C9NI)=^*QJ_C4/_"A M*%O@VF/!'C+O!T[?)P%1-_6E->040>-RXZ]V=H$%N35$1!L$?//X;Y/G#1G MS7O8VT-,^GJE"4#2[P[MP[W\Q?!0Z)[>8L2A"^=])F[+%A?^D2&-H@T?Q01% MB)YDI!D>RM6!)&IZ/:3&#-T_$AV-!2:BYV%EI]]=T',]F\4BLFO+97Z@9\L[M<55TSI2*;5K8UT\+V2<%*W\UZT7T?4&(2V$SQK#.!,M%QNS7F+:D_I)>V+-? M$15IY,+Y52%7.);/-/=NQ4_&XY$$PIVB*+@?A<*#XV1]O2!V)/C,>*N6DIR) MPN.M%(U\;H5#]&3VQH"T&E\<9("T5$,4NL! _,T]HQ+2O0&B&+OVP<$8"W M; S[CR@:/,=A_G*);-4.Q4=G]^#B]>8;?$CI^_#<{Q1Z^F>%ST=8VBQ/#75*+/[PRHIXWWB(> MK:)M[^* A*?GC^<5M0[NALD--33L?B2-U[' M9@1+/WB4'|"N220D|-^PFX/AX1!CFCGQEHV-""X[74(&7]4BX30&^6-2?X]'[MR<.5U.NWJP8V$^NV>THLF99$$%]"HV*UU*\ULHA&97V^MUDM#96N5;]X,7R MKI BP%X1U7FB-L#YFS_9\;C*\5ZX7%,*USU:LQ,]\!2)MALAX?W4/H=_);__M$:O'J*Y.3_^3XNHS=A5UEK_AN$\.U34M[C,&>+;6Q74;&MMH2Q#@GF+YF."L>:V9S93&W[']N]\.+3MG8F"F'Z8"QBI>!>I7_SE2(UWR?W_^1YO>3V/CZB%Y3;!3'"5&_$L=Z5.T)2+O!RWBS$IPDG7R\#V M&$'-+:VXZLAPZCF4 GQY3<< N,6:F0N'ATO6B\E|,QT07.G'$/R[L31D&,6X M6V"+;\M\<(&E'I9@?#EWGHL%]^@!IX4XAIW&9:>?TO@H,Z@1'%'2],VW>#96M =LFC*83Q.SVG=WV.G4UY39|S;G60V# M5[1%0.@!A/A%"&B9AH'(@2JF%*+/H.\ZM-=="E.ZB#AK/CZ!5#/|;AUB.A9U_/%#UD^M[DH%/[[,PT$TRC#:H>%X,+<>N\6?3U2/HVD*FZ/#Y{06)VT023=#HTHGFB54["?=O! YT[:W2UA%+]M%-SVYH'+O0+YD?[I?$FIM;%*P"7+J#DM,A>^IK({CB;#[)PQJ?2Z)Z_V[DLRB>;;_\M"]MZ1/THM!4\ MJ$NF>088,9N; BF"B:D)H9KC=%*VB'[*EM1/;[*HOA=!32_1QL'0)0J0*)KGM) [0TM+7JSBI/Y&?9WG_? @UBV72:S>RW#Q0Z7S^DF/"UR4,FR4,P[J$H2YA M.,,2AM!T3OVV[IO?VUI,54\@S%CT?X'NK[)VV!?_E]^Q=Z.AO'[132(NW?1[M?&=%EG]&9"PP2\1+Z'W\:R$-XW&K/Y!1(%P;_]_Y+Q:RTH+%^EOR_ZHU1X. M4[!]M^34S[,>-6H-NZ-"3\K^O#MZSV/]CXN^^RW&U-_ZI+\15W' MY%0.*P M1Z#*.31 OK0E&MV\9Y]]W-W4HT)[IQ M*.(&K4C2(C%+,E IKO:12#-#^[H 97*XVU%1?W)HN@LQ 3R&NUC\OI5V.]PO MM*YKK;_R0*VTM(G=_/BMSHKNS :0>0H29P]Q "UV2L^?0D?+KCMIPR.8,M M$E;EVTPMX3*V^4'Z@M[[EUTX+6O9"_#4KJQ7O^K@;?X,V)1GT/G/V6;0:9,C MB\R[+9W!|/_CH!E&9T;%QE6:VJL1@4VA/D-]D31K G=)KC;E(BZCVAASSCH6AB"R,CKDGC/&(='/8 M3IX$/,VF\'Y\|'3Z;7<+NT QS?+03\^+IU2.I7>>;W%ON29+(;*4']W(?=%1M4A+C@V(=U8LWEI0"]XEYA*39H1&\|R+>KJF%@S,([X9MPK5!^*(G'S4<3E";ER.QLU.IV!LLN:(8W)$(C/SEAS1(1W1[64! MN=<<<0*.R,E/')3.]M2=M;-\9-;8)\I:+FN,.I:ID)FOL$VXME37&[9HU]LD:^T39 MRF4-^42I\<%B;?>[&5$?V6+6GUP6.K5C^LZ9;-.!^*\=TW 7'M),$*;X9Z7TP MTLD3 N,Z(?#NF>Q8"8$D,_4;E|U!P71K'4>"VK?UH#\P'^U7XE8:'PVIR*W;3S8NJGOHK/AHO*XTOAH MM%]I7,U'5>.C_L+#ND+)/<62O+C\N8^_#EJ!QEV45VEMF2,_$[ZR*T9R1 M<|C1VQ#-E38=CATQW.Y;@H].FDKKA+>T[6#INF'7D';_KA+=J*$>"VIM;2> MTM79(4_]?9R=6DAK(?U@0OJ6OM\6<1T4]/YJ2:TE]8-)ZO&=X2WR.=S'':Z> MD)*#_3=*;&[M_9W==7C/#NP3> 'U.M>?V0-3/5MW=>;<_%(-3V/:K6VMKL(6 MZG/P-;F:XCMO3";8;=VFKRT@-FG=8G/[@T?IJH7EDVWVLQ9,Q6IBU_JEN9(C(H1) M;Q#.' M29KB,J<)>Y6I,KI'7ZV!B_%-\)'A.?C:%\61%C|A;18\1[SG]L,+S?P/KRMC;M%@TIHM;E:*-(N>M:I]<:#DEH.RW+Z-_NO3>U<8T:+7'G;I= M=!Y6OE2WBDY!O=]"E?=6VU$*V/A9K'(-K5]#\]<|=%H>^@#9/SQH#O:U)NT(MVU,<07RG<,?Y^/999^]R<(.=#]@>-RZ[3;E?]'C2P6M\!L=!M/S]_YD"NG81?Y38HX>9P4/085,VO[Y]?<[#43L.O,O+K>%AR%+;FUW?KSDG MDT_#KYW&I=SL#-OGP*^%C>\%_>>6?W=F(8-=<-<[*73\)UG7:U MN*ZD("EGH$ZKTZ^V;3JW7,4X)%"ZM.(.X1$_D619$KU7I&+G56]U M4S%573&FIN/:'K;C<*YU1S4LQTL[A-KI<_X'.C-MXHK/\+GQHZFWT]ED=C6= M?)6FLX?Y_8]O-[/Y@S2974L/STS

*M#9[]O+G@H:"X,03#G22 (^Q%$6>+[@SR<+Q|:XA]FU 7?14OQ""NB_@0! ^1 MMB,,&I?M5M+ED\1>D*T3SH&A(U!9Z:L74Q+ (/7]Y8((N7@.\3F0_::K%)T-.SV89@("DH]#62S B$%DJ%=Z M_C-M/@&/|2A1)#Y%UFI//*Z0]2) (YDG4K=XP#74KSAR9*/AOI@9QO>Q7DDC\=T=:ME9/C<@-TL!&MH++>?M,@KYUE6;-P/8 M-* .P4T MN4Z/WD1C-C.V$>6GH/S%_S+:2LO[C;"C$W4BJ_QAWEK:.FDK6=IR4&)VE+:D M5(T;EZ,S #X[M%M\X8TPO=M\[<7HC@*UAF4^<310(XR4[V5SE4S"=WG_#EUN M]W0@[RBJ*0=-9U_5U&^#:I(/5DWI@ESUULCOGFER &'*MA[!D:7RTI"Z"7\SZ1.F(S]+AP06JGC>M;3[M^F;%*XX$WWSJ9C"2<8HR383N&16DR+Z) M]W!]5 M$B55CKQ/FK!?:RPDESX],I,M=:>7!G^>%-P=Z5GTB.A[3\.63)U]QPP*1IMR M4 I]WN96YPUG\)EE!FW-,V(&O<:E/!@>$&,J=\U.E$BIY;66UY+E-0>89%]Y M[8.ED])@IY;76EYK>3U$7G/ 1_:5UT'C:WEM9;70^1U?!QY';*\ M)C$_SDE>SQ8'Z 'F0?%Q#)9;)@:9;(J59\$"O2&+T@ W.]DG!J"(8@ZYKJT_ M>B[#0]C/S/0XCL<3LYYL9;W45?CX"0DI/2IX@%[B1A6B%"")VI40\>CZ)> MA$2.!,!\0@@/JOML;4D);;>^*48#-&.,,!?>[% ?;DUQ./E=%)KOEB,PYQ$IXJ_ZT1NU'HB79X MB_((6@%6-/.61#CV[?4V\;$\WB!0Y.?2#L\D/K&+1UCDGQ<*0AU_48P7Y=5! M? 169TTHW+S9H6'3Z&1KM=%1+UW7WTV_3V51ZF_?W,R;TG1VE02>J-J89W?S MFP=I?B?]FU^7_G-]?2U=WL^F;VP']['N/LZO9[@Q[?3V61V-9U\A9O.'PM/;5024D!_V*D8L*H MU6N7-;;RH"->J.:;M7+ CRD-. ^.3FATGH?50'2?BC(M$W*KE=*. K_W*'#A^5<[SELHS#O.P82(A)=|^&MLO.2'F&Y^J8:'A)DX#H/_ M:=1AJ1@\?' 0! 'V'.EWQSVLB#9 M:T&L!?']"V(..);"*+0A({6+[;; <@.U1X8B]\TQF<*0&;)''"?R%MQ>?+EB4W69[='\+SAH3]()(L MEH.T\!8LU]/H00FX##6+59+%?"F)QTI*G7!VZ:0Z_8K;E7/+3=J3.UKSZ57({8] <6E\^@=Z/P]G MEC8$===/N-0?#)/S9$9KR%EKH:H>@:E&O1;V J%? LABA] ^;O7Y9R'6UJ->B M7HMZTHTXO:B/&Y==N=? LEYW!K46]%O5:U$-1SSG+_@:B/FRCJ(^;W5')B:D3 MB7K&F=K$0<#Z7.KEK6C^Z)1"VS29N+!@A4_6,"2T*BBX?G?%1RLS42'<[@J MD^6!_^#>9)PLQO<)MH\=*;[7G9_?#8T#*$],#ECXHA/R,)8YM%M)L_0WFE7A MT8W+'5VG<3ENL;0.5,DGWIMPB_.FJEX -5X;4DSRS_H&Z/VRK)QT6 - MY#8]1-P>=',NMJ!T(18\MZ1)1EMTNB31_K$IF>$ L16X1\/#422&R.=I,M>_MD)I0,YVZV,= {TZ.:^^G0.6<%E)I+9X'7RU<'Y3TX"5U\L$@9'("]V#8U+(_U M3!=O%R>]'6EM(P"!^TI/8W]Y^I[@8>GU>"[; M] MXR84EE?ZCR.,0:<=K:ON;G/A=C/&]H9CNQ-1N_&%&(1,&(2-V0=6WDAE4 M"72+@8/!]18WMYL-RAY?."-=K:,;Q^V&Y8[Q%$;V2ZYQY?*=A4Q M&ZMEP^]F8]HZ& 9Z@%SOH.4!? H7W^&^@74PF84-68W@U2&_59IKN@FPZ/_%; M1X=E6-O &S:,ERY0G&63?I(E '8#OH56Q[5U%5>47X(KF6O?K!0=C$48+D=R M27TV/6GC\1+,.0E3Q_C+ Z<'+)-%:.ZZZ]&,FI&QIW%=2_+[,C>QB1)W(!%5 M!332DAD:W@0F'!#9E!YM>,&2'P9[,]Q'>-6C8OZ$.U? *]1^@30WNP>YYUC6.8>-XZA(S€K]W/],MJE8+$.T%_&5)D1R8)+B@]20CBQ58 M5WEZLMD3HC 75\FC[?KD"H8"Y@_^.)>"5N4FL7LYKI'E ZX/=TT@XY+ MZ ';<7R*V8";U!NEZ-#8;#9WXBG,3],(B ?$KP2VHFL3G$5L-'+.0[*<5BYCZ6$*5;H M5E8^5"EN:K[BZYKCSMP'+T!R77FV#;1*F_Z@6!"T(^?X*3N_F(S_I#[,9*CX MQKP$_6&R9R RPL[;.H-=#/9S^ :;#!)B&^]'"%8$$!_V2]@0<:MS:M,L93!_ M,A,.;.-X<8L+%*E@O,I0)*TER3=D6#8S,8F/$!OS.'YA(/V2%O^SAWO"^D M{G K)AG(X05]@M/S+6W=EA#Z'9"2=J2D6U87GAD\6" (6.%N',,FQ2ZJ7G(@&@[M1?D%'H!Z <36?++P]6*;# -+OGEI2BJST=P+(V7PR">?-I)FP5M,"XB# ^XW- M)$*G/$2C%L+#_7CN\DJ$[RM MP*O#4>& G!#D<8,_3Q)03T9!V@ZIN!6-- .6C;\L90B=1D4P.5'O;P1JN!#9#.0'JAYT">)A8.Y5F' ; M3164$V@.&!EA=88/\- ,XU=9U[;9@77H4WW7,;@QB!N"^PR]\H4V]D<54MZP#9L(@ BJ,@]5$8?A<3&'O=@ MS+HL>]FWAB\S[0Y- >=VT.WK;+/.T^>)$G6OEU9E9K]["]$EC:W-K[H\GQ3H? MHY>6#%Y=P("_%:3GN?[JFMF*H;[&M/SP78F)KM4@(S/X.5;'FI^W 7"*",2 M!SY5S"? \;&%;*VEF/7/D2Q*(.$M>[0]Q7Z%#[KM+\;"KQ@\"QY60:???Q'; MK[V$*2'*G7?-]#[D?AD=Y%K2E+$U$9>+[C!(+S_PG[L(.[*+NIFVV,28^ M0NF[- \13G58XJT*1GO0KN%;?=J;N 81%.'S!--FA58HZ1P-9H2C0..(16FN M1\""*7ZE,3M "_9?P. .;;Z6K3=*TV&GJ"80>=1KW$!? E98MEBA*(6'+((G< MK$&)N$MX*3BCEO>TM+SH7'#$0L0%#X/<60'9@N7)D&X_2.H/++KXSL;J/(}7 M2UP>I1.-55^(A4A9!%R;R)(G'L#'F&7LGPBA.W]_\XA^)%H4I;- &8Q@)50R5 M.JSSZ#/>C1R#J8E/*'"=]N_W=S_H-_GWSSQ=0>O %]30E4<= Y$MZ9]+QB.- M^FIMZ*HNW@%4_FE:+R8JB2 :*&*2_!F.I? *0;=R=I>7ARA4'ZM%:X((P%R5'H:6V= ,9N8;-TE">&BX6*K4WJ7&N M(;BXP#J1TP#J+'@67A-&?4E.E5_!UUQOAB.P;%\S<0X('J'U&C)YL; ''D MD#BS-SB1/+1[!28%X\4/25PPR#5A%OTT#O MZ*2LT60*KK=\NIA4.*4$D7W^=B"L,%IHVX$'(05M!F-W>(-?;+.PNT.7@^W\ M$7'4. ^T:1[VXGUOCJ% <&1[UJSG?"T2!'"#3$TO*2]DL\R(P0$%;Q_D5 MPDOSG\[+,7+-+^[G#GC+M-JO5DPER"MB@B_@[C867]+$<$WA4^DD,M#E3-R:%7/S(M'1(//"([XV M,,4SN//DY5\(3U/PT)O^R8/IRW*%053))XR=VR8V.UU$)GL%R3E$7 M&U9S%DIZ992?98; Z,?&[">.XZV(^R>F]G=/>T(E1HG#N\6/0 RH=&A"=1)% M\XGC+M;=Y.03N2Y\@3}"#QU-RCMP[/VX3Q$%5# 6#52YLAPWHR\0(@C%P\VG M57"1'21P1/Q6TRBQC@>J+G)HTH&2,K7#BG^PE#I.Z*5D9-L3Y2@[GT2)1FU M#N-^27U).J-BW43>HM|&IS^HQ[3+F ;;WUWW)4>J:A[DN23Y1"^>9>]!NK> M#'6'CY[+3LM%'Z'#Q]V&&^7;O)%T:22^3]F>,+1>&D#M!SKMGC?Y\W.2/0>* M*NY%HZM8]*#Z&,$3FW(WRPT^S@I5&VVBEJT/(5LYV$\ER-: 9*N==?BBEJU; MMMZI;.6 +94@6\/&9;?9[=>R5.=0W]GN#^41R2"17@\R<8(<-NB+]U'&V_(\+[.U_-#(-[I]4S35]W8M3&.BMP)]X$W_Q=,/*UL- ;">ECP>G]A[.&P M]CHE^_ZUL-;'^G&%-2<:OK^P]C%0-RH[''%X+:RVL'U=8<\+K^POK@(2U6S"$ M53EA36D%4,TS5SRB'CU9$"G(\D])* <[!/&K0[XU+*5>71ZWA]%NQ&GH:U/9' MG65F*+VF\B%Z;.8/<6SF@8[-3$/F+E"[>QZEI,ES>.65)Y\7)1(HE1^^PC8% M\!W;9G!\"-,M:VKK^HE=#Z? FU$\D=A+GW#QN6@.1KW*U]*49]9G>4U?RD.OMH;:[6=L[%7SRN.NL=>G!T\^GBUH/MM,:. @H6E0:8@25VJ7QT6V$\; M'L '"6*!H@Y\74.A/T[(VB+]NHRRJ.LJD4UB-8:RPWY7'! MHR65J[*H2Z)JV:V,[.YG#126W1Z7W4'GS&4WJT+J/&]'QBVY6ZS@I\3:H;KB M!Q?LG_0'TZ0)C J;A]P'K:A(Q"3LC'7"L)*US2#G8@X_\.[G'WL1$+"4#_4 M6"AR_UY@A97= =/!N!/M ^.;G"^A0D #^0P:VLFIK?NP0U^XW_4;EYW6>)#9 M'+(J&NU6'A'K7;MM\ZZ5]QLL(M3Y]=KU5%$=71V5AT9)ME["]KQELI;O> < M0WI#Q_C2@L+RG=E]M%GW12? 4*H/&Y2BSJT&Y)O1!.AO)IUNNWT:-6^J;RKC, M=@XIC2]\9^F;XGHV_)O>ZF$D#ZO3ZD$,%?MX6XMMP40\69':4.6]MG@8#EN= M0;>4PO)RJ]_@\,%?M2P2O0\ L2*1)4OM(;#ELGW-B/,# 4/]F+X MZ6],.8C0K^M9'@C^;R-G=.75X2<,#PPS,G\I-(T^/5]1OU MSN"A:OVNJ&5*_[=G7/*BA.@Z4B*$YO?;*MY9>JCS<.#MV .R%MT'JR.>S8^.TC/Z&Q\CDBL@AM9)SF=_X^ZA^JV>IL7(KS,&4BQ126=38Q M39'"%=TB*+<2A^\/?^YT'JR\UU(PTKK*YWMH\S;.\D< 1$U4MDQ-5EU@J8C:@ M^KE/8O(L@CL[==A.V"[5TT](NC!=]MQ\HBD= (+%,D>Q"]"HRG3S/-5S&[!G MW:J+IY*@WRQ5^.$O'W[Z;H'_VEFA?4;/UNOS2YPXV5S"_R=2.@LJC#HRFH!]KVGKP:.M$>;% MI6O>QPM8\2UXWK"- /^Y_$D7_;N[2+]+AGT'\/T/@G]8ZF(4#.Q7B(G#!.ZUL M>*B58;&XM5XJUBMS'7"=EA(^O)'AK8MRG5^L9+UK)C3V^32/\@0D9I]ZS_XG*1 MAD%W./(G?;\G>OZHUQ_UQ944:'LCPI6X35%=6QN%"""%]HEZ'-W]7/.LCZQIQK8O_R-_LF-X^??L<[?CU_MMP^_.IV6\ZN(8(-0./M_UQUO.';E/KU\S35BO- =),+;-* >SU^"2$1^($)0 M)!!P9/HW7V2:AQG]1 ED'%4EXLY=8",;@!*+LC?=+E'@F7BQXG+LRH.#'^Y^ MX2>2LWJJOW_WV[?K3Q_???E? Y^.G;Q^<=S]H^NV;\\NG+[^_^_+SY3_??JO MZX_ <+Y^>P?<|>'CMZ]/[H+WL#29Z3/|;_^VT.,O+?N4B O.$MB,0R3C(' M! 1L]L+QVI? _[5QD^!L4M$[]+?^_N&]?>T$D1_F$XG-TLE*))/+,(Z_HZ5) M,Y&1@(+Y?Q>&UK^=F*#OLSEM0O'IU(''9'&"/JHS!;.6DDT5\"J8KW%H%?QX M55SVW_""P?#-8 G9X$YXG.MB:%D,=&R$G\IT8M:-/C.N,\A>>E*=P6?BIGM_3+ M90@[[]*?>.=X_ <;6'1M_:#B[O!+^/==._(-G)H5./1F6P787#]8PB] 7NU]IG^$/]&3)/&H!DBP1/2P2V3(D300XR9/0;>0L> MI0]!&G!\=HO\JA@+J$\' HR79WZ,2@'YB_>=#XP(T *!0;]#Z9"W,_*FP;^2 MB-(/3X!_IHH3)S'<. (HS9R%%Q,L2Q?5.P%]6'D"^_88G:N7 3\8EXPU"'V _^ MYL(M'7\\6P OCV.*=1,66WB@*@R^Q'3.FWY/YWB4=;[TK]!1-@,+#(PE>/HE MO"WMC==KD9^"O"!OT-7& 6=N<,C.+Y, V"*-]]D*R;8PWA9S<;XD(Q'B/ Q. M_:"VUEK7!VV%M">UF<04B]0U?LF9:/L1#? =8):Q0\.4D]T'>B'0+D7R7F64% M2=@G-V!;@'QL>'J'2@,Z[X)?&FH"0\[$_. Q/3C%!5SXTYLE^E?% BI3Q0 FSC7T1_@ MZJD\!'X9+)80\F#@I;P^D.0@G@!_@/>72_H=J8LS*0]&2AW]&-.849L_!2] ME"#[' @_"M&-!EFHA@LQ4!"P4&H<'S>.9 M2H]%) <1VPI01N(]3D#O2IKY(Y\XT!/(1/<0R(&1=H*3 L,]R7_1WD<3F*Y'0 M+:>Y3G26$Z9!= ,F$_U=]"S/P>'C:V?M%7)N9B+')B9WXG&H H5J-IN"'#4TY M!'$,XBLP*<,1'5*6BNSO,3^:.;\(G[D) PM;$>..]*FTNF'2P;2X S;@^YG4 M!Q5IL^N4^G;J=#$50:0.$'1.,?U*^':1%=!71B^ .$Y!QOE79Z(=E&A4&,*= M7\$^.9-XQ12*IU.94$9T6JA)++!5]2H0/4<5G\)Q"^36>9F?%^=B*$^/UA?"3 M^%*"8Q(OT#4%?W)2#7XGL;"!U(1U1.#@\(?\ MJ[?.F8R').-- C&1AX\310)K%_G>0&C2!MGVB9$M IT]3PH5_5U!'_ID'"=>E MS])VX&A>3DR5G8S2/>7Q_X?MH2G:5#HO$3Z.F(N&@LF14>$"MM(D:%0K>+D M.Y!*B915;4ADG,Q$%/Q+UVC/"?-V?;WRZVF><*141I*ZEU0&)DBI M]U=E6L*/7HVAC*7X)/(+.!\MO3G&:QSOMG2HBHO9O!S\#(QI0)[G CN MG*$;P+;G:9:HPE L=(Q,!!DGJB"^8'FCGA>0%Z%I"D_K^E#-M'HLV*IT/-\5DKDEE*"GQ]?1#:K<>'<3[YVUY.[6PE^%Z)U0 M_YWQ;?'A#3BX\;G0^WA<,I%@Y.*E[G$/?&..\[X?;]S%XXM, 1:'2 MP(=QNVYOP*36.9)ZFM"ZU(X0G@W18?<[DI+-AK7Q7''& ["OFH[/8'3@A28$4=7<5=#"Q,">RD!#*'[ZBA-_]8VB'9F48' M%54:']IO0Z:Z9A+XW%P\D>%YZP_:\,\)>MU19?QPJ[9(:?8UGT%%P;II6#=. MZME.JQU2_&5^D0>%'3-C>MBW [_1&7R0-3!R MXCO0778#9"T*LQD#DDY/U C,%5P=@X,0$['%6UV4CT#%4=#>]DCP*6_"9H68KZ MC,?)YI&,S>,$[@[BX6/WJ78^-N26TMLTDSH^X'FV MV[%,4NG3V72$ B6P7UVE)2G(!NF<\G"T"$LWUL.0BV48WTK=WV,5U^SI'7"' M;H3/98*)R(1^!- {(L@UGM7K0.$(0%"37LK$./6//:9DG8*)3G(L,]+W+M?I: MN>VG^)'N3*^+,G3&FJZ9QR'>XT:$.0&*Q?ELSA-Y^@Z@S+&7C%E/CSL01]-D MBKXTMN\W9HD#LP07Q+4/G$@5Q5"C7['5#MY3&$P#T"S@^*1Q%,FP!!DB0EBJ M]94>PBO=[[N\]+7YSIN/!Z*C;E_T_\T#[Q:B-$RM7H\(@/6Z"" M((XRCU,_"9;J-HE59S]W8QZ2:C8T"<46:B19H\6I ;)_7Q_TZ8N1)^QF4,U+ MH!>_?OKE"X4NI$'+ P40M_AS3 B=-:>:C)>-2*5)2CSHZB=1T5PU 4G7XG&<Z ML!4)+I4K'"]Y14,5F'*][A(S$2']W-IN-.XZLYK&SK+Y2%U(L#]3057N,R=E MJ0@2%H-Z-R'/Q?Q00[%5!M>=Y]PF#O!K!0Y0PIW"*F.@]0)7KZ"2(T5==':& M5'Y@2FA(9_H?C/ZD4'$FBT.70E<'LB+)"/BQ >GC"UR/LV!9G*2;H2W>5; M MUN$2&P@4O G\[G? IS 7(QIA*% R&M1E!RPE%,L..(Z4X]6!R:.:1=#4/^(56 M(,9QGE60O,KC>DH;T\CS"BTAX;W1>+0@Z64T._-[T\7A;E+=:;R!VX"=!]U=-M8H& GA[&P$/TKV+]NCSK633QNY7U8I6/(>SNWBVV'0;ZF5UHIPP?C&(0U9U MRWRJ6_SQ;+& B'?)G(J-;;&(3C7^35.),H^%_>=WQ\1/,"@@;]I-V]2K"&6 MP02(7VF]@9U`)F7A@S<'#E'^$3"P[C!LP1(T@)I&L6-D7BJ#F7YLSH\@9ITC MPE!O4P0_]$%H5G@]?4])DO*$4\AXB?#V:R.<"B$;]*>Z_VH> (/@/Z&Z^Q,6? MP+N.@\@D1M3-7.)\7V"C@N .+LUPV$028%.04?NA<0L)4RBV@!OI89OY9,6\ MOA#?<9\B)T3!+<#IMN,5FHNL/,.2-C] (_'P!#XVPV[U0@&5825H'THA $?@A MY?'2>DH9VM1U0FSHHK5B4[:3 M+-DL#+LLDN$>5(S1D32Y.LV+HTD@'Y(RM)FJO(F7$RA>66'IP"*4 7LF\Y M5;I*X/UTLI53 *"[2)=-[Q,:PE6]8_T5<6?DNPFJ53-B3V.3ZD$!']BFNEQ_ M\N4RPQ^]2<()%NY"L2)*H4)'G"U.$,?$;&2AL- C'.V"F]#*"E!OE0W!"XAAPA>W6Y5 M^_KA/;ZZ_&L.U,I2JX<-7QIY29EIP\ WJ@:T_W6 0+U=G&W40 M &Y466$8KU"$)F44>V&AV&^(E0BO]D6FF&L63E0"G5 GG."/%OD0 W&RT MPN,C7_]12?,D.-2X.=_M0R6R9GS #:H/$;!8\=G'09X4OCD]^(DOBL6=,\R MM-FXE8BK3'C(/TN? 3A/A_>UZKCD)9'T=>B%7>G_QAP;Y_+]:ZSFJ.R-O9/3W MJKE_&LQ ZULPH5S "L8AP *\X&Z;@CC$$JFJKW* +F7DT)E),.:,.]HS@[FG$ MT<9;X$];SF=S0[V*>^Z+AAHCE!"1D&@. 1_DB]#/F:LY,O!'_#)F!>KFB&L=-ML] <$/V0QY;>FTB5ZD@'R9\Q7:KQL7@A[>ZZU"^:RZEK1TMU@$22EX*@<8L1C M%6J-;[4IU5G;5"RD>1M2"1@7SI1WHS> (.'_)4!%&W;;BFXUU/XM1[.#JI>] M-V-8<<0I36K?4B&DAQR'@:;/H3+BH:C9P/W#PAE@D-4_]-4ND!'5W'?DM9R5(MBRT*#YPV&'GIH[P1X? =]KM/D;.VK3PJ%D0;+?>D/6YT*YDN0Y4VU\+'WD M@IHG8Q>SZ"]*5?OQPFH8(6!DB5BHKJS<3Z%U[2/H;I2]SK_",.QD/I7;MOE# Q5 M>0+_:_R9WB[& <6AR,K]^O&ZI9,S)D8QZO8";L?H83 *18$[BPLY/B>+ #/MZ MM2&?*A!YLO]'KDJ]>46 MCP.O)HL7L.\N]^2@\[$_(YH@- *.$BS@**"W%*&;8^/$O@_6H4;&M%[.0#5SJ MS4&-K2KZ5N^0?OTE*$(4MG2C;3\.KD07W/@]A:"N:GG+G(TA.T:X S1P[HNE M*N*XW*CBZA%;9%! {1D++ ^1VT39CBF)%()NR!%>QOMP_]/\W< M:!;#)=H)9>0=[8 5Y9#K;WKFE7@^-@?5/*8J@FY7$W %6G CF.'"*$]0G. XQEC"27!HH.=$ M=TY/'X=6_:8T#I&'>$5C$->]/(.RPYIK5:G@!6@Z4Q 6Q$,6>/R2THC8\;J& M,6ZQY"TG%25>*\'E4_.Z>KB.#M)9P:X(%;.Y>V&A993\.%CYP+? M0[D17\WWG_7W0J\ NZ%Y0R2)N&6GM8MV3(&-.E38S2AX52P@#GG11NMY["WF[MU@4MB02.ZSM=WG\'+^NE7^ O;I I8*MB ZF#%M_"E,?363? $G!$MKW@WOJKN# M78Y"*3FB[6 \Q@5HVZ:0BS&/0G&:EG;<:K))&LY:H1\MA?\=8[;*"']:XC74 M)/2T@;!_YM)RSXRGE^5)]%UJ!Q"G1^@MR0%? &ENNH"-QF;!%Q>$[]6$4ZI_6 M'I/%M<9K6@,P0=VG] :N>)%3?XC7YWHAD!'<"RNMA",DP522<#+]@YIX*60$ MD8AB/T^5!@2UD@$AE2H>YY.9I*#9G-H%8C$'&93)9<4QN9&ZDJY3UUA^T$U% MI?JLAM-A7'(:\#Q1%?5A9Y\>]5 +I7N8F'[Y\UG?1X0%VL4B5JD#H*H*

M,ZLTK[]Z_^77XBKM/R)+4D-;W16?_VFN/3&IOA #QFHK!-90#7$"FL'5@T6 MN-6"QXD)ZU7G6W$;%P'E;B_]1,'B%ZB^>&8-*
*-47%VG4//9"AVV89P[IB&]M> MN[KQ/PBK(MV3I0BN/(G4+-O575YZN$PH5%IL0G"_,D0M';<4@*G?:[VF\\D]*
M"C/E+]U2IGV73/R%Y9R90IM6.Q"Q:IM0.)RFA%^_NU+X<^X("\:Y\K[TO#"E MI>C$:%5*(C9397],V2#XI,@8M!Y["B@5W%GW-ZW%VKV$+DB)DN
M$@'01@X6-?.(FGE-P"H3O0=L^R8Q[I=F 8ZM%^*/,+'P3/7Y+C]MLWX6MDL9 M(CT"/RDF^\PI7=KB'7=N[)HPG##SI+KXF3IF#)F3)D91
(#2*)H42]3^_*, M C&,)IVB,;MN$/V8BH'^@K"C2+]EDR]A=[%**71'\4]U16%_B&+)NH & -UK*
*MH,L]EL]0V\N=&W4%>0;=L%0$",JHNK*/~CQXJ4[(}T7)^HX2D<.I^Q4LKS$7!$H()2*5I\E?7 MFI99Q'DY!T%6@72FRG!??HH:-BH.2>>^N6,,T1]80*
*"X2L)FE@""7I_6: MJH]&I_9"5MBYW%DS],A;7&9]^_DD:?5K\M"4R-7*8E%B?$PPSH!5W5#GN0> MWU$[?GQD>1A:*1LR&5H=BJR&*%K@ZBK6*
*DO&@51'2:O^8'+F);C$(PJY*W5JB?(:?E/==+}(57FT V]'YL:G,X4%JA6;T; M[R@)4!M[2#TC/ZE]<[<];-/I,GR4.2;ZK> 4F1 CW;I;'K6YX<_4\52:(;RU MF_R'*
*]S]+(\D6-^V*F#K9N].QWRIRM!>^3=^$F/A"H0Q%MBL'[&3J1 Y BQM M_H[<-(4}(4&R%\1>W(328SXA]U."4+O HJBF8XJ3CEQF;BXK=\1Q#K*<2VID*
M%$WXCVE=:GS4MV+1-;/LY1PB'0:KW,]"!)7^8.&0?PELC>5&89Z3A^M6L?$A
MJUN.8_^7 8C+/_+]CSP%D4;I5%97!GAAA+>GH:W4S9+ODC3K@=:=.OA7A$!. MFZ+)-A5)Y&P.W]O[JN7\ MG"<'?(NJFHEZ>(OK=E33V
*M_E97U/=X1>?*N%T9[YTKXW?O4._J?@;6IUO] 1*;FEF8@S#Q4<<'>VDP'./! M\;6)R3^LJ"^[.#-NRS/B5%D>^VQP!*
*<7UJDS&&>;B8^7KLG.A8S>V]:8PJ3[^_ME>HF^L 7Z^B7]UP2U=]LN5+*N]L>QI8O: 7?A8NHW_52ORN'15%HV]7+*
MGCL8NM:HL.'P/:L$@TJI!3U"9WD;.?^Q,VP-2G<<[7Q'U:[?=G?0&F=GL\;9 M_!KHQ(TDC3N5HE[5Z4_I89ZE-D/NDX)#&6A5)(TS@$[K]+07G_GX-
*MN3@X 3*DFV#5>_ISL"$246JQMA"$%,VKN=/E_#95-4(+TH#7Z)IU\> &EO6Q MD4@_C.]"]+-4 _R0WUZ#/NC=ILE,MZB%T;K-*
*4:HXKX+A8,K30#QO(V=";'$ MI&78C3+]@&2X]]K1^JWU%4);.2%S_H41<0MD^- $*E*DN%+!:GT[@6.Q]&EH;\)3#*
*MN@13(YR?!&/,%8SAY3C<+_E[.+T*G6*'0/$&("S02A67GZS@%H[1<4AH M\X&82,XH7T@JS9E^;UWU*, 4>)]J!NC (XZ&$P*ZD9V+E=)5^-*
*DL11;2@9B:D MU;>TZ]M2F(199C8D%E;.?5M=-$H5XY1:N19R$M4H5P-R.I94,[HM(T"4IXRU M2$ D$83EM",%*E@ @]>_ X?GXAX4'MUP;*
T^F[XQNVAE85SM7&/<;K+ ^JO/\ MD_5?V#GXN=#6Z6FVL7XI("A2QN -OH8 V=?Z<+K?A.I6P^;U_*=|=70MU_F5]A/%\K1*
*M'=_0T7K^%HM]ZDASQ^5]-)'RJE\V0'Z/MF5E>1*G4]DF/P3K.P2*_*5]+_M+1#GK6.8L M!O@;OH)3HO";P+"YR1M#%&O?1:.V6" MMZBJ!S@VJ\(M#*
HG=75V9U-S1KF"B\$.]EH,Z6/\:U19UH,,9](''5'VS]-QUH6:FI3H&3Z($RO]__LF)BN]J&*RT@]L.()B MF>G:.AF"*U*
[8]9XQY[V9T'/[0^9!>&OWK"RZ/*ZK_H,GK_7$;?'\]+1^A1I43$B^#_]=E,:/F$7)4@L M5;)C,1JQR4%0Z<63HH)4Y60T-Z.&AE;2V;:7LD:8J+*
*M6H15/1^':?/ ^2*1030_PAL%.!;A);_&$RO"THIEW-$I_YT@FV(M._JA*ZS;; MP#1+.3>43@>_ -)A5=O,W4T&K'W6@Z"U-S>/'VB MD^X"3_)),LE8S*
LH%BEQ1I0VM03T M#.D)+>=KW5;(OU3G#CJ241Q=KNVI]W0TJEX"K0.7U2IT($ WN(2M!G)>HQ93 MWZI()S.CX?ZQU^Z4^V)
*/W]#KX'YON=S7^8TJ=&2T=38^5;Q+-^4C3ID08GLR! MYJRJL ^8D89]DFKB*6(:668V5D(4"?+8 MROVGE2E!]HK@!8*V&H"E#2^)48<"C"!4,*
*(MG8\J4VMD+,23_U1\K5,S6@?7 MY=Z26NXH6O5)W\XSZLBGF]*A<\5@_P:D@/IL6OV/2ZT"RH=M%$P6. &S8(;=V5&GP8]5Z9-DZOL_<,@VWK@N@N*
M4=OA858PC4=$\@"GW;F1" +S=[*5#&]TZP:UAJEBO"';))@4/6I%G%P^:%__MRQZQ9#S?]&W1GP!WY=8W2@!R35L_1B.J\"$ $.5BN%YZQM0 MH]N!?*
9=KK2KW;9O.4Z#_TAJ6IFDXC9D4>F[[EAMW07F6\#&8)P@^?P8;(O& MJ3/=%F4R),J;":*;_"#(*^LE='N49M3_T!L;E]]\MW]E(E'QX[#5OONEMVY7*
MYN0R6S"KL%;N=B1F,/1KK%_4<+?M'S3IB7.G 9[8D\R"J%%VJ%&+V6 4$TRZ M5;&'%$2+FY,=\MF(8!5:..%7@83GA(8 !_%89DN#VQB?*
M\=QZ&\Y8?(($^KZHEBWLKGI7"0V5F&R^&+/+#+8'-Y<(>^LJL?7FI-<5-&RG2@?S(=Z T96&J,5UC/D71F M ;@I[+E
*(RWU*VNI#_>IT$;9Q88LYA-K[:+;UCK0J3P@L;_98D-,"*C)QGB*Z\>LWY1W0)*'@TRC,!_ 82)Q7%,I5O]!]O)T&Z#,7MFR"BEZ*+ MWK*!N%0:%[4%6*
*%[QU>;@90$?ZT4R6C4Z@\\U"59 O_T0]6:J8%F_2W]<][MHU9G,*S]]MWR:C_?="L/W(-1;Z=;;?Z\W]WM3G9%&-W*GA:'#G MK?Y&G,75?^,.W: ;NRNO,*
*MYH_N.:R9D3;/%54U,YGADJ8P*C";O*B]^1\P8%BT*+W_0YBD^)E2EU[\?._MO-0SE=<|:>Z+W7'..VU35099C[7G%KRK>=8]B%'Q_O_>WW3O"1*
MC7IQK]US!\-,)58[|";@MSMMQF:-&[0E5%:G"\VEI&[VIG9Z])9'E8'NPH7+;V8[EL M1V/QU#E."DY.'2;,C6E[V;J;!3@2>1VXW6%_1V5Z!_$?0VJW:-<<
*MYIDX3Y6=N]HU,]= TCPL+#\&;]=MM1]HZQY8 ;/+Z+KV!V^_L*K,-;" [A>]IXG;=:G\C23/">9NWBMH^)%] AMQ9%Z7=?2;UZ=M1"?Q2^O!VU97#UQO7^3/*
M,UT;3->AV][90SHVNIY^@.JUO4<:O6NT22[:&X/(CQ?2N0CC-%TK'.SB1Y_4 MG-9%;^3V1[W#$?0TRN]^:=3T/+?3'9VG[DJ
%\VNY5MWL>NSM>XWO1[WFM M[@LOA7Z,H\NX:HXQ37RAX^37^XT>W.^@-4^H'] <_OC^['F[SMOULJ.E0TPC M"E%[QI)--,9S%?6-
7NPG/[P^%1=YB=+&%ZWN[>\)DPCT^8P>YYA";1Y?3C M$,_A,<"[@I!VPTW:)\)XUHE $W7LWY1RO(UE%X->YZA/ CM-LHQ&Y\,,&DH:
M\#L&W>.6F=./V] ';5V]P"./K^WJEC.6TSB1VM)EXJ\]>U!.L49RT??_VC#EQ.DS!>QQWN# #10.J\@+"RZPT?;M..O"#X M469W-
*U%NZ:'Q2[SIP]M/XGP<2O;2'N#$-FZK?GR6K6FVMKOH=5WXZUFXYIF\ M_K- G 5B\YX,W*OVGF/=9YDXR\1)R@2.(XS:

*(1'X@0N=K!A\L@'BI2PO->!1]ZJ2Y/U$0H,_FHN MQ<0'[9:Y<($O@<%Q]ZP[6LT#6"PLD^^"^^S|.;"!?]O:GI5_N%,"'LV^;=2) MPUI&WW3*T!?% X\B!?=;8UJ;HQ;A3*2/WP(C)_""^;'KC5H]!QX8H@P@\9#5 M(OB%LX";SE-' 1M.G*] 6[D8R\3IMEVGT^YTD ^G5-|-L>;@H"M!# Q?(&Y"[XNB.AY FR"F,%S%547[X73VWWVGO_(IP5:^_XYLEU;TNA&>2HR#SJK,,U(M2/2DF M8T(P=GK1(,41R**/N$N@:L#H"7A;_4(3,")1G,&3(N"/="G]8!KXH!G&J9\$ M2[QKBKL#*X:5+X%GXDF]'WXCDEL M"70B?(\O .HQP97R[5O.IPC(,Y/Q+!%+N"-*? !W_RTB?4?J+%W?&^9#;]!M M>?OSH8?>R&'X<-#]VGS8 S[\E&.K(?AD$<%A@<+4;S%+8/O5&\ 2.@]Y@V%K MN.\;1(5(X"MXEDS"C;Q7ZZJV 3K3ZZ\/9S1H>7>J]/<5_ZLJKVR&,,+1K:\ M*TNW!LZ9G3T9NX8SAY:Q@1L-0+B^P\G+-"DR#0 M:A3,;AL&N5B&\:W$.RS0E6$D,_1TQJ TIP&Z;C%HS"4Z@+!A0;46,3U-:NC=X MA:H"9&M8^[B*^Z2\,M+#Y%WAE8/Z*T/PZJB=F7PZVI%4O;C^7KVWMI=*F]-X1!$Q2DI8&&Y+F8<9_XKTWNEQVK-_=*'#Y4N)^7CUD=_,,Z M1_)Y=8&]$F/7M"+HM-L6#^ZN"*ZN+-OX("/K=JP+Q=7"+&$(KEV>9+UO(T3R\I1.ENN[P=_M]G_G21%)S>3E&/;]^Z68PF+?B' E;E-,-5CO!)KKLK*'N[Y^76CV^,)[YP[=_MQ](83N"YDJ_(0D $3S8'CSA]M1-SMYQ?=A*%(I;?9-LFJ.'1WJS%#;)B.M9, M%ENJTAL)VSKH1\'O.KN^YCL,OQ*)%L6EF&!6([&KX=7Z(S:' 0XRSC L(4C M!0>18TW4\#OG&GQSAR4\ (LT328$//D;,,9MPB^]B7EZ_1R(7$!=!@#0',PJF MCQ\L()3RO^-+8GBT%E#!]HQIC:L@FT.L.!4W<4(YRD?P%YEK_&T]\?PYT:F M&:9A="2$MX1WGN2^PL35^:%-7O:1IBUJCB\S6:'G-7+$B, _J(&0_8'.5HA: MF^\R*V=']@LR@M]W>[L) 5V$V@.#? R[T;R$MY3>FV B&VXEDT5ZSQK6//3V M\"%9&*]D3A_EH?>L.!NU"P@W \\:M^\&;S&7(24E_E-$N4ANE6ZZ1@]\0C;]=XO&@=U?PMU%U%_U)^=WL8RG-$:] 4XXQ M%QYJIE>JD0%@4!Q]OTUG@=-.4O$0N7)5SC2 NKX1CU\+)W4%R'I7KP.B+OD M2+#R[!/3K9L/S&J(BMUB@6OA1;_?ZI>E9F=-UN\JX!8U84:K7;Z;2BR31C._M1(V&ZB)J$0Q!2:_H9I2+1I.R/[6E/NFTVH6V$T[A<*RELC;?Q]C1)L6PF< M&JU.&6VKT'=;>I*U&4^G<^Z6U ;D='94BG4'*#VSM@-98^=>US3&>8K&%Q5# MQ.8P==EZS3!5B&;-QZ]!:;@M+#H+;-@ 8_FFV%\![(,,@KQ#,AW0M4L M8<5KA01;A94]PK&5I",Y9K"K=#K'^@XK[VZPOWHM194_0[" LE"L6Z5(2F1W4 M/2=^>66D1VI]0-;$D:[_*= (T]@/ZEF(WHW[1ZPZX().2;X,J1;DVN*U(#D4H M+?@JZN2H$L ,V^^IV3^+0%,X'3S]3W! ,RXXLOEA2Z$]FVW>2"O5VB?B.W"'5 MSUR.[!$,@=? Q'RN0;@@[5FPZ0!%SUIA_ IZUPI? MT0QBR7",AFT,@?F.CE;CE4WU%!M""&%%SYL:1&G.!"G.M'E>;;37DEU*[@>< M4&(>!=]AA?QP0;X%RZB-R_A<#5I>N!UJ+,"K MOV33K39_WN_>W3:VI:*N6J.KW5[O\=<$&S7L];?IBMO4 G=GC^1H[6?/W ZY M)]D K2H4'-#_?AE\/"__9^KCM=Y>V;B,Q,?+Q,W M5A&_!$S STD\E6G**#E6UK5,\C"(VU-LT5WT'5'WJ[(M(P?A>)%"L8^S<9:)LTRG@B5SR44=X&A/'53QH;!Q.:, M3U:;753%I#IJ$,7FF]V;*$:A? L9NU\#/G/?85.4$:4IC M-YC-0,9"R!!N8*($ZO!M"D_+] H$\$H2R=M4?5FD13+Q%S6U/&9W86>W#LWG MX(AOZSLL5B*9<#>9Z@Q#RG;LV>0[MO7'MC5I$NCFS;5>Q+G YF7?3Y"69<8I MS7<'0$UX&)!Y)WI;U%;?]-ZU.TEU?WJOVOU8Y/K6>_$?WHK? ZAVP$[_=\DIW MJ^O!KT5)P79:[FEY O>)""N MK_&! 6XQ;R!^]S& -W'>!XF?!]G&MN[C8*%OC),CJ6_4:A.\-^M0WDP9\ #! MMNP2[RB^NC\WE>'TDE:I'BPBW6YOSX'AAZHM&Y^44S,UXK&$.(N4$\GQ..KL MU\((>HBZ##A*3QU16[9(YVA6YK A+FHI[.3&1_HRN$&CX9JY ;AYB$M:+(*, M(+; 1PIC'L,"QR?A!DM?+(6/HP+@.TGF1>J7?@_O%63.+WJ2)9Y$R#N6)XR M_Z7Y=!KX-)T:!G_FP42-N1)MZ#YQ-(M[FNC1M8[I5I%"1Q,I&]JPW7F,>Q3 MJB?"4$$+0A2KZA+]H&('737R@I\: 6HY_Q&OL(79/8_CE\;QO?,X_MT[M S5 MX/8450LK=\N L1O '>E!ZH=QRMA3'X%_G2O=^KX7?%XQN@7W^RS !;IVG6OX MTO'80(A^B()!H;0Z["WGPZ7A'\M6)F@_Q95KK*TQ#? $:@=5+77->$A{0#?2U"<&? O3QF5+8,9(7-E*'][A8L4>E& MR+<#A*[8=2ONNN&P-=P5$J(A0W!'"AMTUR&VSRN3=ZT,@0(+;B\-SAJ6XBM= MY";X>V8C?.IA=6;UDSGW%**)%D!/%T27Z<4+-E-/#]:06C43OB+1"8S/V MF^#4_A*\L+]@J1F.L./4?%DSE(>!+=33J;X)"2;YD!)+POC" L 6B0:'E^& @?0!M M@24P'%4S2PJY0(?HMU)H<*?21JD5PJ*L7^R:;[D[&1-_,N\/07EM\$753C(+ M\Z;!C;PD(Y#*' T"G;2 F\Y/-,@K%YCL[+3?UB53Z2OO[6L]]JZ*! *>V[?< M;L2% ,X1&OCFQZ[];2)OXO"&TYYL_7@)6S"4_?[%0TQ..+TO%TPI5,ULK..8 M6;Q:7%=ZA^(YN+>;WHBP%.M>B/+DO&PLU7GKMT:AW7A;K, [Z64QE7<^]HH/ M.]:^+44P86R"/ P=L="(E8SSC+5)*OFBQ&],=ZMS+Z)*7<=.6ZL48IX^1PIQ M9XCEXU =O^N.+KB3<>#+4K3/J:V"6VH97I]..U__? *%J'DQ?NW\A&GA M+W +BO:DP,--*-EF*=D7Q RRF=X3@*;8.B8M8\-%B@N(168.^"_-VDTCD?M MHTDP,V>SPC>";?VG5!FS+\A@\ (IV;F(N6'3" [^FVZ_FDL).X'Y"SN-7OT@$ MHG3/.$[&'/\K9.]NJ]^]1J+7*+8EG&I3 MEE\EMXQ?!OMK$I-30Z%,'^_?*V.WNO#.$$"1OMMVJT"-1A'6YU!*%_G",A1+ M<:MR #>*:0JK0.I41R^UO(3%P_XKE_Y_V"K^BSONM5^5P3G=HM;+'(*OH T5 M1D"P!_BEC"9ZNV+-,;B4$Y7H;YLV%VN? C*FK#AV9&H6(=/+0(,@QS*TB]#PM7"GX&SV7>5X=;/ M*.JDE]\!%,3J4H80YVO!Z6^MKRWRY[C4J4*PAJ,4B0**6X ZH?MI;L$6*?WF M:?'JAC.W,;L2-M#YK5#9S82N&VJDX&2WL;M"E2X7!=&$'4_,JG"--M20+*4VWL.A A9_)_#1!1DVH[\7@GX.NL&&3:7>" M,AOJG!9HAK$^T6RS(TW=-Y@N4-:?YF 46@I<,L5W4+_E9A46*9!'32E#0FPO45M,&FF1288$9UJWW)32 MZ=W1[*/,'%^>3]+/E0)%[Z,TSWP7AU*@;[(-I/.L;69'(4B-;EV>$]28-0? ME2\8[Q'DEUJQN#1)^-X*F#&%'<&#UP0)4+!8"DH>C6^+ZO\T5%&I?;2 77CG M]#QX5%R?FH4Q.#:.A)_'B\!'33J3\3)&[0-J$_Q[Y99QUX!:>-,;:=8UX$/2 M;AMUKLM!HFH)9#L"9DC5'XM:LL!00*GO:+(Y*6,PR8N^/-BOA93_6@V,7PQ M*XVDC*26*UQ5\\KTJD,\$;^;(M?<",#"BJKL-$%,-)SSFO:(R/QBAEC-:%0 \DC1EW&F\#IB?![<%<;^R5\>D>' M7+X;[BU@;YU^@_4N[>\0K+1ZD@NAFS^/0*_,M)S4=XS2#(I)*/$&F\7Y\QC$ MIPX9?R+'U(V*%("[]$!U45QIAC'$.@'75)(6T\Q&,*..V=-B\" M @0J3'NNY*W4W$!,_LC3C+=I&4S0S9RK_DSL87HC O!3$$=QX_#48'_#T2$Y "Z4RX@O0IR6S M5'<=4Y, (J6AGMD"KH\+S+'%M0_HA'V;LMRJL^DHH689EZ#$YV7S4M<\8QUT MHCI<*(.(HUSH-K]*@;M3MGTKB>GR5/&V48U8'P)"&5Q-7R*? VLSNM86"W2JLM%V!+1^XYY75 V;PAL[%I/?XY;]0O3]FB^PCZ)1;-RH MQ:S_]S.H433B>.P%["EED'CT#[JM(3A*]. KIZ M.&JUO<&!4* ('H[L!F9\#N;K3'YU!HN\/#B78V T2?(9V/'9SX#.F\SZYU3U4* M/FHO3.5?*2ETD7,NQCJ#X7&9Y9 \M2W_&|071TP'0TGY:<:/W]7"(T7_*)R M1& H%Y[K(8)Y=P<#-PSDY\QG37HWK^L.O#U!=QX98/%8E?%U$3EN5,8U<)U'-MB,HY=+W.WBY7O]JD]IO%*+I$4CB+R9KLY,D[F^ZFL=0 MO5WQHOC2)PX92[ZH#W;3^[AU2/6.:V)Y#BP[+_%6B"#6+8Y*1F?[E=R;]% M?)LH#16H,K=04%TECXJ:QOBV=.0Z YA90TF[G7Z*5_/(=+F[6 U1V@]>FU3F M&EP)ULB\$76F[ER4PN:!))!47A=6]69MH\P:N,],<134^P$T^/8-02_G,&G MV)P@:(";.Z(7XH\X44,GE? MB'6BET*949E]R7W[=/IC%]%ID&>VK(;Z.;3'VLJ3XOO8JUOLVOD!5+P]6@>]SSBG] M=.M<_(8YI>OHM5/D*=ZM&^0FE(T:M9C:T4C=&%GT]& [5%*M@"W9LC;VK&[;< M_(IWP;ZLH@OV!IO=;?&L;8WE-C6=?ZP97:RQ2UA?#J;WQ]0$O9OFM"J,*AF[MH4V,AM/JNF'M@CYK/&S"GF U/TE5TS&W_A5@^3>?Z=)*&V0'OO3W.T8C=^ MWI7";E]VBMJ29K'__9*;N+&Y3D9I&4;8QE4KTZHN2@EXPO\JSE1'R%>956!> M"VKRU,B73[]I1F&4G%[EMA,):A?!"?82^I4,#9<;P5K%\(%U"2';;$T M>LKS?VEN8636X>V(J.34%+Z6Z8(O 6LH@)'V7H \"LIC!^%B!)^"KNBKK0DI M-5*NX5524OO>.ED5<,^:"%]9\Q*X#+,.!NFO5VL6>O0.H)M=V<,.BT#G4$R.T M:I@F><(=VEMZ$7W%<,+H3H>\^A$<PV&;.E#+0;;"U?M:]B:N**(+) CU2\=_(L4B6?W M0I*262P" M],:LVE>Q4[;C> MH.R/:CF T,S8,:_5*]DFBMR" CR0W I4BC:N.IM[RZ?\8D9):9B>V9J#!NI: M+Z\-7/',YC&4BUFDV*8+?%,(^$3\ L98"XU72HD;0=#5;[QCOF. MAG'3;F"&5GAW;\QU5XC7M?$4GS[&ZQ8AG@)G5\",/WJ# H#)W:HW7/NGM:%> MQZLXX/3&./:RBH&_Y2+=#,E8)\/;!H2@ ?L5Q[,^*KQW9Y7'/;@C-#Q=EM^5 M\ ^) $=%[OQ@P5_7V2ON:SN'#? F&]8'-6F0WL"%#=Z/47H&=C;2[=6O7LVH> M]\5M5>S4 P9O8! [>P969=#-.ELXW#MHZ^X6M&WTPMO>G5YX]Y#NJZ7MMG!? MNV50E(/YL-T3A3>IT G5ID+FQ+%O3+R.<=;,,HM58Y@KB&&ZUE*'96FMS;(MO:I)K5J?&#B^)OFU[AAW6H-U,.2MO&-+3U=Y:+W65_65-T64BI\7@B:E"QPH M6FEM\(CRF,@XF8E(ZW42SK>XF_1%WDN_NY#^?250".H:33EH EA,H$028R4"?: M#MYQM5="EBWTUA),]%RD]UX_K$*8,U5J4#GJ:DQ$" IFYC$VI_#@O9KT3^-I-MML*Z^P14;A@O\6-]-)*-W"F:Y@3.5QJ-*-WHP?*%GY:=LI435$R=> MJD*%3/P@E34P6<=BA^LQDGY1;LS7?)P&X'PDYR3#3K;TD^4*IM8>\G'2>%3W M7'5M,Y@C83H73JBJSF$5),J4QZDQ1;1#AKC#K"_(+O;2 M(T@DE\ 5,C3AP(WQ #VQS%.P'HW"!"=>VW0O:M+LXMWLZ<4IXO8PT'K5Y(93K-MY(U((H.526^&&[0WYQA|=@4)M2Z#MX+'ZKAK2]HZ86YP= M0]K&9()L.%12AS;R*4A;[_D/:7N?*,S==UQ60<[] M *R-72)GO;>CWH.:"X9U54?ZF$-ZBC9K$=[B@2,HQM:1$PJM4T,%YR'+B07' M7#W#92]PX^)*ZT&J4;&30!464LFQ?D0E!3XQ[MWGSD_P3\U6HC[WN['4S;0 M_'FJ.F+2D9K#>%,0AGK)KTFZ4/!(I-)]<4+52*7&$9BQOM]& (_4J1.@\X'*

*<1<2&D9P M_8(LIB.B-,N@]TK&L&BMF-*P)6E8&_#4U6EFN#NR5G$!$ZS8>D9&C7TP-S70 MP,ALQ&C%!:BJP5#$"2F,8CB3JZF1*

PN DU R^U%T) V_12JD+>(7'_3&(L[X278Y)@-#2)D50HB;O(_|",;L1*O:B%" P M47](T((=G/T,PP:Z"IZ.S M=:AUC;5^I;T/:HOY!:GNM2__BYE[);5:Y[TOJ^DO!HY^,NE8G]^&I? QEWQFYZTV'|F[::E|$'S8=1#+D=PPWX MEY9+(5-Q$I-

***C/!Q&+PJ:^EZ+06\./;QI"H&4]D3>CS*EODUGIQ0/FZ*QZ]9 M? 61!AJ7R1SYR?,>*Q;8B\1RLI\QAV6P]^:F8#4MXW45&X.5KYF6+GE\U=YYF M!^1U5#@E1?54 PI9WG \:8)$L'9$+,9'G:G1B1TJLH*ZU3F/>"32#*#H8/: M&W])1P[I&0&KT[Z4]\+.T)9-8(RPB_N0NN:#/56\?K% M6#,=4P).+\8/6MOC^:(R6019AA 5OW,(A)%(FNJH4&'&*+-4MA-PN=FGNE-) M: [46)Q+40686Y4]3DJMG7H(/S)[!5H::($W4R;_&==84>4"VA8Z>62ZYF[9\ M:LRNG3S;.N_W\GO+UMP^_.MV6\]\Y'B6540V7V!$^"/6_+67DO*-X_5<^ MN.9+D'YO5@=M PSWW96J]QIXZH-&P<)-?*%[N%= HLLG:U!>"6QDJ<[+;?I% MAJ^8;RIR? 1*/.HJ$2@%9H%VLDNC47P/7]3/!==E=4?C5ASR)7>Z_HA[VK5SI386:!];&G="A@)%1,I<]A*F/-MX6%A/N8'BW2-[@0ITGB5[2/*T.9:NXT)LXC\"+RMSBE;ZW)IQ)-/VBJ*X<+A M=I(;8Y1+ WZ&S)A2J3X2 DOX/L%CVB;F5&9>HE6D*Z':83H+S8^N+J GF>'MM:E MTSSRE5HQREOI">IJ56EL*]G.N7HL>)%3/L=IXI551I?1##9^HG707$YF5A*V M'JJ318\1'F#-C&')IQS;YQE3)P2HT6G :6,B@A*G6)]_B0^4)8FF^L\VUN0> M)[_4%OKVJ/W^S5T(151(91]G? KO$#>/TM]=^M0N:*+CP<)GJ RN=(+@J#A&Y&Q&YJ|>|74W&8ZG1N?,=L0X>BS MC;^@7+]@9WO73"/L%'<6?&&'CS-49BZB(=RP=PB!DU*;VYZF?&IZ>SD99Z MVR)5398;V4A"31H"? $%N9;#6"0J1$[.-2;&-UG@)]2:@0V:/G*QD^0!B:44< M&RS-'1*;"2K/3<&>7%(]/Y51$./_@*% = 5^**

*<1<2&D9P M_8(LIB.B-,N@]TK&L&BMF-*P)6E8&_#4U6EFN#NR5G$!$ZS8>D9&C7TP-S70 MP,ALQ&C%!:BJP5#$"2F,8CB3JZF1*

PN DU R^U%T) V_12JD+>(7'_3&(L[X278Y)@-#2)D50HB;O(_|",;L1*O:B%" P M47](T((=G/T,PP:Z"IZ.S M=:AUC;5^I;T/:HOY!:GNM2__BYE[);5:Y[TOJ^DO!HY^,NE8G]^&I? QEWQFYZTV'|F[::E|$'S8=1#+D=PPWX MEY9+(5-Q$I-

***C/!Q&+PJ:^EZ+06\./;QI"H&4]D3>CS*EODUGIQ0/FZ*QZ]9 M? 61!AJ7R1SYR?,>*Q;8B\1RLI\QAV6P]^:F8#4MXW45&X.5KYF6+GE\U=YYF M!^1U5#@E1?54 PI9WG \:8)$L'9$+,9'G:G1B1TJLH*ZU3F/>"32#*#H8/: M&W])1P[I&0&KT[Z4]\+.T)9-8(RPB_N0NN:#/56\?K% M6#,=4P).+\8/6MOC^:(R6019AA 5OW,(A)%(FNJH4&'&*+-4MA-PN=FGNE-) M: [46)Q+40686Y4]3DJMG7H(/S)[!5H::($W4R;_&==84>4"VA8Z>62ZYF[9\ M:LRNG3S;.N_W\GO+UMP^_.MV6\]\Y'B6540V7V!$^"/6_+67DO*-X_5<^ MN.9+D'YO5@=M PSWW96J]QIXZH-&P<)-?*%[N%= HLLG:U!>"6QDJ<[+;?I% MAJ^8;RIR? 1*/.HJ$2@%9H%VLDNC47P/7]3/!==E=4?C5ASR)7>Z_HA[VK5SI386:!];&G="A@)%1,I<]A*F/-MX6%A/N8'BW2-[@0ITGB5[2/*T.9:NXT)LXC\"+RMSBE;ZW)IQ)-/VBJ*X<+A M=I(;8Y1+ WZ&S)A2J3X2 DOX/L%CVB;F5&9>HE6D*Z':83H+S8^N+J GF>'MM:E MTSSRE5HQREOI">IJ56EL*]G.N7HL>)%3/L=IXI551I?1##9^HG707$YF5A*V M'JJ318\1'F#-C&')IQS;YQE3)P2HT6G :6,B@A*G6)]_B0^4)8FF^L\VUN0> M)[_4%OKVJ/W^S5T(151(91]G? KO$#>/TM]=^M0N:*+CP<)GJ RN=(+@J#A&Y&Q&YJ|>|74W&8ZG1N?,=L0X>BS MC;^@7+]@9WO73"/L%'<6?&&'CS-49BZB(=RP=PB!DU*;VYZF?&IZ>SD99Z MVR)5398;V4A"31H"? $%N9;#6"0J1$[.-2;&-UG@)]2:@0V:/G*QD^0!B:44< M&RS-'1*;"2K/3<&>7%(]/Y51$./_@*% = 5^**

MXE2W.U^HU'3= (-/+_6U[XA'4O^)JP@Z3 B.?=4K7V\UN=5LJ/? ML!7<^2?*
VH8H9+2R(MUX9>P'JI&74!P3%3"]\D:CCHRE4Q_CA%2J5;JO_ZC7: M>FL;2K_T]"\[^$L]V5]/'=AF"
(.+O5?-K7E$0W[4%&4:R_0E= >AZ03?=?KX MM%Y;]?\LXX 4'K<2$S-MN6LGF@A_YRM4
P3M7W&E@4P(1_ZV!5&@"C=:65:% M0C,A,DCK:2I%]>[68Q?>]HPP5)_SCT-
*[EM36KP3*5+2WU!U5PD=QHQ.HE@/)"U0[V':T&&JLX9ME69N1:LUW1X-:MD^XC] M9L\I(KK7K=H?*
*T;%[9*D3HT\O0']ZWA-U97"/*,??10]/972K3BX.9B&VK=UU M?ZAYEN]HPV-*
*+1^4#B9YJKO>.*E^OA93*DCCDW,-G'"2;8%&O$8/).W=4-"1Z MKM_Q#YQ(5$Y244!M- D:M>'[!O8+*
48&RR3"26]35#((+E<0P+<)L#0$*-H/ M)Q);K'7Q1;6^WT) SI$]_JRLG@9AE$ [?*
Y;E5K[^N&]ZBRGL1"=Q7;YV5A\ M>B-8I?#]?)&SUM6(8GD$WH-
562WF9^PB$_GS\T!.G0]_03O"TNAON=4"/H22QH(= F3#H^JX0YUV "<((0W9VBSQ" C&QH4='ZI
*M;0D'&(?:A9P;23F)&9J0/#T:#U+((UN(8B5&_D+\['7%I=>_D!P9>_V)^I>**
*M04T[Q3L_>V\R&C6*UR0UU-E(6%[.D,T<"?YXHH:(I #3G% MXS^XT&Y:H,M+X?DCB:F4/,%$*
5=26(%QIJ9RP2+'D)&'7K@4)S1M>#!"VT\ M.$-IGRP1'+7K@2V[%F8(2/<=\Q7PK@P)J/H*
V&L+$JZGM9R?I"\4D" UTT5S MJ8K7"VHX4L5SH>KLQ>I3VGI9LJQF!?
*9.ZTVM[JE]2VHQ2U6GH1ICHK(*4ATD*
M8(I)6==6P.]5Y;P8WIC(C(:'S%!8_:N0[ZN"1&'/,!534(2XRGKM4HU(X0N- MD4
*0/]SJ[8>+J+@\B5<1OS-/A(V+/4V#Q3*4S,Q<^8&W^PZ1UCO3((_IAM+& MC?4\%\I"T;#5K&C'?BEC)?*
(Y?!O M^%FA76B$.R&!*/$TYZ,LWH6M+@QXH2K"-"[2;@KYFZ>O=7^$/4Q5C)>%P7<9
M!O,X9K1BKMN2\!?,C3J)MP,8K'6D.,)N(P\"CF %*29'N: 9\HDS MBV&I*II'QH, '(O;B*
*#*S[:'O+:5"9*ARZ+QM:J:$/:S"+M4TLBP O$VM=HP MUW ^@P2W8.7?S4@CJ>M-KBM-*
AB[B"8VBJ;T&A2_1I1')[5O30A1E[,$VF C M]8R*J[O]2HWJ\]U1IZ9:*
^BO^I&YYZ%-2'2M%838M\P2:)))!Q, MF: /S^8(V^.+1Y6^MC,:;[$DQE-*
*1JMX2>RUPW*3_>"#>H@M*E-,N+!06JW+ M+3_H4G'2:!?7D M4.L./A6VV+8O&O'@R:5B-*
]"69E7ROJF#IPF4H#K('>@M]^TM+P!%"I)"WEB
M"DP'W_V9@R:6R>9V;X8C4@THIG,:91[G66STAEMV@6^YM%BYP-UMI8\U$3.H MRZH_O4-5SXJ?
WWWYYEQ?.Y?.IV__|>&+<_WQET]??GWW[?K3Q^WXTVOU#U9_M&-VS4PTH.'@MYY^@34-.
<|L)H5_MW>UJ;UY#DGCW 2DTQ9_%P#HD2BP+2AA4 MD8F!#+EZJBJ?4 VV"?R+[L=0%7S2
T&B^!)'2\Q0OZL@+DHP! K:;8SM0NBP MDF;#_JLF")-<\JAT4$GH0@6M,J <.Q4-9$Z,"!B182=A$-
*PW3'<8JZM2\B%4XOL3KI:V=+9R8R;O,HT/!*8Y"L]5'[QGFFCU=CX)CJ&CG]*
*MJ")ETX9HS4/J$K]N%XY*G=#Z4,'0BCC4,UW[U3 7PG>.S!V+2K19VO(7&PJ+8;<4EV/*K(SSA+,C#/-*
D>506&H_. M?%EZ#_.(2N9X8+&DA^G7K#2!ON_;;U-I(+IX26J.C.N<%B14G&RK!=PZ3#O7
*MUG)Q>5BA.,K23B9S?YI>'"HCG*EC_4;@6+A)/(2@P<4L.%);QHLS(I1GW.& M%]1,D)3G-^*D?*
G$52U%:CXT]@!@#\2+P'00]886LH90PGY[E262F&'EP,E37 MW#JJ516$",IPF/+CR@T<)
()'&JE$/=B3C/"9SH,3*%E-?/4]/ M\"V$G\1FH;,P'N,BHIL@B2,ZFZ-1PM.HQ=27-0ONL9@YD;9C()PHIZ
SZ6R MF4?
*%5K=:D,J#J7O)49R4Q.A;U3EL3#8G/!V2WWIW8P7]"3S[*XM(5QF!4"6F.TM2J,EV2LL.#CT\:KA/-*
Z\U!D0 M A.R5$#%&7G.7-^:>K/B\6($IK3[Q;PZU9VG>4B.19DD1YJX_4(^PI>B_Q5- MVD_&\%2F2:_9.
*[G=;X!JB2Y4-+L,Y909HI1_N?2NGC%L *D>/", UMO2WG@] M#J$8\[/3]MH\O5$J1*P5*EQ$H0V2A3*
*Z^Z<8J^'$ M-\%=_R8\I]3"IT3X(75WL-N@XGA5JN%. U']3CF=<32+*_>L!A=<#+S5T\-(*
M])X);F,0&8A?)&]3I<7Q9%-Z[-_BI)B=QW\$T1]JXA\^(JB+S#1K+_$N&E+*
M//HW\.\"OSHSZHZ,^HW..T$^*0[B6R;Q)/:/J/82X5. M"BCFS#<'XYM/%B=L(*"B$#7FA&DLA?C?',7-*
*@'P 9%G/#%53D.>*74P2C$U MY@0QQ+#OM]4\M5:\U,;(!RE-& MYWW8-)A+R9/"F=*
S@Q/E'I12(Z]BI',/G]W#-SR>'KZ-POQ,>S<)4NSZ86>! M1U.MHTHF.:TOTKR!F M?
&:DB.JV2$JR;$9,!$U)-L^Q3(4H'\6]-^Z' I#H+K-0!5<5NM7^]9-[[4?N MK"J@NZF61%]9R(L-
*H!ZY&/G?]R]EOLB1VM5SO*K#+8,8> :(%J$RJK&W^CV M1.93,D%_OZT,[/*
*M3(HU1]3:E4=_0B9^PAK3UO4K0*4@I4 MM/\2W733HL_C% 18>5FBH>AQAA]J*
MAK71\YKYC.S_.\T'2S@9>P0%\0;Q&V7M,*#0#M@-HCLIL]>(.P'&F"RC";6OOK!M M=Q^UG6B)**
(J$TYY:/I6SH-PE%62INPE_S5XV(WOKXTKK@FAK]A:9D8[)5;2MN8PMEN/T@-
*G[V&3UCZ;B,TN.N>/H*F?>?:I4.)F M/&ZZ94T\1@B\WI3EF[1OM1=)V6YM64C+1]6MF9=%Z<-*
B>$>I!%,\"TDR?F-X MRQ&^TCLAS&C%:5U11.O;555:VZJ<:9"$C/>E;PJ'
*M*RJ^]AQP('>8O4%Q>U_-2+)/XIS'E?K0^>%;!.SFX\MU2F*X/$5_'$^A\A;$ M'=;G^4B^!_525BNR?*
B#NX41F]?^VKU%DQ-3&K0+K8A M#!ZZIZXBII4FD^:9$Q%6>-@;O'\=_K7G;#)<"I^JE
M/K64HKBS46&,08N.R&D>W/>6@7PL5_Q,Y0H:^[J-GZ(,H=D$[5&)9I_Y9SD^ M57:'E,0&^X8 %?
*8#M;JP"F)3F=Z<%*B26)^00/;[?A6B,R7+A)NF)XX*]TGG M(;&Z.?-*@=E9[|AB'FS%))H8)R\XE-*
*U%M#.\&#BS!9R>ZVL2J,&N(A>10 OL M*AS(.RC>B)-?*
%@/K(@//PDKHVZ3'I.H6Y447I+\3#2N(H4LERR)KA%PWQ]AQ
MFD&Z];@V'K\S22[Z/*\CF:@CTY>&1W$RVH#/6<'9TI\N?I'2I RFP+ES P M&I?*
NJ7B1>9S4HT4LM10\L-:2N5RY82<=D,Y@%0Q"IQFNOR/%&"NIU4Q%?)\|
M7%$/9VUNEC2X8!>X@4!Z.>1X"=,IHBHW43KB*$!4TNX(^R@]\\\5(14M5[FP
*M2V[C;U$I+4$ZNHT+95OU;"&RW$W)$"9E@>_%*T.R'])[A:UC\MGB7P8JS5*K M)!Z/+920*?*
*DK%Z,D3P[-8)=*X%?Q7>F'+@&M@N"SS N/J^[=_>X1A<@%X31 MT$*-*
*L49@Q:1K[;*63JA,V#V:L:M2UZ*LM*ZB(5HB/-'LJI2V<*[PD^BH^8ME9)M#'1 K6 "!CI93SG!BS*
MW[LC2RYPK4UXH&2QU.\R@$3.K5*M_F0YZ$[9TV^4Q@Z=%F-+PN(-CROHX8'= M>12LXD6-
8[%.,@AW)FCU##Y^<;3-AH@&5D%=\]G?'O>]:<&.:0%SBK&7[79+ M8I1#NWK+_$./^>!5X[:BM!*
<6BM^- F#9=$[)%Q&)5U7/Y;,#.EH6+#-K&N/ M'NK/-ELN8^8GB]G)PT#E?B['%I)FDPZJN-
*FT>35ENW2VO N(70XJ?2&Z#W0M ME^+G4O\Z@P"SM2<+#Y)HZ]MF]GQ[RML*Q;_):!MTO/H*
&W<<]?<|^S)G#4R8 M'>][PWT#R$*2]M*$U]#^6.Q^.\7W[L (?XI]%D,E]\D?FXQW$V1Y'.%6&<7*

MXNU1$-ZTTCZ$6^4G>,I /(8$/R|\L-RV>^YBI1DEQD9B-F79KW]G?'VFHJ9|
MCHN&"C%6[0:08Q4=|QLAJ>NE QH^/2V+W;XCI7#D4:TMNE!%K((EL48R5TEO
M!NDJ623&6IU@1<|/5&DH/W&4C.>VMRCTO',]8(\ \E|P:5$NMF 2+=5V=1=E M(XO3#)'-B%@V25@
*L6%6#[:+UAMU,;3[?O'/?5?U5+)_+*D|\.#+0Y?_$]ELX M9I,UX:A@|,U7;_YBA/'R6|DHBNH(>-T*
R|"7[JGM|=Y2)=)+OFH(Y1K6G,%_MR=A:-<7?I$&)$:MH$2S^@E0>Q52/-
*(J_V/*VGI/*31@KL38W>HIEGV4I;T0^ MA'3,D=&2BY44!Y$GU^'':GF+8/SC!+Z#YT..@X$-(4STDN!;*
ZD32?WEMP5 MYQSDG>WDUG:5@A:;1[JPA]YBW&M8"_HAVTL2B/X! M@4"<3.!EV8 T+YVT?NP(?*
*=+)(M#(14J[5U()LK1'O,#1^Z5<5EY#@'0L$I)1Z!5:TKJ&,;^POF[[*MU^H-L7JC*
MW,N|1B@5(),QOGOT,FN"^.17HO6S!H=KCT<3)J^#"^YQK3P<+B)G5U|Q&>S*
*M0^).MECR2A]*2WD.*7E7_B**%G45!B*4W ?65C7&:7H.:E?%PG[<3$|9.0ON*&368HV[!S)^:Q|*
)9$[G5|C/YI%]^9>7?S,B70P<+%MJFC?'&Y!9 M?M05W@:CX"^5FM|:;=:A+F^$?8
*D!X',CS|!VH"R)MN=,L=/3OSX7 3PIN;H MJ[:CB.-Q>3R|3E|+=+GM0T_J3-R*U[F[;;;U%(('+<_:*
*,,"S/QA+KA#P" MG+9EW8KX7]D<$S1ZQ#JQ#-9G&CU!.!R7K=@*OJ6 398W=7G]WB08WQOEE5^P*
MF'VOI"KOQC6)R^-=_P09)_K6S/C\S7 #[\GTWC-__,,]%5P>4+TENM^J)/,!
M"KF,X63W4:J=)@GG>X#OOLU^?<&K5|WB/\MF3U@?U@[2$:0YJ=95V;$X@RX.
M+4W0K'XTM!BL79)OWU5 L?N93[^#&G!\O&89_O'E11#N[.E^$Z,+6BZMS58UY,W0A#-F'
MO]ZY_3_^ST=96QM)VR&Q'>=QWS&/.>U%^W.RJ!@1R N)8M;L;(/.,]@4VGGYDMQ4Y[;"&F //%Z
*;2R>''5TC MY(D|)>/|@N!|G /BGLI"?E R2UF MQR"K_IF*S_?H.*
(K3L=N%LA8(SD3EW62VKDL)J[|ISGG%X4^;E@B@(-3P+;..:>NOXN^Y[;1// B*.PY?_I*
*:F:IIVQ1JM:=D4*J I[[2IF!12 ME]^ZXL<@86?!@=,?".'4<[4'GUA#)K494--"$A62181'E3O'_|^+$+>$_#._*
M!"[#>C-N9>LS<"U)3@?J;F"^I#HZ+ (PBFO[!QD5$!PZ&(OIU=/P_^[)TT_/ M/UW$Y5)+TVJH;L<7
'%AZEH$-DTK#JH!.=KSRB>>>;8YW$_^[:'P$ZBP_[NR_^>/Y'?:OH M6'JL%C+|=E/ZK=Z8BW-
]#/K))R7P5D5&Z",LN83^B5-"+21\/=$M']I=M8KA
*M8@BL$_N%;OW4%!Q'*PFZ)L58R06SOYPIMSX9*;=^?-KV@S4C_]Y>!2A.QW7V*
M!1IX4N20"5/'#/>DG>IZ>)Y-V%&H,]\A;@6+JMEA1*/\@/NH;J1/,[QOL26 MHTV-9^%M&+]HMXE/-;*
(?]4T2W>5=:I2LF1,57+=!Q>/YH?4\Y=P6 M+]F1T(L:P5R=;$NU/>Q2PZ> CDJ,F](=.+:J$6$?PW$U&
*[Y/=Z!V7XV\2 M*__'T\/*OR=F@V+&?4T!X],8,,HZU+AMVRK4HK^,AR^?BY1T"/GA+6>NN(4.*
*MC#RS(0T*VNX(MK-F$\QW*B1[2-<>.;3LC\2S9LY-:A8!9::AHMCW,I2=L%V_ M";M![>'3)X5Z'1+*
*(T,FMK,6C8*KRH?33IPP8F[I=Z3RE:_P]'M"7BY=5MXK! MKEPH/MX+.4."S;1(@8\>G(>F-*
*[*DD&O5T,K;_IL 9%3Z)#) ML^7O5_"A/O'"R#Z;;W]@ M'O+F?Y@#)^0>P)U5"G::.[_NZ3|\^\YQ-7J21X*
M/C+]52[1QF\^L6^6ZW_&^&0K>B#T#/'CS^WC=)628-]Q$JL+&C%UH<8.SF@B
M/SZ/;V+>AG2X$N9$"5^F8V5+,%L0O'CB??X5_T;IKB:=3G3%_8#VR3J1I>(4 MB/]+$9VX2?
*9;S$%KDLOJ6W:AVBZC*Q@?+ANCY8U|/7?DQXG7+(#SR)A*+1\V*
MGO"RMZXM&GDLQ]/V@N+D4HB;3=5TTQ=S6Q[A0;>OE?HT4R$E204J4='%.23A M-KCC?
KC(Q?'D'MI.WZ:]C<7Y95BE^9Q_TA41%\%"_[.M2+)NJ'9[L;S+,%R3 MAR79&GD+[]F]2=\VCXX-"9N"
(!.2(E"VP$R"BC\W?;JP W!U4JYX5$4|>Z9J AN8B|OXE+ M3%N@NF"=M&''E5Q?
*@<)ZA@I0)_74'/222W9F_"5A#$P\,"]3WL>7_E#_,FG M&!MUQ?JP*SO-K+V'N?*
0L8\X)\ZMSM3ZO&CU%:Q0=SG_-7&VA1:NQ594TMU;. M0GC+[@F)F-
'8DY:A)38L$=5%UY,.:#&NFIU]>OZ)1J\I%K:Z5=6@X8VK)>|OA)C357.T7C2E_;-*
IJQ<\SD[AI.HX24I',3#I2H7 M_^!?O'2_^%MY;0O+7F1%IBMTDK5T%'WS.6Q]&[NU&<$OHSM):;-
*O*A*=;ZK] M-MY?G"CD\;J[^5S66YI>\4"XHRB3IG8T)*^(KEO&F$_\M"WZ@ G9;)?]@W<>2|*
(7/@;UBF%U[I31..$=Y<934V$MB MMQO7"+ 3!WMN^B=!Y@=NS\"^/)_JH)_2='X_-
*=Q(O8"L0J*RUDUYM*4\[>NJ MWT:_MM(NDQB! KT4YC,-^;S(IMA (4?*
6B)@YY!]N%O&L6$,2FC.'S,\5YS_: MSO^O^/_=%J7L(==;&-<$!E.;+5EX!;J6JF'/?
N^^H9@XOFA\ZTNVT=#L:"[:
*MCBW:^0+_IT=.%N/.OQ_=;6JF:#U&JX('G;=A1,VS@KG%4%*8*D.K2]5&MB"2*
*MN\;R"Z@R\,T_2N.1C:F_L?CZW(+0CP(MG'5#*E2:,=Q1XA46@31KT0&Y3QN MMXJU;R#*3JZ3F?C9\)*
[7SN%E(G;B\&B.5D9!Y2LU)'Z5X-T0AB?1K&GZR18? MI]:5GQ]S0LF3]DI2-'PT@80KO
7:+J7YXRWO@,&1,0(OZ8# (T F0RT7QQ1 M,S]@%$[#E+C4YWRW8>K1TDC>X=+1_U '!M?VGHUS?*
90>&IMWDI+FM"0; MV>3'BZ?
9M,U9]ARTAZ=/H3>;'2A74J:L.%B';ZJY604>8HC#]$TRML8902A#6R0;PL4ZI:^(]A-*
CAJ'MN&^,!_:W968S? MJ01:4V6@S3CK94R [:_8(XX+J+L#,\6L UE^'*!D+@/!#U9!4Y8^T91EN792 M*
*P,/7O8*MS]AC O^H2R,%_L+\E1O.U+-58^/?*.C.)DJG9+[S(%-[Z3\1G-P MP>66BT-GY5TF?*
-1]6$Z>MJ6V!5Z G%\]^$P/OA!^B\7_3S]Y+/Z_X]#]{/ @ M7JRH$6B:^:Y;\.#:+B0Y-T&TNK:R8]L-
!/SEA1!)4MEIV;7ENDBQY,BT) K M!]^AZ]JN.'CO:ZGK@5%
:L9\"1([VZ(#R3LB!.;/#IPDA0)/GMX=!PWQ5[# M5B^WII"GZ)?*
3P%/,151Z"2VY)5H,]C0N.G(T']YHO">+\=4(KB$'R,2.CX\0
M:A^;/X@/^!+18V/H5Y;B(4=Z&6Y83,^9^@,703EKGX"ZLE_,[?ZO#L2$8=L*
M0[,^Y"=T<>5V(J&WV.\H:U&P"![$]R@_C&;Z5-=KV]I3O_$+V,IBF,N\.CG MR0CP4[<)3/%'Y-
4^/>W<\.OT/H26I!Z#6GU64SFF"K=/\;@1?(IP"V9_N8L^.:.-N<+YX8:8SY;4,QUIP
*MJ"OH1O]#*8[WNKX_T/@$^('R^!#-6I9+$=?0^9X,XQT/Q3A!JU6+?4R]48>^ M1B>DWFLV#5A R4[]*
*.C^!/*I+ MIONZIISCNKV6GE:JYE!Z2H_&EC/;K2&G<=Z/@3$?JO5T'F<<:B!.#_JWXCX;*
MO]MV&]85H[N06=1T-UF34)-@IWKBM #2P]"Z74JC5_]/F(D$+4G40L29_U)9+X-V=$7@)
[N(^QLGA<;=T? ML:?(#ZN)$Y.%4F0TW\[N9_<-J^YO$U(IZ]]LG$8Z^_I((C
M2P=N!8<,K!,%FGQC:U8[,YQ88&!$)3X^CIF9!H:VX*$;
M926)WDH8N_TRGF]Q3\ER=C4,4L%+_W((/_)O1, ()W/+RF7SE2E.L6E1/@X@ M/\FVZN,)3^;?
*XF>ND]$ZK2M:G,<,QXDC(WZXI*FCGL)X["6(HG57547;=?N M>_*XT%M(D,*[9CPE>C ;L?*

*MENPN%=.X;)7M7 6Y8+/K]!;/$^)Z'/AAM].+O MY,]KXV"%541>85P#%]%&-JGH1QR$D(3FF496>1-7.:=QCF>RR++NZYI%JI"@ M&0\ H/7N3O$UKDA^A5(`_$/\2J)!A^HY *S_(/R%[Z&[B7)KTTX15+[]\D@ZMQ=9.AGSX,$?LU:AGXU#;U:%*E< NL3!O >%/,?=_\,TTA]# ,O:2!;?LX(]R.3JLLO?K,9[L.PUX2GFYV_-$G>ULKNM7 M;W,X"T%+R4;YW6=?G#_UO66''^)WGYP_\]]DM4')H*4!>?:)#@BMR]6]HQ&@ MVWR6;Y:P'G6.L M$G6XI4NBTP]F7$(/BL_=R9%OZQWDKX [+] MQ#]Y^B0^_DTO; ?.VO8+1A-F-_I CYU[^H=W+J?[G M*SH/#AU0DE_Z3C@U1&/GI5;>Z< *D>HI(E!JU)06H%3MJSVPOR-H:ZT]\\G M!,896P<=DU%EBKGSQ5_;ZW"ES9=QCMI557+O!HC@1!#*):Q[4KE:"C]\V1G_MNP: U(Z(8^&:.%,>01$>%/'D=$ 1O\X(0=^E0S^B+]8H8\JV7".@<>L4;D%9 M2VEIZCN3CF,S$'""9)-PX@P;*DD*N5VE.^@XLZ'NSK'>;G*RNY1= M;W->T5791VJ?1&?J:7>;T\N)<""9$.%R@ZR9\ 3\MERX$!F2 01=,C: & ML]!<;6*0%@TYX-*'(57 3!DF-W>52^@ .4\JY\U07HAR :N3(L5*RN>4L/+E M)N-K:6L*F&9 P<>*7U.NI"_^0Q,"S,>D#Z"-^@TQ!\2P>;BD0(:LV=S*^C!= M$EDD-,G(.SH6*+",;'>#15Y#U9B&@I<-^ KS>B:>-5IS0'0"SV]"%9 M*L322M-09%J8L%EX@6A4RN9MM]\-*[#DUU5T*-;E/+7!!W$$_.#&P;OWXXUR MAS:VF?X71S[JV<250L_GV6[ZZ \FJM[F2L>8'D(+6/9=9V0W?$W MM062F:9;?H,Z#D?7[JUP^G9!$RF-3[$8$8;:2MW-SHS>;BJG L&_9:/XVAL M,C>(?)$DS3JV1* (O[FX/MYD65%38UQ]:BQ968I_[D2AA25"A#-9(Q-#<:+,4D/'Q!* M4N_A ,Q9^&H)-><$31W)J@\I) <5[VB?"0;QJ*M"AH4,(T8UF_5W:.MZ]I>.# M2?!_?8]O%Z,G^/S9@4>X1M?"W#B8GDHNH9+-P'2+$C? K<-GN+RZS@9REST]Q MP1RY?=JLM&8,E.CY9?G5GU.4:2@9ZXSAV+HQ15UVZ.0A@X7QW"(8!U'Z;$I MX;Q'#76F#4EFTZJGC]@%CUUX^HA=.#Y"]R^VSXDVUBT7]=7VDS$2FU=8L@D+ M_@*TKB3GGK,5@LBUZ5T+2;Y9FC'! D 7N=7O-N>+"31WE[(NB)$YZ!TZJ#/832S'\33 M]G*527\&*>Y8LR+&X2Y%UZ4.=UZ>^OXGB^^D;6*AA0JA#ONM4FN2A^((.! M609#UV@.2Q]GYI; <>=WPR26IVXG\$Q^%5T+ ILDN0'[VC?8 Y@P6F%(J*%=D3>BU4SXN3[7J('+C7/R6I+:K M;J*%N* <4+C^,9+O3Q(^KA;=-L$&HIKJ--K^@;-7)U^>4-+JG<4S6\=#LL"^O M7FZTV&OH:B? (5.::19]OSU4=#(ADBS00"!VD])2KBBE3XR!0.+7OT^024HNV M9]C!DB,M&S<:U16I-(/GDL&Z=86GE9PO)0XEKT.V4#;E*MRZ)Z\ON6\QY"5? MAJ3+Y &48AHM5MG@,T-D);CDJ%_22A,QI4L_TRA>JC8)_A,/U/B <9U9DE.< M2^=4RD)S)^3OD4@6G9?LVMIO)U*'6GJ4N++JO!)I]U1R5!@X]S.!36Q#="9 MYI?BZMNUH2E[ZO.V"!)!96G%=?1$8LV>Z%Q^Y(OCLVJ,#V 26[L:VX>)C<(@K\B&.*M[VN?^"S.RRM R MPJ=5_8S-]U3[])N$(1L5.T5EZ%!!B7Y[5=9[BR]!TG[CRGV%S,WA@I3;*%U) M:]6=&W(YM(8M!_5RB6/ G91WK-R=]CS_P,:Y#_7F#-JC89TD;I-$DU $TQ]3 M'9']$91M(75.V.^X-^.).=QDBZ)T23%UF1>L84O61ZG),=%$2B>F'2S;3-QK MHJBTG^GDU>3A=1=7X68O5'20B!:UMSQE.9\>GZ9SE"8\:QGD/M%HXW@YK<,F M/C(L4KND=Q$N)&_;9WXPJ=VS_T-L0C=S[SW5@KV/$1P5^90[0):O?I5\(1[_M43/*:2]J+=:F5+P>=?? "$P5Q^42\8"0]4.*U17Y"T4QNB_YUJ\,2?&PI:?%_LL03*<:^K/;<0DO M(!YI(*G.'3 U]"XKKDE)\ (TTPHZ;]'PONG*;I9T<25(B@>>C2[DFTM$TGI)3 M/V#<$#-(R]KJ]$UI)">#+&K(5Y(#QKH'SSC@%'3D-%;7G*VO< 20"C-?@W2G MI ::PK>1?_*'";V.* (C94[UY\:V0"5$Q^+[=PA[\ MG4C=(>_%2]PB/Q/W-@ =0%FY$M+OGIP_6RRY@[H0OYV93U6S4-GY.=.7B:<_M^\3I?KH 65D03;M<(1[9]<,P**LMX)NY5.:33S&,OWOVV>=)A1 AA.LO?O)T M-'CYN/%_%>XD1'!9,WIL6>T(=*];*I>?O4ZZ6!!AV#ZB"_# MNNQ>$LR4@, DO=8*;\!('/?)TX-/KZIDS\[] (L#7\\OK2CZT?IW)F%3HV';(M6R[H->]Q-1"DQOU^<>,VQ%\ #!JY2;^ #1R5MCU6MI#$1RW==#BJ4ECL:X_I MZ?K\Z/+2I#BGX"P=,[/.E>E"1CI; D-CKX? "7QRQ2K[G7H/L>#K:DS&>/Z)_A,]*UX5B#.^J[J MWQ+L)W'VQB'YLY4D7N=]FJ^:]3[.P\UI.B!? 155,X]TIM18U1'2$E25X 4]0)S%0+3ROEDSSB(;12;3U;7G4-[IJ5W.3<*& MQV*^+^8_>RSF'Q^AZ+7'A;G$:<"I*59B@\9GO&2[/I^E):98G24!SN11-_A_MS^5? 3S^G__LY+N.>P9$\K!%T#E^GODA_A4$O*79)GLX M:9!GOM=U14D)&@8*A5;18>3#AS305Z5X64#Q2_YRIK%QVI[=!V]_5TZV(CLO MYYLK4#G0KKX8E;[Z/MYT?1'&\)/H%?&"6$D@$HCWM%&./#Y;O$GKGL#)>0^03U&*!@KY1(8F^K#" /4RM-_F^FG MKMZ^F$Y4B1Z%Z) GY9^JRUH)]R%AI@TL'^F6T.C*@)CD[M[*>P)Y^O*I.$^6M<2@7PBT,E^>+;Z)A:<&#M26;MJ-J\17# 9QN>0J0L%FH^RTL M=FU-=D&# ['Y'5)!7P7\;7[DA, <="-'_H?Q1%H#O2!< N:VKLI=E](^W M'567$ 6672T$'OQN\.G3@Z(] V,0S[1M6XG0V\NXCDH&UM1]N$9C*H*'%,+5 M]{I82/G50@I-9>FK1> E2RD0Q2W9GD7A-H45\:+\90ZOK :!6F7W,3R,VYI(+@VL6X."QW@V52_<@NX@&U>EO# MLE(+0UTSJR;(M'N);? EY.5WON3E$.%I:!>BKT4 TDN1T-0_#E9$6DJJ@W5BI MCR'"J3WGT#BD\L?,L G6WHG?@LW[\6/Y9Z FG?0:K MR[.5[%0_T ##$>;>D,E3^Q84F->9)V0D7QQYSC$&^ M0)BQZ6),T%'&I LC+A&2,-MWJZ!N61Q0/L8OXGS]VR>?75%?WXL/YJK3)UK/ M/FYV. (!2D,6&(90;\[T:LY/ID= QK@9/2(/,=GQQ%F2U@3EHX\/*S-A9=M. MYJ2S)0CZ@_J*(B1]UZ0X"P? 3,J1@2+;P0:O%CA])OD7OHN.4^$WJ&9E&P +O M97AHC-S$25Y&GV=3B0O'_3Q=2^KO#(V[JIA] (VS52-*0PS4 M__EJ:\--K*"/RD\OX8M_3&/L'C]C1G"(BB9L 5R 9LY[FCA,,HP<]3O6B>39 M)LRGEC_>X6AX7P[,'P2GYQ.<*ZH%1,:7C>B"QA MO_@V[JQ-]'G:@K<'4A^']X?GTYFIA-WQN"H.A?"^1R^#+R>3QMUSB'TL;CQ//PKUVM M,:/FL-6'!<%#_'%ELA,WD51GV5:(*W0\JI7Q:2X4D9? H0A@2JQ M:>6F$P-H7L%W%T97(]CL:&:HO_\"+"39KUJIWUA@A!7-G"_\"%D9VL[! \O> MWA+O!4^)0[9X0+0$ZZ:UQS^"OBUM/OV(SY*/BHK7PX'(BBXKO?@#?OG]'YP08?FD: MC/ O6IL4W&R&:-5&4P[6) ;F4)\IE21/*\4"E*3E7#BPPL9[6A(D,/BKFMQD M.]DZ^3O*090EUH V7.N>1*!4P^HS6!OVGJGZ-73*%5!EKL@H& S;=*8/F[65RWO1^0\0]TGIF%2LFEK!DAV,Y*![1!1FZX--'=,'Q$9K=<[!2 M2(&YC>>971-3F[D"WI3H02SU>K][T;4<+8$41J,IN:B:A(WA.O'ZMC*5?-O! MHKCZ%M:G'79]CPH%O &H?@94FA;]ELK+4RH3B\S%J;EWRE@L.=)KZF'R;(5) M9F]4) <^D\JW1IMN#[!='COC,G;JM6!!_[1()(5W*':F$QJ!)$%S MAW!1K49!(B;UJ+^3TBC,9(X,HFUBC5-5'ZB^X2B1.L.O!+=.X29.-0*$"V1N M8 _#2*

Z|>R%H/O$59IYWDAMU+7IW23]P6NST*A+S{QLI21PDM4{YW8U<;/YQ
M||7%/YE!>WH[R[W]3N66$0Y4?S;?=3Q@F)P4C>E=IDW$6F.\B[;"<8:[D;:Y M='H-
!WDE)R#FOZ5^2"56)(_&2,I:Q(MHG^WOX)I3A29T)A_R6+.ZP9*]#Y.@C&]QCC. Y
M=1_B!R=\5L9!'0S"]KM/GYT_^5__||GGGSS7MBFM'PR77;@+KR ')5@I#="% M6^G16@>]%W%?UM-
//SM_8IU9A^6P?M 6%8EO&,4S: *UQ_PGI(9.H" V*D,P M,@I623{0BJ+[UI0%E\%6J,"@$J:'V/1;PV.)G-
34P77'/_I:Z3&8Q]^M?)QY M(PR74&:YLE]>BA#R!/,ITI+6A+!0[DR9%PZ$C^(I'-@RF1L!JIW\LI B\0=.
M' \EL[VZS-@2!(+L#MR"W)W&JBTL%ZB6%?O)T>[$:X_ ^_J^W4PS;H;^,V8,F
M<[7${B82$'[TPB:9%W3A^]3@+F394+-7C%*<-1&)^@LD5!*=VCNK\3;^(FD M5DT%8,U-
B^@.'9FR0O8O.4)Y+=ON.AJK6PKSK 1WL^/:@R432^-^C\?Y&?5W MT-Y?ESB^;FV2M6?
./+3,N=/A>+]OJFKM^+?#CDOC\ DC2VIZNYQ.T+EORU8(G]H8F9.MUHF'#5X==3'P+KMM|
["0])R;0/^TDC]7G@Y: M288OF(*(V4RA*BR[1,U4D4O#Y\HX9$1Y{0!UH)Y16D4>+D_;F M1_44]S>C-
JP]<>+R9WEC9UZ@]9USH;G$#G)!4BJH%WHE2+{0M N4LEC49325 ME_B;K6+]&=|NA,& MTT
#MAIEZ:-AME+^J&O-DN0IWMSIF',@XNB 1(:KA7U@;+VTLJ3:+J:B#[|V
ML=50F:N)DNV1;:VG'E>*R^Y"\B=<-#Z+LPU2G(.U=9\Q4@-3+SK>$N0U$Z&PU;#@H4/D 5VF!1RS48
MWE#C=CZY?@\3YN=2+4?OI&10(RJK.FTE5U:-N(8T4@T+GU(:U
SW]*U2WUMOZJ/YW3S[YP_EGBW<) M8Y_1',7??YIX/>X;!IO> Y=C>77P&\A_6ZDN[HAG_\%GA2?
^9_^)R< 5A"#H MZJ;9\SY#3"M,[++$.J)Q6B_V.XZK&:Y]](KY+FLG*8]#29FT.E=[B5'R1;J+ M?
*X%WAJ=?
DB$BKJV\P=2GGQZ]D6SQYB2P2A78PA!'GC]Z=U6_XY_+%K^94(0'Z^<^MO7/D$9YG8_/DT_//:"SD"#S8
MJB.I/ Z1Y\&69+#;/1>,.B)^2T3YSA_?YSCAYKCE$PY/,_B75\$0HSL+E,#
MWN%Y^$UB"SX['6S!XW[YR?L%S+>WM;#8'I+\#_P#Q[MZK/":74@R,$>VW.-4
MWG,J28:B9V>CXJ8622,VRF5O?->C$BIJB,R!ZPB:N\4%>7S@LX".#J43)%U(
M#A.ZO)_3!1[G\.&VH[C5Q",8M(50Z^-QGH[@[$IMM5V6?77B[1D_I,#3QXEH M^:
<$5W_)%>]N469RX^!(K*[N7ZM^S]X_;\U/ 7]H2*&8(FX)09!;[XCCO4M?->92)<[R3ANK+.2V#?
M#'%/7[]NN[?0N89O36?^Y &H=MJGG&5&?3'-B.7Y#2F^ M,^H.ZZ_F?\HO%; MC.
[EY7!X+&UH@*QNZY&J,6(_/0;[FS[&T2+T2X33:T(!(FQ,X26 TX6*?G/) M%=
PSM6E=K^UM192S\V5)7]%BF&;4"+TN^[^D^&R2OF\I#FI;L]JS64Z[ZH^ M=.);U+
(+F=\"\";,$G@A]B*MIWGB!WL>J$AF&"[A);ET1'9ON;B:E%&3!2 _-R M7]667 .!')7VEV1..WM
"_##GB[^VU^'*IT;F; LM6U##C%F7A'B&[0W2)AU91U\)2"U0^N7N-'E.DB#L6)MM-
V]"_Z5C8=>^56#7(?KGPH< M4?$PV(:Z;E,BC'J=D91P1BIKXI/$+&_@T6CKI&MV F"W;65>W:ZT0R-*
[%6D.WP2E=I0SLA2!Y#-QQ)=_AQ5SGBJWBGYFQ% M5:|:YL=^*X#H23?>MOQGC$<'
T:#\PE@EF)\+26H2X^C; UQ 9R1WI%7K$6F MO^IZ9CY5,,GHDOJ^RB/IG+';UY?
AF0TV]GIF*3,T/=7XA)UU(CUTAY+ "$T4 MKUKU,I\YGFD.RG('V-
(M]_C9P#3S;:T2K=Z3_UAZ'X11N]/6TYE74RL-IAHY MD#1%8O(+1S@7V?
@GLL116^OR9L(5@>91^9@%..ATC;]++N^K_"(R3'ZWNN5_MG&*-@H?
1U7S_7+FE1FOZSQMFF%3D/B8)FPH5QMDZ=!O80"O:MT M0_HF!=>4000/1'3L6R;/WE*2??
4C%LHU<5\J M/+*%:P> DER7S,X?+QLO%@Q'Z!H!'(0=+\7,M:N 9H M$""7 ;H_GW0*&[!?
>)I9)5;.\SJ@Y\T]LDDW,5/2"B%+TXX,S,R0^R3+R/"T M<^M$$='
+%FM.FLG+7477G2#N=MM",#+/%-KSLIKZL MQCNTZF9;[?(Q'H,MS,>^MHZ
?,]@2*6]6QZ'"U\86*NI7VIU5@ ,1P*C?B8R
M.AH#R4WZGS0,OBN$@3E9K'/E2V]3U$3QEP,J21&*MM)GK;
MM^$F5=S']9.7EU78++Y"NQ$Y):]I[F@?O;PL*QHLG=P_MV7'>*EOXWA7= @D MIXO9)*#;X_S1ELL[8
?*'F+,M)1R_7DO%195JF^KR7/= RX*CUNYCDX,*Z E
M,GM]6787W4=,K.@Z45,3(UQ@=J3+';]094^]P^X:C "46[4FFJ;"(W"Z?5H6 M92A5"&>
[T@R[SFD=DY^ZHAPZD2Y%BZ8/#?5=;]%OA>=P*]WROHDK27:Y).LK
M$B%RDW<_N%4Q8SQS=)\5X&;9RO)VU,M*L#H42UQ(%R.3CVCXL-7>]%*UI1B8 MNOBF.U]\1YBV%
(QW1*UY)[1ZV.14Y(:*"F4@>*PO:W631S$.&L,%\BXMGL3 MO1^([ID+%R]J KA<7*9;&I&:O:RIAB2?
52FJB"LHL[3QFS]U18@CI!)+;O[E M=R\5Z'M$2%D0-
95_#+17,M[2Y:^MAQ]6&@+EF<$$<>]Q;/'E>.DFAZVA*Q0-SK]SMI.1_1Z;8 MHC114R!,G # E-
A>6O&=#-%8-F0J,^1*%DEF:+0(;SGW7?V.U@^T,7T QC_7 M0Y]_PV!(50+#
[\K.!53<&$Q2=QEK40P7NW@,,!&[J:$6)-G()X^5*&Y8Q;33 M1^59P9"G;GA&S."@E.GJW\81,KH&FQ?
G(3H\)H6&4(W9=53NU+E>Z6"\:MQ! M5QC[O!=>CF-.KKL^J2?^% /R)H[FU]3EB-I^|>
<85;R(+PL!P"XDO8)L)@6; M,=+57NX'Q_$L=Z[S 9;G<(-K*A7T,/]HP.?^9C#!2APV@E.)]\RUP)-DX(3M
M0W9,H;2;A3OI]M(I^7.@Y^X0[8[DO#E!!&++?!V)'Q/)ZI].#6[.(ZT-[?;
MZJ)+6NA(*Q"/JG/6@4J]BMY=+W)8MY&#;-HNF_:TL#![4YD,I"79UK2KMY+U
M<\IX2H6R;K',MB6D/A/&UX!7<=[_V2[II%]70J2_&0*4!OM*.2A-V0BQ? SU ML'VH(/L*3 ^92?
L0YR0!;=Q? .'=6(7TN.,16\RYP;!"V5@?Y=&\;LXO>Z$ M2FQZUB8[Z]<(TQS/E#-
RS,G4IQA3Y4R;>0O);9$/M9QSG]0'\9P9TV."D18B M7YHLM5*
<>DD5B[\#$Y4LI,ZO1"P541ZIN?!IW]319M_W Z1=OWS-%+*K')
M*7&;R6IXD',A=B4*J"Y@Q;3VUE"V=U+6DQ0ZG0II*Z4KD[E0&5T1>:.\R0J& MS>[*Q:0 $)_-
R;NXO<4AG7E=J?EY7CB+$'S8O!3N2H5(<_2XY[A<2G:$XX M7HR,E9+BVU>M.W/.-Q6/8R)DPK|
[\@M^4<%,IK;9R4'!^$$'FI[190-/JE;L M#TQESN2JIRPDG-
'4!WE>::'ABZ&^96II*_&S&D:]IEM542OOJ3$>HDX=E2C M\6SSGJAF3&
<|5\D5@R]YOT,AP*'D3Y$IINAAB43X=/*?:^Y'3?/<[8./8Y< MF;48G<<-
F)AQ:1V;]GL"Y*$U+@&CYTC=1"@FP2&-]N5$<^>HT*;$LJV53%*Q MW-'U#/-U34G$Q4O()Z6@]2?
&VZ[(!B*N(]@KF?T+P-IG,F66F M!644_LX7;[@$AB,
(1!*'R.;:Y;@V@CODM,@2$DDJFTVP8XPF;E28(%9V/B"1

MD;*3AVN7,\ERRXVPHLD>+8%>3R0+9!U!GCTMBGVDC+?O>RZ@?)<8K')7AJOLR)%
MS)=MC6(Z+>$#\?
*Z8AF&)/S77D=;3,I^>L+B#;M^MA;&YG]B#LE@+Z.;P;MU1M#15?/&51T&%A(Z_@S-% ?Q6D@N
ML0^T[[.N]YZ%0H,'IIG&(*P%#CG.1#V@I7&]Z<=7R*D*=4Q<9.X\(\O-35*D M$G6!;N^X; ?TK*MH-
[,>&+\\";]73#APR8!'@*OVS*$?AYJ &71K'GN:NA/W M(;[W(HGQ,*KJJT3"O38RI#<\8RBDW]? M>6
N),00RWJR4=@F_1^*8G@\U4G#YYNJMD^T4R+M?YC/Z^0M"5_Q=[@Z&JF
MM$)22\.S<>RIY7$W4DA!B*H2$RGTRD?#;K?,?3Z2:=1%5QU!%T7\\7_-C=,(MF1AGZ?EQZS"@MN.S"
..;'W#S-T32T 7 MY;D/][$)*3'!H+[KX)A]54(7%Q3]+,5L4]0=EP25LG!DT=VJ"VRYCUZ\^CA7
M%J5FXHQ+!*$.)VJ)DIO3 '0'=_D7K_*+F$#;I$_2D\SC41LGQCM]{O&%)T_'
M$ZQ'WC!5^C\U'D3\QRQ0C.NCT\;V=B5-. MB T],W_?9@$R&,1N4B>P$V].3\-
=L/!7K=6+H9KI;=E^I&6+FI_LT*9=R4)& M34L)IE:)!SYY));;|
KOTC:X9\3ZB:8F7I%72Q@(]LI:/K@OZ.Q8YQ#&O+U. MDP&ZPJ2P3FIJKH._6*S++3F]PB23AJLPG)?
A=NMJB])HQAWC&(T>W;2/@#9 M^8E\V{@5W./)'4GY/GH)<;HHQ_CDD]/H61&L@E.-?6 ;?
T@QD]*^9Q8AX,BS M>I:B552@(EW;[I@14XB<=GR-+= LP$E0UIZ0X"S!!SX!N^M\TT2]IFSL]J2L.
<'_C>Y9 MC+:N'OP\K6L3$;%]Y(;@ G$!X&Z43I$%,+HN.Y\JB1EO7K>)4>&TI_E%PZ=E
MLJPPJ^BXTAH.[X5T(HWZL_Q1%Z^CY#"D4R#_;,IA3RQ=A)'MU6L3($DYQ#_%
M\Y:J[<#*]M8[%>>NH^9V;2AW_#=&,LL&PCW;:@5(88GR-=59 -
,?!K.'$?'BSR3_2T:67&C%*S;*+3!,>KKPUAGC*$_J#2',@:BS^1-6;[)PQS/)VB!I;2N1G/)(;[KG,*)(U !X_14
M44-+C&; X(G9]DYP#&'BF;9-)$7D=_D'S.BS$D:5=A[+DQ(P,TP5@]XI)/5G M)U13EM*FE@T&-T,?
W=WSC5NG?03/+REUO<_*_JP\LS,X3ALMMN+=5MN]%IE? M%DL1_<;P=XP_3O U1W6\ C(4T-N$BC
JL^S@]9#\)(GX2A$>7D^<_/<8M5N9 M<:W />%?;:/#=R$T9GY7.%?B:E_3PM6>)8SDZF89NK-
R&,H5Y2%5N-P@D-'! M9V4W5^%L"0NYW89NQ]Q"GI2=E3WE$N*[$22SZE;[K40D1>Y/ M\
(&G+L4$#RELID+K-9W&)'ZJ0Z&NKV1T5B"R$Q]B/7-I@7KG_ ?%E,Y(V=(X M-O0.\T2
M5!5<7^FO\M6SY7>O>^I&K@>$B -+U)+&^6\]FZ_R%@R)7 M'KSFU%$;9;X$UJ)YR+C-%;*
[HS0Z+V]O"N_T*N.,Q@'R8N,N3@$1^>#PU#24 M4^].BW62Z8@#!3*J#?G2W!6:L*7?
@T#X@@+T2\F8@T"H9],>'^A(^@]O).SF M-"6LI$CYE 3[2$:'2>T014B0V+C5>ADO1E2?DCF(GFA)
#B9K^AXE%W5SJ#. M.G2TEUP5)RHG/(^F]>*-I-E&S]61Z6!OFR?!M)A2'OBB@[-LAH?MP56Y,BH2
M1=4P$18L:'IIE_V%>1+K9"G0:"^[BRPM77F>:G(^DD*]D-C I:2L*N-*U6J M)_J>+X@Z2*$#1-
Y"D)GHNHD>R_5.ZSTR3G/E@$T8(Q]1SCT4P:%*X,>)8L33
MBYRV;_/ZX!MSV4H);@VI@KYUG$I=2,A8&A[CPLV:!74Z2W#^!&[9L*AWFP62 MJ /N!VJ%R
CWVKQ+BP]T&)GX0F]%C3U1E-YOY9PO_EH1X0N#?3T"F8&XUK8Z
M5'PG;A)@=HKU''6P,I(:D0*71JG)44A'9[*UVHAHSZ@I_GN^4)Y)/\Z=N4
M^]6+!V46L;83:1#YI[@@J1RB[V$@%7OF0PEEJ2#2*[UY\6U!W4T$P;J% ;2? M;[@JD_;B
JH&ZEDH!M21ER9=2>4TL<8(<>]'-!MS._[>[!J63)N!#0M$J4RAI75,,B:?TD]^&S$_
MUKB>80,,&'!JX%LPJ7@U9-#P94B\MTI+"\)(N2=!YA/,"=URUDI\XYZ:U0/& M#XX3OEA<5%?
@TBD'J2Z,ORQ_>9;R0TCOX145O8BWMU_%G MH!Q5]Q.[<_;BZIB::\X-M1S2C+A>4HWH>
J0GA%Z]:4PM37<'E&"ZI@P939' M?9L:(ZE@D1N M1PBXPWG7(?+4%Y5P;:R|
(#K*=/2.ZEU./&&YQ\.B#L;>;TQ M% Z)]!O^??6CEZL6MF4?G60048O[? M39
C@G@BJ5F3'=RX.BF9+HUIV*$L?[T!<] EP>X2)N^@K_2<0^ -C+33ML%A
M(^Z4NICT)":GI!A>AWW%G>W44YC6F&G.>H./.' R.NL0=H"OD^F!RZ".M^>6
MCOLJ:)8M'2D)]7_;8IM3&FL.T&7,<"I7.-@FMBCVT#URXD_0/MH% SP+ZC0Y:=&70$,#N&8* A!=
M>"VCR!G5P)8.^, 1,R>>Q,3)[8^)U[P2(/<:(8<3Z=WP"5Q< M (*!JJ:I^[H+!*G.Z
TX*8Z&NJQ5D6NNOE-1TG02"O3A\!N,D"CENMS-/C[1 M
%FO$VWJ1%Z0T_Z9C4^UY=FLZ$-0Z+]O9T+NAO3DUXVX5R11^*]]M7I+G;(- M.H$\-
=XH)L:6IWE@J4?D7#VI2@N?(%75N:5&8$EM^KF"Q$!V+SG?67Q*GHP7
M:QJ4=$0#_GDGPY+DC[WP]RUK_%TRMKOF4ORHC^NS"W5-G 31DM46AP%J&OX M,?
%MJ1&/UK,=LM:F3#Q05?X(DLJ*HYJSRAN%DYUG=@L0E9DNR7Q:9 33VO?) MA!]\ ;O4Z! ?
OY8SV41*8];)"*\G9DI+;")&-:8J99/"*0#C(>M9O;&3?,'8 M?GE-)G!!C>CTQ)=
(YDJ92WKKJM5#TY'#XJ/> >0X1--#TV::VR5 NFT5WG1R MKI8RBL0%$Z(KNNN40'M&IDM[
MI(2N/V56])#09G,A@LGA?WU?+8']NYXD"Y8W,[3!63;$.=K9V8(R=/K,I9'=
MADA/+0WVL@(9+W>'G#8-I/B;KUZ-%=OS#U]9&K>P0B-S,S#P"R*CG%OD+7$0 M-)
G;ZF3A%Q@(]F'%4@V(ZFF)L76TT^W"-J..+A0,TZXFC:7IM;BXQA)F@7*)'6K@$!FU98%148DK,?
U@_\]XR6-EF!6[#W&>T2W3-8$;I(7E1;[M/'I67P-NNQPZ?W!A [;DBJ]BNZ9#4-/,P#PI2;P MM*)
[5ID6Z8AI:^(B4Y1J6F%J^M5*&\NXF,);UV13YBNFW[?4^=P)5X\(0%F MH&[C<]R;5,
[KK&CY2YX!L"I?AS[MW-6+G/1C+"]^;-ZX/'M@[N;=HB6': =F M$4W@*9-FZ8AJ795@(71'X)2Z,&
[,%]2\&%=G62S^W)7_KN+I^#+Z+NOX[W^\ M^&KQT9?[95E]7##Y8CRN_Q*HNA6CM[_2"?9?
+9UFK^+>C=|_U7 MO+F.ECI>[?NRNB[3L2SO\5_QB^MVJVFK3;N*9W%T3:..!J 0M&!B?E_E%,*=4
MNNS"Q>FOQU>^[&^9)/%R#6*GNN;'EP1WL2IYW;R_+L6.BFB 2^9&A/6059ZG MX&!
,AQMOX9C44FU"[$"BNA*KVQRB8\#MH/]A=JNV 0)3D24PGAYX]3]%!3A)KX M2LY.!KG--0"E?
31I'2K8\812MN/$UA/^<:Y^CNWDNOV\ @GQI?PH]5AP.-3E MM55G0=9C:M?"\5
*2/EQFAYNFFYW1,V?2(F$<9'K4+G>&:01A A@%@E$3J*0 M#S[_)=AS3C5Z%+U0J;S?!JP/,
[[.\X[IQMM3YGK:\#W)$&-Y+%[Z,>E\9"G>%T' M.
<@O&280EX%/;"&+ST49EZU*!$YINE%,8'XG1Y(>_3#M8\I3SL9!J0FYC,3? M.FJT[9FPLTW85-
J%366(2KL9A6>5X"8Q""O[I!HD?+$4^=596]I15G7')UM2 M+B.!EEV'":'A=@@#N7+,_7,-
@7\SHOCPN&(?UIBAE4+Z8]/R3'D\(845>GZ> MNW7%^!WZ*??QU-$;V7-?^FK?#RTM-NY[2MU<-6HI
(S$=;S;IX4YYKF0/S_. M](/-=#(VU,;4QQB"@S4'0'<)\ C(S4T'@B71&0L =MR5Q'^?OP>;/]>W- M*
EU01B<0]DUJ&,R,#"EV:C:U 3-T!@GM/#D"V.TJX./?CID2C2/_IP\PKO

M+\Z$V=O4K@HJ9'B:.&\]DV'T&P6,21UP@"0JJ)6_+%C/QYEZV!W()*9$(V-B
M5_,$>/$_!N[=>IR"!YN":VI"22EDT(RI>A31R%+S)K'+Y?3Z*HO)CY=0S(
MJXMF\9(OM_C6+/,+Q9U'FT M;&;%?6K(SLU_[N.J7%>:EXO?>UP-#[4:M)-@
M*'^,1V@7A\D@^9@[2Y0*5"NC%$#/;37D'>5=V)4#A\WF33%367]YVF7=U\Q\ MPKNG:AS\)0-
NJ']DZRT&9J-I:6^4RU:PBYR>K/ZU!Y92,Q_:.NB#=J?T8Q() MAFE*T$ I R<8@Z&Q'.
<:]B^XXTTR:>G[F+1M0!QBWTEAN,D,-.LD4>:KTWDW M[+I=0"\B]4T)]"A!G>)$-*" 3-#Z4@"8ZV#$?
1LP,L-"\K@UNR)&'^MG=V !6G#-SKH MJ9=!NR57BF;W"J[1S-D\%IB_BW:H5)D67!Q@OGD0; M<-
P=A.N SX+C]%^9'TA MU"U2*K69Z?)*KYZVE$Q;7C(JQ!S,?E@Y9?;0U(:N,;#WU*V 1\LI5J#R$$0*
M7ZX(:LZ<@\)6IK#/V3[GG.GE:%,2]^W?S@$SOQC F,6<3TQGDYPO$5'O+^DR M>'9]R]'3S5\YT>
<8M73FES$#()9?(0W.[2NO6AF9H?99^+ZGZ*+YZ,4W;S[&'GQ\VZ^!.JI^^Q8T^,/>E%K2-6^@Q-
H%*@@G1G?X:)K48H@ MX7-KCH&V?0_2@J1((1,OWU$>*?KH;B\&[BOS9#DKH& 83S$0/TE?4[-
LG8"W MK+MM^188NH&OF^5[$A\8A]N6WE9^Q,()]G"X,=)*?[$^^E>)=U?$G5JURR< MEPAJ/4>
(4VT2!Y"ZQRAAKF2IA1EFH0# C.I(I]XXD^5*P"J" P@\-ETE;QBF MLTI*T.)E."XP1LN-
-8.I(0U:IP,S"]"OK-$!DA,CRC^6[:;'=CZT\D"GVTG) M02-B)4.XGV]I\+B98T=(1RS=-
V_Y%*WT6S;'B"CDNJL&?#X5*\RI/.!&):7L MTXR97A+QJQ'(LNI9/SH6$ZWAIF/&7\
[Y]82D)R@%8RQ5O3J#@1+'7L]=B&+0 MF,,6>8O#ZECQ*\I,*RW,=%'
^>7,&OF63%F$P*#L)2O*%)LK]/!XF9[XEZ&L MT(*QTJ1L98I<_N(3E1<]Y\:N$=-
JF!MFXAA98YNKUIRX>7SM)X 2'P.N;OU* MF$KT90L'.*N$78*WL6#RA&(!KE*Q,(!N;ZM!3[-
#HFA:6(80""T)3UO S7M* M;^^O(B"_Q*6>6-8-GZ4.>!'7(!5*F&VZJ?@I"P\(-
8FYC,AH!D@K/==6'R:XR=AI33Y]RLX^DMJ9[S]CL MC^VZEY[G^FY6#MY9O-RP7P?/
":YVCZ8U:2!9ZNS[L"LN;S)6_CP[G?*81@-3K7>QVE+9LI;F67\#7V_69^)P=G@_SW_I'A M)-NAZ5-'0L*
('\4K).)Z!2Y\MX];M,0X_.-M1\NY2#4[)4I7'0?C-"'F& J' M9X?
K%PQGDRK<6(!T]IAWG*6B"\!_]P2F&07VB,>F$H;JB0G*K?
+8(A6HA9,"7OJJMA6S60AZ8M[J3DAV%=U3F%]4)&G6<=+/^:PM]I;Y@/(?"E_2X1N/SHN?"
MOV>A:S1'Q\A;_^3C9PU_('IJ$\X;Q'F$%^?H">%R)5U@N MGG[R](G/-Y!G=5Q<$>C-
R#38!VJ560:67A6]RI%=)H)SK7FU$CR@G/>'T]T-*.6=>+L'2]J\BLN4#4A MAKCMCO.)GJ8;4?
4'1IM4:A7-1KW$:EL=&)55YJ<[/W.KTWR:RQ8=50*MK#@X+P_X
M;NI'[]F6R@(N/_8ZX$K<1R42*JAZI6;.KMD,IA;,M&RM]LDA:;=FY0QU9%L5
MC_61V(S=1YHB7IQZA]>!>[AD<7&R:+1P+L-FR%)&/C.]='AI/0JV1J06&=QX9ACSK,&
MCC@%N;_5J_%CE\D:#4W1E MXJ1& 2Q[#$\@DTJK^\:$-.,VNX2>9*?@^9;8:]]\]7+1[>LP+H%RVK?
D:CD= MG76XJ/I:)!Y5D*JN;5 X#0&5@9IAY^1%Z'J?>=L^TY2)CH@;^,+^G3?"+6^0
M6C4%6ZI!4FO>HY,#6L <\5E1O-<$RZDJ-BNM6CH M=1X5%:L5R2:CVYUD>::DNZ,64$K4T)\=F:
[*B$^D@[QMB[% MNS?8FON*[I9VKU0*A?H6(C56S-V0Y==:T^3=(;4JBP.@/!7S MR" TVD^<1L-
"NWBG^$A:C;%_((%P5ALYV@W^]30XHM+E&GUJL[DK>Z&7,C9 MNF#LBX 8&-"));(D-
T_<*"V#+ADH1 N!#15>C#%0]*)=:A.*._3&O4FO"TJC M)%Y,WU]ZV")M(N+,$4[5R2U-*W8OFRS\N"
(:'3[U+ MD*+N>*IMJ_W6PK@#5' >W[EF[F?9I:OV+-TA)YJ[CW/ZRYC:]P4L\@/#;O0L
MC.LG'7G"OB74J"#,:*.K<>%YPCAYKA+%' XI6YAFIV?\"\^2S>X>&T8&X+B; M'.C .>V#[05YH4[0IKT.
1@):K1I-^F.W();3E?AL]LKA;LZ9< JS5ZVN6 MP;B(2-7F^^#72@RX$+A?5Z?P^)].8HTF(D];H]
<0%>3"?6-T<@7_CT3%5G% M,.K@4#INP8U>57.TV.&><=O<1N"NY5NTFPD\9M1.JD1/IS8-
LH$X'3Q4J\F) M 0VIA]0GS_A1WBOHPY[N& \'1.(W3@M)/7C<+PW<7^3<^I)<^6_3,']G$Z^^ M]E=
[8F>(B^D?#5 7E,1#\].R:V.,T+&$V28/FX (V'*;E#>G,=@OF3<)D/*V
M.4O\.)FE9C&+H'[OAABMXJ1\^A^0#N?%+.IR"N9-"L(AAD%5)@H"$=3X^?_Z
MGU\\^_S3YT_66PI&1[?YR.L'%+&I8:1R[B%0O>Q76M+.3[:@K3XB>.'R RW
M!AI"MJ1&9ZNM+W6GLO&PKO:<*F&TQC"]G5?[(N)9'%Q3XY?"2 J8',PH;?I_MG+\Y7S!
()*Z7<=O^RVB_XWLV5;F@)CK:XG$E\(U>, #@Z2=/OBC&7];O?$?F MID]???H)?
_6_*P(U^ZN.%UGZR1.Y.EG%,OJ;AQ^$ONI>\K8122/>3WC^_AZN
M0*P.ASS9CG52M]8U+7>@4VNN^7#*P MWV4-YDY'*9G*DQ847 +Y23P=M2!Q$6* 9+)* M@;"3V8]3
#SDYZ1LJK.9_(1L$S^6I7U9^NEC6?KX",ERI RVQ*CTEURL"#T" M-WEYU=9T'CH?#7!GDMRYN-
6<8XP4X-C]$N0>"]3WFEL#%+6/_/I);G!C)HK M\TR\KI-%@(4(=*:6$1(!)0R)*0=^P')-EDCCO/8\-
T\MEB)DU92KFP-62S- MABO0R8FPBNUT)F5N4CB:IRE)(C$N1X@^B*&3CO(]?
C!)7MRMU]HE:0ZP&FOO M$5+)'9+8W)5([%K5!:+DCUZ\^MB7.R4?
G+2*H/A,3YWF@$O:_H"1GEGGCK,7 M[@1GLJH07:%(Q"F27!J!L 0 UH"ZK MCUO!;BN RTL!L,
([5+\43SWM[WOB\%/8 E0&N0Z3. U MJ7O?MYK*!0Q C46?*@X,^G).L=4E0X<)1?8FKL&RHQ[8&\T+
(7H90[%1 CSM M:/SUP;G2E9LP"!F/:-+HU8C$9=G6H29&68,W'.R%]HA:Y5A6SS3\Z)TN1"Z6
MO7*+1S*6^X;1?@"LPM&%)>.N>A$^QO]N".AM%\B% \=# ("BO8RBL,"'2Q5L M?3RH;E.!
<6MDM@%=8&$DX]&]:6P;L&#\.EK7 ITI-#^:.& MW"Y'0M49PRW$;00D/I*\%%
[PT!>I(YLZ^XBATM]FI!+*\C!48A1ES+@DMM++ M.:KD^0)>.HLSFFQ%/AR954ZI1AMNN.(1TIJ4E9-
OM398Q()/% M$@ZO 1VJ!D;PA:K[!SAH*)=BYG;R?=U99#/C\5T9+%U!HY(P@'(7_=AY@;B
M>G$I8(*9TF#5:Z$709P)'(;8 IQO/CE-)8V1)8(.':DVUK* 0LZ&[8/_L @ MT#K&XR96F70L;5L M==R
W65@Y@;C)X_#Q!=S+4)<1?$M/[X;:%K-+804B>F1=N4P+'.' M''4SHJ TKK H\HF 13D8*?7-
EUF(55DL0(/!B3D%W+%R@^0 TD8 M'I#,$CM=&3AB#"^T*QXG&V/$U[&0Y&6[W<;_?
#.T][>4;%J%T_;(U'.Y+-.2 MCI-:OFW8";!ZXAWG3$W>KB0F70
)5UVUY*0878FM)OK("*H3X_Z5_)J"VUIW M-5WCS5 0WT\=\3N(XE+LN'+',!,F@B-L'>$O/'BG0:$G\.??K
MU!<&;6Q)TR"OP"4?QC4%@BORN42" / Y!*\5SS\JW'#A(>XP0I'W L!8RQ@N MVL8I@)C 'I7+^]Y8A
XAG.X\3TKGF9-PQE]1K)X(AQ@L:*;J'@:*#JW-.XQ) MU;OGT86Z[_5$DS%+];B2.C6@L(YU)H-8&L+
[IPU3<1>3RK)D"=\A-TF70X%! M4 #>S#I_W/3;]8(9083D3-!J3(4Z5:;UR8]48#6,3A:YK!GPUH>P .?
P)\]? M^N]\:]_.!IT^>TX-\&T.DQ:MB\8H.J$^ER[M??(?A.>FC6=,92K;D:LFIF:T8

M5P(26_A8_PE3EB@@(%IBTMUY+9M03/ MJ>QPGI-(W3,PP(VPG0GPE;VT0H.ZP?IK.M?GF)"[UA@P-
&+XE(*?|SENE$]$2-+INT,1M7BI.' MC$<*'E^?56"!Q=H/*X?UU]YYE^>'86?>KW-
2MN9E(R^4";G5%ZRO-SG)?U695,?!Z=*H)R3BK^=&I
M:2OY^@K=G>C$P|99#I+TFT6|D]12"9/=DA0$=?70Z?RT%4ISTBN? P#^LN)F9RN
MN?/%7S6419EC"#M8:W"NCM;"O'B0@5-TG>.M?<3J H];KE7-A$]2U':K4<*@ M1.$L>?
*Y0NW!>W&AWL#W]Y^*]"P)8C9](_F6@A)4>H+;A>AWDHF,V[=:2|X!
M7'_1;)!3%V=6>H$DLYW5\ZU2SHF%H:)UQ(1DW 2#)VB#808$/HIC.W+|| M^EH|4P*](Y+@?
@<^/BPU(M$0'$ U&/.;(0S'E'(Y+07BYAW2MIS_]YV@'$9S M;,:HM+2LZ8?
2AZJRUV:CQ6,&72NVYDURS=<(4G8T,0:CC4WW5'6!4W%(^2U M!_7;])(3]9[SQ?
<26//WK\.,TH^O\8%2]8R[(U'- M=GDMT,<;)/?(;A9$O59-XN\HBQB-'>Y"9S]2OU;PG>_Q_@FKG?W4?
^Y[ZNU] M_IYL ,^LD:C&<@9639T7HL4@JZAIQUELI4DGC#= 3T0#EO Q,+4#/[D<%ST MMF*.NTJNK
I"%I99QMTFEZ?G!7**/Q##FYQD=YP"C4I8->#,PNC$M)Z^_$JZ M5 ^[|LHEF;$(\'LY-
BHYX;&RUP'H&MIGH./C*_%MN29YV@;W^[LX>.ID&4U5
MEO'OD7;Q(*2,6T0H6S*O5JE@V)?]6XIC'&.R?I>M=?(FC[HVMI@X1"H87P/C
MO]7#%292\EZH1!H;>RK'A<;6<]/T<]@OP&]!=T3"^81E&[&-25](,Z2M4?>XSSQ6M|
M(\^0^0TF,==1;\70K'/>#WN.6>ZL1$_E..*EU@](A+N#;JY8- SJ+C1.E4U; M$-?
QS+ZQ&@)+'J4V1T:&E*.S="[7RBM$ZGK-B@VL&]4#/^/;*SU\ZB [I-51 M>.80Q,?Q_*R&O115-
WQ@6O\H#YJA61EL)[AZF.?W*B(-.;D%]DHQM F8TJG/$'OP? MW/=VH1".6QV"L7]@'9=O6
B>A:1I#%5,,V_R,D*28-S-BL-,Y"&^_9(![6@& MX]&$,4$!\2Q.N]:CQC,HY]'L)<6[O&J#F4W<>BS+RJ0G-
\W%4MIR3;AQWUBDU7 M*XW!%9Q!S_ %.LQ47C)\\Z84'BE.&]@+TO53\5Z4+_>,^-*H.96.!4VTW*G(
6><:U5Q=5 PKG.!4])<& MJA^J9PLO<%5VW4V]<\8W0YH->XPS?XH\'3G*(G?T%\QB>B[
M%T\2_$%!.XY<53 .HV"6VFO5(F-_XUS12B^RUSSP;?URZKUFZ1= U1P)34\@
MULNV7DO10U0,R%_QGUQ?MN@1B6]/V>^=JTAEKNR('BS7R(F"FA
MV]%9FXI3[VKY[GT.W5,.X7UQ.97U9+$E5].83+Q&#**EM5(W.(YHC;]HY&C: M^+P
AVD6LHS4>99!DQI"!55F.7^.I0Z%D*=]WB,:/3S2Q<%$C9&@](2IF%+- M&'/3\5EB'@ 7VZL#;?
XXNVU6>7_C_.U_[M<7S&O9I^QZ?"3UW3642P]C?(JC MP"/T1O[:4F#/?>+[SM64C5*-
"TA0PX0G0OQ2RD' @7^]LDP($S;!!&C@1*^M
M3RBCV/LW?,&D!"I'Q<$D]Z="0)F#U2Y<82U:B&YMK+Z!:JYM2AV TUZX>63*
M6Y3TB)$;'B=YFM0>RZ;7Z7+QD9E754?:9(X#T&>A:HE9.Z(QWM5C GY%C=)W M.J8(
I^KGGU0T;FJ>DW,N*Q8O*3K6?9"TFX#@6LJ:>E%X.]#
MQ_EK'N'B2).C3,'-.^>.WHV]_WTYX5_OQ^*5OV_GT,P3IB'UD&E>6+YT\G:.4A.]Z[E'LU.[4K9>ZZS.
[(^C9HO#T'9-N.DU<$V4 MO-:>E/YDO=,#.H.W6Q'0G;6B*;O6$XY2(UMJ!).:0FBNJJX5OAP"D=
(9Q#N< M"P^ 7GPD$7><6PFR/];I*Q8Q=+V,\TO>_6VJ0@,:8U3JIM4W7J+UY&-;OS K>2FQ^&TC.--
ZIN^DAYUXX &V]M: M;",-?GXE%15/_EIVR?6"E%U(HRA>KD\EH#X,0RUYPOCB:(U11-9HZ.@(9N>3
MN9#L2L5,.G-*Q2]5F52Y!K/>$-)A*.DB+%B'H]69P0I1XBQV"H0Z*OJ.JQ7\ MUPO@.*BR3LP>D#-
A_S#$ U72[EQ6TKE(5Y33CAM2C-&DB-[#6S+%J&F5*RC1 MT[K78SC;<-9@)#_RRS.P&J^K])VT@?
ZF[4*;8.4<)-%T1YNDT@HRZLA$"SO6 M[+ -KD?&K8WB& M8.N/+:ML_5O8C'XV[JYPCIV02<"987-
W2$%)4$Z%==UJJ5I>6H>(3:*2IHUJ MFD""%_D^R^E&L\T07'&R])%M1['^KC%UDJ@9L1
M@=!13B5A+B$^:>#LZ+_:3@+AP=KLX+6X6XY;Q3*6:;6'\8$282B.F]^/SQ\!
MWL."YR>=&"H^7PI1B=0./C"L)+YDC[&G49 $B^708;SSE6AZH/R&O2M_Z'__G.]#X?9Z');)PY MS4]?
H2\O7H(0:?%UN4JCR.,;4&;#V1-G/J[7W_WAV?E3)>HV:C(A"/3D1.D MR^X\(H5[?
>P1.$JB'\.U[O;2JL#W=*T5N4@@VOUO$\P<$V]OVKINKX&YV1*[M-X.S__1NBV5';]]1V>\LTJ6
*X*I28>4E5JZK!B;>*%?Q_./$+=>4A5_6N5=BUC< ML#/:IR@-M,\?I_8AIW;DB-R*
EJ5_64TZ^VUI&N<<*"4FB2!+&>!A8&M:9V9 MQ3&:1^Y0,?')3;2!_20_B&;])F,%GIP,S>-S!/V$'S[MR
M[-+O:@+B[GONIO(.!3$2@N@P@! (SKOD\OKNOEQ^F"(=-@C<755S;_YR>#3+ M#SJIWG&F9&1=-
HTF4E&/2QJ![$7,X[1YL]IQ\]3N7/OS^Y MM/T6FQ-HIEPK/(:G3;LE5=/VNDF%1RV$.FJIR;2?=H'HAR
I'>911F-A]"BV M95*Z$Q46](PB)'*YOY1 2<%K@TO:CE@'QBR%:*@X9S^4#D
MCJU\FR@OI7D\+_!OZL0C*,P%=FW+.4D#H)D8;;C5"?%BBD=!#PI[Z@N=[QEDP 4]%Q$<%+7
MPAC$K]EU]34;DA@C![2;":,ZV* ;T<"TTUS'V8ED,D?]!# AXID.P]':PD4" M(%$%^
7%NTY^,;>O"F5A!P=.4FM=MSO\AE6Q3A;E>U$GZ7C(4 M/@?ALOWOJP9PTG$;X@YX32JC-
6N!^DE_8D2??8LKZCRBA+%)&QPNX/ANN>^T M&LOVS5P&IC([S$LNX2MK+QY#M&K]XE2G.J7N-
N:< 'GR C,PK8DLA'Q55#!0 MIJ15BPJ <2P7QC$S\R*J3LFS[55$YBUPR6#!=V
M!#Q7JVY/\)Q]LRNK48^W:%[*(N.2$!OWG5#*=*'=%")C4FU%#H!P/T*>&>T8
M+Z_%M?.5*9Z.XTP@#,D?P#2%* M8?!B#3JD.)87)(TBU#M4C
Z:YK&C0=]0EB4OQFP)SJ$PY(!3/^/@DM'$DKX& M&8.:8Y[!@.Q]5N,\O@B+.WIO,F#S#
<6+%V:)ZAN+M"A"RT.LPX%^/K/HSK9I M@RO%9CY5O'PD938/3,TIK*+11,ZNA K4B3J@KP7DA7?
J&.#G?'\YY'N1]K%M MBV^RMB&L0QS'N@69N=+J:>?'CIR),\(DQ1G_VZL_O_Z.EQF=OG;JO'G]]7<*
M5TD*1OF3"/7GB-=#_XFYJT\=35S#Z[%6Q@0>J1 MF<]P(7-Q*"E*02:RXL1B20UKX!J.G2X
TBR#G9O>6E_#4F*HE!GX] M;ZK8XH-J>5O*6Q 1:*(E:9B1GJ)5;HO2Y%:FZ4E_S;T??F+-
B(S*G^).=G2$ MM0TC74W\(ND%HI#&C34M!\E^AOOK2,.R_QB""8*F]H .5CF9#C\S>(=*D
MU8_TRAE78AF M $D:"T7;F@[R)*(TO\R^SQO;Y$HQDEBBB/^ F/G_C\=/
3O\X(Q:T!/\U*5@(TKJC#"NE&ORX7'RE!^M=AV>T)
M.QUWTK./W8GQ6HFZ)ML9:W^NN+LL5V\O0,MZ)J^]P?][+O]Z^CG]W\\X""37
M(QW2E"50ZP(YVC/R_7VJS%=*Z,DYK_]G?9[HE9SPE;6-JW;OEV2)Z'L,=@&&GIV]P8#W;/,]FNAY\[]
MMB%;9:QM66(D&?"_OY6O>L@2-@P/NULW]LXP8.M1E965E7GR'$SB*WB]CI'= M
<8:IZL=.P*&>M/$\&,8IE]U6)&J1#\#Y(**[KTF^-&M_!=DYH99,(RBPLS# MRJX=-T3P%+O'-
'N6ANL2#'OD68HO=&C+P##":VGQII=AD6T:WQ8KU_PJ@1-* M;_^

K>ADBT[F@S_+G,_0>A%3Y8\BV9(V/<(HX6YN.$\IPL8+=M?2>(2%_<^|MX TZM7/Z5(]C#]/<^$+F6
M3BSGG/DTQ2SGPM<#W_^;<@#U8W*1S%Q>]#Q%>7B2$"9Y0.B&((N6Y#WF+NP
M;6J&KE^X@;BS",O/1(EMU!FS;\2\GI@6QZ% IR1:'SES:X_+I]-2;XH MX?F3)D#I\%7I;,I()EQJ4.L ?
IW_/>"Z9ZPJ3LI%!&PF(^2]*23^+2MP[C* MI(6B^2D-<0CD[-_<||C:X@+OB O$@"'4:Y(Z:FW@QVWBQ
V/+>@%ICI4J$-(M[MF<43H90\QQF"2F+E2?,G?!O0P? :KE$02'PWG=O5LL[X---#C02,?)A5!Y M+"Q
/.M_#(LH_"/XA6!W'\AKLLO ACRV%4 5@E2H7-!M!JZV30%CU'0V1?$K
MIH@8J<"GE/'SQTC_8A7+G;1>QZ&*2 "1E'*KQJ^SA,YQP4G,0*YC?9F24X<< M/K#.Z>FI0]_O'#=L'E"?
7^8M"/D1G(WT5Q&-@^]R:)/><"P0T:3([E[#"A6Q>3,*^)I("1R^=><0%_AG>U M[E%]M"7&8T
,;B.RCG[(<%J(PC H6*=(0O/^_3$)Z>'3Z8M3,&RF;DE[F%QFOL4@#!'YPZ I;19Y0K<,<#$(N8 M^<
@$_?/]/801[]G4F1T2+\]F'8#:1,^XR&4JT)N09MH=O +G&*>.V,13*'ZIYL&+EP@#
A,GW&"*@ME/KJ@Z\D:R\H M,0#W3H7XTC.2"B8<\1!F:W(/EDR1RDDG&05MBVA@C-+'\+
<0XUBVZ]DY'4C1 M#-Y<(%R1 W#+(9K/U9IF]HX]IT6V-"[08O(/U4']FA9 (\+8ARG+&[N%]MN/
M$8P*BHDV6]A2& P AF(L!['U=!U*[Q1N31A_A< ?'9G>XOKD'4@#C=//"[)- M@(5-U74R9UN59R#
(/UG.U9T)>]8EEW!<(>RJ<1O -VJ+!L?:Y5$@(ZHN9?E4\@ZD$(UN$-KBYC0XY?
I84+HR"/L<#H!$BJX9M MWMT[&F"0VNM=9UXD+C-)R;2+"PA.L.!.X0BN'/WYP4%WQ["MNW?RP+G-
^,M. M\#)^140V-YCVAZA^KWM8>TV^N8_[U>MX E+T>MW6AAP0<7B,;-ZGL+=&TN]7
M_!4CHODR7GBX7K_AA9L>CN@P1Q0/ C&V:1T[UAY_'+R]T0$Q=L9^@A8.")V.
M)R#Y%AH]D)\SE*W5#_193S#JA1*F--*^CN).!(O0]XDZ3_\;(>>"P8ZL.FG#
MMY;,M#\,@\/NZQ\:S6FS(W1/6:AD%D2[)#J!Z8 E$&F'U5@=-V<=%=*S 4Y$ MR*XXK&-*+QA4'2V)2?
CW\8_56-EG0@1_"LU5P EXSE8X+5S?V-7N07[/Z'** M\(8DXIT:;+HP4KHJ#)?
8Z$%D7/A=VM/PBX!^B)FU,BTMLZ"E@Z<;8<16$Y1C M5Q3W>7%C5(,#=_;>2^+,"LNZQX7X
\ET0WF4 M2&M#S0ZV@&CCPV\S+_%P >(?,NEPD FU*=&#UUR4DOS4+ILAB$9;9ARZYX-O M-
G_NR.>@)$CBD4"#N_V:6#E!8(*,>A-X/LK?-T=<#P[40(6]6,ZCF"3P0E6
M>K%LC8O4I:#D"2=$9)"L>23[-#$&T<)FIRW$86>A+4K_QXGGF> KL-AEA[5
M@*4]90M=$P+^OWUXS(G0$;(9SOU;+J"I'8R_Q>-YV$=]">D3]4?LE)0PB \2 MA*2QAQS5Z3T59"
(OTC_*#)&>/54Z/0RZDT%O<5$N+NIUBXM:@HL"!Q^ZU+6$ M80 /Y=MEPY)EW\)--
NFR#47.\QE8OR+@,7.X?8%RX3B3? J+B)-/J6PI]MBR MW->QD%WDXE9YIBO%N3^50!R?
C/RH96:.=@HK?)'$I MTA\^?D=2"WY:-#3@=I.U]*I3WUQT\JE^A4^@\F:EK\/@+WL[W1WA;FR?
F*M,VIN9LNS?"]UZQJ%98GGO'9E5Y/#2W/L M-D=,9J%$*$\^98DGXX(A.YGI% M]PVK"+;1QR2.#'_L_4
_<30 8O1\^0 MN)LM3X81\.M26#ZN2LG%F&T0PG)Z>:I T&P+[&],T"4K754YNI:6SERLV7MB MN/H?
VEBH:3V7(:H^$;]8 C60!"4LQ+6(8$6S6A@E?$253O!S3GS!(SM4=U@%
M!)&C4LE0P<&0.FD1F&,"F6OEV7R3MSY*N)1/9PAM?
2Y(O'^,4(Q&QFX@M6\DU'),>H,S!;BW$SUB5Z]2/M7+8@OXFI7,=M MXKJEVI6;1\LJ\K2H_=566?
FL<& 21LV*$=2W=P0TL;32\$#+&0W1<9%^]VK M#%'JFQ^WWC:]U(4R)[U#^/E$#]XU^.I?
&&ET['SX?7@-[3]*E(C!BD08J6/F MOSJGC:B1'&D'L/_>(]WJF-1UIYJ]3EW&:?TQ->5(HHBIIX
S_PT)M%+.T1ZZ M>?G9A=6;G#=S E>D_=%6:TG#L%]X!:-UUP75(">;?('D\PT]P'/5QHZZ3=I
MN^:NFULRAW"V(_4A82KSZQ7^8Y#3A]*;ST9*ZDI&K^AV5U#5_ZFA75KF>!S+
M%%BS._Y&#*OECW\B!"R('!8%A6NUR2YD@C#"RT49L@ R,V>XIPURT4OI
M,!HC(X>:%YXGI^%_LYR_5F_U+?;Y07&GSC0U>)DJ0"@#"3'H'-43**HX1]Y
MA@FT#XXF:O155.P7OA1204ZT:5T$DSVA.%PW<*BB9W!O>&FZ6(O T5M#IAXP MSA@"
<"\@,'5@WW2'B@2SH%O24\#@UAR$TI@*+5JK?B3H Y*\3=[:YH/:IA57 MEZ.WT-
Z!O5K95AC%*4V86VNKQV^T<_2@7.NXKE0I(6M2@PK6$S/" M'$/35ZE"0(@K3
#J_Z4S8FC&?'N88,\59X<78/EW"$SQ61857T/OL5!AHZ#[MR_&/'K6*1'-\3]1ZB*?
Q$.%2F^!2R@B$;B/V(4VY!5:E!IPI(46;]S<^^")6 M51FL*D<=0BEZ*;C4X.5B:2ML^O:K>YRQ&DVY-
=\U,5^&:":V!=RH<(N.*Q2E M9B/*RQ3Z,!7-$K;HAC28ZZ?8_MLI>SR/8_1VQR!H3FK
^OR)J]EICH'TMX)N M[OW]H+\]^$%BV2ITG$ #RF]CLZ=NYRM\@N;_,BR]V"Z,XN>*DCK(_1/J9P7
M$R@S= Q&&"G"%7)2SYUBGP"&;TO@L3.3[++KFP 5A!F]FH@:$L+$R4H([R$E M;.UNWL+X7!C?P>;
^!H=RC.-724$*&KC0MI&*\GP!K_*Y0# D6.\6]U]I7R1 M$QLG5T((JP*KCTKRL"T3:I?P"
<$,V0U'"+ZM%K):M_WT>4Z<*YQ;W[<16!J@ M ,W?I4#*H=H?6=%-$:]IFG$$7:UB6-4'O*-)M;0-
#WK\!7G&$5;Q(&?MQ&]8 M,A'"/_?H,2M*X7,O,U/Z [1+A"2GA8 2&M)<&8?ORK9)9:02A5T#"/TM_?.J
MZ0]E9_B_^_7CN5FGP_E?J@0P-%%('YV3>"3*$)\8_T\M7 M@62(CY.2B/B>0IAM9?K-
@.4K&$5VM_+T9@^[KRL&H;S!;'BX'=;%<&1[?(RB M^9;^EWNF/^>^R/[.0(X3@/-P-
SG)YQD\@X_5U_^&"_7V?L"9R7(#JFAL::85 MBG03K 8BES:-/'K-#.-4]"/ =;*8=.B(WQ
^$)\;^HDV>J*/[GKB,E@M/2@(M\,)4UX3I?%=O#'66G\LH0*PQP%0W2UV(=#6GI%>E0OPH7'P:SZ9R
#8M&XW] M"@ZJ9J''@0!;P%! #2^X&^34$<;.%IHV:X';FPG4^V1.ST'$52M4=2?N)[VK MJ0@A6B-
DZDJRD6E,YZSAN;!$F;7.MJ!W/\7,-U*7T^/&,X6TK*& Y$-DG2PN M9RX?_*PPX$&_Q_I>/!2\1X86=
=LP]A;[#R6>0A9^SS1D9-:Y>)MI])EG0=Z M1TZRN=ITW^]8!'J&B)<%S"GSM8V!
[T#O=KFH5]58@8C2+C.%%EOUE.R"2+^% MCG,D^3/6CT*B;21=1[[=H9J$R1AF=-:F;1]V%GCH0?
8QETTQ">,I#+8C#1>, M8WV4B('\/IK!$?R:$$'6*WD.:#@7-;D&AV45>HRC:B?V:296I-EHZI9/DYD@
M'7S$!7'V$9XE9T$/BD46\N4VD+Y;YOPG_9^M+:R=+=P28QA&-#I[6I@2D@5B MUF\,?
5TZK,M&98YD:^/Z/7RSPQ7BKS'B0A17V$5A-5^]5)3)MC@A(F:9S#QA ML%@)$45D8!Q#LZ"-
))M"QV6SN^B1W1.PDWF"-3J+:^2L,*^/#UQ@AY<(GB.3 M-
;Q<;91"!7!8YRS;1XP%L1,'44D8+U(58IU?/P%$?]+J=Y3=7.9 ;,">8.+ M;.3068&^?
7*%E4.L28R$#8!&XK\S[?&B6)H&?)& ?%K1 :AGL6Y@3ZFAD%NS M+OY;3VK2+
(.M8YMYV'S'/!"VO09='.30+N)1X*E9>\QN&1)RQ=2N:3#2MAD& M@.$P>?%XSB4,?452N-*O#]
(RF&HM,6E+6Z5-YL%GBGQV65:,B\'6BSV?&,%6O"*JY(S"2RM.[F70M1/6\RDBW";C MA'I*2*D$?
8Q[I.57#\;+KOH9<;% I#0\BMRIR,61@%M!^!X20M*/(L%8V6$

MQ@WYS[GOG9X(_69,CPSYS:@CPO)6]A(%$ EU6->:;JG!1EE%G._G1+]+%,_AYJ!XGIXM^Q[]8 3!
[[D$%R&,$.(KG)!A0[L_PHOXPB)
M'P/2[BV(29M.]O:K258(:05%]!VW+&F5@NTW8'L;"=^2:&9=9WD274/:5NFE
ME4UU8&4913HZDN>]5XFN&-<<1)3NR2-1(:::F M'2BP8T'?,;Z'2":3"0K!C$$OHR T
M7H&R&V94^/(=\<;%#.+$F,C+%L8.'#R[:YPD$@H 9X@<#5CW918QX];M91#C M !Q%^L@#DP-CM-
*F1W7&-6:\EA[TL"4LY]IQZ>6)UZSE4W!]M*_"K+%MNL4=% M\HY=?R1--J=(J(:SZ#EGX?<)(#Z<*
P3I;5== X0SN2)W2T3/I#M(2UZ_H&'6 M@:A9QS%9P6JJ0(\J7@]4R?
*#Z:^&=UM,D'(8RA+D[_)1F#IQ,HK!'X!F,TD&% M$=XSU!*8**
*5E]'F[&)L>KA.H/#?,&M.X(/"I,X947)O24C._-7DK+)A"^I]B MM-$<6(HG39WOS#*D= 4@>12S#- ,X?*
50WYGOH]J)2JOK+J!3P^K=KJK&5=5: M?
*=/("+S.^&_<7<#U.*Z%N7*3N62#HPZ976MRMP^L>]:%03:Y-\9?I4[R#TF> MS6;)!VTH6()J3M*A?*
#S3Q=+.G%LNYTBEK6^_)<-3&%5CJC R4 Y-B.":0.: M -6UODR*@XC;QC53BTCV"9*
ZJ648771.#A)Z@:PD,Z$MRNE=UW(''1 >1$A5JO,YR4&L:
MYZ&1DF9D&XK$X)%0#7SH)@7I9H6I@A1(TW6#8YD!!G_#8B-62[8* TY:MP MEI_::*GU/TM1A2*
LRQ#H7E28EQ-]\/BJ ,J!FE%X#(]U+"6?N5 9^/(2D5@0
*M94FI3O(=S"LTUE91VKZOTR(/58(O^\]P&D)A.LP[3$T#-7*X5P+AWW26,L]F M(>_2 3T(6(S!-=*
N8K'9%"]>RHTG>F,&2E5$.\5)!&^ E=YQDF51\;BZ(==6;)A0V<#HF7&!,G_?
NC!+&511/H:XPU\1N20#(@(B;718!D8/A M*V#!PH*=$IB_8J0N<>/ 7G9C"TXN"YO"M-V*
||-0.;@9[V"C_3%\"%_#?5J MHV0,RT[EUEA^!W,DH>=SNJRKB$KF<$4D(5W?*
#"@>]R3GC<77K@PE$=U3\8R ML>2?>0E%BI8OKSAW_3$N':9@#'\5,WK'^&4MRU_.G?2V_(CRY)>?*
68'< M7BE<.JF5-6R$O-X3T:6'T #%1=54KUH=E6"\#(0..8!0B" MPI_0KC,I)^;+\^ E+AI N4 /NI":N,@;
]/?5ZRUV..O0;%-[F5>WP>3N_=; MN1^_XWU"((Q<^C>2'2QM1(9BVP;8 ATK:L#Q;_8>_LG=;N/")4.P*
P/=.8+Y M96 ->Y V AA'QA=Y= COQ/;C:759)JE<9GE @RFS@P45K"9;BSCA4/ 7!%[
MD/8GETD(4C[A6&%:/+V\TP>@#X%)(VS*3&+ELS1(+H=9;PUS.,A-/W2K^!(MD9?;@([(2^GF1S2)P:*
*(:$P&UJ3I[Z0;O$-$= C*V0Z+78RJ;&-Z';%QB1S$0 M.Z!GICZFWU)D%L+.8Z&D,;*
*(PK*4>%W(S:I"J/.M=%^2:6=ZI9;"HM,U0.-<@ M.29H6LR&%= ;=L';5\K4]KQY>2/<#3YJIPK+']LP&*
=M5[MW!UKHLA($^&X0 M[=3WH2_#/W)O$1FN_%+OE1=9SBAZ8L\9(UIP'&/@%NG@\|
)^&,4Z=B8P3@[M;-J:+Y7^IZ"AX_2_L]11\/%E)NE0YNR&$@ X$D.+P176?N%8YZUB\TH(&R+Q*
*MM0@WY1C1]JP%#L&<=JG41C7GK0@*K?@BL'W)>T#T?,&\&W05#D%($&8QB8G<*
*MTGJ25%J0WR&R!;VYI5FZ9:?OS\&Q30<.N')X0[O#1DYK*MZWG%\2I2QY$|Q\ M)_%7E?A:GX[.*
7552$NK;:6P/7NFU8+OJ]]E=&?:A7797<\4^"10T!PF<3$A M1Z5?.IDC@L.5E\C^]T8.#BO#-4[?
*9DYR[&HQY.,LEC MV-5WNHL/!?*C#J.G>1HH0WO(9GR>SJ*^* D2X=4-4IF%#H@ORVSJJW19W:]Q*
M.HBCO[^(!Z\/1]'>:#?<'1WN[AWNA0=J_[_Z!_L'(SVHT'TGUYO|\6SMUN? M?
*GG[(>AW=1"L9PZIJP4(;]K=+&J31V\:!I1\HB@5QR/YX\^IK>8VZ ;G*AQ*
*MB)OV;\"@>J[26"]6:V9+5N+3ODD3*4MO?V>16>@Y'V;QG_HL6\/ #A**
*]GF)8*3N)BE&10(UTO6Z]_@PVQ]=))U#R2>^WOKK^I[>G# M$Y8/3FT59;//LB=V;_UC%N;*
3=VTK78@ V2.\SZOM%"/474)Z+N-RL??XILW M^HL?
(2M,G<3PZF=JK%]R:_]%D(93_;YJ%+W1+O5LEJC>SG"O=Y3G1U&F'R%Z MEX07+P(:;FU(-^6;
*<7RC(CT<2:%>H'6-MPX&X*A6OM/];],'JO0,"W!_V_;N M]X_J?*
*Z,*R+T>Z4L^3O#/&=;J37)XF;AJN]/13>6$$5[AG 3;=Z MYJ 2YCD*
*VB0O!ZJJ2)/,7X%LXY*O=>1[6"V&7!8)K(:HG#U&%I X#5\ MZU^=X!0*[KL[!VO:30D TLL2WDD?*
*74=0+X$S59)=;];C^8+$<4@H;]*P9^>_ MX:GGL_XW"P]@F?@:N-,-88K/(MLA90*
*DA55EF9CL/G[+*YY12=9G/Q=/9%%F09U@_@?H5 M5#R$=SS31WRN9,"#0&/G#/J $;M!4I"%_FC*
[XIOIY09.F)7[8B@-13E$B5, MK) KF() 823%:N^)PQM<2#.]9G)#6!07%E&NY8%;P%.(H
*M7N*J,IY!/,'+T2NP M]1O.H&QUS*
*$8A+5H1M"HG#.=*K'O0Q2_5<6>_ZSIOB25"F9^2C&9NY2O7I6_"PN*
*M>'^Q,YB?'0BT)H(/(1>PED9:O]D\68<^EEK!&!N]Q.T>8BW']$^5ZY[PZ>L/ M%.=*S\E1-S@+K_2Z1L?*
>_RDXFE+X#?O@F4(2_2AX:U$91[*=;70P\"D-/NG# M [C$_J&<+MS-
*%FL+Z*29/4V$QZ1@"P,CSH"@7Q:X8IC6#%^M'W8:M;JIX]S'*IUC!SA6!:[@ MV>SGMQ2X-*
&'X;QOW#NR/L+_AD1U&@16 %L<<7FI\ $#"V!)++PFZL'S=C\$ MC#&S14:N" RSZA:^]BR(FU@Q*
W,CR[7 MW)MI!JVQA\H$TE_H/8NZ5X,O7&19!.7%$B7@0@4@5_VBP?W $8#N?K;2^*
MX)W@2PN+QU)=8IT'(8VFK9(/- [Y)5IMQW9FVI=[B"/O<_HI#S"_VJ!V&/4]
MQDDE!!/O,'=W7$G);H2S(5 6)O@?VI=@K8_6" MVS"(+W_A+'_?H.B[1!_U-@=]M':;@K-N'*
*E5D38H\QA9K1&/DX:I(#-MZ)DK M;(7CL&:J0@/"6Q8-%ZSV8*X\"2/W>*"7.# R V0%? -^N/Z16*
]VEE^Q%!>] M#>D?YTIOZ,9SNL3;$8O(+'].O3 FXD?!'U2VEX5 $G>KZPSOC3E;;7)CU(>O
M##5@&%&]$0'J1-L=IU?09QL)EEI; ?:!(/6^R*\E^G/0/"E7"R&_4D15P?J MJ1),'7\)%R-*
N1W@2Z3'C#HD$I.ML-Y*Y.CD-$M% G%@09;A?R@?PT2A&,ONK M;3%S1\;JAT!L"G)Y^O,Z/!!(NWE;
[#T<(R!'1E<> [033/QN -F+3RL]XNZL M5. ^ZZ;'] MG9V.?L%7W
*R#NR*K%T,"G%G<=4P"B=LKY6/XG:\;VGS.&'S0%M"['VYJO7)* M,#^@Z7R1$3LMU,Y,H^32,$>*
[&0I38G(%8+TPDCE 2C!:A14"<0LO,Q O".#5 M5_2]>D(N<362ZXR+]:P^CN.$DDEO;T@\M[?3[=$[ZT?
^-T$$M$U3SP&$U^^R M7(>F.UO_1LLT;V>UPFB?L@,(_CFN@4U\UP%5OSF@N@N&YO6+=0_#] B-
*MJ#% M7I^EWA2S*3 ?_[1>*)_]KEC_4@#N.D/\9&+U7]'GEA<'^6=*&IIE_E$\#=) M>%FH-_+#3R!*
(EH3S-S$R-VSAEW[R+P=F @(V4/#DPH/X>3=]H>J;!;G>W_U/-3C8?9"' M>MWM#P9K-E"]O6[_]=U>
[_$?:K^[M]-?LV?J:3/?V;OU4MNX:FCEZ,4)Z_SO M+P8OK']'!]NWQ8_W> M_5^_S"Z??
*F_=H62X'Q&>243H#<>&&GO]*W,8@7'11X0 ??N&7S\2)_8\]G!# MP)&+-NDW^G. EXNC0-*
YEL\8'3E$K#,Q;_P=C1IHM7S,NNW(W=]PYO>?]3-8*O7G93:'@?=WH]_*
*MVPZK&9!GV^9:V]DW;WV4QP\ MZ@]=!UO_>H*8\WXK\3G&0]O?*

UN#UX/#UND;BSSCO2SH0P9H/F_$$C ME8V9<_0?K\E_M('(1NTQ^XM_VSGMUM?J5!?*
*XN;UO3V0'U_$HT,VFBDM905 M+*4VOOAYCF3B;23A^U?*
\7V'V\KW'DKTO\,Y_YA=$;\5H9\';3BQMIM$#KCX
M!>^N(C4E#P\896QKV_WIKT$;%'SS\WU7;H0JUP3QXT>FL^4,Q!+BX+S47RL[
*MD&SHXM\]BH['M*OO\&.MAUVG%2B,U8,D@S7[!QW:@S4?V3_Y M?+*
<.+&]6[5;UC2XH2!;3>C9Y_>1UTX"YO1AW@T 8'D]]W@,W UA{(A MO3,:;H82K]V"VBWH.UY)??
*\\U._V?FRK3M_J]#Y"U-X["'[KGG>/NZ# @Y?M M#?9V6M?9NLYO?VWU*ZZSW[K.;W9Z'RS&;!WF-*
^@P'QFRT.N>?CQ_%'K]58[= MS@%Z#1S;<\S_*?+#!/_W\]G[X!2H"8'EZ20;S3R>^G;!M@O6+-
CSXW^V"W8M M%NR7\"9+L^EQ>^/?FY7\;JNXO?A$/)? M[0)N%W#C
OY\]K9=P.NZ@&DI]*R#:_0X;IXXS_2C!9U!1.85& MMI#D)$[",@R0D/$E2J75H/M;2VD:I]0G_4_-*
*_2U1YG^K1>.M#>XU0D0*T;YH$4)[ZZ7Z$O4?48UB1@P3G+($R MJ6AXRAIK_@_!N]F>1H7DS4.-*
Y]4\&E2CT?OHG@YVUUS]Y^A%OD!__>7CT9??SMZ>-UKG MF@@[->B;/,_#N%@54DH#%5-
*%,EX(&1S-,)R5DRS7KQ8U2RVY,]P_[/;WUF22GU:?YO"P^WKG]5WE:78/NH<[M#Z,!LL*E'O;*
*(M%D:&.OU4O6TX&>G'TX_G@;G7\[>OOW2"4X_'OND].W\;=Q+ M/=*4/5O"$1@8WP@7*
KWO8="I;9J"G 3IG2[V*XR.'SG"_(A"8F?]8T_AE-M MRNWD;NI+?8G+1$]@0T,-0,7#.)^&ANGUYRS,*
([_/IIWO#7]IEY_S.!W%EV&R M.-NO%F>R(7]Y!QUB_S"S-E]\ZI/-/94W]7ED=_]N@HB-
ESKL#@:'SW&T:>.L M)XRS%MI]N.>GTIY8PU"EZ<8KTT:%0X([.;POWIKL)L];OT-_6/?^<@Y6^O"
*MT*RRM?[I3?"[E&NO>G+WG\,LFNM_3'-D[5U;D^(V%G[/K]#RLMF] M8?*
*J>3'=-3XKF,O$N#:QQ9Y*GE+ %*#$VD>2^Y->OCFR#P0;97*8]Z]ZJG32V M="*
[ZCJ1SCB3KXT_/,Q<]$L:I[]W6SMZ?UA#Q;-^AWN2V]F!UZA]J/WWZ[KN/ M_ZC7?[TSNZCEV\&,> (U&
<&"..B)BBD24X^^.Q/^HC1P,5B[+-9O?Y)56OZ M\Q=&)U.!SD_/+^-*
B\5MV3FQ]'UY?.C^=VW3XECBPF_QF=7\E_[_C4^?T\H?1!5%$G_D-MZ=DAI%4 MS>,WS_RV-A5B?G-
R\O3T]/[IXKW/)B?GIZ=G)[_>=X>J:"TJZU+OSY72SR/F MQN4O3N#U"',2%VGUQ&M<
>G0+!^IQ@3U[MP<$1K"Y>YH2?95>2[T_@/3 ZK9^>U<_/4E7U-<_KIQ?U"UD3"\'H!"D(P%L*
MD3$.7'%;"[R_ NS2,26.M Z7 /XK!1*O!683(GIX1O@'7^V?NU$[R M_2DB
*3;+"1+C,PJ*L>UZO#H_K9N<1[9QF6_:"8#'&] M/67(-/I-H.AJJM]\7S$6/:BP&%'-0F(H0IS8[R?*
*^XXGM!YY@+WEL,ZM*_*.(M5:X0<7'X(X,G]CQ?J/KP)'HVGU-O[(^&3.?/GA E*>'*V402FC(QO*
M:S#GU..!_UKC$P25A$Y59 M?X>,B^HOJ\A9Z/\">Q>/BFHOJQ#WFU?4:@FN(U7KX\EZV34J
2=.W_ND M_E[OUE'EJ,B6BFL-D[O>:C_*K!8]C!MP2[,^>#APJ(PGFK[G$(^K/[CO4@>"
MC#OL@NLRG,J6Y44:OPC9+1!=7U^=GUT!1$/9P"3":$$<+:BC)'D4T417^T$.G)!B52&
*<>PWKP6SW.WU;#,OJ](M#FI*A%\P?PQ2FW79\'C,@?(6'4[Z"8-)*TD2(.3Y/D*X1@U_CO M@]$RK-*
]D8PR-5SVC8S0;LAF:S?Y#SS)ZGP?]KM$TVL,B(.8G]L7QQW4<%[05 M? GJ:$D>Q?
0K!&2KW6F;9KO5[/ 3=3$2+T_4Z M3HH66A!#"6H5@J75OK.]1M97M?*
*8/YRF.\6=5:%6;?;O[_N]H=5O_J??D5U> MCMMR"K9,HVFU6^KQ0\^PAF&! 9@G+1(GJTC&3)$BB"**
M6;Y#2Z;1\7V75PNY*S&P)AWA[5]3-VT9&B\5%5J>)J*D^L$*O0N"8[6Y##A&#AFG]*
M)GTC.18UU'/#;.0%YV] MJ\7@:AV#F 22-) B4J&V3[BR;1.0G1XIF&^*(POVD,&TM=JF\0])Y M7O!
(Q:ZK;"J$;K?=&!9,+H0UM$BD,P>J8I7:-F\:9N"[U:D4 ZV./'MB%U>*
M_ICRHPOE>M#W,:.06P[<882VV=>[2 H(?1^RJ1*P&],XQ:'4*
MD="E_+5M^2%JH@59&YVZ6&+6EH$4FXY5*YB4^^7RRD.TD'X:>%->?P'RR!5*
MT4;6(Z[BJ&^@H,4QY?VG([UL!A6KV2#YXW'6D1@ZAXGUHMI:X%+K306#/4B1E4".&= !HU@?
*MCV@<*19:8TBE@8H80QTM&%82^(VQ_K*3]L64L(9MLX X78I'U*5P:&<'$]B? MF=884GFC;:F'U8%*
*L481;Y1@_F88V5A%3642GTVP1_]6$A_'++:RTAI%H7S4 MJE'$YK#*N9(6*
2FD)2)-.6R^4&_R"W8#-9./Q$Z30DZ:6HRS,UZK8,;TD6(0 M3OXC45DP]YO-
*,^IK04KEK2*0JCT'KW8"PQ-$JB/:SW,X1+!WI]I 3XM5*C>5 MT:%BVB@B7DGX]DOY[M,)#\Q9:Q*I[-*
;ATLY5'P/V@W+9V]5)LOX/GJAI5+&JVQI7)UAS2VY""FA$2AE"@6\\T([X%]BAF!KRTX_P")]X:3Y@Y
M"6/@X(I91N\[UD5G>-M_!248>#.%T1GK=2JW>M1Q-Y(1A4^&>"^F*N^#]\6D.ZX*
*MTFOW,.*KRJ4UR^,=FLDRRV@,30I^O9FTIBL.7XS(Z] M6T--*
BU&Q,SF5!&W3R9H=$-.1TL)5X*Q.);%:W\6UG,+:F'G4F_!8RSYK$W
M+ZTAI1+/.QI2M1TS.3=T?!8O,YI8D.$3GC M3ZEMDLF.2QA'E4-C?U>GJ63O >POE@N-
*7M!2,A2)5DEC"X\9[#/M;:"@!3A] M1CH\\5#UZ2ELAH1+*F,/WPL_*
*MHEF)/=\^9%26LQ3*5'"%QBN^*H+-O!+,:IT MRGH=AF$PGX?W&&$W^:EPPX.;JW;=N]H'%RWNJ?*
1J)NY)CJN?)4<)IF\F(,&Y MQR+/$0],=[DO,EAU]P>L-YSQ0_'YV5*0E^3>L]\?Z*
*MX\GJI4SA[Y6+F^#:INAV.F4)<&7,[UW):Z**-'TN>,-S3.+")[@-3[8UC(\0*
*M&CT2)INU,9)H8UO4$([^NJT)%I":NHY*FM9.M#SJNG"B-*
*\:EK@"\F<(+P,H(9X(*M1$<"OS\P/YK>UL#@59%9#X2TUX1-)GGH30SX'(LO+K'0M MT".B+\.%<>*
YH0:QQ$FMQ]CEF]3>0J"(JN&[43A'W=9L1ASXBG^!%IA)#T=@
*M]I*C#>#D!E$[MCQ'AL1,1&!,US)AP?6=__,!)@W.B+'^U0.* U,9&.RR3TII: M$\^I]+Z4MRW9R/&*
*<2\T#.%5Z%XB>+WXC8H"IL]X<&]MM=X*E;:-X5NNO'TA0 M1^\M\BSN7-*
*_^1_KC8C9Y%"XS^B$>MAMJF;M8%O-V?=D-H++ MQ+)GF^UUCJ?9C>//,/7RC*IP'UL1E;94**
*(,^IO+X#,/P_@@\&Z@/F&\3 I')!I4A@&;N\'R#IT-_6U[I=(.,S#K]L>??5\Y*D/'"JE-_M^-!WG08L=-*
*O@^$Y(/TZ>;AZ!B](YYK S#QGF"\ M/QY(%]*F<^PNM3"\GAS7K"?B/I)*
*[WQ/3+7[AH>CKFRN\O#BOH7S-UOJ-8&8] M^8=NI 79;[YMIC)^/DKKA(2_]?;I^*
$[1O.$=+_YUJ&/1S&>D&XY6H?(:(>L MIHZBXSJ\%1 8+4W?=>7TFV]0WI%
*<@;9XC7"*_JWN:5,:QUD(T*/C,SC2M,DM MRUO[M7,T*W+.9I1S6![5A82IXF7-*
+S2GV(.N%V/PA8II,^#"GQ&VL-(\L<,1G'G3!'&[)AF;K@'&XW]V0;\WL9 M-*
,^"68<^2^FGF$V("9)LA+8HF4//\%']@)&==;9\.7)W9==D>#=MLPB42,\.
*ME4+:%+L+=+KTKX!*PWP)-Z/E5#<'G;+V91FX65,_@ NF(6%@32D3A'@#R7Q[*

*M9\Y1L12]6>7QNI:AURBK9!G28&K8S*W!>LDR:*".IH)0FLQDNEPI3&@IEF[5 M-:OD:*
[MU,IY4NVGD8/+@4:'587/YU]8D/E:V>B"[P1AXVNKLQIE"PO2P92I[Q]J7+/2R5G63$?
R,T&Y)K94V6_6)#,!;4PFC$R2"![> MQG(S+FV6(VD)>5VZK.+E\.SVQ+$?")A(($\E8Z">K_9VP
*!N^3!+]8+UICFH M%>7D?IR FX-D/-=^$FR[9+DQ3[>3)+MT*JG,."CQS?*
B&>_A":@0L+.QW\Z+.^ND/%<^2THYDE=R'U M^OHO)K A$2)\VW#^",*O+H21@9K*8;)6<<8*
,_&28U]]07JEM? MYV572@?QU.,#2R/^^'@&1^J8TQ@OQYA.B=D8RA@'(RRN,DI@J7899.
*MIME@>I7C$ 1V*CQ)QB$;K3,_@7)L2,W*Q9G#!UCJ2B3(E^\&\IT&W3THEL$$ M>K[W,%1QIF=*
*(J/!V;3>5+D6O'$I#<\EBU192?A$;33)#6Z\4ZJGMIEE2ZL(A M;;U2V&'L]H+/0]A<#OO;CG)M*GZV.?*
+PS. X %()Y4X<>\, M7^;9:RC4 YEUTZ#PC]K:!:\C ME.G\X\^/_OCP M@OE'__W+#S_*
[3\8^^>O[U[M/5ODHP.8K_:>=A!74/8^3U?[>ZM]V/O'HOMS
M^BGNO9W%55UT!XS]TO_9T\7AUV[Z<7^U){G4)Y>=_+;[20=OAE^2-/@E^\H+US8IZ#]T-IW_^5/[
MDN(2]E"\^;)_^?.C_=7J?'CS]__OSCE]3-?EQT'Q]+SM7CDZL?'5_^Y=+U*
MGU5_M0@A/.Y_>WKI^_['NY?G M;ME-#Z;SZ7+5 :Q^S(N#Q^VBQW_,XU&9HH?+N8%YLO^A^5B-*
BU-Z[_&61/G M_3[^S1%ZF^R^GH(/S]:3@\.9W#RWGX']>='W<%\RIKV>5"\0?O/NWS\XV]R*
MY#C+1]-^V%[AZ^.;-,!#B@1?5H!_L1{0$RBS13YWT:RI<]&=_.4L)ICU[TZ.
MENQCC(>35].8IK/I:@K+"0_1V)(BJ_@3TTY)%DWFS!4I#:\JXDB='\,FWA+E MZ_5?
*XS+U)#C^[,=M:DA))'EZU'5H#B91.ANMM4R9 MHIG.7K'H$^!3'*1P-0EA^7 "':,X+]*
<9LCSI\MZB]"AB7NT]QF:.3JV=FM(ML&#>F?4/]/=/CY:KQ0%T)W)^/0,.0%H=0F'516!:(T-3*ID)*
*(8OBR06K M C$A-H2V"4/4 V/($%HAH\R;0^AP,.8?7P%&)U?!4J4:(27*ZAUG6EA@:,($ M4RH'7XL-*
3EIBLMP:A.:Z =&$UI-T!$$\X;NC(QG\/ 2?#:R,N^+1,)RQWS(MDA57,D3-$RCJ>.)Z-*
*)M0PCPT2M",/5U\<3G.X<$6KXIAEN/=M53HXBH7+$"- M*FFP4 8,DJ^,*;>+FTX$JSQ)'S6J3*"V,+^-*
*S!N!)EE9"\(%DX49,&@:=[1\ M'^W?%#C=9]#)6/TDY\71?+5\&[_&-(,3+*JBN?7.LZP]RI90P%A\8*
DC>V&X M!)L3,0&N1C+2J)F" P1#3TF#[@C\X/#V>(KP*\PASI=G8I9HQE-50%U/2X$=%*
(PV42>M"I8CEU%L]=;! 8XKJ7_Z/^)LR.8&*LPM*\>S;073!N' VP= M8+)<9#8^:0Z96+*
*K8(PIU=I2^Q=IONV@$YK!@X/%_"P*R+F:')@H+93C*K($ MSJ(QYDIP;X*HU$G610QC2J^(];[5<-*
*,E5J5,F^QQ]C9.R\OYTW@X7<79)&M; M2K"5.5N1@5DFEE(J+"J;(*JL(%+;LVN@C"F5(J8*
Q>!3IMA'!VUHH?0Q//+S ML(-]F"^GG^#E//[?;58+E_#ZDW]$+],,H^E%"M8*$.*8LBYHY*
*RJ+C%'O8!6GEX)5[W64W ?!*S&);D:.Z H3*X('Y"A BY3QI3,565N"S'*XA:TK,1'*/+& 0!@)(ACC-8Z%XO^*
MWQLF,GI_%:V)KNRJN&TTRUK;,^&&RK [#3EIQC5=M6K@)EV;[T";#//< "GN M70$41P1I,?%#@^R-
MJQD57UPL6I);?AN@#.F/&Q03E"I9,BY)O3#NKJ"SEE) MC_(%P:+GA3FGLO @O%6[GFL:S0H7/2.V5
*!=?K9#ADJC ME]<:F9BY,1C'EZJIU[+6=Z;!?SIO:[D ;A.3J57>%(-Q14F.5= @K, ,-U*7*
MIIP#,"8G=P_-7LH'[SVX9/Q\VRT.H5M]?3N+\Q4^ANU9.6R&%']^,9VWO0'] MFL^[-
]OZA]+Z$$_J:M^O?!;&H*);)ZN=3$O3PX6W6KZ[_[E1"97M$:O;&K%
*MAP\PN(W>6Q9R0ML<'(=*71H[O%1C8)D8)V$&N"C*2H!5;+*>8*
M2O1"GD'C+22K76!>)12W.#1A$E#ZQ'E2KLVN4$]@7(=E3+.=!&0@&7)" JS7 M=M=3\A_BEV-
*8S6J9HD)VA7%K,8EHJ[W)8[B6N1?.&YMYID[PKTI[+JOZ*37,\?1N)JC""Q%+IBN@K.8T?1&*
;J(7$LA3U0W C:^S.\^ MO+CL ZEU0K@,N%QUT]SVC2.ZB>+2"RB%29"*Z:0-VN&V!<<$_%OIB[/4&U[/
M(QA?PD5!@"U&F7RSQCO(@!1,,T"+>[IO(-4) B,NX=H>$H7Q>LHI8#PF 4KV M7BGRB:L;\(PO0Z)@
9D&=I GGWEN M!36^#(G&25#J@G#F$ [CM#S_)O8UNOO;(,
[CQLB@9+=T:PFQY,VPT,49NFWSK\Y+?=HDY7$YLX^I": M64VZM)##L:21KQ)4E 4)&RUUT'?
*F]MO79RQ7;^IOBT7IUY6A^S3-L'R_F)6) M*5@*&582%*
*(SW42,_5R"19EJ*B8#>79[+9H[IK3#5J;=5_V7*S%(!I\PC?T$ M\R-X@0)?*
M3,)'ZK94>OZU\PT_E]:V:U4:%'0-B-&@T K#YB%1HBPY.IS)A^?P+RH-ZF\>)/%R;+B1-50JE2)
<2>0:L$K%JS-F %I!2H9Z0SU0MT- M<$9ES\="T(M/.)4Z:9L0G(6Q'I%C?!-=N,5_@ED>45:PA6&
<[I@#4WS1B6.0 M35TB<".B,9G]L9,4*?TE2C?!FWB$$2Q2;%L-)I7T*(@AD'/H"WT@;JADA7*
*MP!C3G.IH&;6E]LAH]!I69R!4&:7S2K%JA$61:F51N<0P[,E0:K8%J&N*SP$8*
M;&BTL.I^T(BBLFM%W 0"S M\HHRQIQJ]\C5F)U[(S.U";L!#FTD'2)O)Z[@8+?>AYKKPF)%U0DMC1?*
9H[#4 M_+XADOZ^YHR QN'+LZ7,1]O8^E?'6NC M_-*
_1>NGU9$3>MBTN^(O5]INFHU4KWOFP>!O[U=Z2B^2I/Z<"--/)6?PI:N9X MQ?@S95/)=S[M5, QS44-
1=KQ,F;PAZ(]IJTL\<5L\?GO4#[";W$Z;V_VV[[> M09[%Y7):I_EDOU??L\;EU@0-W91,.-91E-
9O.C(3#>>B&GSFJ:-"2OQCF@S; M-:4'U_?6C&T%'Y-7T]7T8P^A+3:ONR6]@WHT[Y>
<$>;B$W3]SG^7@DO:,0.R M]3\/:;2<:<<\M-1);HNZ$]*
*<+BBYTQVW[R9R)K50P8*8N9%0A6:TL\]GHDM 9"A>I2TRO13.FK&T[)EPJ-J71P(X]OB[!&XY/,8?*
BF?;% M,<\]/L\A9R>$U_'BSFU2CS^6*:FM&##)V,!C#9$SE;1">DK.4@C0SL,)A0?
AODWV448]J@1$N#+4=\1%L33C+@ M@?Y"S;YRY\BVZE47K -!:F\(S6'_ M+?Q]_B7OQ_E'>
(?"/\5\FKBN,S6),MD?S:-MHHER(5A#E9YQ@ _&^JC#G8K M(<%"1X. ^[WNIXF/>(X<6"VM0$26*
MUB'/96:XMMJK("5Y[KFZK_J'IN=Z#>1X?!C>BEH(YL108\,26 M"P%^$1Z"#Q$$%.KU\?
CTW%;]9/1"WIQU@HC@!PY.STK,:,.G7 MQBA,]85@5DA=9/8^9NKRE&O!C&)!<6#J7)XSH=
*,Y9IB!BA]*7[?/OW-85^" M__P+='F*(S#)X&3E5;*
D6\M6'3V+L9TMHHJQT57C!'7/GUM!C2GLWA%O:!5% MQI^S?:+?=E.4^+
*=D;9F^,0%;=K2$(NFM,5QG]ML($**JFV[2S4HZKUN-P*Z M8SS\ES X=!H:Q.BV]Q?*
*G6')Y\IJ\M5J<*62]]N\%LR88LGO*
M8&3NKQ@ZGARS],6B0[=YU&%PN@2$].TXSE9]GRLRE97@(M,N<99XX8R[HG-K
M(VT=>>NQ6U'=L0_97\+,$.MJZ(S@JIG06&H2$87FJ5JF2]#,;D
YT<++JJ1@JO44TURU[9/M\!TI@">.&23Y), F MN!Y"GK MH:
*[8VTBK+\KMKA>0W7C\^T0*ZUSLYVVM9#KHRGS_DZI6B2B" .H9 MTCM"? #IQ/#THE,B3?*
*W7980W'BW22I3.7W#VS$"-*7211C)T;-!ZRU06JY>L M2N-,6B,,M*D)FQ#N.L")!,EM')*

;I[W0/I'7.>!TW)'>J4\I2:T[.V\.<97'7H
M5J@Q9)$"JR'I=OBE1V05QP;C;F5S#$I03_%N@FM,W9EW1"UR==&X5HPDNZN@
*MO*G/(*V>39=]H(F_?+E<'K7)HW5MGP"3N?."N= \OQ6!A0"&%1MYDLD[Z?-&*
M3O1^]Q]3@^===>,L=:&E O]C0'T$Y=W!SJ"J8)D0MAW^%NJZZ%3PH#%9244 M=7Z]":Y-*
>.7^&KP:3%V$'>9C![_&OH[UH+G=8QOI0A6Q'8I2LT(;60(&>U4P
M'HJ2NHJ0$_D&H"N1;$(6_]W;P6U"6G"7XLTM(H:J).B")"=,!R)&]H!'^^!C MDV4^Y[YE95J(<8-
*#';4U:\Q)F(=@F$M)"AP<*SUU MB=%FR,:T0@KBX/3YK[Z&:3,\??8=LDW(?O%I374_A3HV6QY*
*M;"=7%^RD\)@%8TC#?&R'*CE767!6,NELR$5G+BIUX<26D!] R>20/F]H)0_> M,.'-A[_?_?*
BY>LGKY^^?/+JY>L7;]I]_N3#RS>OW^=]$)G*
ML(K3V;W:)VQ_4ZIF"L3B$[56N.:6WXZ%K*Z:%AVQK=DJ%7F%L>*YU%83(@4 M?*
>NO&Q%MM31Y]J-/>I2<2!I++EDS?")U$RW%JF!"V \%L>]41!BO(ULM]UD M3%$[H>+/+2Q2C3'E8?*
0-R\OY\JCK%S+78-!RMF,^CI&9S#7753.3!8JK1&#) M8FXN;8@Y>FX"4+?\V
*37F&H'!R#,8"JB)L_%SHPG0GO.K0H^LV)\6Z8*DD60 MB0D7-3AO/4]\&-*
I<@VA,>_')PR%6@;9K'9:VGJ"R!5I8BN4\%JTEJYH_H*4 MA7F;M<6T4EM+/9EV$YXQA=*
*(#TH1,)705"''6KS,_]*V5;;6[>L%RQ-0DGNE MDD:7B-8.F8O(O,G 1,I5QHPI1*6>*
*<+P%TI@*ZP:D"J5BZ$.7TR6J$SC6%) ^ M>59M;JTQ S ?7%OD% HC+.&CHMY+";,+DIN.FT0<@>:*
PI6K!QS\II$\-3!3)HT(OPBSP5,;4ME$)FV-3';649 M(R5P0I@0Z7/Q/91 MS%UO0170;"4:46S3WZ>I?
>)\D@XDKK=E(H2!:34ABU2EF2\4F0%ZF>WISL M
*)MOXN282]%>,,5; ^T*7!0N^9!:S+1F#>QG):]DNHQA3U'(_35]]PNS]1IIF MOV&?TGT#('7BPK7S#D-*
*(;K#;;S*4X[JC M>&19RW()< TS3@IWGQW!)(3,2TT8EN86FPH+:$)L8#6IB#S1K1,A>5*S&;:M*
MS_F]Z3Y_S,MQ/X=6DI7QTB<'[=7$($& M) D,FV+RCGIV?A0.\LQ]7N.8OUOT)Q5_^ RS3_#[8K[:;T?Q&
/9)<9+"UI] M"QHS$:<<\;4Q$4B/]!C2\@/TFG>A8%WV!N!=,W$JIWYF"R"F81,3D*
MBC>L"CMK&Z)CTQ_,G.0-2O9SF$:!0D;VC&M[8Z8AG=6[/LQY65=7)B2IMH"Z'O3?*
*8,=7>CY>&=U;KSEGXI*Z@.XMX^@DF MQ3DM# AF;&G';(78^HY)YGF(QL0JK\-*
WC$5]X^*BULK]SL;Q08W.*DD MY,1L, ^2Z-0&.SD>FE#&^**%=WNGLWDU@Q[2'8%1WZM&
[B'+_?OB3$\650%TX-+70 G/ # !4 !R;6Y1+3(P,C0P.3,P
M7V1E9BYX;6SLO5EW6[F2)OK>OR)OWM>+DYB'L^I4+Z5L9VF54W)+RCI=]X4+
M0\!B)46Z2,I#_H.;%+61$HD-S9)T5F#4Y9D[@\1WP8B C'\R_\>CWXZ3.,
M)_W1\!_L[_1GW^"81RE_O#C/W[^X_(=L3__SW_]'__C7_X?0O[WK^?O?WHS MBC?
7,)S^=#P&/X7TTY?^]JGZ17\],_1^,_^9__3AX&?YM'XFI!_;?[9\>C3
MMW'_X]7T)TZYO/VUVY^._RZ=53$E3Z+WC,@4%7$./$9O^%24#+S_^_CWTUP M,AD>2:20\-?PC*
5_A%MIHE'00T'SKH#__\>_DC^ G\A,L;3I]__N/G]^GT MT]]_^>7+ER]_^QK&@[^-QA]_X92*7VY_^^?*
YKW]]\OM?1//;S#GW2_/3[[\Z MZ2_Z1?Q8]LO__OW]1;R":T_ZP\G4#^/=_#Q:?
K]'JY'HWZ9_1!_==+_^Z3Y M]^]'T4\;!;VXA)^6_D;Y&[G]-5^11@G@OWMZR3]_*__XZ>?9I+SXS@>#>*
*< M\D_S+_\X/WF*M#^<_1+ZU[_,?^<7/Q@@XN83IM\^P3]^GO2O/PW@]GM78\A+ MT=\NN8!2!*
*<[_6S[ME]:8KA#(.-X$(/A=&!:*5\2XZ-/;8_[^621!]C>#:47$ M3S^[*M[1M>_7%/"3CZZ MOD@<@W7*
<8UH3[XW'LX;T$^1E@^)\-R0/@Y-#B9 MPO6D%WD6+@1)1(R?\4N12 MOF@$-%/0"T^?
R:W:JBY]&$"/>O!164>8%I9(@UM%B%Z1Q"$([24-GM9>4?/D MAZNYX\'1^'9=\Q=BK7T]CT?
7'>AR.JHLRIG.< $__S0:)QBC68,_:M[8O\?! M: +I'S]/QS=P]\W1<(KL?CN \FQ\W^!C^6)33MQ,R$?
O/_4NIF@@E0]Z^]\W M_>FWX]'UI]$0_SHY^MJ?]'@TP'S0:.P8M&>4DL2[' C-24AFC>-./D..[">A
M4=C\:3.&P& ZN?W.'556 E21,\^3$(TQOFG-C)5"] M1_9
)4XL!%21"TOMF3LF="X45=2WQHEHI3*",4)*-P\I8J.A(Q_(&+)N.1! M*/=ZJ?# 5-*
P]$]81=@<,0#C7H^'%=!3__+VQ('N>LVP"8X1*C_L?U8I8!X)D MQF1R+$B@N;+VGX"HJ?
E%9O=3M5=0SJBF9)^JFM:P$R_Q=Q%'9-PQ(!$ +20 MAGBE+?%2=KV5-FY9;BV\#I2XO^Z\>,IC ??*
SN'3:#SM69]\ M!DF)39D1;PC5C--)(M^#^D#C/NC]':8 MWN"!U%,J!IN$(*
[2B#"4(EY(CE:I%@8\HUH_MRNOKN,'CST@#6\NSJ?ZY56V MXK%'BZ0L:]]J"-SE%7T/6S(Y&]?
5$_90)NCT3+OW7DX0K[^?^[ )TOO]X9T$F M:DC4%%U"ZRQ25!I"HV=:108TU.# DLIWDU[O1^E-
(;)9/Z?LES6 MPT-%:VL\\5$A&1.5!.W_0#1Z".@5< TA5M#Y@D)6 M8YAVF9.HO)IM-9XRAIZ"
K0M66;0+FRRY,&'IN<-1;H@;-(J.O8 4V-/G(T_MC$>?^\,(/<&9H(B","[Q6$$7GWC##>%1,)$
*DC2^GJX?/?W0%-Y&N NTWBI: M]@#8A]%DZ@?_?_]38T)FK6A,:$7PP''+B4J0X)0FC"4(*0++E-?3^8-*
*G'YK& M-Q?L GV\WBIZ5S>9H#+X!@H^.WH$A"1"#5(H1FZ7#!8*QB4-.B;72\/VG'8!. M-Q;>*
*BVV"HV5I-+!AZO1\#:JHZDW6FE!HD?+0"8\0ESVGD"BU@6$Q7-JID >E$%_%^+ID"DN*I@@*
2F.%99X.& MOY6Q733[\1,/0*.MA+A HZT"8I=C7S+Q+[Y=A]&@)QWULL1C9*".2(''NP>? MT-*
!CS/$4M([M[I\>/.X =+FY^!8HLE4\ZY95;[_&*S_\"$VD-47<+ 3/Q"81
*MB:06OP*KB@UM;"7*#="E&KXYOQ&)@[6K"7:#U"O&KD^$4QCY. M^Y_AC9_Z.C=ZG9$K* L?*
5Z]1)"+CC4$3D!$)+O(:SN_CI!Z/U"L)=H/4 MD:QR&3H^1A?\XVC\K6=UA&0%)=I[9*$$BLZ80>=;"*
<.S=\:&E[N@X<>C(XW M%^6"I) *T:N+:S\8_'HSP>5-)CWTPR(WEI$(+N&*\$0)S@.)'-$8%T"+&KOW*
M@X<>C&HW%^4"U58(4;V]AO%'/#Q^&X^^3]*H]D??NLEGFVD:-&C18@K@Q2(MC_0QE>*
M%9[9$"T!B::!I%$1[U4F-$8+QEAG8[M(ULL8#D;OU02]@ >MHEU'N.!4%OUN MX#_V5 X<9
A$:!.0D2'BX0"."L5@R22C.U>[0>/.P#M;BZ^!8IL%>2Z7=Z[M_B3ZP7^""[_#*
*[TR07*D8!H887>I\O)/$YFR)4LJ&;)1CH4[Y[*,''X!R:XAT M@9I;A< >8IJE@L]0@__/)(-*
*(CXSS:]2OX8^IO4GT(Z'B$GAY/FB\EHT$^E M-=3W*M[)*#?*
*VX]5H@'@F;_#YL;]"8YNG/4[:/;!2;Y2*JV[94^5)O?0=!97B MR4A!'"8NSFAN%MIRA)'C&8W*
*LA_A<_+E5>XGO**IUT)AWA1 V!4$%FBL>U^1L M)A[M5<*$R9" .:N?*
*2_MNM::M]%6II,^E'3'6%^/KZ*42=PZOOI5)#T6MU45E'X-MKF;$"J!^]B\I:BENM=\8&4M\>*
M):C32GAT@01DM)N<)C8Z2[+@3F:+UG)^+CEQSZG0JHM!TQ80]A;Z:*BG$^4 M4D^X*
*(:VLA$D!$H1FC$&EZW$L_7ZA]5%91WEO-A%91W)5FS_<0OH**5&B'[P MP??3R?#8?^I/_6*

.#J1,BF6.SC!'%\FAL^2E%\2#4QR1^\T W4?NS@ Z! M O4DWL&;?Q31%[\9%._K;'H%X[+P,5R5;?
(SE!+7:[@%Z@#7BIN>XED2:1E: M1" 4R3)%R6/*+CUWU;L1-58%=Q TZ403%9M_W
(]ARFN%=);/Q[VAQ\GH+L?@)S?C M;\UQ-CO9YL"B-,IK+FXIJ10)+EA"'94\2*U\5I65OQ3,
(>B_CJ0K]@^Y!88; M48$&;V#VWY/A_4#=3!#GH\'@W6C\Q8]3+V1J BMWVTVME62F%.@XDJ)V)B6;
MLJW=BW%-B-NG2^40591Z1:R;P#L[-9ZLED<@/IS?2KBG[S]
M"N/8GP"N/R0'CCHBE,*S#W=08H$K0AG0R)1Q]MD2N\T"E>NB/' :=:NU#FS5 M9Q&?PV0Z[L?
FX@E_[:C(YQ2F9QEEE:$_O<'?Z26./KFSGB2F[*Q8V 6.)E?4 M2080"<_T;=)N%=_,
NKZ[0#,_K9!9S"E^9'DYZ6PM#2G#FR6&KNT.*W)>>; M2Y5UX$S)^L?B2LA^8'IMIT.[/
'#L(M]:?],6ZY)3F46&E* MF9=5UF7#];.9VJU]L0=H#ILKE;10L17@ MTV%S=*\84;'9WPM628-
MB>LB$A6$MXS@H],NM UA^2M";(MP^9DMSJKV&5P%<
K.5:,B1"DE@1M8D:D3Z)D32FBM,@NA*29JITUT!;SCTO! MZAJMV1%QH84]MZT_^'&S@-
]A>C5*1]>E[7*/H3EB=% $**"4' 42*.-$612= ML]I1]ES%4VNOYQELATVQ3C14L\WB+=!EM^KO1Y-
)P_M+__5#Z9""FIGBFQ%N MIB45]'*$JVDZ9T#D25@@'GU_M'E!XN&?+#'XAB@=A,Y0^T!M"?FPB;=-?
=9L M WF+'S'> >XY1"$5SR0'&8G,7A,;?"#9X>N1K-;*U-Z_'@ X;*YL+NN:K2.? M<:BC38)%/&8,T^.2N-
=Q+L71#&J%[J]/]D?_UQ\N;D\C^/
M3M]O+NY/CH]/+H^/CLC]/+D]/?/IR]/SD^>7OQIF2]#":;5#>M_8Q* M!4WMUE:IAND-
!*0W0KMYF%5 .7.6TDP"*^YBHD)1VQSAJNL_+ :I-J"92V M;\S#CYV5:!B?C+/X%AMC<#_P0$LC?
DJHCD$"T][%VKF]"V!LJZZIAHX?[XIM MI;HO%4X/US$;=&JC3!(XT<%1(I5PIGV6 M)VO+MX/\D8>
(2A/+V\'$*^#JJ)!I&:;=U#*UU=FS%&@I\&T2@@I@U%E!G$=? M4ZI4QJ$7PPH+".G"OJOUB"O;-Q_V-_Z
?'8TC] MZ3L?^P.T9F^G%CMF62FU$9D#;GR4H[&O#$' V@9;+NK32];EBT_9OO=41Q&C M+J18,6FT
794=+$0E: Q.HX.D],02MHL)]ZP1*+//&;/D>=Z)=TN?<0A*+:. M_#K8M-^/AA^G,+XN2R[#J9O=21HJ-
%JNN",.LC(?8YH3?!54'=ENBQ'MQG)KK[$7*-!"W%O8!.;H L0LM%%$ M06E_&J0D(9E
5%#1".N8T+7+S[=)@A>LMFUQ8!TI=Z#[<_@\&GSN#S\N/)VL MX$)F-$R%2A3 BV*A-
]9#XLX"V;PO4T-J3RL):(J]HYDW&T]Y[ME.7')B/GV$]FA <)P922
>VT*807)%AJ272,&D[),SRI2HL<(H6@Q$'.)'++63))&_EH0U_BKZ_PL.V=UO54
M,NI0GK6C,O\T3$O_7""6<4D2M=1Y M05.4<25%/_>47<=FVEW"U15B!X7:#W,FDI<)K%>$A53:7PM-
O.1H<\KH$)"/ MP&O70>XX/Z6+&]?-9=J%Y_U]SSJ'"8P_0R_9Q+*FDE"#?TB1T,-T.B'CJ C
M/!A7/?;V&,1A*+J=;#N(N>&Q=%7^OV3Z?/:#4BAQEP!\W>XR" MSXDQHD0)%'O+20
9"&,I!N,Q(,#/,+R! MV_ES# PWPL@R85*6\3= @E:&Q*3P1#-6^ER;28N1'
9%*DBY8G5R8],#738#.1=U!4?++#];]#^V9>&J!-F6#G(IZ-A:Z*"^(RCP04 M9*HIC4;43JU?
AN5ULZ*JI)\R8.,A-DL"G#"^[BD3'7/2$IL9'E.:*1(\>LE& MN]+K+$GG:E_T/$5QB%I?6[H5"
[6;W:G<7ES.;R]^]],R=[I?&B1\\M^:0MVS M_&'<'\;^IV;VSGRS.AF>PM?IY1<8?(;?1\/I%1HR7(-T.A-
@*!!$ M9YLYSR(EK[IDU1S'CTNF3111L>BY-70D!?2"4"JXX(BT5I1NWIIX'5%HZ-![
M#R[!XUN,#EA4D/S@/%I;&36+E=NB?S>Z&?>B0OX[@6A3&7=E/,.O&,I.&X?PBLZ5[PRXN2JQ?O
MOGG[Z^5%O()T,X!1/O;C\3=$WG1W&.4BNQ9%NRM_=J5BW7A3IKJ/CE8ITUY#JOA3I+DQI]KB7"DX#
MY3+7AEE) K?1X_M@4]JY]2NQ[L4<''%A'RIVD&PWA+,_*#N;YBSI)PY.3A*88
MB\T;B"UUC=0(RKFC'72]>8IB;\HZUM+/DWRC5L+M('WPOO/<8UD:G3@G47]# MAYK"I9EDT)FB
,PG*USM+LWWG[_7F4;2W!CB7:LW=ND$^%!YP*)HS*(!)Z(MY<408MFF'+.QM(O*W4$I?D,I+\T>
]20X=.K'8S_M?X:6@: GGU,QZ/,\QHX# M/-Y*Y9P1)$7TY22+'(]U:@FU:-
JEZ*WBW2:X=!K@0:XG[9DA.E%3ZEO*E,.8 MB-84V1^94:[;1EM[$>!91\>K!'C6D>JN
SRE_.G<#S_._!85&(B"UT=99J,; M]%O*M&OGDLQ,||Q7FR#]0EG?]P?N4^AF+:V-
VDJO@[$<"=2S((PCEZ=+'$_"^",IRA[YY,U#7*HQ||=+LE MLQN+?51#9I6[5_SNO]X#
(CV>^,J6M$CERM0$19Q!#]TR%V42%*(--91W_Z&O M4'D;RZSS!I+-?I(,4Z 3\L/VD-
V+9VMVCMT$X%OLX>LB%QK+BS1RKLR>:#,+".G&NW+RE-,L71=1,
(6MP:*TE)^TZCKFI0AZW'*TFS>WUDW4FA0 ND<2X)A)72*P+Z$$H*X5VB@NZ
M6C;_:^@GVTJY[>6WK7ZR*1BD4_;$&U-&E5J%1HO4)(K ?4R9UY^#N.\I1FWL MN-8R[J#5P)+
[]%50_:@I1FMI;+7TDDW$O;T4(QHX]8!,UQYP:PJX/P45'6'. M.A>DM*9ZFNV^IQAUP(%U1+R=%".:9:
0*'&4XU[G%9Y&5B2BP"J(D@M7?9+S M4Q1[DV*TEGY>3C%:1[@=)*%
<0+Q!.$UYSCS\GA(PX*6]G@0BLS0D"".(\-%' MS54&J#X-_C&(@U!V.]%NO56TDX$%)06)MN1(!I:
(*_WRF !M/-)0FI6BY6OH M_76TBF[#@7HB[R!Z]Q]^W"_&[+F?SDXS8;2VZ&B0Q /BR1IPI8DB,NLD !-
" MU];S'V,X%!N_E6PKMI-:A.?6>5T!44>V_5,TN['KVVGI&96W$'$'&_\"9,Q3
MR*4@.\IRT0LEOTYY09)TP@3+DJ\^ZWM;2G_!CN]:Y^M(M@-=SZV.L\\P'O8_ M7DW?]8=^&/$$*A
O1GG_2P#4G M644-%JS5H7;^<2O VS<2VFI\L9&X!75UX#S\ZB=P#XW7*J-YBR+(HIBW&ET9 ME S*
3PU.F4)J3)Y'B)X]6QH(= .MI)WOC]N*KM__?;]RW_KPQ@?7.])JH*FA/"K<+[FQY9W+ M)#C
-9@0%;K<+-+:I9%[P*T7S-_]H]8:6NJ24B?#3S?322,!/C]_0^ @DN%$ M)
(K0>+F+]3P30;FB4EBG'X_@J$>@IW"V;]UTJ,AEE&FIA0Z,W#!;)\\>+V9$[H(=ZTB^ U:<#*Y\\9]N+X&=
M-=0D1YP'B:A"R=E/ABB5G/61:9]KW[DN1K*+W+I:VAI5%W5'31^>9)$$FFPR MPA
*V1%I2NEKTH$PYED.$ND?:D=07LZOJY8VM,KJ=IA#5FV=,3NE=9DD2)4L M@W\3089Z(A@O*4+",
[^+]*@J*4 B9*6:(2;OJ2"S)QDX6,6(@*LUH=JLQ84&Z">RW<5W-OHNK#Y"F(Q;&5,Q!IH MK A/0L1E
"XC4DJSHIVV&U@/^*9;J+GU$O(M*UT ;UYPOR;Z!]7368.@R5'"DD [50?
T$6QT!"T!R$(AK6P5],LKSFND\#DK M6"J,-P)/>>&!>.4\GOPY&><%NC>F\A;Z? I?
G52U%5:UHU2U*NMS-"2)5G2I MW4,_-S-!0@!.T)](@0;NE=EV-M:V,X\2XSF&,IH;<,>0-GB': <@*.7&
(VD MCXO*28,10YZ@V/EFYS=R9MD;=!QCW1ZD? MYT,;OL_XZ)D 3JF2I^0D,K=
[\\M[S#T/O&TNT\QX0 MLQ&::!F*B.:@A5*JKH(FMDS4QM.[3%)ES(O:X:-]'E!:L=7ANM+MO G,O4&Y
M)3F5OI?D-)=U$\?F_W^1Z-F+DY MOX[&X]&7$@STG_
GTV\]F]!'CUJ18O$B5EMFQ,6(UAX#:S)PGVNWA%H'WV$P MI3.-=%":]'#]:)7V)Q>?
QN#3V?"^D\)Z*F8?$T<)>#18I.&:>#!H([.D111! M(^I.]Y/EV Z#-9UHHH-4XT7L_F-X,X%TR^GCT?

*5U?]KLD@!W@P5[*8$(IA3W*
M\"=K#5QI>6_H2P*:VR6U1M);PSV,#BU'5U5S/.J.MS;)ZU8L<)]4UNF(KI< M@N?W!SUS?*
AU,Y4\Y1>9I=SURVCFB5.B;>:(>!B\"NF2/14 M2A]]V7^[9-7>S5W?-
IDV4<13#MG=SEVG@8("HC+I<2LW-98]ACA3&O-N4GV M<5>O@Y^[OA,>K:V,ITQR.QV['FBPE*'_P-*
!;())J@=A])LI:$)X;'D.GA]S^_MC5W?!8_65L6"T%^[H!M9WTKEF12QA=O"+2*
25!4DZ0_%J5#97SSH^U_1J[MOA,>K:N!3QJ'4,^NAZ-I_W_XXO8SV9SI?*
N36&)='\9PW;^Y[@46I45#C62@ M!HO@(2<4#Z141 FH+]0^[[P15"OFSC=R'X!.RI'G/\8^AEB2(^*
*'@V;/,N3 MR>3&#R,U%JD2%3P@2>N%*RIJ*,$C#>^VS*E(/:21(M(1\&L[:I MMP6\VSC.W6RI#\$?*
CS[#T.-..D]&>M?_"NGXRH_EA!9?]13F8-BHL]]W43I6M +2+%Q^/H9K)>CJ1^4&M:QOT5I2PJ3 M#
*(90]2Q*PYLR6"<3K67)K @'*>0^0'WWG[MOQ_?-_W4GWZ;W]5)2-*
1#B@@1J2IY=L0J$0@-8#.++FJZFI6[YH,/CA!U1;V M%ZU+A1?
*%ON^7I;U!NWSX<9:ET]/!4.%C*94&@:Y;E"0D%DCDUC$C@)O898G- M2_A>-WTZU\@"^FP<(GX.*
*[/=&"6=Y1O*SF^EDZH<)8?+@TJJ:9!53:.%)\)X3;*ML2%4#H\UK;GM*!"H'6 M$Y>ZE-*
*PT\]Z<(]3KI+4#8Z!^REH*E)#FM77R^#,NA4:"%I!B|*
*ZAF55K=S9BP1,XAT:$=O)>P(6*_4EN4WL>P.,> M%Z=C)E25C,*H [*4=0I(5& MS-/$00]9,H-*
+9]DQ(AUGR.:D24+GFUJ(2;-MN"S+$1X&:3K4R@(2M M18 T>8?"=*
GWPL3.$/^040^WBGZ5@#H,:=62] M@ 6MLWKO(_N^QT$$W/I2SS(O*6YI1&N-AI#R"#/G3$S2@?
$,E+K:I\MS> Z/ M"ZTDOH .\Q#IO_SR2$(_,_F!\WWBP3.*
(?]4_OO'^0;@8PRK>HWW[]!,,,)O(&I[P\F#V%-^M>?!O!2
M@'2ES_WE#OG#%#]3>=73\0@G9VE)=5#/X4UE>FOX]#D832/_X&3\<[KXYPI?BZ_3M*
MH.D@B^\P?"Q?=-)+K4 5 +B]Q4R)S"5SI4Q7\L(X)KDHS31JVZ3[/JMT'=VN
*M,JMT'1EW4&"ZI/_:*JA^U%FE:VELM3F5FXA[>V2@*H PS!/)'1#I>2#!44JR*
MDB'S&&QZG)/ZJDBPR:S2#CBPCI2[T/W31H56@$C2-.F 1$%6GJ'6I+!!,^C*
MI+Q^*\T]GE6ZCGY>GE6ZCG [:!OQQ+0.TYY(+'&G+9YM =UG% MY=GQOY^]>_?V_.3TM_.W%Y?
G)\>7;]\TW_[C].3R8O8+'RY/\'>/3M_||^C\ M_.CT\N+4C\?-
*U5Z+N&5E!)4BG%W*I5(L].+*CZ%TM"MG4N&;G[TPX]+GM.EF M\>WN5^;]T(Z^^'&ZX[JB,CB!Y*
8/=-8[UL7$";."12N4\=4KBMJC;MVT<1ZX M/LLO8IDL
*S.+,CEJ3"RS&K+"/R2C!G=WQ8C1,4AGJ.'59UA4 [^M:.Z66?ID MV.Q.E+WKC MMC*OZ ,\;JV]"HQM- ?*
O.A+<0OB/U=="8=XKOTIEJ)?51#9A5#<$\;Y NP)H+0)3F%(Q | SR4)L(!LHCHVZ/O M5D-
YRQODOPKE;2RS#L)?_X'^-_K;L_L?YH7.G!(#TI:F?8H$IRQQ.7B9C9' M:L^GNO?X'],.:JN'#L)@1-
!$+6Y6RCR<2RE M(RUT<(GZ,M3++Z/;B8C4>\N8(EPG-#:=+J:*<<1$3E6,4@D'6R?,=WB'39C-
MM+"3':9I6C@'JSU3COMRK^LR.JB1$8M>"8D.MUNK'(NL>N!W'8 '3IH--=&! M9?
EAX(=E@F)SW,:D&"3I"/=EQ(SEAC@7,C$JLFR22S353L2Z__P?V]W86!,= M#(>XQ7+[-JR
IB.'XR&2W7@%BCX98H4)1.)&2$*. MFG#)J79>6"IJ-R39AI)?\#JZTO$ZTJRHVZ;U$MHFEU>CFXD?
*II+G=7G5'T\! MA@7A_/!10J? 8AG;5R9-!B5^QK]>*CMG^@MU'$J#,I5G05 M[F8*O[\\N0$AX_(.680+1*
*/BQ?9S-=='!#+/-!7&W MC&%Z]-JLLJ:.7*4NUK,;AZL%35:+Q6Q?Q]N+^+5;F_#6,!DS T/9W+PNJ@(?*
*G:=V'/ OJ+2Q45 MUL&N]/;ZTV#T#:"!=O:IB.KV8L8AG76VA*72B)S%,G4P2<*UD9I:=&,LK\RD*
MI6#^8E$E175P@]8 .H=/-^-X562!RSZ':7\,Z7YC\D96DQYDH;/@BH)C$B5 M)?$YX]Z93) 4_ZY$]=R.-?
#M(<\ZK]I2GE=I(2LA+5I9][35N:4HB%.ND"D M,24D#8$DR0(U5&;K]_OKP[O+YI54EWML/1=
[.XH3&8MT+G(F<482$QDR M+MN5%N@T6Q8\U?
*EQILB+$<[;S_YA:%!#MEV<7)M*X_2FB/DL'Z74GS5+G^V0 M1S?3J]&X# ?K,>8%IV7ZH&)X*-*
*GQ(+G1% FA5;9;2TGK<9RML?4*E19-YJP M)3W7WJUPU\RC\77I7=$X%=^%1;.3+%M),N,H+)W0IW*
?0J)+P!,"O>@"Y[MPH^U4.JPX#1_JFON@%58UGG_8]7T\G=BL[R91F=B-. M%"R7*
*1T0P,W6H9'HE8E$F2029T%Q:;='S&4P_^)F-27ND['W]K]OFL%KMPV' M)F?3*QA?*
7OGA+!HS^6ULN@(@D!#1@AM1>)P[/ M6[])JK2VU\SPO>9!!^D?VUKG/Z&\|.C:SX:<-C[\XZ?P?
*<1CX66GJ>CJ:_B>4T3*CC\,2N+G[I-D_>KPE]53B669OB=6L9$<[3IPL/3&, M#-0I(W*
+ZNKZ<]N+/00^OPZF/'U%6D]<[FSAL]/XW6@_U;Y/5;FUG, I@CZ M<$"DD S7[3/14:;L44'
*<6QQ?]^+A2O\ZV7HE!-/WX"-!T4W\EN47?-=ADUR M?>) 1%2*R,PD<4+B.28"*
*<)$0MXHKF5///>7'"H97D_I MPUSEZ*0%;:K/7*R)?\M'2;U7LY;GWU:GKSC^^W(4@_&88V*>6(!2R.<-*
NE;H M9#'FD90:XI-KME>SB:P9#]M6";V*HZN1S=#?+6\25F7D=?6EK3.HJKQ 8 MN@&&:?*
ETNF/MH$TW"WOMV]<^RG0MLG1@(JT8]LGH;UB3$Q%&9R(MS21H"R1%
*MS[,'+8*HG;ZT2>AMC[SE%\,$3#.M4S)$0*
*GMAD")T\X2)E**VF4JJC:$YB4P[?"=]*>GU@;@=)Q+W/3S":6D*+TH^B&#X#NZ+O;M\&;M(A6U%CE]^-*
=E4(M'EY>4ECGKK.7G>' 2. !S21SN"B?.EH+W0,(5*N5>T^8)TLY" (NU/M=A6% MV&11:*
*;WQ\TOWX8BF0/K9";*EMLGGC/Q ;_R6<0@O/0QF7VAZ6/P/RPU6VEQ*
*M;S+)%YX(1Q_CN'C@T"'7#MKKI"CAD/%XB.6BB**$1S3C\5QR)% ;B?',4 LN>UK;[-W*PEX[V?=/*
*M^Z\IW6]QW,]S*DW2B2A30K(J>A(,+EE1\.@,2 ^RMNW\.N)^MVC_6<8@XQY9*
MZO4;#PJ?"F_ZDS(']68,WXF=P8+V7I,D6.GPA3+TFB!,O6"!D%!U [MK CM MAPDE=JFR#M[TXX&?*
3,[R'.W9N,%Z6V]] ?%FC&J"R;$?#"#]^NUV5?-?G/2H MEBZ4Z>M6E?
$T5AF$[Q6Z\RPS"")XZRHSKB7D[3.Q$RJ,=J:'#D'"^&__0KC MV)_AS'NT-*
*]_^!USN2_*B5$KB=$IXREI&+%>:Z*3T\:9$*C>"OE> OH#4:ZJ MSI8&_/[EET>2Q#W[S^8'S?*
>+I,XA_U3^^\?YR7>I?OGRY6_C_C7^&UP^P/1O M<73]2R/6X[/??S\[O;@\._[WLW?OWIZ?
*G/YV_O;B\OSD^/+MF^;;?YR>7%[_M?N'#Y0G^[M'IFW\>G9\?G>*WYTV-1_F>$7<4I_W/_>FW-*
S#U_<'DX9HF?;0_M7FRCO@54O[Q)[:$TY] >L')_Y =?IS!,D'[>42SCSD8042"1@9%(T0^5067D
*MLW1$FV28YLJJI/8E//$==>L84+4NWA*RE@P=L*@RFEB"EP07%"2N.2O&.77* MUQ9?+?*
5MW4\ECNU9-=AZ9/PSDZ4O3J^@;MOCH93 MW!;>#AHDN,7"Q_)%U<%D%](E8TC5'-:9CY8/'"YS(LP;
*[VG@)LG:N4.'-9AL M+08\-YAL'4UT/ZMJ%30_RF"RM33S_-"J3<3:O;*5YAEM-$:42Z$D$&IB:U-*

*5[Y!NKL9CJ9^F$J&2JCP>#=:%Q^_MV*/!@S'>$64E1S'A'R%I08P
S9F)WH:]*7MZ=B6O,OK:RF;=/2'VF^:ST&!/ MR. XQQ?
5XYM/I,Z"X.YM\.7%_3U8D9W9F_:HRQ;QBLA=D5W=$7X#:NQB]M & M^;%61V,40W?#E'FJ0EL2@":2,
[60('$#>]/Y:A\RGP^8[VWIL4\5L?,EH5@S M]*)!"T#)$D)'G?6/\@F7\Q?@]H,<^]42< M+^DN??
=N29'2J'4RA'$GRIT]$.NL)*GT::%)&:$[R<.NNXR_&+\']-C#Y-FG
M9IJ5@LHH&&'X'R(E;RPT013G7J";9.!Q+^:=_T%"W[]4OV/69+7L-0#0"E\
MOQR5;ST5M@KI68_R/4HFWZ>;_I*V*QX$FA(6T>DQV4' " \I(P;5-RGMDP;K_*O
M%V:_B+2''MF**^Z9* +72A!<;B+2X/%MN;?$6VX26!]#JCZ-;SM+>T4OR998 MNIN7:BV*
[=6,\%5JA!XN-1IENB';?IOJ+>^O M-ZKM&[4C]NWB?'IIJ0MB0L^N-[@@%
<.]PYF2O.N%*KW^<5/Q6:7L.$UAZ]=% ME=?XU_O5]?O5)>EV$:1\:;T+PE#/KM=1Q;-
P0'QJIFH8/*694\1*K6S.5L3' MDTYW_Y*MN<:_7K*N7[(N2;??
<=%GEYFEHCZ5&0&,!SRP32:!>D6RM%%):[/- M>YSOL/HKM8\QU.?Y%Y.C5"'A(BV*P?
W=>ZZ(2TSB_U :Y;YU>6BWXE>T!>Y' M^&B+!-NGJ\Z]OK63R0O+^NM%V3%5NCKNP\M+#&N?
B>=05(S?/QX-FZ7>^,$E MC*]Y+WL3C+>6*!,4+EDY$HR4A"61(V,"U]U)D'6[RWQ%;TM7=*W5'&Y+7-
NG M1IR;'K7+),%Z0GET)L 0)QMHOXXZ8 MN=]WBR>XLOYPTH^S]FC@%*>E=X?
C4I>D/DV"@%"J75(<6>]C)_.4W_WNKS$<+U]&@Y)TGR:&_)T$F$DHR8O 00)J4,MVWC-"-
M%_O7^[*7M*K8N*M*C]G[RQNFT]'TX>KGB6LLVIQQ;R#6*CSHLZ?$E1!Q,AYP
M#Z$)_(JS);8!]X>A_IXR8.E(W?UNUG0U&B#8R6S*U+[T:EH(:A];-;TLO?WI MU 0N:\=C($IG-
'L8U<0S:T@*0K$<7,K5Q]BW1[U'G9HBDXX'0R@OK>(,4&(-
ME.YM(*F&C%M$]:NS'[!3TSHL[;!3TQK*WLM.388*AGZ\(98V%[VIC!2)D3"3 M$W7<&Y-
K1WL/K%/3.@QXKE/3.IKHOGG/*FA^E$Y-:VGF^2X^FXBU>V5KP;E' MIA+*=)GFXG$O]1KW4J
^:;#!50\^[UNGIHHZ7D>:M3LU77X975Z-;B;HL92P M].55?SP%&!:$\PY$UF=-H91)L=*2ZJ
KDJPQ$EPDE.A@V'V<6EFT MNR?$/M'\>T/W\M/)T6=TMXNQALMJBA9Z- BC7,XDB("OK\N>N*P"B6"-
Q*71 MQ/?FZN>%M;PBJE?D6BWZUR3*/M4DWZ[K**6XP7^'-]&HT+O-7>HPQF0+- MN,EP322-
BKA0)J@'8,[K;*6HWE&ZN^7\]1KL$5WV, U@X1A@S]!0HY9HYT7I MN8(VO_&>Y"2 !@ \CO>M)
<@AMSG;"?,KT6.?,J%GEPPGP\ET?-,$L,ZF5S"^
MO/+#A8OM10/4)9E(#B83B5X3"4GA7R%S$:B0CN_-0;#FVOYZ-_:52'M8&[6H M#99V0B?
E%)$YHOT74>1!.4%0Z%K@7W6$K=<8_L!=TG9Y1+2EQQ[FBBUJ=6@< MY&R]
(C&5EYAK2ZQ!BT]8D)G9G/CC9):=,_Z0.V'NDO%MZ='!&,;NSK+Y8B%]
M7ZK25%D%CO@$@!Y/1ON/2DMX*:UW-GA!M]X?I=[R_GI#]IA.2W/$]C"6*IU0 M#*PK"9UX!G(52:
,K3[N WI0+*]X-Y<&*\52]SL/[TE12$E('$Y@7U+R7L*W MC]EY:\ET?Q+UG/,T:L-
(,&4ZC4F)6"\BX;FD5MN \MT;Y^3]_B7J*6#41-RS
M:!EL+Z/4Q#)+B3;4,\;*X(;X5Z+>5EG:7:+>.LK>ET2]DR%N=W Q]=/F<]^7 M?U 67?)5LM.XDF2)!&
[0FJ"..&'+?&*.*Y$,UU7[W7\&SNM/XUN+'Z-N]-3! M!>(2:/,$F57
=93D]RRPW>3\55/C:O1HH8.M$T7HR-&[\/!UVY4O0."O) ON!M^K"/Z#GAQ/)I,<7?U
[@=86B24(:57IX2-VGT M_B1Q5BC<+J763A@(LG;&^!,0VP]>5%32J*:$N\BZ@L%@5N[VNQ__"5/\>NX/
MS?&Q$,N $B!@:6&||<1;I8E,%IRR-C%?/3#V J9#(D15^7>P)?P&0QC[>([M2G/7')?
^&1Z"!*'0\M>*>"5Q1[2E[!>!$Q,5DR*;F&+MY(J5@!T24^IKHH/, MG:-
/|SN0%IOH7)=YW?'9Z>7+ZV]O3XY.W%RTCI"]\:L6XYCKX*T4C
MWX\FD]+Y!||:&,8^3.ZH!"$PFY%*B3E/I/>>6.DEB12R53YY5?VT7XZF[6;T MY)-
GWC]8SUGI;RNIQRTR(Z$=99:4)8),BOE4>_-9C&1;<;U*^GZ\=500[ZZ# M;Y/QM/<>9?
ZQV>R.>F)G_OKMU)>7%\]!:E-PSE70@0>)V* V4AMTV$.HL9 Z1Q]AM%&@+3'GACGL/B+*.
M%FK;'T=3_.$0ODW>P??;6(>.4.2II)%4?I!9^)]#B0Z"5%)3KT6*]D;"SY\
M^W<+U20_JBBVVC[#I?]:#L%RL_[=RM$,K+2:0, %2E">^,0C25:JS!25R:F5
MM/CTLP]$B2V%5CE0@W9JNHG3L_$%C#_WXRQ"X3DHD17B:1HZ92F)32R1D(U+ M(>L0XTH&X
M!FD7//@#SKHI8*Q:ZW\-3NFS-$4WF/%X%5,5([%(@VP_%MM?1 M4X57$G W+_D"<,%KFWR0Q'&!)#
<1P8%@Q--D]'7D M6MNX^@"C3P.X&.5I^?\O?@QSG+<8OZ>_05+2)<)]F02!>@2>1 P7O$:-| M\
<)^G0=N-\A323>CC@7;05XA'F,1AM-9#?UY?_+GK]]^Q3/MZMJ/_VSH+J/G M:*5$DILPLW>66.H32?
@2Q P0*;T]E_$E3 =P['4R(Y($F4;T"=!&0[4<0ZNKK<0)]:V%OQ_HH-VP-\[64(`.PQ N-QZITI7V_ M!<)\""
(%J66JG:O^#)S#MCDV$GH'O9.>0+MWW[H*M&U9&KM*"]NNPI>HT5+^ MVS
M[D$,*E+GM"+!J5)4D4J61 S$1:8,0YC:U*^"VS(UUCI*O?=OT?C3\6$8E?
[@9QRL_@>/1]75_6G+03X9Q#+[TD9G]M^==CLK*,N]< M4B)U,\;0E]PJ*RQG4HC'(U:7A+96?
^:N;Z=:UQ9T*>,.[,RG"+^/UOX=_[R^ MN3ZZ'MT,I[.?3R'U(&GA,V=$JF)E,6F(3X*1@'\PZ:0Q0=7>-
=8%^>I9M!WU M='#DO"FR+A5X9:INN&ER^ 9^^/;ZTV#T#<9O^A/D??FN'W^[_TNS9?2,]3F[
M!.B]42 20BI!98=.&*=9*ZTH]SW:J1WB@V':%A57,:.NV6UOV^0=#WS_>O(. M\:3W_<89S-)''@,GS*
U)Q-P8B/*1^9H,S,L1K9:_OS21[QZ_5>48 ==Y1^E
MCKSQU_XC3)KJ84CS@=TYNB1MP!T.P4FA<*\##6A+B00N9Z-D[0[+Z-Z];3H M2 $=7,3,*\I+"]/W\-
$/+F ZG1573GI12('_(I3+Z)*)'C5QPF1B=.:!1YI, M]>/D&3@'0XI:(J\8)YN;W0_(.MO-
SF\&I:WM._]YA#L<'G,P3'YX.PJ=2L70 M D=7/YDR'H^C?X<"(.C]&Z]XHOKQ-(FE+LZZSW[U=-
B&S"LVY9[!_5ZTT:XI;8-92@GM&T#YE F-PDH=&5?: M4+X:3S8#<"!DV8+T.VA&O1#V4K"AU!^R6,J?-
$J'?U)A"@K].E!6L*L1O)+ M%HC'G9.H1'D&(YF6M:_[-@9[.-
S:BKJ>\LQUXS%=C&X^7DUG]CIHXQACR'Q> M)A X/'F#SY1DS7((,0CJW58O,
MU+/!)\T@$@C@T#ICM#AVF3!GI541;))Y$XMXP;->O=:[D.D"G;-$49'13R$4C:O2M-.-
*NHC[94SM!H3&=&RAS$JU=_'?$N4'B[>.@C M0LY&O/C!.7P:?/MUW(<\.]G>W,"[T6
P^M)T[YQ\P6\./S8_[WE&T:Z.F2CP MZ,1G*T@SZMLH']#!9U[:G'3UE!>/4=VH)$%A&H=B'URDXV(RS?
P=&,]$14U MC$=BJ#!$LIR(C1:WMY"5MHQ)H3I/2+N'Y]5SIKK0%S"B==SUMQM?AA !G(7! M?/>;'-
^,QXCO@9G<8TH"BSH0JFS3#L00FQ.>@"I9K0(W7M?./5H5V\$PI1-E M+&"-

ZJ@/ZOG;]T>7;]]\.#J__+\Z/3BZ/C9@A2BR:H+WUDI0ZH:R&OU/[T M' :EX6T3U[A$O4]\G(.?
4RE$!R)P(%QI2:2-):DD&G0Y4F+&HHQX{0WY)4SU M!BDM>=+DUV\/?M)<7_JHK1!.$4H-
*)5(Y0,.;*O2X4BZ74Q!%]9E3FP#=5B/5 MJLQ9/OZH*Q7MNMMJ K3ERHW76]S!I[/&*
(LXA>&/Q]-4)M^TD%7&XCY/H7C[/)&!]JIVELBPXO5,+MC@WK
MR+QC%MSV_=,)C0!%B7(R$ND#^KO:*&(,GH$"%RQ%[7NPIRBV'X9LJYMG5+V!
*M8"O:&*5GT=F78NM<]3_-9ETR&EE2N21@)"(SKM IRHD 39,WUIFTDH9?Z,WU*
MX&';QFTDW/EMGS?@=P.J5T!2L5F?(\>O_T6?"T4L4B=+:18N>/>8T@R::\# MLT24]O(R1'1<$F/X1U*
^A.P,K!3.W0>%/M-=KQM]KB.\;B8ES)S1DV&D"FA=X'JD$Y&4&RAB0@C1.N>S?
70S^.QLA$:VD_70(0AM1U:X8 MO[MU+FVUKZ]'PXOI/[9S%NLQ+1K/EY?@ (HWGQ,ED"-=**
*M>9$U1+NI]"^T0ESMB;LUG*I=H'0GY:54J'Z#^_;H_/3D]+>+#V_/+_[MZ/SM MK2DRRF_]N-*
*0K3W"'!MR,Z^Q'7\J8_N$%1MKCB;?W,2G? ====>Z9+X\:/GC[QC M*C6!F:*
9H;8T4#,A$J>#)JEDPZ.]'L"E50[3-5R?ES#5NR1>\J1?O\U>K>..! MG\P;1LG@LF?,$,THOK
Z^(3*'R=$K[+UCNF:GN &\#?1<-I/947]SW !\6:,JH+)VZ]Q<(/O]3L4>IE0?#-M\G2>"N/7;XL_M8&8-*
*&E!&)DN4L S]ZA2(M2F2)&/F$*2VU1-W.US.[AWECICX>$CUGC"B@Z#: M8F2G_OJVC](J^#J*O[^$;3?*
1^+TAPTHD;:G)73#."@4QE0%TV:&%K&0DGC)- M#/IB,6D6J:K=HF@W3'LAT/]JB;:.
CL@V+SI#30.V"Q9?^Z&E[F&P!@G,6JT M?FP(I2LL(UYK+I1+T>C:+?.6@MF^\UM7;Z,NA-
Y%B[0K/YR.KIM7X@\4\>3# MQ1]WTT>#4WC\DVQ+MRVN.?%"E+:$6H.1Y7 .C!&U!-_)3>)D.NY' M-*
!0;NC;HSB_^N!U$!4)''SC1!EDK+8)SJI2 92^-990]:191X5+Q&4 'QHMZ MPN\@
>6TB=J.KJ%4>O1,M(P'=(]5A))I19&F6E(2<'E4I114K)V(_P#]C7? M:0!A<^%V<"[\$_H?
KW!I1Y]A[#_";0^U)P';)N;78SDDK4"37%8L:2K-AC,C MC// LI._ER'M0 >&%.Z4TX'I\E"L'-
*Q/$%\UR^G%Z.WR42TO)'J1+*2W$NS M)TP[894T&8_%;7#J9:@_ KLJ*ZR#LVG)2[$,>*
(\E:P5WD<04RJ6CX;BW"DL, M,T"Y5^SY!/F>]8RB#\"KRHIJ(/NG*
*MOMWK4Q^S!4L*4#&B:"P0ET%T#FJ5+ M$H0/M8%/!\:#(_#$T^O4?O)&F@$J;.DPJZD%VEI(.6$>>*
[=T1K M/-=,#D1I,"4^D-$B#\AG=/7PP!-"/>[+NNMKSO?UDQA:(II=6UK/@&M<3^@*
*MON1U*X(.C2<>G@ZR=TK6MDL..GMB^R3=8F+%.F39Q37W*OC^2JS8!1G6O>_> M1).[8%R4-*
*"J'GHM.6I5:]%*5CCX,]<$DEQ1(5_LZXX=+K.B4:.LHL'H-R.)K MN\G1,*%@\FA*
[8<1[GYV[]870%GA#."1P)HA:9:X(!6A2N%!(9-;K7N^YMC MV,,[U+64.=J^)CJX),*HU2Y8-*
+4!30<)3A+\FR(9%(\)NY#[4Y?KRDS M9Q.NU!5Z%_=F?
ERZ'GZG9J329T^2B;A$"D%S#$2#$A!D_%9U<[%>0#@P+2^ MN7 [N+EJ>>#.A]3QK$3BTI;&1X)*
*(AYM7<$$0(80300"7;,^"2KL:,K@7L9#M M*WU[Y7+O3DZ/3H]/CMZ?G%YU$[Z*_QWYR]?:_;_J?*
_:#,.QFFBZO1>%JFS9X,/\/LHOE7/R@G^*1% MF'R["O%S'3<:7R"]NS?@[NUB7."^;!TZ!\81:1SZ
M"HX$G!/MMEXQX!U%]M]&6#[:;)A>L\]>O3 >5F.M59$ZXEAC*$,HB">FT@B*
MA,0,=33$VGU\5H"UK:!U=WQY.B"VKB[V)=S\KC_$M[KO!R=#W$YNFB%23;]$ M!5Y[4;
*(++9YYZNL):.8K0UU[&;>&X5@HSV3+O[SEB9 M(_@#&$^62*ISL1F-."IL]9S@)1X[:2__6?J"_'@O2?*
J.DKM@!_7/PV^@SC M82.8^>"+AZ?+;5E/IM[J1(D601$IC">.*THXUU#&8@3):I-O56S;=\)WQX#1*
*M%M37073XCXO+,H/Q9OSM"3*EDXF11@)-=T/C!2Y?>+1\%:7:4R-B[8O_Y6A^*
*M:"I545$'>]3AN50/8$JLN\@[+P(U^U+L *RC@S[Y:AV8Z;7T=X*E&@A^BUM&+?5K5ER*
*MRZ4DPM!0FM\:XHQIHL^"2FD=R-IFS+9)\8)%O&U.K"/Q#KCP,'Q\>Z*9Z).@ MK-*
R'YM)85T3B1#8D6\,RY52DZG?2"X%LW]ZHI:G' Q%;B[D#JW/!3<$M,I&H MXEH!T=PD(@,
L=)9$AB+W-"8G*EM=2Y' .E3D,LJTU$('!O+C M_S1:7^-UES__T
Z'DVFI:A]TJ.EK9OB!:]SI>$;D&"9)YKIJ#P8ZE/U,H,U M,6Z?
2MO+].A47UWP:Q3[SUN0_^Q/KT8WTZ/!8/2E>"3X[>,QI/ZT&<=^(Q%9F"#0?Q%1UB9B5XLY
*M:,;N!0.ZJ,A:*KB'R^WY0+GS-)+L!"#.'$@(.1)\]WCB@J$HJS-U16P'3;PN*
M]+/T(F/G6/ECS]Y%N,).F:>LB Y MQ=(9I^3+T,0(2)^7KS[DI[!L;]S\U[=Y>(M4%;4^-
@F6&F5P6U4%L-3RD@"#98DD,(QAANKJ5W0\QR>785/:ZC[2;9W);%W
M8!3=8<.%XZKCM.2LS'WH5;!U%!9]#M=NHJ#UM+B4'I54L&V:^ 2:.>J(B:5O MGE2.6.\, 4J-
*1)O/B__;WI7UMI$,V#.DF#4,+U8VIK^IJNFNH^NK5+LRU[]Y[$ED'L6Q&TG^T5$];H^JBKCP9^G**4(J9*
_]VT0_3Q;SZGR@MN(!*>E8$6 M^B&9"4^>H^US'7RC;I\]DV6W*
C@#UZ&>@"O>Y)N!FGNBZY"6O#L-0%4<%+T5 M2/\CHRLI:M25E"L/DMX.SB7<=[BVI/
;$.DY[D9,.B*R--:F#$HU:J$]+=7O M&"[=I^;;"+>BQF-
I_!_7/WZ^2I2)50VG@@>2NF+,1#5>OW.G*XD^-%!4NN@H/-Q-/Q!.*2MX2H&06R< MU99$(%Y%*
*(-0HYXS*F?/J$U16R[]F?1XJS0X^R*^75Y$YJTHRRR4.Z/TQC"M, MF8-@K#'"9K5[-E*[#_+KY6M6X*
NE5M%[6B+XY>.5 V$BYP5Q8$26?D:;(1,6 M0#%MG=^=?FZGMU\^GH/>6DJMXHW"&XO+X8)__O+,
W\8@O(5%)#'2=1 M6XE[NY'$<1^)@)""#4R+]&0XYA8NO;LMF;X6@AL?:=!7[,)U!3-N)^#NX.OPJ
;Z.TN+[L!TG-5Y7HWO-I8(ZNFA;VH=3"6;!,$V21%=1JJ"(TR")#C0F
M"RS@.786YK(G57Y<:VFCA4Z&G?X7AO54#B^=J#6"%C_"?6Z^GPV_+2V,CH(X#=\+J6F,/M2 M/
O6059$YEA<8HI!C:(8U%CP(@@7P-2VDQUPSMM'>9'0^_!>URM,#:#UY9D< MNUY?
385[[P,=)O\^7)$UB)+Q@,!P^^*.$BFH),%;343R/+NH0U#ZM9M&>P>D M<\MH(_8.+&
(5U#\#N3CE'$V9&P[$Y$(W9(/ 4\XZDK4P"9@#+FH?)7M!G8"[M\5(5CKJ4?
*^5*_MN28X/QG1]/'PKA^>Q#R ($<&=(,H7J.;),7$J11)D#I\%9*
MEAOU5>^IY6U;^PS\B"IB?:YF=8B:O\#=_3A^\Q.XN![#K&SY%.+"TIN K%C M;PRL_]+^X3H<]:6*
RE7^YF"ERM0KEH@2'/?%&"4>F4D1FJF4P7%M5"-.K].V MDAVW
*(YD)&WD7GO^T.5@>'T#CWCM!M/[M6DF*D0+T6>B=/&>G.+$,F.(\32'*
*M2)563UF;ME1&]JW4;XVD(^V,NA)M14]A!NYWU-5&;,NB.]&,H,>C%<*P:4D*
MB9=X=@8FC962X1%&^E]WTIGI_>JHNV2FN"1F_0I%T?IW6!2^ECNQ_-^FSE?*
M;T@J2W#$\AR(U(:AF6),%347BE&F0=1.=[>$> 9^9A_*>6Y+ND=;6I:@&P#N
MFJ&G=@CL_1T80(O-[<#]'?<36P!/!C.O4D&0W)IB63,$SQ_.:&,6XOAOY-0 MNU7T1 RN*77/2=I;&*

*[7U[AP+D9S(.A)(A0B!4T?P$1[ED2 JP61^VC!U\LYQ M3YIJY2BW$7,'A;M5+U#A5_R4ER7&*TYE4;5A.*
*(,/ZH4J7=A5A=VH$'T?EC?W-8I1>4$9&*G4A6F5$>@ 24N8D!6$5 M4R8XZ*YI\C&6,S2" X3=:??*
LSX/OD-9[^:ZHR%G@2Y$@DR[VJ4B@5!+%I0/- M!!>B-G_I#CAG: J'B;P#(OP5M'_Z\:"$?
H_1R:C!98<'H"EA8)DSFZ(DW%/% M@O62^^YXA.D.;.%CP'5P[7<>R0OH!<0YNYC1C.QA/'S[?^-
*D8WL+V?U=2 MUQ]A>A6M Z\2)UK0XA(%](NM]"0:%UVA?L^^-LG=+CQG8Q#5A-Y!VO43(L/7 M'5Y_*
*#^!+X/K;]-/^>L$+B83!&:M-V M[1T-B913^S/;<+4F+:"9OID&LC%]*T?CQ\0_QH8]'02&,@P-*
*%ZI>897S]R M(I(PDHIR6[_ZK<$FP,[&1NJKX;FMV,-:(.^+8$IFY4?=LY!QBS*9C@=Q"C.S>WL_'N-[*
*M7Z7 <6V6B*6RL*O:0D!=2(LT%ZZ,8&6Z?N_)!B"O7O/UQ+PA)45/A,5V20\\ MRO-*
*4V^0+Q((Q_3P:/^6L^G%UHD?&VX/P'8D=MYY,*S'IKB+?U;R%M6]#EIEA MFA>"FUF4^{83}3S-*
#L!2@%![L,E.0-5JQ).U93:-WWKSL)GN[(#'K3U+/+4%E[B-)$><3$"L8EY(15,J/HRAN[?IB]>WGO5M
*M+2L?5].O@AY8L>1#=%#XW#.1I:SJK-5X7@5.38A9JMKW($Z1'OA43*8-Q7 ; MU?7-*
*'=L$VY\4PZVUV(9$]B4JZ-M, G,N*BZ(8;J,N'0./XM">QJ-=L%%[EE^ M]>9Q",5P9];11O+]40R'I)7*$*
*F/IHRI#9D$IS"$@F@3+WS*U;M87P7%<"MM M-:,8;B/J#B[0;!U^C48=,W@@' %@ !T]\84)F5DAG3*
I9U7[?ODV+'\Z(_55 MUL'%BQTCE)L@Z\@-Z7O8_#XGI([VFD^;?XGH.SAH=B"DTFG'@T;=09D^*CP)
M"8]:Q5WF0;#$=,&QQ,VBCVN1[\VT4;BM6]OOX.[T60PG5P,TZ?I-QC/JG23 MCZ-AG&=NEW-*
*N0$JJ"4:&$)4^/I.JDB"]X[JH)*43ZYI;:E[-%OOI ;.MU+/ MJ%O9=N!RS*"M0*W=]EG@\\ZKI"4>B4'PO7V*
MT8GP:^\-%S'.QUO"W'[?CF[OQO"M[(E*HNC6R@3+Q=(+1/.>9:(RP5IS.@Y*
MIUEJTOMDLXS>Y$9;1*ME7[TE="SI#AS+S;<$U^\&ELL_UB3II #B-&YMLUDM M3G"TXZ0CCTH+#
*[6OX#4"=LP0MG9&O[XF.CA?EB#G9OS^^QU:->"6-UK>$RH8 M P-O75!$L7*9M+ .!B<"H2*
XB,BUL+6K:DUPG:.Q5-/#UN/FA,KT"\[+27A8
M<5)]@>O",W"4LGP#/$56:VR^V#BKZ_'<+WLH9S#6!D_,RIJ1B.A2A6. M&2&
*(5PZC+^&REM'(S*I7WO=@.K@*L/GY\Z04A@32,Z])UKRX?HD2GWTB^$.1 M0,AD=/5>J1UX>BN*
U[2#9\G_6@(_=A5[]SRFQ'5FR42B/441!6?P3:PD684, M3!@1FIG.:YM)5T^]C2;3M1%S;V/)FH#Z?
*YM,UTI1C>:3O43*O9D 17#9!4NB ME:6(!4 LIQB,VF@Q4 P\V489F]-2_8LFT]77?!OA=C,*
*(RVL:DXJ.&&7+@%WF MB9-X 'J,](34G+*TJW7EM0[":B7XYX.PVDBM@S!X?9::$2I1Q02!Z!&*,F6V*
*M4PGCO$H^)Z]3A,J>W0E.IGN)/@^59O\S+MY_CS?W"3.![<+2 O# *R]037NC0Z58F[>\@%A.;FH*
HR:/_6KI M_D/[%PK_J?H.D%R'BC0B129U(L%HW<$>CK>\>(=@[(F^V1\H^O?QU;@CH"]*
*MKO[:"*RRWGY#2=W>WRXY&%.P*8$APB1\&= *W447B=*2>C#X51,+_Y[VM*
*0IG*Z\O<7Z,Q'@4I26"EUFI-RH!19&:-.&+V M*6]]T5>HO!?*
+K(/8>WZN/V$<@2'\X6*,>:5DPE%#Y(D669K9JF)UX$1$91R MS$?
*\0>W&B3V0^H^IN_>*Z\B_]O"&3=@*J,D[_S IC)D1H?[G?C#&2']4_F(P M++QX3(C,*
*(21"J8A$ZF!)\)01@XZ@%!Z_&?6D=+;E&MO+UC\/^^A+ 1UL*8_Q M?*
O8/)=J:7/%DI51>$BTRF@Q,8\0@JE^"W8CD/ RDHK0KWG!< M,]L9GF*E_X+IV]$MPHJ0EL0V\[^\ @I!
*<: D!HN'7^:>>/!HN%P;?&T)ZFD6 M=^=6T6#)\U!^AV*NR%2Z=0^;_?$$\L5D=;-1D9U!O'LC.W8:MS**
M@OK" L&C:B[$]-/%'WZ<2J?CI^'-P_YRP,:J<'G._'":74F/7YR]_) &Y25*
MB@&7W_P8WJ!Z4]E(#\/)O(5K/"[QS^R$>?.P^C>+4V<&ZP< M;)?34?SW;.$OEU\[4>WNM:CF70*
TNU/[\MN.AF$&W@_O+^% M.=/?A\%DVJ!4W,(.RH*3E2&4I=N=$!5>H585>=5_MV NO
*B3^>B8REFB[0O5 M:.>\B'%\#^GY*K5#U-V+]>] [M7?Q@;,O>)]V^JR^''Y(^"^\K>__]02P,$ M% @*
8S1>67Y9,S0J#0$ A$X !4 !R;6YI+3(P,C0P.3,P7VQA8BYX M;6S4O?*
*MSW#B2)_[[_A7X]EU\SQ,A3/,!ON9V]T*VY3Y%N"6%I.ZYC8Z+"A / MB3,EEH9DR=;\]0?P4<5259$*
*"J0\&SMN6R*1F1\P$T B'__^O[X_+<$+*\IL ME?_'3^Z?G9\ R\F*9OG#?*
*_STV_T7&/_TO_[SW_[MW__"/_/Q]NOX/.*K)]8 M7H%/!<,5H^!;5CV"ZI&!OZZ*OV,,SRLL(YD03**
*[']E_<.O*X*K&O51OL#1)^2_8/<8E#^"K@=]]_? M2_K3?_X; T)9G\+)_X.6GI>L^]ECP?*
*CA89=%L3.JY#*17+JAY/*_'2/V\PGL6^*W MVN?5*
G.UN%>V>!S"],H:N_?"0K#I&>Z1.9GEYH.ZR.E'E#)_%EDR/Y:7\P5?QMY:,'&C F-
*9T6M/=8Y5]KU@N5I/:6NX,#3+Z'S^) MORW6)7S_^'EQR\JJ6)-J78C54?R#%2_LT[HHQ'*XP&X0)8G#*
(.)Q"%&$4YAP MET(?,Y:ZB#J8LD6U^;P7+(>_W76/YT4G"2[("+SM$S^3E=C=/%=P!VE>K)ZT1:Y6VI]
*[A@Y2>P*B@K MQ#[V@%A[G^?=(RZ8W#?13ZNG9Y:7]8=^7A3B8V!RC_OQ=?O(#7Z5/SK_A@MZ*
*M_2P?+'\7G#%ZGM.+[\^,U&9*_NAZ7C1V?A2Y+DU#'>OPXHDUL MK"0-L.+B!",9!JN&??*
#AE>&B_).>N?IQ0%.TCC\.P],9XUH ^%% /I2@IZ8 M('T%_>=:44$MZQEHI3T#C;Q B*
8ZB4&UJG\LGMI?08ZN4$K.-A(#GJB RF[MO?*
*7@QYM.2\O/#R38K*O=#R3WD<7U!^10;RTOGO)L\765/\A!/K.T^A7+G4*5 ML?*6/3<,E]?*
*\1FP>2/:,E^*D1L2/!">7^978^M]_8\L7]JM@YK%.Y9 QR:0 M*RE8Y0Q\>&*
[85%Q5K<[,\'KX7GCKK622P7K%))%L.41;)D$UQQLV#P#6T;! M90XDJZ#A%33,OL-,T-
;_6QN'VY&=KC[(6=&>5BY'KA=I)_&=>J&V M2FN6)78*=+K%*
*<9*QS8ZHY_1OZ[*J"=ZO;ID$)5NR*U9=YF3UQ+ZN2O'S3[A\ MO"E6+QEE]./K;V*EOLROA;$62I*
G),J>ZEY/T+>L5=$(Q\$GL.9'[B0L0] M#V+,8IBRR&!QQV'NPNQ7*/F%&SJJ'V?6?6E;\NT/*
*44'=L@9Q7(:L;! MAZ5@_4_RU_*'1$@@ELA&!'GH6'7L [SA_R]ZA\Y)9ECM^/C>LZ:W?+Z9K@V_*
MPOA6X+=KJ_==$FVP4UOJCY(UL6T_@ELN =;]L$?G0#_U]YY;DI\+9W,)F%Q MUC/6E""_/2U-*
2DMO@2B+:G$K#VF_LJ>4%0LW9"R.G "Z!7G%P\','4<# ./ M1JGG.20-D,K1Y2@\KGF#D@_;NA/DT?*
13R3UG665$G)U^ M9;A<%XUK:E0X9;-R1)0A2R!>Z5D!\:^M!7@[VBQ*>T2$3L^._=IL[W3+EO7=
M+"ZJU_L"YZ57]V=?[J_O+ZZT[W+ M4T=3]6YO$HQT[_IJ)D#-!>BS ;9\@#\D)Z!FQ>+^P
:_>!ZI1GOA_4AF3_ MOE!_"#,#\U68>?9I55;W.%WV/G^>.I'OA AB)PPARZ$!,GI5$0!D&L M=9EWA,
[$AD-&KM&UV%^O>'WQLLKKK;?X5\U/?8.2ETS/BAR#3,UB6 !"TV4G M"9X!25+8 $D43&
()1@2SI/7'J,RJX2.BOM7FL47G!6_MX^6:?\G@:O"N$M:BO:S_Y#E&8 M>FF6)+NP!HT[H(-
@%RMG2JB[DFZ)YV*8TY14(V;JU,%-KN&TA9<[RYI2*C! MBZ&#+\YWRS/$]\Z5S>"#AB&"*
[2;XFDNWGOS?Q3_6PE(MY5[X/=WCZNBDM=$ ME[F,0&M<@[M;V]1S@Q1S!WJN%T 4A11B'G+*

*(7"=E88H3)]%R+9S.TIP'!^F& MW_('!'^@9A#6UZU;%L%'O)0),IH1QA;F1VW',B_J>@93/+9"SDYG:-Y0,6L_[H5XV1M9SX92EBT^K5Y8H;C5V'M^0HV19*RNL$>9 M/_]EXS\^6'U\K-XI_F4Q5^V7_#^2+-\B$<%Z+ZGXP^8+:T'OL8ZU#^3883R M%^+;W/U!*

[\DFX>HR)X7T#WQFS7_%OY=K&71X\9T\RGN$6URQ"\Z9^/9X%$:. MFQ"8X)1"%#L>3-P80\)1&D>,$"\2R_FSVAT09B7?:TE^TA.UH ^R"OTAB3(M\CK,X:P)=F!OUI-B(U']>

[W%>N895UO8?]QYM+$). -;WD'SB)S&-S_X^9F9]UG_(^$_-V3_-.7)@N M=,^9L,C9/V60?

*1/T+AW:PN9VN9!N$D:1'P;024(L@\|=L4IA!"/QBR2D*$H9 MT@O(&Z4Y>73=9\:9H"36B99^DT JU161-$I##%6MO45<= WTAO0FAZB^63J3 M$6P3I)@CP)O#CT<1*22.]*69N'&;U&O0!\|:]MO&9S*

*M\=SQF>DZBTR 5[V8GA1.W4MKR(@A,P)8HA8BF#L M!"X,,<5I&C'LJ!7"V!MY8@/4T@(-,37+LB_]N(O+6"8]*Z HCI:#ZR#K1@ZN*

MW9%F^"O7+:2ORF]U0:TV[WNWTJ%2#5]3'WY{OGGI4@IW+ZO&G]:P.(W1Q

*MOERV!JR7P5^V7YB"21D;8V*C(DB#;MGJ$U=3L%$ ADV+3=GUC,LQL<<-C+*& MJ0HWL):+(=I=-J';M7QTX%G43U6\3@&5G]=701DI?5Y7M5B^RN/5[^4F/6QI*

*MJ%14196Q)E;)W8H[+2_UN1&\E'_NI5ZJZZ@20N.Z:AL<36>>*BZ64T=T)3=2*

*M:"4"LRFVCKA]!==Z3U_1KU;Y%5MI+JX[+TVLNH(6O+JXUE@]=T4:5T%C:?1T MK1/$\GIXD'LC?=D=:3;%."A 7P,./W!J(.0%+F3])GF-5I>&^HC+C)SG]'.V M7,L"4+O^4]=-?!*D#(8Q=B!BC$+L.A3&<8@2-W*QS[7*HAKR,:/SNN-+WJ,W M5>G.0,U;??/>@9(]11>&\V90AN-X+$>SZC'Q3L%,1I!=3QR*

MT6RX$ZK"?APOB??Q;4F\^@]9_4YPVL08N ODAB&EF$/7Y?+>+@A@RD@$8^1[

MD8<]S)8NZZK)>:F/LU+BG5=5GFP?:YI&M1CM343BK;PG?#5-)"GUT1M9J=E MN WYLES)U#*,-FN1VF)M_F]BED$]6_4-@W]P]6ML/]NDP:NH'Q.5_"QG]9 MX@?58]:1UR)(JD&2ANZ.(+0?]Y[!CTH^?R"P(KF>)1F0&?TCRE@YL(\(9 M'=V.C3G;(6Y$J/YQ;NQ1@_L"];3EI^6J9/>K7_/G3-;*

*(J#=3RK<%1T>88W=1 M@IJRC%F_SYZ8C&KY]>KFLE>Y1>?NX#@8"C<'5G#0O#=0A**

]'=FZ1AB5U.P2 MX?BP\UTAC(JVHNBJ-,IP>".'BI784=^9TB;E]M M5GG1%-9H4509?

*];544/8_C*I\YK!1\M8\4NQ6C_7'>+JH^GC:BG>O:WR\Z=**

*M=1L[,LS$RYRD#FKRH*8/>@P(DUZMBQR6:>AV-&$71)&$$4BGUMBB,"J9_$ M*><8,X_J.3&*

70")X9(EEA(7<^%3D@9)S'" M8:AUX7^0RM11;V]RXO7+'.SCHJ:L)TNKIZ=[-8/L:^B@1!83[O=IS)X7?

U3, M0^GKQQ\VT\;]?/;]0^+"=;@7,AQ"QIFL3,R96%E=#SJ^'R9NBEF$T+?(7KT M@U4AJ_3]CC;*

5O%_%!N:>BJK!)Z:!EL#Q$BA#Q3MD*[A PXB>QJN([$EA5H3?Q^KT?-

**9G#L;04K,$%C'0,P*'8N8:XN"/]K^31,HI"FS)!HQ1*

MFU7]%45_J_FJKYDI_77Q@//LGW4(QZ=57HK!:1//D=,;\?UTZ7_7_$N6XYQD MXI0O?

M)DPASJZ^$Y..)NPB$-F"^#>2.Q?2 ![%WQ=QXPQTL3'2MAF\&)S@;'^DRI M6:CWQ%_/I/4YE?

T8>KS6@L$A9B57"653(M:T%\CZ2I.&+%=8=&E&(8)YX+W00E<1#11/Q(ZU;C5(XFM@"]&J-*

EW=A@G6=B M$98^:/&C#V7-IV(O>7NSH'AG,B>VFEKLU7YO'VZ!_ MF98L-T=;/BW>Q-B"S-

*:%SL?:P.;&C-'74TZCZ:<EZN7AEKC>)*IXF/.J9J9LXJ3GIF;!>@W]-]J4VFW'WV)%?:G;#ZK];C*

M"0$H2#"#+J48A2)X2)/-\Z<1(3 M2B.78Z5[2VJ$RNE9 -D&S[.P+(E#F1-W95&T4=E&

(<5=3)P]-2WQN6RATO'MQ%D;K=OQ 6ZGPDFC5N84>)F5SK2%FUY535WY!XML@\V7\U-7?*

EV2G!JOSQ! MO?\VA[[\O&;G7)BIV]52#/7P7PP77[(7M@B#B&

W\F$02=,:N03&",D3:ZUPO\CS$QL<>_%XL6PI&NQK^8OFH'Y;E0TS/%NH7^:VQ!RQZ0_')

MX$Q%_A5AFJ/:_Q@K/T[9?T70M.K_JXYIS]J5O4 SYJ0!\6+(DS2%R*,,XH0X MXF\\\MS8CQ$^V9Z5.?/0'-+"59;\H8WEX/PJ2F]+5#T5+[% MXZ[!H[MA]&VF"JB("MC)$A4O,FCB@(O9<_HO*.80> M^?;Z-*

*X"%]6S;W"Y-6XP=@$]-N4\#1=,#^_:\(,E9C((*HJM.,9] O-&(AX5 M<"^6\/B3AF%(>,EDT_:+*

*[_+V[1Y_%YOY?MD:WTM#1K'0U91'$/D>A]A)'!@S M1(32,AKYB=Y=^@C%R6_2SPDI9*A+*?FHE7-*

57R!4^+NN8!PUT?=";11?F[DN\=5:II=>\V:K@'$D=BR(\(Y3((HA4Z:H"AP'900;]'4[[VK<%$I MVHV)V-

71K[=,JQN=CBK %4C90Y;+-!T9OM,,:1J^.-44NCRE21QP&"&7BRU: MR&

O48F_\:E:P5P;96U5J5GHVS]L8_ M?R5 ;'>D;NJ+!9C(4@U,V'4BCMXI0RG$+HZBA".^L M?

0;R#1^GG+L/09G&"0L=+X2>ZR404>+!V D]Z/EN$J4^%VAJ73Q8!="4V,F*

M&$V\&2>"C4.RXG>C@%1)W%^'+WCKZ0 ?&'72-#+YK6P]E4NSI?*

*M+NO(N/Z/TK(J,*D6,4\#GR48$L(81,B-8$)C#Q*:%@2OVSSIF08WLQ+:A M1[&N*

*PR:F,N=4FP=*XKMBS5A53,3]L'2LQ5V<#(HF*,CMK62.4I$9RZ:HP/$ M?MDAY7/3LQA)N:<;"$AIY%:*

(EV>X<-+BUA M>S9 03I+BC]$:59M5Q#YK8JKO&*FU[?LA>5K)O.:/JWRVE+\-:L>/ZW+:O7$

M"LV%3'&TZ;[;EH$FFZYC 7P3/(".B4F6,DW!+7W2JE1G_;PUH7C[J>N^;AK% MLS_T9N_=W8-

1<22F<21.R6Z"(&)! #$2BQOW711QQF.&-*-YQHE.O,!]9IP) M.A04#LY$'&>P)A%6")22"A98SI.6UL*

VCDM^E, MC(R>(&W81"J#,C](<_^*7ZP>I'WLH\,Y#(8T/7 D^#[4;=ZK@K$:E;9-FQZ M)OFP%=*

]Q1UB_L]61V%HDE0+)F2.JU$'8CZS2>->P((+X2]P$_N\>L)9O] T

MQG[BNC#!)+6PH4IP1'T/)=3S^,^18Z.L=T=?F*S*HD!20W\T=#3]":\P4)- MK'TZQ$>M-'!0L+VR*

H>?TE.HND1N\;KX[6[!0TR) MSP+(\>'"+-$*)&3P"!Q, J"R$>NDA)MAYQ8<7Z[NKR_^ SN[L_O51,

*(>N*Z MF!.6IA224):22CT"TR01&PX:4Y9$&),0J^TPS 0VVC_\EF=-02)/MS8@?8?6Q/0&VH6M=]GO5/U*

[\Q M6R_RK'1_'EG#<9F)PR/DAPCRA#!A$]P IDXD M_J#*

<=3E"L1]H%:LUY&/J@XUD('L1VW+.Q;9JIF::1K':]CX6$5!S[P8 Z!L/)2%&]A6B#$:

MRR#^LC4(XR//HO+ G9*K?Z":9*SO!O3O"38?6FZ#ZY+R9W W7]8!&L)N#N#*

MSYQP>TBP_03;@T\9MOD6'R5M=V]WFRU;SQN"0P]S8?VASZE8 8(4PS1B#O19 MZ,4A]V)?

*KY/:&,&)%X(^>;"E?W:*_V@40S7-M(F,GJZ>"(I^HVY%26WUYAXC M-V\[;D7A]SIPJ[YGZ!!NZW%\615?*

*V0->WK&J6C;M!!;4BY&7^@3Z/G<@M'6C9@@-;4KN*678L>YW'A;+F?!RC-*

*ZXL>%WG/,:WPBFFWU.>L MPDMY4=I=,LE\X"M6]:*KO0C%:1PPF(:A4'?LI##Q7)QQ"(2NM0/:*1Y=:Q*

*M=G+7[^;VG71WHK5^F\>I*X&HO2V =+3_A[U;=B.I%\7ZY\F8EU'8FL-6A5(*

MSMRO51V$_?:M&N\:6HM'F9ITF0_>1V_.GTD8^ B1$+(HHA#%(&Q,!8PC@,: M)SSV*

I=K!>SH4)]XW]#P(IN8C@94& >UZZ&M:%>FPE#3P-B%3]_8F,!@R^IH MT9[7_)C LF>'C

*8Q,TC"N,FNU3?%ZB6CC'Y_:UD]#+?9/&<WZJL]%B\## M/"7"_&#/(Q#Y"1.;&#^%84IYX#GB-ZFWJ.H]JTJ:I$Y:RQ1M&%#6)=D^A\B. MZ<\M*S*#^<-:YBYG^9_:I-YAC<7OE_>7%W=_FEVR:I+ZZ+H V"I"I4IVWJ)2FF#L M%8G2?=_,WOQVM[%DFZOD=A'D"0H33 F,(H]#%.-06!CL02K.+JE+.:*NUA;A M.*F);*>C+O*4ZP49A7#A+:CY :%;%'A?X MK2HKO&&X69##,2H;1[4?9,A)X*.(0M]WQ;9>;/&%SB84)A$+8H)HZ-%0:U?P MEL+4RW]##TB"FHOY'A:*J_8I$FHNSSWA)M#$HY+86F?WQI]W03TFWM[*>?3! MTS)DS[]GY8(&'J()<:&#$D!%1O*E#GK8)I)*: M86YLC8*::IG*IJ=5RF(99\7V^;><$UL/_2X9L7VACN7#[CQC&)J^*DMY(9CE M#RPGKY_Q$WY@95W-E-'?\7+-Q)KE1@X/8^@0%XDUR\$P=L7JY;# 3:4+W7&T M]IGC)"=6M)8BP U)S89)GH,.DI7\&:@XLI@(H2VLK M/6"LHI;['8)($+D3,Y3"F+H/$ M$C,O55Y\&'#$Z0L?R =2A?_6,N2,JNGYU5>UZN4V[P8.>(<&7A" M.WTB_@@13./ @8S%89@0GR5ZQ6 &J4V*#3T,&,DT7.'F2?NGOC';DZ0TK: MD#3:L,>6LF; <,KHF=0ITEH,2Y_7?-]MW65CN>8DSF;3+3]K+:TR$T1;?,JY6 M=OZ@9>H,-)R CA7PH6/F>#F04T\!^H!,#5D%8S+4,2#QL-2\+JF8,# M%98KBX^ME3NN@ M 56-.O3NQ.K4DNRW\RK/9#REH)^]9%08(77U.BC[N&Z=*K:>8BE(W,9Z6-*Q M(?&,%.S@@+-IUY X? =4:?,ZPTD:O;Y?LT;F[%)975MM_+2B+(B=UAC'8(H M=F4G3)Q"E(:I'P>1[R5$J^*& (N&)E743SO41EYEF+(8R=FH;Z"D0T=/C^BZX M7VECPQ+DJP)*IBR6V]4UU;9#56R\Y;?T 1CKPR'[OLG=8:X;>J:UXT"<]IE ML+>_-&L/H33D=%]^5\"]QT;M.M]DYW]U4[6O#_=O@__URH+K5"P? B(A!.4,504^H:3@X_,R%#55$ MW:]NJ/26_F'T,B\S\62[%;]9+3,BUM6;8D6^9CF[K-C3V'Y/<93IOM:6..B. M;1WY>L63/#"ZEE_N'Y(74#-CZ=RF(;;1,4YE_-E.=1K"]@]Y.J\9AMF7[)I? ME%7V),O-+Y ;Q* ['4IC4)SO.$4QI&D,2.7%*D734].WHITUBOH*_FC_.TG>S&'I;(7-[PX^;ZC\0<'VPN,/ M/Z6G:,53GBW.I? 1?[R]E_&(7$.^Q,$#(A8P%"42^RR .*!=_1(CQV'6#2"D@ M_LCX$ZN:I <$02 IJNG9,2"&%'J:MB/9>#"\DHAT1>KDJ+JP\I2B[A"R M/)G*UF-$CL9\R(=JF^ DOE/;A6.OS6(81GCN+,/88P:7A/1O]RL99''^5"G? M#/;>F?HZ<%/ 7T8;2)HL+^NOZZS-@M6X'>R+.KXM-I523]V/"S@FG]Y%X %A MS&[_^@/-=^5W@/V=> [Y#OS<,_)/GLX^XE#4#MY/1NTWZ^+I]I"U#6E\S7C_7 MT3&]D]UE7A69V$&3)CK=8PE*9,T_1Y8*10GS88&SU+5/,#:X;> MV*$MU_(>M?]<,ZIX=X+!9V< MH/Y^J3>F=.6_L.)5<_=T?(2)[:[.YD)'[O&ME!V1]LV9M!&6&TO-"EN>D:A8P5L>3D#&VY RTYK&<"& (8OI6Z98V$KM MTJ8_;]J7*3Q[*6'& QFX4!X>]D^/^<--7N9B>W&9WZV?GAJS5U;Y?;K\LBK. MGY? I\K^*UA^GZF?1'7BV@]NV6OF->%Z> '[O#G#GA*R?UDN9<0(^LISQK*I; MIIPOE^!&K+URY96>*UF] ['E55'553R EPV\7Z#JF4,._HST/"DZ@*:= TU/T M'NA;K,9R$IQFOBIM:O,YM$R!V/%Z&0]B&E=T]X27RX_K,LM962Z(E_K(90SB MQ&40>7$ <1A'D$9Q2C!UPLA3NJP],OX\D4,U2=#1U(T3V@5DV)Y8$%//8NA) M:!#W;.;+GH##[H3R'']/? -7Q:W;$E(\("_UJ70&,:+H1#[\[@ M/,"Y+)G7$ 8M96U'PD&YQQ?B4T76TQQ3:;46PR&1C-:[@P/.MJ0-B=-?M0:? MT].CLJBV^>*_L-5#@9\?,X*7==$!C'V*9"-6PE-/G/\YAG'H1]!)T]!U4B], M4Z4XUTJZM=GYQ6789A:(;US9K >DJG(ZNRHBG),G2X%@/T#M;B7UN=&QY[M%L53$J_3/K6'# <*+WF0W-^YWO!1'C.7KQR)CO,EM_KQF7U;+Y>J;S!O+RV_B MA_E#_? M%Z#C(]1.Y@:1B*QFP$"8HCF$41"GV73]@3J04 C*NCT*1JV&?,#KV=< M]@NO==R!FCU0T]\48Q L@@V/8,-D\]2LL&O$;LT*OUFHURS3H!P-VNMM$,H&,*GG0T90 M)+:/6';]C<3B1"),DL!Q@U"K^J8F_8G7H)UV$K(:29U7*(;%>?:/6]=-6T:H MH:MV=30A9GK+QP[Y.C>E9:!N CQ7]P@M$*PWD5"C_DZ])+2@.=Y20F\8@_(A M.%TO,)" MBNWO;L3OVAM!PD*. L>#?N)+GY&+84*X" [&7A @'*?.94F'/$_F86)DE$TV" MI?B+QFGF!& 53H_SP&6P[M<\-9G4H*8,/DB^_B0.)!3T6-M]Y*9^Q""!YP24 M-0Z+\Z!M=DH\%75+)\/3(1H\$IXP_'QGP=,QV#D$6AANYK2.KYM,^L1Q N22 M!#*?W,#%*8DIA"G_+(]Y.4.K%>T>>369KZC%A'^J>*&0'I?D: 6M;^5/.E M>,2<=1;T5I^34S(LETVPC]E[9UA\G;<4@WT K>5,[(]\JINMMN)M*L;M:BFC MD>IRG+LGP(@&? I"X%-) [+-1S#R8)&(#SI,$>VG,G2C0; 6OR8&.^AKUP>B[MVI]J2L-2U[_\U=33I@:PKJ?-.FB:-N\ (6B60S("6FYD<;EI86'>XJ5%_)X>; M%C3''6YZPYAV@UPN&W? >K[CX.Y,W$&VOD/;8%'EAF+I.#".\MQ^NC]W_]U(?1E[$Q3F. M!.+LDCI"VSU<;SA\I!YKSG86QIJOA8#H&C(*/SH*XFE]\+ZF)3^V8 MR!H.,PNBFWG#C"#0\W2-R#;HQCKV[GP^JA'N=QQ08_J7^E=_*-Z/?]6T-)> MXI? &D!,;FFW2T2_B!%F!S_*O7W!6;%..VO99C;^AB8^VG]NE_+XG>)$^.I9 MMFFAM9RX98"8T? VE#IW9;C0-A._?<9J\;G;0^;3$97G-_XJENZ>Z+FZSA\?J M;BU'%B>M3>'U3WBY9/3C:_MG/5O#&G9_9&7) MV->FNUI)BJS>!6[\WHO8B<4Q$%&8TCB$**0A3 5VXIB8!H0G)&&$,:;5;'Z8W ML75KJ)^!FOX9Z'%PPJW<&(1J=LPB,'IVZE1,]-LNJDE]J[GB"+5Y6RBJB;[7 M*%'QM5,OIXXWJ=E^S1YRJ>,G/DQ0B"""G(J_>3YTL4L<-XZB"&D5(]>B/K%Y M4&BO=,KMO1;.NC=4EM'3LR'6@#OA6DH# .N74BJTW^E*2@.6XQ=2.H,8MKG+ MJXQFRW65O? 1&O_A.EFO*Z!L**^N6_| N4!BAQ MT@#2!'.(6$IA[&*Q>>'$1R["#@E2K1YX-KB:VAO5XQ&4V_,$:]D$\NL 9,NG M/'>PEE/P03:Q-CG=V9DP-2LW^S1H.JWZ,] [T5WLS,"GW1GHF)11FTVLTFCQ M;OT.? C9QL]7>SPI/_;^LPGC7F- JX,;'@(%S:8ZXBTK6?'"%C[U*,9I").0 M"D,J+P9C$KF0!8[KD<@7QSY7[_)_C\;DM_WGE=".G+V6__]_BSTW^I^ L_;V MG\C,),H]14@]J}SUB*%@2U3\%:?9TPD6P?8O?'G/;(>$V_O MD'KT0:O!Z74@5(%SL3>]SMDF>@%1GW,,(IGY0PE/8',"R5?6K*%P^=EJB6_Z&%!J MMN(DNDIC9.8M/STB[%Z5Z;'G3[FHNGYF!98+ M8NT,W^SF.IJ?U^PREQ'3XHG_8KCXDLF-.B,Q(I1 YG&Q44\#5[;/]*&'..*) MBX/0C_6OL PXF7BK(+Z?Q.3FR@13G3NMB9$RN^W:,-7=>VWX.I,]QU(F[&5& MST#+&)"< D-FPL<[W)V= -?A6[53!C0,2!*KL?R?#&1[P4M) M99L!+']1EUCI_Z#WY,+W$YRF? @1CG(00$8_!F,48*G+H'$$:L-PDD $X)#Z&&4Q %!E!"OG:2+G/Z04]3Q-=$$,?'C M=YF:)/:\P*5"8=S0@XA'Z4[FD>:6FD[/^R_83'EUL=:KRT[HH9&I[*HA@4BT;SJZ(,/5#RB&*MR"M;#:!F F!"WY-FJFSD -;L,7Z!@#]RNP M86UZ5'4*=T^.KF&U[LE0UBS1?1(^PW6YS8:>L1CW2;+O5N*

^;2@#XR^#92]S MZ1F7']^GU0O+94)'VX+Q2_9=;/X>@80?
<3@N=ANV>#D(SFVT92CU#;0;&H('6''(^PVPFZXY! M-
AQ"OT;!%R'A*F==1^[/:W;_^IR5_UCC9<8ST@9F>M9Y,CBU2A"<@HE1+0(C
M@K,5)3@%CGYU@I/&T6_7=U.LZ)I4LN#O'2M>Q):S_+R2G;D7<8H=AWL>3-,D MABB*F/@;\Z!'T]
+F$MB5^G$/TAE8L/3TJV=WBUA\$=#6:-OWW&,ABV'-OX'?^,-F;G.Y%]DF9;S-
@J]MKRBS$(*"C2G=L*I9'/6C&AFP*K J>9XMPR2 MP<'L1'RT_?(:$EORT]M0G-
5GKP'!6P^^SJMFIN+BZ7FY>F6L5TNM*Z>'"&'(M3R /F"P@E""8QFX "2SF/-16I/?M#5E]Y]^G)IQ
<HSXODZ%M0*/,8%*"V#HV8/K8BL9P5',S#:@M[V MDR]&A;5D (_3F=7LC8K[UMB-OW"RU_1+EN.
<9'BY\<|\S?ZQSFA6O;:9W7X0 M.ESV+>8,!1!Q-X$Q]RD,/)?
Z+.9!R*FAVWJ4^-2>E(X^(%LWXE/K1EQVK!@[M8L>QU79B6T7L1"_V%KV>$W;#CI:SR0@\8S>V51
M^;%/ _,4/[8R&AJ.[/$Q MW\N3K2SM@"M;?8R3ZSB=5E.@.8BQQ*-1Q$-(,6,0Q9X#L<,IY#&),7/2%*=*
MKJ=IV)MZ*]?O!&RGO(?9D=GRI*KM)M]OJO36ED,S\WJVG9B+FSM95I.LE\V\ M6#^43P.4_?)4-
IA[K_I5%H$=*'!EDXIA6I @4+!'EI>"A\NR=J5_[*5_ZN4_PP(\NUUX1DXKZHB2\47)^N6
M5RMQQ);!IQ8S \:EMQ7W/T!IWJC^<9'W8O857C&,R&_*[S1CBN%8%U^|<&-&
M$C^DD+HDAH@%#,8!II!$+HX\BAW&4LVH_&.T)O<7MA]X)6F"9_RJWN!@'"@HX-(/;2E:RM4V0/XE"
[! T[X LFP\6U-/%4T_#3X#'L M@+Z%@H.:J/Q+0]:>AH]*9DG#C].95<-
'Q7VKX>,OF&EX6V._O8%).>8>=3GT M$D=LOE'J0YQX,G?8HQ[CR*,ATUN/=\:??
WN.@;H:>4N!FJ::"R7GO9U#37L MWRP=%,"2DNV./:MB'13KK3(=?DA/@2C+%IT?
1AR>'^5EX!5^8@O"/,I\C* 3 MN:$XP/H4XC#T89KB*#_Q$Z3;H&
(&IW8$M2=#1!)*HFD(=Q618IVQ(JJ=6 MFD(J*]>8) -QJ.+51K7$7[8:=73
691J3)Q.KT:?,P])V]XI?,1E5MZ)(RJF MU_GON,CD >M6;/3'S'BQ6-M*5W*+(6M*9&>/6],!XU#PFM;
[AAZINLZF>/?\>U8N6.2P**2Q M.,'*^ V$0IAR-X)#A"C7DC"6"LH:V?TB6U$TQM2$@-
_2'*:=VZ[0"BZF4S% MTW0M*4NF[TXZ)($M%]+.V/.ZC0Z)M>7;>VD^Y3K&
[X[R''W(L%I^L1+GZ>I5CEB=YU36I7N6EO>*50N? M\R#%XGB01(D*) ULD%(6(3]TY'NL[:9!W=,Y
SQ8!D M)<#4#A2V8-!3M([J6:UL3?KJQ1:(JP$@]*OH*TAHJY+^$*EY]^DK"+U745_E
M'=/.7\U*FK%R$;LXB2(42466U2]!C$)"0P=AAT>QTF"(YT@L][86GJK'U1V M+U\!RRT]W6966Q#4E-
-0-#U=_*H@CT&WJCW.K?6IVHX\J/9'V>U/M/V(< MI?FTRIOU%1?7Q5TEHRI^Q\LUZX)!%VGD!#22FI-
ZOKSL\F#L(U><[OV4$"_" MG""]"V,%JI-?(S<\@%(R<0:><0%>)/VZ@R@5^W!.J4HI8#EN-66#4LR';"
((_)%>@9LO"H?AD2&R4E5*D^%YUI?0 &2@L
MI3G0J7F!1_KK;9/VRX^OVV?:I/[F;J3.'HMY#690_ZO/9K'Y0@?=UY<%,?H;Z^.S$1\-19 M5-
M(O8(AXK$+XYBZ$(>QQZF\H(@\'2,\2&WJ M&^+3\@:&8%*S?
92\$Q6/>H7N8T;_&&!!N_QC[PZWVW^,.\[=_HCCYIM-:]8)1O-W12KEXPR^O'UMU)F MS%
[F+ZR4[5#.296]-#4SN\YHC#M^'/($.K$3-G6!8AI%D-* >"1(. XTT]/U MF9C^LN/\[G^#+U^O_WH'?
KN[^ PNK\3__WYQ=W]Y]0LX_W1_ ^?OE_>7%G6:K
M.0.TU;:QTR*HI^^RB$7=T++C1IZZ/TB&0);_"6QX
ENF)FED9XZ)I)YH;L;>.Z#>D)BI2H"6G)XHX0F]6ZJ@G^U1(J MOF7@@9
A4K7+\G&U%*_<5KE&.Z/#;T^LMDU45X\JN&75NLBU^Q$=D5W!+W&R
MV)J>"4.)];P2@T*9^24.#SF?9V)0I!W?Q/"3)\>$U4.7EV6Y9G3A!L1UTMB' MU)&%_WF"
(.;2<9]2C+T@Y:&CY*$8H3.UCWXG[JN.[BI!5E,&'YI_FD=[[>"E
MMFQ:0$%/*W>CNAJ:9Z"A.DD8UR&Q[(=N[5!YKW"M0Z(.A&@=?%R_1,E%7HE% MM6T?
Q7#,G)!P&*:QS, ,"<2A[T(G\.,X3ECL!TI;W;<#3^VCKTEI-M+:$WY8 MY4X124_'5*71*CIRB'6C8B,[
\U69.00^_WB(@=_K[\SO/A']7K^K:#E.?W; MEUP["O'(ZU-
__?]8U_7MY95["03I=5G5]_)GX,MJ5>4KG5NK8PB,;Q M"*^I M)^-R3Q /."*FT9[QV)BS;1I'A.KO&L<>-
=TVYK)$37-)=IN5?[]I:M;@!^8N M_,#%A(D%R0\=Z78)*$Q#)X2ARVB"0^(1GNCM'8\3FUA7;]D+R]
<,"&2REZY< M?KE^?EX5%2C;=GW@N?,6&Y;N&40S"'!R/8]>!"64R9H:D4*SL$71C&GJ.2W'B
M1+H9&7;P-'('=HB2/A/2S5ZP!_FW*2!4W9S;@45WA]['09(]UO"-O?HX])9
MVZ@/D)IYMSXN]/Z67>$=TXS%G'5E/C?Q.?B[[+WT<544JV\R>@<_B]]4KPL6 M(X>%?
@!=QQ=Z'WJRQQQ"XF\\2%@H0*=:L7(ZQ">VJFU5WB4#*1:_()IEM;5@ M5-
/]J<#1LP62BVTMWDU@W1EH60$;7D#'C,WL2GT(K*5?:I">.3]3'Y3]!$Z# M,?3/0I=Y*?
8@Q7U!;U;+C&2LO"E6Y)RNGBM&ORSQ@^JI:'2@B:U#2Q]TL6X= M%W5"OV2%T;7TX[4&A]]ML5
MLJ#],Y;Z2\;]-M9/LA$4HY_9<\%(U@0G,K&$UL'].3U_$B>2[)_USX_67%@X
M*0T0=V,8NPZ!*."RBG'J0!_C-/9#/^&QHU48T1)C$UN4'IOB)+?EL]8%.WY6RW<(O5GB-6\;/7HL0.
M6W-W-+$*YH$&*';'-\P_E3)$<83J]%),A8T-
79A&20Q=CMR4,1*ZKEZBJ38+4_NO6SKRI%+VVX8#OBH MD>&39G>K!F"K6B<*0<@<&!*<0\8C
.$:QK(R7,!=' M28)"\[K[&SH3&Z@WA>/!'[5?I::LF;A^#"CW;8B3XB?7Q]\2:I!S^ MELH[5K_?
$W6XV/W^X_I.'=ET@PJM)W5WUVO.,R+TP>"J>W2@B76RI@\V#(". M Y,
[[W%0QOTX5O'0T])Q*":X!E>6U\B!,S[Z; X<94'[#ASUE\S6VR\X*^JZ M7#N72]=
<7B]]SDJR7)7KHC$6;7!3X&#?15$ *>>A.$5X%"8$I9#C((Q0%%'N M89V56)N#B>V!Y*>I*W<&=J]
Q:FBN07=LM4L89KQ8N;8JZWNDR*J9U$F 5-[M7V ,B*4=@S[]6?<2QO"\W668#V3H
QDK*'.LGDQ[:+E>5V6%6/3Q6 MC)Z_L (_L.XXWN[6BYYVZ2!^XX;N R+TP?V(&*)!^,D<* 7NBY-_!C1
M4,OZS2_"]#?HNK?F[S"-BMZ9'WIRWL^[TY/K#'22@5:TC>\'U,)-DH7\?A-C
MRX,TOP#S>J#>;8+V/%COQXFEO*?S=?6X*K)_,KJ(NJ$3H2A>#.!B+@>3-TP
M@B$.$/<9X@$E)^4^;6E-O$PFF2HGJ47K?M*A]D4=3HPZ\8E!QZ;P2DY.SU_(+8YN62![UD>O(-
"GD0Q1Y M"<0>PM!-<12[B*=^K!1*>8S U.$+'<7_ 21-C4I+A\ 8UE ;(FH&#>Q*-UYA
M24U,C3YO)XIKULI-=5+UZDD-B#)83.K0>_-5DAK@>J>,U-!S)JW33MRT_")[MSI>7>7-;=_[P4+ '7+'-
^7R1((\&CA] G"0A%(?6 ,8>#F$8."@,$6(X44K/ MG(7;.1Q^3=>-O;B!!\F::B3G/%.G8"5_I F9X)3Z<:
,>.^4VD@A6U(VD$J9X3O:.$;_0.T#CX E7BG8#+%3?[K MN>8=_-

*E6S*9(!WN@3@U$S/V5)P)S]T>C7,1-3O44L5,*
*[Y]M'1&^AJ^E+++8*Z[YYVRY%C]M?!,]_^2".BB259!@X,:ROB) M98!O $/F4,*=-,8IT4O(UN1*
*1U^,HU3HBF@3W>7-S@]N(FK_FI#T&-"W+5O^>ALT*O9L4G!%3/*
MG.]=@EUML&S=N3MW9BV#]JRZ(1"6S+LN]5GMO"$T;PV^Z3"&I7C%2:>0.]B" M/8I-;/;"+G.R>F)?
*5V5YQ:IK?H^_W\ACD-C;5E61I>M*MLBY7]U@6=)R6U;< MBT/B^0ET6$@@BL,*
8HQ=F"#BNTX01.:=;LM&/VR MJ@W [WBI4P=D8(B)%>O7]YO+?L1RS4&=7;IS6Z%QLS*
&R;#6641#3_5T@+!: M[T-!6J-$D:%Q9TL141"NGQRB\KAA/;!5_B#4XTGFC=V+(
2+8J<1TB,6_%K0$A]RIK#3U[0L&'IKY^V12L M7? TQ)$;.9 FK@,1H3[$).;0]1V>"SSI8-*
*%)8OSJRGD/@DM==P04K\#KELS ME#VR_P-0QC.2;;...0 .)8F7XMB'49Q*YRV-*
8$H0A6X0Q2XG.$1)LFBND.\J M7%1S0/26G'I!^'BZSH(I;&K$HC0/9CAYY$,41@BE+ M7.B"G-
Y@CWN=[A=Y'0^U#IBIV+&@:_&?_LB,O%/PDV:V_C(7BX "%# HJO^%G/155 M0TY-:ZWCH:?(&R@D?
=!CX S@"O0S:P4;]O1:2VI+JJY&]G4 M;UG7(!-FO6NEODB#
((D3QX.>^#^(0AS"A!%Q0$,I"A.QJ#N15F'F?1*3^RV; M$GTU15V'Y1XN])$$/H4^K5M[RJ
1BGV81'Z2^$Z2!KZ6ET21[L2: M^>7RZOS]T^7Y5W!Y=7=_^]NO%U?W=^#\ZC.XN_SEZO++Y:?
*S]WOPZ?KJD_C% M[?G]Y?75G68U#$5\U;1Z M3T5'W#0*_L5=GWF-JMI&,HMZT"%XI4YRUKH0?%*
*M7C$+S=<-':VL+!G;;5!ZRW+V#2^ETVY!N2=DCUQ(*",0<<^':2BV_-1UN8]P M[$=8*P1MA-*
*[$5N1MS^"BH0QJC^R'5X8+W;BR,?P47;+V4-'TSM:$9=+*F^[! M+74@R5OTTZK):LRA[J6I)/8LSZ_H*
1 MEKJIV#"D891"%+$$XH1Z,$YY@!!-8Q)Q%64_//S45RL;@D!2U+I5.8+'L/>*
*M+J6FKNH)J*R'XE];'3PRZ"PJ-RQ0IV$C3YGFU]1=>^X>&:N^ M2L1E[%!]=RD]8YR*7;DK[RYEDX&4$*
*I=0FD0.YAR$NMEU!PF-+&2M61!31=T MA(UN,(]"I;9DV@! 3__N*G&@JS,]5QQLM]BX. ,=2K:O.*
*<=DMI8M MK?-4MQHLPC5,:R>AFQ!.(BJ4FH8> MI)@Z"?82CZ3>(J\3^!0OJ@:H*7W82?-*
A]VGJ^WM90]S,\7T(IT1L'$**$QAS M)Q;&+_5D,^84QA1Y$PI113KW!.?BI+YA?*
%T&.E="9PHN>%%0$OU#/3IVO?\ M#PAGV=]_B-[>/D'1#*
[FVQ]ZQ5+K6ADYTE9^=3SF<18[T%.!!%U4YAZ-(9N M[(5>BGP]JC4G=:[=TIX"]/?5K2-*
*23*JH3N$F9I*6T)"3Z6-03B]N^J^>%,U M5^U1>M_>JOLBC[96/?"*F5+7[>\8+;\(-*
*N_PDEWSN\=544GGP67^PMI&XXLP M(CAUH@A&B2]3#B(.$\9E;*4?*
*$T92]/E:YQ,ULA.K>L=$VYQ:L"&W[MF6OIZN M*T*IIO;V =*S*
+O8W+78U#PTX9J7"C!I6P,]J2T9!D6BL]H(/2#>F@O-M]\E
*M!W21<(\'@1M#&CH>1)'K2&]B"IV0A#P6QH:E2)R.% ,?3^1&[_2D&1UY/-<3 M?%C*I,194S[G2?*
6Y$#"YJ?UD5C^R*$W(1P&,1I !$65A"'(8$1C=+(]>.(15JM#H>(3;R)ZDB# M8D/[#.2- N+E?
*JIGH&7+:D/74>'M-6D]3FKNQJNC M0A]HICK^C]DWI10F2.[.NL**
[/$5AR!,&D]1Q('(H@8G/$TC"V'>"5/R&4[UB M&'LT=+YLH[(6DJ)4]H]L%PUQ_0X)*HNDA/$U'6,-*
/+5Q":(D#PJBC4GR-OQ M9W9]'!%OW^%Q],'W:<6S6W?QET+8Y85+?-
*]G+H8Q%JJ*HB2!,2$NC",GB,3" M3EV?Z^GK!%Q.KO%WAPH2R[:Z;?E3PX[&$\P790B1-(V@G\A\E,)*
*("9A!$F4 M8.(@'D>QE@_KG6?+8*_V2SL[/\Z)#IFI=%HS,P)7=>MS:"B#^4=*
MYD73WS+GE.B[82SC9\ME8XNM>=T[EL'<1E?D[_5MX4Q=T+^516 MK8=1L:3?D=>G#E"1UU;R-
$+_MFXO[677VI58EECQ(KO72C^9>B&_8R ,*Y E M^?7T2$UTBQY8!2F-
"O<=&W.VHGTC0O4+]HT]JJ=VE&6+SVWOI2]92?"R.:M
M$3\K%SY'<9C&'@S"B$,4QP0FB%,8!F'LL\!/$Z)T2!BD,K%^=G1!0[@]^(.: MM)I6#F,TK)?6)-?
33".AE=502:@!113O-XHH_K)5Q.%19U%%)<$Z951[6'\5 M/%\N+[Z+S:O7!MHF!82^RP)''.F2P)%E(1T?
M8H\Y,(R)2\2!SL4N/C41=)8\BF.IH$9I% . J1W^[,"@>;F@GQ!J/;UB7.X) MDT+?([EB7&"5Q-"34BND\?
CT-WX](;QXI=BM7[^DF\K!"FNLP-#3.V;:2@# M21K4M,_$]FY5Y:M*HVK\$ 3C*ZTEZ?*
4T=DAPRP61%&4T6F^'QIUMN540KK_:
MJCQ^0NA/.G[1EAZY:.MUS7K39.N622M1]YS(ZU8OZZ;JBK?@2>)X+(TA#U$$
MD(/@@.E%JNX2F#S(]/SN[N)> MLV#G&PS4;+:Y7)HNG9K.)
*T&#XM@*S9@=_!Y;_@/"K9W3W_XJ9G#QC>%M 4[MZZ?&#,B*'$3H_N?*
L):,LI[+Z]@(AC!+LNI!1L8U'U",P#=(!H$78>8F+@DU M.Z!.SO/DVMX1 Z\96U+P 9<
RW!R60)AKCA8Y0G4V O^*),R^\YOVPP],0X M YT@8#/C4I0?(&)6%_7WCI]5YO=?
*(YI6%WYKL;7:A$U[(XC5*9.#?L+E8Y>X MR@EU4AIAZ+! +*
4X\&',W13R.,%IB,,XY9KM$0Y0F=IUV%"1N;TM;4 $<8/F MKGOPJ!G:DX76,XY;C#YE$JLJK2
*M@G#7I2AR($XC!,71*80XP1RFKDMBE_(H\)1R\]\./%:/;*
(D3[[AX)%=GYOMCAM&P)U3HE>S3H<>XQ$.(2! MET00I;X/$\H9Y!2YD5B]2.HIE0!7(3:UPFQ(;QR-
AK?3@XBI+5NV<-#4,Q,(MM%=5>4[_9G /?>3UB;6SB__]R'+& MLZKL!P;W$8? V'\)MJ"_'I;J2;Z!/?*
1(Y(:AS\?&G/6\.(ISQ;W^+LL&"735+H M8XI0C"/BP@"[(40A03!),8(!\F4&G^.EU%>Q!4?
&GUKO&X)UXHUBD,8Q((95
*MV8)XFFK;EVP\JEIMKML36>UZG%+4'4*6)U/9!HW(T=@;^5!M4IS$=VJS**U9M I!PQ"CV*
RX;+R<085:W2F4P"KF?8#_F-$ZT6J2, MDISZKF_+P-9]%EH"G*
*KQ#:90JGF4[4+D)Y=/AT;_=*ARN+:JB4Z3G#>XJ+* M*
.Q5&U5_T[AU4CW,7[/J\=.ZK%9/K@#U3ZMG]9+W*88DL??GK>^OOO5;5-$ MMTF-N,Q_95BV=K[F-*
\7J07Q[Y<)CD>]0WX&!3S!$'H]A&D<.9$[BT# E 4^U MT@RF87-
B,_0Q6RYEI9VZZKAV=Z8IID71/+T[V)HFK3-CWP3#H./X#-0\R\"' MCFM0LPW7SSW'M>RXT+
(N'JV9E[O[EGVYO^\$L-I::D [76EFH+)N1M:30CT M@5Y84U(S.<[73;CKWMM?,YS*@E:O;519^7G-*
KMCWZG95&ZG[;VSYPGX5$CP MZQVYV$L8@S&A,M DE8VUW0A&:=LV7G9](,T]"Y:2 M2?#<,@?*
HFM4F19B#7+K%JYH_\%0SJ'-&-9L%E0/_Y-AJ'OIK?LY S9'X3\?3
M61=W]9"P1>0C(&6,]"P!GZ="5:=X__D\!JZ*
**:#6=,15>B5JQK^Y8@WQ50,F<^%G'T'#A/_V<,4,8;&65Z9*?-^_,$)R]S#33*
M<2S[',YSNK%_]W7'LTV(A>?2P&,')JF-*7595Y61>T%:DKI9J3E M0!#(2?:,EPO']2+N$0*QEP3BZ$W%*

[C<@?2#Q*,D\ (?:R8WJ9"=>,/;D>T< MK@_R9:FTH@_=RSHICLIH:EF?*
>UC9'#LWC)P!C9XM3R<@9M1F Q2HG2DMI8< MI41TYC0I'2#V$Z:TWOX!=IZW6?
*GW+P5CE[E09596=0D1'*61&$4 MP]3#+F3Y/=?=R\Z!/^D6])!PH:+B_3_,GHMSN]Y MK*
*S8E@G/'^38=RM>;'YSF5/V_>X;?I:_:7-,D(>H3U $61#5'8T)3*D?PCC"*
MD19']);\5)/9\6_MOJZ/]XLNG=4C$Z/CC]@$$SX MUU7Q=UD0N
F6NUL7S\MU^9GQC&35(N4,7)PB#2U[;;]OY>7X-:#C8!@K0AKA&D-*
@C:L(;9P/K.>I)&U9P65[MRB;7['O8IV0 M/9QEB93N 5Q7_[44=Z>"Q6!TW> ||70J1)D67 M*
['Y8',/2MH36R7^:/\E_7I=%_]8BP&DWZ_Q$VY\?Y\S+C2 "8D,*NCIC3JQ M*C?,@*
*TW/4<\V/)C4F)/$[QAO9\6-STCH O9!/6]S* P*O.E26JV:E]F$/2+ M?AF.8+;1O5KEOW6UH'A*_*
1'%)/]CKW>0QCL=F"88P@&R?1!4-OA& JF9\J:^9S GW^ >TM[E?[(L^Y,#HCT=A]RZ!'#/+&
MRFBVK+M-;Y-"+KZ3Y9HR^D4P)R\PUXT_Y9I?X$(>#^1.P1[B5;@3\D;"
(W6$2BHVJ7BO&@X0FWQMU M9&53BB2>QBK4C(O0>"CP@\!$E'GK#($[B7"#D M?
*[V_O!'3WIZS(\=/?103Z&!/GG-H#+$G(XBX>#UP@RA4R]\Y,O[$*BOI 4$0 M2(H:-*
\'@!A62POBZ>GBCF0FY=4/B@1TG";J&:!#&]3J1>.<%R.P2"$ Z- M%WIPG.>=@(.!QR9*VBF/!7Y?;*
]I^9D7]4GF9-YE%;WJW[^8:AY@&44(\&# G M@BBF":48A@1G$2NPUW,;2>16Q9A\A-#S0^C\V2-*
VYY?M9W.CSQG>C9;)=FG M',GVN>[U>>ZDDE4_&[G.0"
*<9:$5[O]SSB:9EKF0@V^S_6+E!$TV.=JK05'P8 MKG!M(:-K?IBINVI%_MYR=N#*LWQ3F4ALEF/BQ*
[TPB@5)U_/@Y@Y(71QFKJ1 M[;1KEX.JE7V)MYZ]XM"-?*
8L/63/:IZW5NU0/(!F53O+DZBX2+W;U&@N07NS MAHF?590_GUKOY)2L)7OX7P\5%
M3C_+S/(P3%SL8P9CY'.(9+_E.&(!C +?\=P8XUBM;=P0D8DM;$L6-'2!) P$
M9?!Y,M;':%APV=+;CWS922R5D_S,9F,^IL?'72V7N=C8O7[GH\^:[:Y:DH%*
M;\J7[]8,_BVG@IQT:3)Z\9V(1_K1)6%[_N<^HA#A[!$9C"F,!4J"GT2!PZ M*4W=N,O.4MM%&?*
&A]$GO)FWI;/D"F3R6K7NT=8DP^MM?,P 5MO?3 ?:2=7: MM\7P]PN*]D"#5N@X-*
N4D6"SM1LQXF'73<1),;_<6IPUF:KL$$5E$>!$% MR$G3,()I02B4!SGL/__J'O7YKAQ9&WPKR!B-
*_:X(X0)7L#;V4]J6>[1^]J2 M5I9[=J(_5(*/%,B:5AL>S6_/H7X*7N12)1(.6.F"'+%HG,?,A,)A)YJ0=,*
M.+Z?!-QE63BKU"1<76O4K@QR%M;K:VM,,T6Y&1,A_E1;<6!VP08"78MA(!C4 M"M0Z;[=M]P'?
UM2T6W=BU=L3YU"=]B\PS "HJT1OU_5@Z_-L05SFT)BIL+V0 MGC8+
<)HD7#K>21I$;1QGB0?,SCE!:O1H^^=%\80KU2NEJ8G];^"A_RF(]#3 MAM@P!6LH7J -*
*S7'.^P<$LW7:?XK,M&?] \(>G/0/76]ZF+3A>4;/M?!F/0_J M&*1.3D]"FOHQ#[";1@03YLCO8^ &*
*_:W>_0<_A)> M(7PO%K?T1>B6_K:7C_QVWU_?(45&OU:W$Z/_O3:4 /96#S(/*I3=8]>H K9;*
M8[+2UCVFMVM6]W\%?V.E.Z8FG[M.&KB79?E8OA05_S2G3[KO\,D%1GZK5:VB
M(HP49>SNM)E5W[6\4%+_7?^-!##6F % YA>Z(F/_E!<6*HR'Y322)U.KSJ9 M@@T*MJURPQ>;;6-*
N"K9X$9\7RV53EZ12HE=Y\=2&!Q?%\E>1+4K17/=(_U2% M3'+_)&G(9UV^W53BI=Y87S:#"KA/M+
D2%J5IC$,O$IC$ZN@ABBB.N(A# MZK/$X/8VBQ-@:FG/.2:GDVY=)X!\ M?P<\!4DC?TPY=6)Q^?
VI/NE0Z8:7+Q7 '3MZ_P3>6.VJR_]W^;K-0G#_MJ:4^&EH^V=E P%VR\S& NF2]0IIZ9,<7G=
(AZQ5KSQ_KOW;J$I'ZCT=)];+@ MJF)%;=_^+EYH7LR8H-SG+L5N0@),PB3
<4+5,"DJ6$1=0O12M<9D MA8,&+8,2WLFD M=H/0#7CD.C33F@F@1VYDP^@YK@\M[AV&J-
^LV1<<9J D:;2FC21QU%'7+ :& ME$6G_@WGL$OB&_VY5+2NIB6J@CF_+N6]\NRDXY!3Q] IC;_I!AXH]
M@@[OYNW("-.6+9JH(WJAAE_EWW.^DMMZ>^>2P^(9[>1[EIUL+S\LVO9N7N-J
MPR'/^9(^/96JH'N]?;0M*K_G!>B#N3-DB@.T]AQ<9HZ/B8!3W$:NAY.B(A*
M[J_.B6SK\"C>'E=E+1\:\XC MZK67EZOJ>5'F_Q%\1@,:DBP0.(F$&C5& TR9_"-R,^)
*(?]!Q7=!,A@%Z8]MG M42KEOD2O93>J::GZ%EPTW;66B*XY01^:?P)VW!K"4\^:6D0)&(CL"*.&\D5C*
MWB1D:^+V])JFE):,U!"U22V.INC[YD/W-GCTI3XL9I7+;Z MN6"5X&T2/7B@$V3-D15_-*
_&@Y0DIIM#WY=_J[SLMWE#'75$W'.89 M"SJ8-
*3!$;83!3B9X&$6*0(0FBQV9B+\=33*ZWS"^U'Y8U]EB;;6CJ&8B2A/J M!VI3F/HJ^Y;CE!,7T]1E+ JRR!?*
*LN'3Q"!*850XO)[UN)TT>X$* 6SQT8.7 M9A3)"@; ^%$G_"8A%:TKBWL0@ >.!H6S%3(Z36C:8-&@P*
*=AHN$[SLB^;(_/ MH4F7DTU=:_,,#3(IM1(#SA0*IE7;>9/V3OQ[1#@O*W+*0_X>(8[F0-H9-L9Y*
MW@RU4]_,FZ(=]-V^.(E'0U=D#O93+\5$9 S'0>AB)R4L3$3@\,P##<'HHS:R
M)FUHU]X=S@O4D@>VP^A%3.]]9@T'F/=AF"$,8!:,MKJD=%+:]I&&3IB'W3+ MT+K)*
(*]N$XOKRA6NFRY*>^UB/9(EKALDV&>!BTG*8IR&=0M@ZL9$>)&7:AV(M0HA.>$[1\8&N(3VD0
*CV*_Y8N)@?"NQ# HGNFZ,$F-4Q EIF*
*SPDO=6^&;A2;M^>7I7NY'"*DD35#9_].:QW9VF'B!_J>=>2<*BJBO%*
M(67RQX4>WDV<+2_0K3DIJM62^%ZIC+89QU><;+/1]#VEJ/_0N,2^%+U\/LH MFO]*IT?*
55E)6_2.OG]6RTKN],MZGS_SW2B.$]5(5[74)6$:84J8CVF4.0FE M2>S0$-9-%T!=Z[T]IX?
N.M#$6A;D#TMH\R\(G'I[%-L0F1:/U\31AXZ-7]38 MF(X3]$.R@CI>+IKXG-7:<"@$]FJ]M2E/7;L-
A>1(+39X"3,;\P^J"IHJ5??P MH:O+&\7E?BX=N/6C2S=)/.$)WSL"E6JR0C#:@0*#A.2<.Y%/*
JU$K2!=$?V M #HN8(9$%S,](S("$C #TC& :,%1PP)2/ -$Z,T!P4*;LELZ%*=U&0 H=@W*
M%]#;S4S%K?BQ-9RT7!3R1]940M:C2M^:/S<[6<$<%G@.QVZ22)N1N@%.>1I@ M/V-
*9DC'F)IX+.^B#LC#Z\=^#8/5PG:WYN3MSA-_1'^]]1LBA-P;!D?L#D)[5#IN#L&R3C=54"GX+/'3D*4Q*
*MP]R1^R$2! &.(R_F1-FH1,'OMP709R6$W1&=E):*E8F@9Y"2L^06) ?9B\.*
M,ZPO4$O4GD48D,J2XI^B,JE^#XBZK\9#EQOT11:O\E$_RRW-Y5,I:HMP5<_T M%]I6;UM-2!Q*&-^E-*
*3#!3Q,>*1*S]P,!\1U:.2&*>=:X\E!5$?6Y&VB=;4D ML.,+#,%^G1X-%YB&&T "Z] ,%?&<#L[:M*;K\ P5?*
Z<#-/AF^*%!FW8(J>_> MNF7LS")00?>V,,' (92P+2KR\2U5YE]A&VCN/[V.I-%\X\POQW#/_9K^&#**
M:^GT5F_U(9O<<^??Q4=:T7;RWBRDP@O",8T=J5'ZJ0N3J2/BEGL,4*R4/JH*
M6A[I$&1%:,AC;9HJT&-%+74]6=4]H+5KT0V(0!ZI8;2@\95ZHAF-+*R=^') MQE;JB+*
*<]NE+K^C&/V=:#Z&8N)2(C#L4Q":5G*AC%-&!R5\D9B],XH4GHP\): M0*
*Y&CVJMC]O*IM9\C'.V#9XVS]J,.!KUO&W-T=1G;@=03'KNMJ'^$YZ]'4!C M=OYVN(QA@C%CY4KPZY?*

7^>)-B%]%(;\6G:?09JZKA]E$:;"Q)AX5.!4L A' M0M71R-*
\YG@,P+7V^JO./(N88L1Q"4GJ%A4TJ6H>5EW$-/?7P.0&MY^ MCP,23-VW\5%,J%-W]+"'SPA5M'#9C;;X
*#*310#@HF\'" SNAH?([WX44M6> M\]>F7ZA'_(1%#F:$,4QFCS)\1@MY=;*
*[(P\U$QMD/)QR\X8Q1!VM.8N^W+G1[MR]UV M*6WR9.Y%J?(WZ).8,,BX"[3@B>16";RY&5*
MMLD2_]YVQ2V;5+ /KVORP,/F<1Z4G@O_[O##K$O-"ZX[R>]-1]F:8Y>^H>WK
*M6JZ;V1$7[0B)KJ5QP_H%VC!O>=3!6-C:G'5@GC$3,HR_R< M5WG3\O*KJ*IYS<,E_Y]5,YNY&1I4TQ;|*
*<7%7/8OR7AU*SF(:9B)P8BS<-,6$ M2XN>NH1BSL/ 2X4?1YQJEVD:,C&RF=[P@FBM|'3-$J >T13@?*
OL[%6PP\[IA M"&TXDB9SS5,[A0JU7%J@6J^4,W8!*@"]CXG0->L"G0LE&$EH&?"TUL2:KKV*
M="6B9TJ_4S)Z[EKG#'ZMYPNJ2O]91B+!,B?#-(EC3%?8QIR'\?,XRP(P\QS M(XACOK?^V"E?*
=/F,7E6KM&Q1GCU9=8.]J&9J:S@0['U1-*Z<8;MZ:,',EB=*
M&+I9_1VF?!Z(=GPRY^%E5CO_UV7@,]]EOB^XB[GKAYCX<8AI&CDXS&>^,(G*
M##:1KX_8R)K7T]R^)F^GV7\#FYXVV@(#IIKF.-CJ[|\CX+B]_1M2/T-?_QVA M-
*7OZ[}YC&!WK(M1WV:>\H 7+Z?Q^L:Q[YVRJ.47H!Q%-*0)(M;"OPHT-RVC@. (2#L SD7IN3?*
6>QB(CC2V?;"6&B8A2G$AW&U.7BI@X3# G MA&6='"K;)5]79'==QJYV,DZXKD8UANV>-*
*RYTFJKR.%F]">A=(C6M7&Y2A MGE^6IN&.$>,])/(33*3MC;*>OMI0@<5\KN;N%?P++?\E5""V?*
9XSZQP+I4X%C@)N'"(QQWN$ 2GR0VOB+3N6BRPUXZTD#=/0V4IOY:$1ZH MPPW-6NXUU1$4=E*
*T6TI[FM"TBCLH\('R#M]A<,YQF&IZ]RI*JE;_K/Y>GZG< M9=^6HFGH+,GO7M!EH>9B.?-*
"/^:I].LSE\KM._-CG&3,Q2Z-,_Q"155+[Q:"D1K M_@%Q?JN/3>-(9?)'82TW_J9
:TY0SS@IWDC(%G[_&.58+3G?F,@=/.0= H!&SN5IONBW)CPY{% MXX^NIS\C;N0D <5AQ +5$Y'A..
*("QP[S \=W!(\Y.*5+C_;(P:XNRZ=JR*+J MQ\+&-O8XC.?L;*
<\&Q_*&MV4%25Y&Z.=N@,&H6^'CE'^"_7$O)'J;YOXESCQZ
*M;OWZMLIC%OM1G*6N@SW75\T/(P]3DJ:81UX0$$K=-($W5SU&:70G^>;\ ^@] M;/2LPSGRGGD@O>*
[>_J$E>CJ+U?QL^KA8ML^H]ZB\SUGU<5%/GEF?N-RP!>&B M6&_@&@KM\NN3F)@G4M/V!M05_Z
9H/:-IJ,&R_P[53TA;A?-A)@F-6U&PS1B?N;A, U=3(1@ M.
(DR%Z=)&E.7,C<,0#V+3Q$:V=GOB"%:4X/.%3P!CIZ"VQ 9IM<;BNIXJI7|
*MLE]R@WF"_6)9FR9X@LS$LP3[A3V<)#APO>'.???ZVN20TKG*BOPT7_RX*;)%*
M^4)W@4>.:=,=.3_EV?__Y^LOU M[>/E9_3QYNO5Y[NOWQZNT=TG='7Y]>_HT^>[?
Z";VT]W#U\N'V_N;H$?=%UP M-??R]B$#[N.W&$!U"]UB
6WQ,$ZZ"DQN6WMW3:K3[MMA4!SLV8&WF^[7FTE& M#W(CO+%:6\'&R^H3SD94 MW73F353=E?
*^IV]JM\P&*3N2FE!(8%)WXI= SN#_OH[9\F+.6H2N!5TS73734 M\]P75?!=R_,%N\66\B_"^2V.M-*
/R_RT#>_?Y<$<]-%_'R[,/G1M+6Q MIH??[+YBJL\N.52R/_Q1_KGS'?\+-A@C,_"N77*DAPD@899B)*
(./591M,4 M\K4RX&'D3\Z#22=4$RCU;/S(,$,=5=/IM3O9!_4-4NHXTD=SMDSP6<@8LF. MFG PJ3$\|
*Z)]BW;.4@9)LI>,K5Y6M=-6UYDKNUB*9VD:I;O?G"E\7BR77=Z/ M3SW'CWP.I]! M96C69S(JA%&P?)*
[39AY VT;08I .++ZM)L^X6F#8V! #@);\!5,9T]7ZACY
*MOEQ\S[G@O[Y]DYO*F^*F:)O57BHNVH(M/^-9$F0XH!G!)! NCKGJ:.1X/)2_*
M$R)S9Y6*KNE9&WW2(&NS9D_#TQ4J*[6?VU940UA/ZQ4)"4OU R:KG$O77,$
M'3^M#;>P1D'.IC!4:C5&23WVZA]ZU!;\X(NAU$S-!<#:F&EMPA,/F(8" M9/"6E^WO%Q5SXM2G9S-*
)-1AFB1"[D+4;'@O MHCA)B-R4))S%J2<23N#]_L?A=>S45-4@"='O-)^K_G/U?F39+M"A?@Q?T-T*
MS8CZ=/ZZ4!VG%QGZF)?2]UN42_2AGD0/-2)C/ES!8C^)'1>[@2^WG3&/,543 M&]W(31CE64 #:J-
*YU>2/UZQ^Z*_Z&/6^*3_)HX%]FRP,?&C85\]P(T!S_1)M M1!B]NMDFSN-*
60UOA]&>HGK8)N6:UM5629M[_[[3,U0>]3O9LXN018SP.(U=^ MOV-
/_I$Z.$ECACTO\;V8"9^D6B>]ITF,_.WM"#8A,+/3A".XZ!G.\Z2%V3N@ MH&#C=%H62S;E"(%)3<%I
?.TN/B_F\O[E];]7:H(S)Y$K M',)Q5"O4NW4%1=XV'5QNL?%?
*MB(LL9SFP&',02#V]M0D/3(L_[V'2T+.GQ;J26=+I07*3:KBN\/OZKGV?P7#: MU5RX3AJX\OO_6+X4%?*
\TIT_:@VB/WCUVHJ8DBA15[.[XTH^B?,D+E2$!F#A[M7/Q^+;4C.4POAX5&?R@.;
V0[17/;%CL\26G&PS;]+.$-C^*^%*=CF?7_+_ M>5PH?[O-%--4L,,[QTY G,^WQCDM50'-*
*]BY!7[..R#RL5>>)"].H 4DM-@_K ME\Q(F8XL-YDBG19E6XEZKC+S4==E?K^^K7_\>RY*N=#SVV?*
Q7S-..8."S#2>(0G+#$"QW73SP?%/75(SMV&LJZ9!6M:=?NV>WE[Z#QRT P M];Q5^Q#!-/D<=,
.+$Q82VZL)M%)G5D8$/LN+?!NXVY_>UU-[TNA1K5]%)DH M2\&[-D5%DU3;]#:=2?1C/T@\S ./]
YC$8ZIZBKD)3YQ>>I'+KP9H $C6AIS M3J_ EHEN3L;R0FYZ7]7LD6;O5Q<@@'L(FB"N9V=&1-
%:+^R\0!VJ75="!663 M4G_9WX/%-\HO,9 M=Q+>>!@QX_4*3?GF,9A@/W 3:GG,S]V8XB_DF1M*-*
>2)BTGL.3A1LUIH1ES!'.9R#FKS"J(^LJNSQ4N]O]_A M!FW8,1Y#(-:3]]' Q!F"&QB9U!H;*
("!M:IC".V)2Y -8#FL1S99Y+S&L#OM MYK?[T-^*:A8F@4@C+\ I=V-I@:1?$#,WP7)O1:.(Q'%
(UH'<1WA?V#[:!K'; M1[@96O<\%=T$E'1H HHYFKI!6DO@G-<$=G]>1-U+<,V#_<:O.N):;OC:2_)=
M&KWJ@'"JP:O6O3!;P44^^RQU:WXM+5'U5I]HQEX%%"A!.$5,LI.;+VR"Y'30TUY$!GOL=@Z-?
E,X6#J2Q$+FWU|)&@)]]"WM4H MH/QAHW?'UII$O7J$Z+2H[Q#\.5#_I(7^+F7"9#XEG]- :V>8I0K*
-0A\N>OL"2]("3UH:HLVQ"JK)H@^*L$8O2/!6 M0$-"2SN /DJ3.OX:(N_[^SJW&'@N=V7^E!=T?
E5:U!]HJP>C=*^H2Y/A9\Y M"?83D6)"2:S.!Q+L477,*I67%=QP#Z0LM_B0K5*
M7@CO>))LW^^!B;]QL@N'#!KI(F$Q0:'^M(:59,,+#U998F>B-M5)IIWP!7V MIN#Y]YRO:%,*
*(H:F@NW>-K) ;8IJC)(_(-:QDYB)!(_<='6M!P-/L&VG)WE*3 M:<5Q$;:UX,05ABVY5-*
*K.S7*Y$OQCG3O0C*"I*S3JG(*<5:(I0FZZ@HCJ+ONT M*#.15ROY@&$)*
*F.B<^P&P5^Y(1!QET.JM#0I3RRX1L:&:+:0P*K-[0QU3-THR %LVB7 M=U]]*
(W9:7IUH_WKW6,QZVW>;HO&W_B'RIV9'JGNCW2Z]ED6 Z*]1T4?+C_2A/N0%XHOY*
MG)9+5=V$ZF:]MGOUVG["FCO.G_BI 7>H&EU]EP-M?5N9+K8WJW7C@':GVTF&
M6M%0)UL37IZPW^](CV6])L"VV?^Y.@./]'# [8+'XN., L%ZZZ^&B,Q$YOLQ MC1/LQIYTG(D?
XMCC,681$S%GQ M(!IM;O;W\=%%-1;(H#!P X2>H387#V9& MMR2[ZI/,K SP0*
";!8";Q;W(#,FBLR&^6/F.& RR'9E"\W@2: MTW=/ESTS,%.ZLSPU6?*

L6M/A>07IOO^Q;BQWN5RN7AIG1!48L:;8[L6=2>*FF,@M*8XS+C"5CD%&"7/\A!GL3T=A=O2=:$=-6L9
R'WHB8[MT'&>%F"O^>Y/P/ZNOORVDA2MJ@EV!N4BK-@M,_FV=]^TE610+G'B^APD+')QP(O\:
M19FR[;]P7,CF3Y?PR+YK-Y2Z9D$-^BHX*!5&T$]DSL&+C #^NTKVK" +M?- M)"03:,/%"">N4-
$M635MLI/:*"@8^Q8'?#_,?BS+:G9?+OB*57?E5U%^SYFH MLR)<;CG!S$6+DDP"8,(IR%Q<>#1D
>49! M7!:\.;!>S!=/;^O61ZF?B2"@#'M1H'J\1+YJ]>]@ZE,O2\(X]<4T4U[U>1[9
M'/0Z^N_VG"P=%$Z+_D^RBZL-WI8HHW3&FA#Z]QX""N#XYSKRL_<(K T%-2!M M.*-
P43Q):_BB',)'N40["-/U_=AU,A]I])(O5:42&4REILM@4E4
M=P(-.8ZR1'"7<3>@6D7X0X3&3EUM&E6UM"]035TBA#KZ^DVY>N'J5UB;(,!4
MUEQ^4/,N'>&,.GGU+CQ96R\=\;9[?&E=;UKO)U=3G_//Z]1GWPF2D!$71RR(MI*KZ
8Y9XF$19USNLJ(H]8$5?/LD1E;2-<SL2/X**YASE+6N"6 R:H0>7; M*5FLU;(=$)BX.NV4@(?U9B>O-
%.\CZ+,OTLW6U62J%;=7>/*_LABFTQ56]Q6WY0AO&QFX';0$A2XIP#B>3:HP%R/95R\:2
M\!8/UV5=SW59T/G;,E\^BC^K7Z6@_])M]G#J_K$=T+)<%&*Q6N[%F%HV]%M!
MG)2_W[C8$AWH=O9+C?Y0/*":"4N=(X9D-.HA<7+1R;I)#(FUW5=B\%I#CY,] M"
[Z:B[OL<)3]HTH8V[R*)'*=-$P"' H:8A)&!"<>5U5$KA>G(G*IZX$\46W2 M8WNH+2,J W6;%=3P
G15]0'5=&%'@0GHVO8C)#6^+J>VJO?F\MMRA_4)3^LF
M@P$Y<)_A*YA9E[NN<7S;2WZY=IH#P1,1\PRSB/B8<,?#<1(X.$WCC 34\TGB MP;(]3]
(:/5ES37D]O%>S"=0P3'HFPHKH,(NPD;FC.8% R2[I^FLZD]CTH M[KXF#]\ ]\5K-X-5*SJ?
OZEAG+\O'Q<5G=='3HVI>*@*L(<.6W7D+_ZNW]IR MU8Q]_;[\&ZHY0UNLH0=1K"=F9'U%:?B9ZW
M\EY(PPR=(?+YYO+G^>H$>KC]>7W^Y_/7S M-;I_N/YT_2#_
7U]O+OZW^CRMOWI[W>?/UX_?/U__J_8&\]?LM!$]B+R$X]"*UI7$H3@EQL<="WTF2S*&^ S,LITB-
;DC:22A9 M-QNF M=!G$3)XP%)(I+A5(T/)I$K?PIXA!V1^4Z6^B+U0%V$;&!DX.ELI5Y8 M!$?/1-
H0&682-Q0OZN)W=9#441TC@^2X7-;30_;(O%/NQW%A3R=VG+C>U)JE
MU68_\ZV@+XNRRO\CN,H/6:R*ZKX4+_GJ15K4^M+E)JL:R6:I*UXW'/ M(S''+%9Q'-
_Q<4PC%Z>.G_IQ[(N(I#!U/HN?L4,W0OH$KRI:6BT0JXWDHE0-
M!U5'6,%5Y\'5AF7$6YZAUN&\1Z)K1"8#&FIKTFHK:'.!MGA#'7/H0\O>+[6+
MUMS3LHAJ'NLQ!C9MDQ6XK)FP\[B9V-)9@>[0(-I9]EPO\%/^I^#=Z/4'6HE9 M0%/']3F3^\H@Q,05'-
,X37%,7)_&$6-A%IBY. >T1@]52WK2X+V)$GV^^?7N M 96J1.'#:S.-"]C/J
\SSTW]A'@.#ED284(SU3DJ"7'$0NJDD2L(BTV=Y[-0 M,^M$7..6MR1'
PWJ+IX%A+G'V*#1T46*\!A.XTGIK/N-AY3>R74*?)I[_'T M+? .
(%_R(G]9O70#/Y,L2%@08(0NV"JV_IC9^61 MC5Q+2[_!QZ[8_4IXEC PE6O)6.S,N.HV)L]^PX?@$_4:U
MC6VK6SX*%1K(BSK;XJ,RV)K)-GUKC*P,6Z31#FWTL<]LPV#H5QF;", TR%!X M4-
Z+CF1&62Z]"T^6TZ(CWG8&B];U$[?,:9NM_UZ/'93;AW7#O87ZI[M5)5DN MU
"8IDWK+$E9%KIQB"DG7G-BFS(:8#]-7!(YJ>_S:)*^.4#&)S@,EGX?K9"0 M6_1%IB9QY N./M33.
(R:H4[Q-/6]&0Y0_ZJ@)+35Y>V3($^R3TXJAGQFVA S.]N\!L B-#*("MHXYXEBQ:+ZE)
MK9".T/N60^L>^&;PL>32^ESRQ2MT"WAXY\C*VI$"[O..2#B\NSM/.)BN/9:T
MGM6X[=7HR0K:UIT6R6@S=V2YR;9PIT79WKCU7 77D_OOKW7AHJYV=->/_0&C
M;^A[/14T6Y0O]=GBIFV"OHZLI1O6#!//!@-^>/IG:2F!+)3[[PAAIPGJ1R=[_
M?;:WW_J#WQDFJXKE4HAU]=]G(1W2+GWMK75,EQ]7XJ9X6,SE.D__%+1\E/B)
M69+XD9N$#&=1FF!"PPC'(G8Q9P'CH2 \8:##17-61E8^^19PQ4+*:SGHV/K0179V8&NK34?
^35\]5J62U>1+FV/[=2M%592A,T M"^,TB%GD8")\^4>@D@7B.,*$"R_._"P-$Y UT*0[LE'X*#
(AZ7!4BN^B6,FO M<+$F#;,%NCCJF801T(%9AHX!]$-R@#H6=IR4VV&DP!8"*+L]Z^X2=\<#
OPF:2TTX>4R<.:N5!G4"HENCG27 "/H*? M)+])E^N_5'H3\%'8SFZ"DC<. *DJI)F[B%?
_JLY^LR2+$@%Y=CG:GXT%1E. M?2YP$L0!97%"B ,ZMCI.9N1MV@Y1I*@.'IA",-*.Y9PI.3AT
Q7:)$[3(Y.] ML,PQ(E-'87H$/1)TZ;OZS*;.]=G0@S($=]FWI1HZ**I91C/N^#[!49Q*/4V)
MBLLF"7;]*/:HZR<.M(E)+SW(:WMF<^>Y(H]*11\O,KR2?Z&*!>"\]W[X B_B
M@>N[F+I"2/@XE18NC3'QB1_Z44@S#]2\S1IX!M9. SKS^'8_C'J6T!HX,(-X M<-+^T $C::.:^
@=M/MDM-U%^RBM]^FDW2?VR6[:O3<93[=Y$&PA;= ;*%/M MV+TCZ^UZOLO\K=G#[.]].F;
\VUV$>A74AO"P_126VZ[66Y]0IXSV&9WP:F' MVAP5Y\A F^/7O7M,LZWE\DD<,,X]]/#$5\ER J=1RK
3D"CB)'8<)W[7Z"6\ MR&O4..6[5.8=/K; 3TCB^3'V$TXP(;$:.5>1Y./*#,/6CR).NZ#O&($T?FN5H
MXT_RL":/)/Z5"B-_ZMK'G[W(\2]>S3A9V:*M^L1ZHL1S\713?"I_I_/+Y5WV M^[(JGCY*-
_J^+/]97O^[>KO\4?*E_&=^4UQ]+_D_R_:\7'>.C.'Z8T?VGA76 MJG_?)YJ72'*W4GM<96Z[UM\?
Z^';77,F+#M3;,Y=R]]0:!5D MO?PS7\YH%@6>([W/R*$.)JE@.$E=!V=IPH3KL2APF%D/OT-
BHR>E'ID2C?Y0 ME('G%KV(Z?F!MG" 61LC"*Q,P-Z7;<01UVM2[S[#>E]HG2'5!_? ?9?ZLW#] M9\F:%
=-CV3WKK%CTM-]I$\+L+V MI^_$%68?M$O.<[4AH/.M445UE6]=HKVN\MT,+N0)\0-&"":)4&-<
XICWQ&8 M.3R(?.:++ 9-80-S,/81UN/?
KQ_0IYO;R]NKF\O/Z.;VT]W#E\O'F[M;V)YW!4P(":O&8%;0]/6S.S6R8^QJAH8S L?53A]"?]TAK#L__Y-
5_(S"Y= MTU(%FI?WHJSC&%OVQV%)P2DR26]B<-4DPIH3@,XLP+!$D3#O*R3U(:^[-^ M^7!
[<_O;5W0OS8>DQ^W(B3T2@*D\"/8%ET8!Y&SZQ; M[_D6&5HJ#E#3"FJ)I"N!&%T^
T\FP2AKGCR.B1SP9+&&J>$%-)J$72"L42F?;":COO\>_8 M--F$XY]EIC%\BO%H=3>STS-@W)#XF
>93XF(J4XB80T)YF(_30E;A GD\S+L"W9R.Y0 M$V5[52=%:M/%%B\OBZ+;>Q6(M_DR3XHO]2
MYR>IMLE46]*B6EQ427DW*:R-R"K+JMNJ'M2^UY7CCL:@04C@\Z)X4I/"U>S;+
[1:E7F5B^6#Z&9NJ/2ZO&#Y M*YW?-X-))0LW1=T.]L=B1D(G*1KCP,G2C!A#L%)&#HXCF*'.TX0"4?
K&VV! ME[$/$HIB1>?HI9V>^-IQLIE.\J:R2JL?"^@(5QO/02-<,1VZL$^4X@LIQIKQ MW!O6T(8W=%?
G]S;<7: -?_*SU+:H_K&8#FU M&0ZU,W"*N.C#PO&V,&K-VIS M)HGIPCMVL-B)
UE:TF!TAQ#E;^5B]5K'NLOEIV*3O* [S>/T$B/;?D49U:11 M2_L"?5HLJF(!F8'3!\'PR;
(EZ6&VN4]PRWDZ>2'#PNV,$-&X MW##"PYX%7\W%7;:?$_(QGZ^DH_GKVU4=,
]B:T^6R*>)W'8EYPL[9/)L]',^ Q+NK N+(YR!@$,CR08 Z3K2V_0?3;L[- M(3K81I^Q%-P/^5*5<^4

24^G2?X!NR&G5QC90DE_390JV[JFKNS4D2PP?7>D M!XEA;\0."#"#H27_"%
*{)L*Q&3DG/LI/Y),.B;;LD&E>;EEBFU28_(X<4/:/V M8P>(Z'T?SY$3IB(@$<%?LE-R6/I '2P_Z7?GE'#*
*{GY.3UYDIV4W!%B_BD?ZY MZ7JRKMS)2!*D/O5PRGSIT3+7PY1G/A:A5$.?I2DC'D3?>FB-K'H-921)*
*[S3Q M,1Q3WX>9GD9:0@*FG,8@@!550SQ+.MM':5+UU1!Y7Y-U;C'M7')3\%OZHMT"*
M<.>FD751D8#V>G$&?8#C26!Z=*1\]F+K< VZA72H%O)GD!G-"OI5IJX5\F> M (>M2O8O,)SMI>H-*
;A?%HMMN-4IV_:>J8A"SA,6N]U('#H)Q<3) AP'28PC M-XXRXKHA8R%PN%;&Y(__7;?*
*RU5F62%7N@;^B[Y4[WK*7K=5%#(R]2)6E6S MJ.Y8&I4/C?*
N0^\W:S_7H8";10GULT]JXFT;0B+!3)'.7H4:,G^9Y NJ7?IKG M:E;>]',\7U@)U"'20]U9(C)<,QI@,.0"Y
MIGK; NM(3^%-D R:/4#$-I:UQ\=FA,W + <-@+""*SF?%8-QM8;J9R+'^E M\@UBXNNS$-5G]:BEK?
*OU;7/!U:*H:3]*FK^^_5WP)VG=/HIE_E34US:U2R'W M6!K&+O;C()#[B"256XB$8!:$?A1%GI?*
X6B&Z\5D=V4QMF](LT1;K%ZAE'M7< MHX[]NDIJ:V1-)P)2,IB5GHWXE/5LX,_Q[&"&<]+'!C:PXR-
JR2J/R.BDIGQ\ MP/?M_P04#>).EYR^+)N.D_>TK II#]L\%<\1612KBAXOXIAPSZO[Q> T3JCG
M^4'L)%VS.@DF9&-=4VW;4>*.LJ '?YI>#2B+5:$AEFYH_):S/31DZMWVWKZ*
*M[NFVG(,2[&P7AZ\V"*7R\CI?O GQ593?!G.$YX@H7< M/V9A(#7> Z7OOYLD(YN/G6*
*4D_PM4;&HT)M4KG+-H]J)%9ULB-9\ B?&O-N+ MH.?O_24>KWE(>1U*W#X-7XNS[K#X9]?;H&'N*
*BF)Y'7-^[1Z@)=OBQ6/47> M*DY[XV_K:D\[R;'M%-*
_WOMQ'4P5>G>&S#Z0CZ6@RU7Y5L=+FO823>=8$CE1 MYM
(^])+Q83P"'=IYN/$2X,P\",W"MQ9(9ZH%.=1_S-VBIZ6&4H:,W1 %9"' MTU!OF@!?
*(%K5GQS8I^0D9'J6_BP$#+./6JF_-E(W1"]LMYT=$LR2A3M)9E(# M-"3LOGT8O-ZP_BPO1%?*UA6@?*
BM6RN[05_GW]FX9DU?J@_M)B,U1RBP4'J!5C5SB+7<
M7=3]P1O^4"8$^K"=H0!L4&'^6/1LR"1@PXQ,A_->-?0%:OA"5VN<-ZPAR=O6 M ;+%
*(K9S\;%5Q&:,Q[1%:.?"=5#$=O:"AM/,EU?SQ5(\+KX4K[G*DZZ#=^#. M5AI+C1U4JSE -0NJE?*
QC_E+/&OER>W^SE8Z_O$ U6\#!Z ,H]=N@$0 "!N T ML6F/$)#U/E@ Z)OFACR6E,
M>4!%BKTD=C')I.-#6HC&XLN):MJ"-*4;8RL>0$ MF)II'&-*
!9#D,U3#:FXL!O+/PF'_+ZOBZ6I1\.7'4O[PO>3_ M+&'E]7:HC6QU]LM\438=*"2'6X-*
LZL;!3:)4^ZFN)W5(]9,?Z\OB#6W=6>>$ MRUOG]0=@U]W\?20QQVCZ9_ M?
C"3^+,\.LO]$>S";N2Z66)A,N_.+F3;#J#EE1&R5.AC/B!9B0.%!=
(3AVB..3E$8)I3'$$3PD,;+=;0G6J0=OZ(^&)C"]
M[0@N>C[=>=+"K%0G)4FZG91E%MRJ[$L@Y*#';73PEGRQHX0F-3E.BW@OE_5*
M<^49N[7EW:I:5O)YR@_!C/EQ&D1.BHD?
J0,FA^#824/LN'ZJ);M&U3'3_4G7I!BZJ812QWN$1:V*$D;.QE&'2UMA*YK0M;A >Q$304VV&TN+] 6*
M,O@.D)%VI@&J/S^V?Y4&[KNNZ9D-^EA#(?RTNE(YWQ#=!S+%J:\H"*
*MWXVX2W34Z=CB8Y\)*W*HIH<:@GJZUBB+ M_&&&C+$<7FT1=^L3H%*;WFK,^+4U6UT>AQE]DAQ*
*GVHK,!D^?-UB- (8WH@&)S[M3M-X#V^@8/BGO@R#M]GMNG];47K M*FX2^?*
Y4_T+*]692F*ZHJ6Y9OT7)O,08=G(0OEMY0)5?D9, ^GB>MAA_"$ MR)]"X6D5 D$)CVPQ6I**
(M331]R{(_-0PN"C18L,A;#.H#:[>'G$,RX[N:X[5ML5:SD+?$U'@ MA=@-
*B+0@H>/B1#K@.&%!F+DD8JD;SRJ5<*YG00XH@$S%FH[VRU_GPJ--/[:N M-QVP*]T!+GK*?Y:T,"W?*
M/B_'A(1WFKNE!BVNLL=K#]M0[E3XAWTD#MYH?E8 MOC8BOI.WN+PL>#U\;+EM=8>$2\G-2U-
!IHPDDUS_OI#,UZG:JEG\+/5=GR59AD4<>M,1>K0 MB:0X#0+/XYY#(X? FM].P#5$<8TZZ&*
[(G54@,L4#!)R-_3P/Q>"T[;RNAEO) M3UN"7!.%+3UQ)4PH^>%CH'\N-FD5CG^&7)0QW@$FIFKHY*
*V:%IS+\IL4;ZH M#]:W(J^6ZQ9^GD@RUW.XW&@Z"28L23!57XDD8,QA&77C3"M_JI?*R%[L%EE4*
MTP6TJSD)3+ ^YM28NS$ >2 IN\-@O-"!K@WAS7K?ZC]N6).>*
(8EZ>_2RS_JX9AT#;!FH0D"/PXQF&0^=+S#"BF:4QP
*M)+A(56B+4*W1F#TT1C8P#ZK#>=O1_,>BG&L>A/6!HF%>SA<59EPD'?3M*[IL M\C/K>29T.*5;6V**
*;3E?TW+BUND,2S_O.V9EX%+C*66J MW8+X*)K_WA3KB. 5?/2MG*:9+L)ZV]!Q4(/9*
MLXX']'CXA<%W29BWW(RUA T(#V9J+I$IYZ1!H0D",3TZ KF'9A6>N1M&.L M.>];*P!-/2*D1X-*
*]/Y#NC)]QG,8BQ5&<""^4CDT5$\894J M<8;]Z$=,SV180P%F);;(UBWL6L*C& 4M$:WU*NFC-*
7$_$@VQ#WN.Z-QD-!Q[MW:@-D"&^=]O8$8WK.]06L M[6-"
[$WQ9\-1=WF3H<7@F^I8A[C66($V6NFZ78\U7=5Q12',=)
M@%D6$3^.TH2$":@)AS;ID=6O8T3M^9OA@BU#:(LCX F1/JR:!SVC@ 4\K]G" MZ0A"HW3L,9??
*UJF)/N%I#S_ @!R<8)9Z XVD3@CFZF&.?0A+Q!?S.>T7*HD&%17=$^5*
*M!F/GL6LZ3G^9APFTM.:OD91C[<%9R]>QRY79YW63D*JR4=7$*TE/%$SZZ9N& MJ9L-*
I<,#X09.C),HCG"=RQX'(E6C3YF7BH!S4^AS#R(W^^KNZ^?+EY_')]
*M^_@57=Y^1%=WMX\WM[]=WU[=7'^%?;Z L.I];L8#"_9YV.*CMNL[G&SUV;5<*
MP7H>#);,+9#XI.;1#)A]JS,I.=J<_]@4=2S2;KDJY!X<>SZ. ZC%!,O3)$I]/P@R
M+P9%U0XHC/V5K^EU$V]>:=G6GO_?SM\][?=]EP)/]\^"RBQ/:*
NL<_'0=W,983[,9UP(W3W/BF)15=D M=_W)O8VCXAUS**
(Y?"#]R_U+/2A)UJ%KSN'WKEI$M2TM), ^%E7YQ^]3A#$IA2
MM$2LQ=%/,&YT=+Z]SF3'YD>8WSXR/_9KPUPQL5P*L4Y$^ZP2T[ICL[LE7(03FDIDBJO>IF@(GF/(V'%
*+E3P-17HGN;\ K5\ M-2W7)6<6\]/.Q,96ZIHI&]-FM9T)UD'"V[GKF1FP>_G,1%D*7G_KFU:LEZO]*
M>5&J<:6S,E81".&PRAAJI65@^66(<*>H*[GQUD04M#&H9_"-Z,_KEOIBO4-*
NE6_*A_M9SY+@G")$RP&W#I+WB9P%0P
MB@43:4K]6+A."&PSHT5X]#:NH>3&HJ['8,RG'V@!Z>>YV ?(ICU:(!H&.@& M0S4L=,[$!9)L-*
%=8['\%D]M6[H8>T6ES+$! '.1"P.X^?[1Y&UMV2);X/$FP M%[$8DY"D.%9=2**$)"3E$?
*%BUW1F^22G$I]WAF2;SQ0'Q=K/DQ(8FMB= FX_*
*MW'Y:F!%&=K]'P/VT@'U#ML*N:NV]]=%E5=OUR^B?)+Z_%NY^%$]JT0G6KS- MO(*
*F7A81[&2!ATF<$4RYYV*6,H?[S)%;?]H[Z:&'SLBZUU!&'6G4T$8M?_%F\SA['8X81BGW.*29#$.*

*T%Q92ZG*5NZ&:Q#U/,/0K3J&5+%-54D20+ M5FHVL0 Z+=*TEL9KF\7J .D(7]A>^J"MJRVW-I!>M-ZN;KB M'SB]VC<:CFP1A9!VY++@E_PE+W*57E?EWT4;(VLW7FGJN9X:T$(%2S$AF4K_ M<@-,D]!+!4G2(7V1M:B.WK,JN6BSO>F.WP 9[-HH:AG%:PC [,,VY#L,K". M==O?Y8)DMC6018OFM--8(# 5'9*I5A!'V!-U>T\C7YK M-#G&4/]%;NL5:\W\B US:,,=NLO0FK\+M.%0[D7:W"#%Y)28 UI\3HF]63/0 M*9X!K(>H+362ZOJ2V\-CI8&IMT7/R23\W?0Z7K,SK!)F_RWP;*O;1?&;7+W-.M]> M&#HW>'BED357,H!_N[R\1UW)P18/^AE4&H#TJZU]+&":VP?#"#.]44URHS2 M6'ZRA"A]4;?SH !W&:GOO5CZR2*KY.9G_J;2\0$)D@/+3*"X]NGF MK?Q_UZMEMTU,RTY=90#.B1S"2$N=; <$#UV5[R$#U6D=F4Z7N77M*C=81GOBQ]?BM?\JECRDH,_P_VKC!U[4<318_Y2-V"2+* OM_M+UH6@,*ZT](& Z.XC!"!]A/5F-='5@Z_*NELAKX^&Y/:[3E&<\2 4PB$QYBESY+XX=' J_PD+0M,D29S0BT&EE'ID M1];R@UJE3=,#&ZWZ-*'5VSS;!PQF#0XJF"0+\D5K6J_R=ARD9*-)1AZKFFE(M[E&]FDX2?J&09@)%OHI:+CW42ICIUS5--&:*/JC(0N,H1T'2,\ G"TV M3-_A$H-5NU]E]LII:?\H(6+%>I7LNJK(]IZL8:"7$% M%U(GO9"J-*R02)WTE&)R7W]A8RZB **8)^B,K)IK]FA#UJC[]RF8]-33@O P M!361&ZRB U)94M)35"95TP%1]Q5UZ'+3+,K-R=A5,X]GEO(@CH6?8M^-I.O- M'(*3).184)8Z/HOC) .IZ1$: (ZMH2P6];,YW%QF:KX=B<!FF&;2L+F^GW*21C%-W5DAGI37,RY228/4-BW0>15B!X"=#X^> M&3OSY8"9L'HLVOKX_P)U[\F78;$-LD=/"F8M7_20PL09HB=%/,P)/7VIR53B ME+,Q2'A(28>8[3 T^SW#*TA@[21;'S$W\V_UIQ(? MI3%V1+\FJJQ5MO[=^=4=Q_*S('("'K$, M!QG/,)$[%)R20#I$02#1(H'OA5KI.9LE1S8@_^OR_O)63W&VQ.PW"F;,PVQ M/]_: [_PA]SVQ^_;BYEO;_F7SF=U::I)7_I#U[@T_\AN#0S+.]US\F&%AK[J&Q-'TD&/GS_9:O+->"4;!".? IVPC@1,7?I &..83%=2LY.R MP=6G.RS3%73GO$S[)K--^B7_G]6R&03PN-@04P?G-T4[)KL.IZ? [LT\>Q+]7 M^3*OQ%=1?L^9:)]J,Y"3T6]2E/[YXDL4O_#64PX)@E/Y8X_B+#'0QK0*(G\ MS(?52HW-,D2SC,JLFO8W-7>(;2>.B*8V!;8_'OT)ZFVV?Z:G K1W]S=7%\?' M7&W&^UR@;IP\RA:E]*>7%=IBT=[>? BH<+04*1F=WTJC#5.#OAS FHVN:5['(MQ')9_1)J+VO3ZDJ@L5^EB:8A#'':2(."W>8HG#B.M. ^+U^? Q7S>]1D*0R_RDH!BWTU33-R(X)2$'G9C7SAIX$G5 M!'9DVEY^[/2#IA%*3=&T_=(.&OVZ=;Z,,,T"B6? 0X^68%&-E9;N+N+L=$ M.6SMBJ"8!<+;B8!;'O",H83EG=VL7Q<$H%QR)R M$M\GCIO(Q4!ZU4MO&D7;8>&BR7%#M0M;,X(4)U#]ZX=15R&M@6.DH6?A8J"X M6M*>HSC+/2CQ'4)(R&;O39-3BM:5GHN[6F"D'=[GZSV;_ZQRW%E+?'& MK;U8'\@K?[>0# [3YZP6BM*%2K0/D/#0/ N6"GLNYC$ M3$C?A3DX=;P8!UP$).:1F[*@Q?JZT,QML(ET1W0*G(7: <5A'6&^O80ELIPE-.Z9M4."#>6W#=\#/@1Y+?EF6-P5_S*NY MUMGEX5TC.T4U#? VCG#V)AL]MS(6!J=)C2=70\/T0)<^_YUQUVNF7$W1 M.(D(H\P)M;;KQYQ!H? =M,A<0ID3ZLAF,&C@F@K61 CN+3SPZ MX)A@AR,"CEYEIDXW*NU&+*NV=9O*\YMYL>^E7DIP&B@W,HYCE3PCL CCD$1^ MZ&0VK6(XPE73M&85*% MZQ%Q7^OZ+C7(A+UDK!1])ZZ:*+XLRBK_3[TQO\NZ*>1]FKX!/H-P42XP@S%!M++HNZ9L8'T+FLZZG5,U5>LQRM= M30,I(-MW?&C-LH%'@AB6,WP>.+TYQ89+3Y=S?) [L.SG)9RX%^Q@LRV]VE?S\ M=DM?FFGF@O,PHIF/,_GF(21P+'C$[FQ\8B06YN()UK5T* <(C&S&MTDB11-4 M:GD2E7[K:T-68-0-*J:V1@_)TN>"R7NWW"_YMXWK=7+9251U2*A.#P>O,XP= MY$]%GN6,2O5EM1:K 6N+>?+]YNKQ]1)=75W??;A]O M;G]#]W>?;ZYNKK\"XQ!ZL&K&)ZR#!8Q;;.BC#0.HX\!RDK:9U+9"'7I$IPV! M@(_X"(W]C:=8[%X*NGK<\ZNE$Q%U1RI/N3+?[73%ZC/B.!!B)F7N9CPP%>5 MV PG8>1DCBO*

'.$[" RI]\RB+,8D]Z:I3 MWY'^>AA%F1=V)HNP1 =TPY<^B3?FED:4N&F:H0Q M\^0GD ;*VDF!G[@$)OW%(F[Y]ZVE+]*#0.*"8$&&AH MK,SY43Q."/@TDY:@P+_GH*7>!S#9G*5MQ,8:LU33^$M,6=I&P]:0I9TUS7JU MW-S./.ZR0/@4^Z'G8*)CU,>>CBD8;2UBO%BEF MOUTV8QYF7? OY!O=JV;!Z=J\6N=2DO5HVK._W:MGZS7D)5:J^6&6,)V$24S5_MDO/0P21P.$YBP;#/O,!SXRCQ8E L<&_]L6,$=/DL'9N4O;+)VJ0T1O MGW.&G$"MZ-*H%*4+=/TGFZ_J]-_MC/KNH@MT)UTZ6A\)7+ (J_VZY^^)J2WG M6W6KOTNNU9YHI_*L]B^#9\S?-/,G'DO>G0#*U$O!)(]H+COW] M:?A 79[Z^FQ*Y4,IE@1?R=N1Y RUK.EGY>NCUJ_'HP$&U6XP5B/T80(#850! MH$]ELN(L.#;=0/PFPU; <+2>[N/BDOU[E9="DN$K9=W%Y7(IJN7,3U+IH48< M9UD28N)3@N,X#7'LLM!EA$J? -8"U#!ZDJ:42YS00;C]O38HTSRNE!L!.'(.X MZ7WJ[6!AUJNCV]-6"]021QOJJ"%OL7^'KJ2V&GH,TINVPX>N^_JTYF8.H9$OLMC7VJ/J M$AS;K3\\MUZ3-YJ), B@GB6P"0O,$)R#"+R&5E-,6Y6T0^2FK:?5%/Z@JE;W M/I/CCW4OJCJ7] [+@#V*N/JG2!5F5*L=7=?WZ+DKI@VR=;#K4S=P0!VX:8)*Z M JN1X#AFPO4CUV%)&.B=;!KS,/J!YX:IMG&7](:V"AYT 82PC3[H;,.A?"8H?28_S;:B>ZL_:TO3^/B770J//H M16=V";C+5 C[TWSQ8_,QB;G'HB F:IZ9CXG'4DPSQC'UTRCV_33V/&;4,^ (ML9$=^4V5O1I$H8+U-76=CPD<-ST5M(4&3"// ,*_T"/A+:[$1PC]3Z]"7J$ M/MFIH.\> W>]ZZKSC[QZOEHMJ\6+*+N\J+ <'\5T4*]&VZ?V/^EJW)SJM:?DU MG\N%GU0Q->41S00. C5PU$\]G 9)B!,1^9XCG"1@B5Y4SR)7H\?]6DYJ[[UA M!>"\6T)>PYV?$$W3@$'38^N'9!!U'%Z@-8\7J$- ZPV;=Z;P[7FQ=HX[5Z9\" M('%I^J=AEK\TW5.![<7LXM>[.[-$:KK]FEUL=G9PEI77OZ.;V]^OO]9% MJ*H^]=/-[>7M5?VWJ\>;WV\>;ZZ_ C/M]6'7\VM' 1/VS6E90&L>ZG#^9PQ?P,!-OE,#%SZKN2HJ?C7C: <*=4.YS"6'J M$-N7V]Y8E:9ZGA"A)U(N7.T<_=VU1[8?-3$TKR?$@#IZ'8- !P_OI(=M3:;8*^J#)K11OZSD8MN&#V:+U"*X/ M'?U?4%Z@#L[/&@ 99+OJ2VPM!5:#Y,1YL?H@'";+ NXU+>TMQ%UV50J>5Y\H M:W=.+S17/>Q_793EXH?:,=%7^;OJ;>;$64:I0['C9HET,CC'<1 D=2%@2N/, MH9&6DV%&?F0_Y/([S>>JZ2I*.\I\T)ZEA1(9>6 M&;3F!G7LV"P>-H'!6DQB/C1<8FP!P6'ANMY? OV+*V;&A/^ M\J*&E]1=NKB7"2<(<"PXP80R!RY;$$UGFINZHR:4.]-D ZR!@G[PX+ M:SE[MX? @NZ3O#@-P*G]7XTYX+YZ/[;;TII!OPDOM\"M;58=19C1-@C@F!&=^ M3#%Q @]3P1(<>")E: <1([&KU,A\B-++GT9%&6[31'_4'MR:O>_VML$ M :;LYO*#.O[H"&?4 :AWX%15@\&F,?=+!GP5?*

S^B.DZNIQM6ZEL&%D M:3;MXQAB>E_I,W& :>H!!(]&$("_SCU"6OH<'Z,PZ?>W1\3]#V[?I89Q@*TV
M$;?KB6NS(!->S&*"W2R4^WV>I#AFKH-CZ7\SQY*^@!WOM_JL-U47+G^3%U;+
MF^*^']GX#Y$_/5W4=(G4?_RH]SK?J)Y^3N=K\2,>&F83C%D_R+*+^+!VE0
M/RU*Q=,L"PCA;A9CU0<"$^%QG"9R;^I$-/9"YG'7U1K*]DEOY(_/#G74DD=_M*
90RP%P=SJ$GYZQMX@*S#B?!0C8>&J*:,P\W#FQ@'QJ,LR)X(5 MCVG3'CMXI3A!I:!-BPV^==8$'*
.P5/3"QP'): '5P.TQ46-4,L':AA9.V2V M_2TX -9*T/0I3UR1!H;DL$ -
OH1Q2M[B13S2/]7\N/EBN2K%II.:&A/!0L_! M2>:HO/^88AK3 'LID[_R(D)BT,"I/F(C&Y&;VZN[+]?H\?
+_ATZ1ZD5(STK8 MDAMF%AJJ2))%&[HCS8G2D=!>IMQI4E-GR T*?20S;O@>@YSZC^)UL7_ZR!F
MJ28)G)OK8#F4M/5$,!DVZDM -YJYN![=VMN'$?61=_WK\##BEC5$<8*7D
2W#MB1[A==B_OW6W[N-P]T:4W>WY]0< *8FR)!* 0-IS(F:ZJFP*>:$RD4AD?BF#FSPD$ L40,RS
M,$P03#I56%>8 +/@-IC;@5HV6AA M]>,C*$GF_%%(^C+<4Z1)[V=A*@X*+\-
BN+QO3X,.7%0OCZTQ.$/NU[4K4BY MX&SMO<^I_/Z\:*_RE8N2EC+BI!&-KJ$--
@'4EZYB6OK'"U\._6<(T_-&K8E93C$+I8FZ!!8W>@941V]:$CS8!MUF*C+-/#PK 3;V*,!#E1?87
8:!!T9D8,W0$XA"(6 MXGN+1DQH3AR06*AA/R:Q^;"KA] QSAVI5F\/%5G4DLA.DV62%7F(60I#%C.(
M_,(N8E=@IGP^][\'-NCN!!8?*\5&\Z.FF"CS8JD2X@S-,0AS#F M20$1#B*(15Y 6A":"1+S: L];0%>
<9RB2\[7Q14T<71SYG@/Q:"[5)R.(SV: M-',$)RK&R06L:3;"KT\39^O#AC_;'Q;.D]7W$)K4WH<%?
F_I!I]PS$&T[M^X)4 MU9LZ)^O"2/43Q8YE@J%/;X8)!4_:L$P@=!2AN]J;3G8P2KF?B8B^$@1]I*9-
M"!@(O9< ,/F,FX7_Q!>\(O/S!3MG3^6BK/4(NE=^V0#1SN(J C^16 M+D)(D9AA%-$<)9E"1-
VMPT#%$>_:FCIZ\P8V>' SL:'-&=FYAZU86?I737L MD@:7 R#$UH9N**0G6Q^B-JFY&XK^WN)-
/^8*3R-X5>F1 $T9,5>7F/+/!O^N MGA5!D!1Q6,""R^,[XA&".(@Y#'@1I(*%H6"6Z+E#)$=/RY<6FD
50FH.=,IP%HB$TXRE, Y5Z,^X@(3'" 8D M3C!.>=;Y36^Y:Y7>0Z(UPY*\ 9X;4-[8KQK![7LPUV]+.(8 M7-
3+>XZ\?/:#*.BJ5^& M9>@TT7NP#[)\ZLU7).:%IVG#-9]JW(OIO"YNYX*YC- >*G9>5=\X;>$MSQ\?
M]:2/\Z>5B;\<6&+L..WQL=+WM6 SG<3,BPU)WN^7/ IM>ZM*-"II!TCL#&QY M ?TT89CISL50Z%
[$,+E"JV'H&SK&(;6G<34#85;&Z_IX_;F>/G/U=OYGQ6K MS]G?UZD#0S,\\-
&1S>_RGR_EZJV)].67C_W]I5YIOV1NA(?D'3:^$T6U,[JC
M4GI,BPP(Y614A]:;S)AZA.D:4=]CCL>)9Z[N0A:/>I[@.^1$A8>BO.&]=)%W M7+[NQ6J&PBPF61;".
(_4T"[$8%ZD!2R*-&C<,_4?4IF64OU&49N4 ZNR:'7"O-=MR MY#&<=]2%K\C=EORT0;JC M3H]2-"
]B@@:SU7!O_ =*^=CWP:O.^??NY@3+EF.*"MD 4D#DL$ 8P5+F5&8 M*WS:A 8LB5&4X(C8W4=(4)?3-
;16F!^EN/A7)T%/=*,;FF,YRCVA1O&'6RH? MZ/;V1.WW;ON/NSFQ&[ZZ(/7WNVKY6C+.?
GS[M58WU)NA[N=T5;XVTX!Y6(B M42[]&DT@PB2%6(0!+-*49"**\D!P&
[]F3GID5Z<@&-14>_#__BL()]CD2?Q']=L&K^]MC)OY@G+(\N,/)93)+DDJ;Z/F_)
MFN=*CLL]G#'Q(K*=;6N2X*#,7I.2@Z(Y94^.KSI9#F50L&XF9?AA%T2O=A33
M7=M;KAJ:RE4S%7%W^/HLYF$H*$TACT.51E&ST%1S9XC3F!9I(0\T1K/0+.F.
M;+%K)Y^5.?):27M1+Z0;W,EYL0ULM:QEU@+_N/NQ;?[4^8OUY(M=\-KG6[J8GG,:(R+@D8!3
JJLD.1@$469I!'/,Q3E" 26R%LV! ?V>,J5O3\ M2"O%LR]<26>O5+V"_$,
(E(D.;$J#SSWUDNYT.KMGC_)OK%ZH8\\1FF(2))FL%<)S,S%?2&20AS^=,\%UE*
MN=&0D6,$1G8*#4FPI0D44?,=]Z!.AC?>4R6U,VQ+(:WVX3Y)G+;C@PM.MBOW MB=/=G'N?
<[BG8W]_6-XL%W=\><.7:A#VU6*+WR-@1ZZ;65W4Q2B;@ MW>4MN)'_WYEA?[5 VDLN-
M]7^_*T]WY MF0BX<^]G](($3,.;/GY\K3DO]:N]5-63]][?S^FWEK@O%B(QMS@\+890 T'(O
MD@U9B%R%ZU8F?-0PH9 ??!6%J?P.^]]*9'>S<1_R#$N]$'77._VZ7E MW^>\;4 \?UI6J[8Y<1;@)
(SCN(!9RE.(!$EA3AB'**0\#V1@G&)NB_HT3-;F M^^^(_-0Q (WZUJ%NFQ\V4*-
IMMBO:FQSQUOJ9V!#OT&#,U&/0RK97%YOB64# MDA.GFQ!&?=9]P7 MV%EY6K#%?
9'V@!4//.)F+.>45B^J]K5^D4=INKX%DA:Y!7":Y=**GX7:".;)=(U(3FK3-
DIX;^Q6GST!3U$=RBO^G2_J\I4WP(U7RXJ7CXN& M(NW.7U!HCNI?\P8$9)-QT2,E'\A?=VH[E[_H3-
Q^6-X1;1 \)I@'10 Y1S)" M3W,*,>4%1(AGG&=)6&!D#P9:X<#YNQGVC7R>$2^G?
BT^X3,GXWUZ+,ZI7\M!8,_)F7#LO/I)70U])2M^ M1XJSE=:,N04_==;84$ M6P5X;+@Z+I%[N]6!-
:=MMCHNU%ZK5<^CCI/;]I$[M\J8Q.14GM_JP?HW7J_T\$\U!("J$59+]:/;EU6]DGNA:KYJ^45F.
(7:H9WK[[4JF.].YSK60- M'M@9:(4[XUX.NQ<"ZC"2/5C^=16R+,.2M]&3E_N^=.*U\7>!\FQ[07@Q_]
MNO8N'#^<(;=-=+,97R^>):V?^2N?1^NQU+P(HR3B,&,"011R G&>$TB#-"'R
MK9$TLVJ:ZZ$U\D:D28'(;GOI4XW9!N!)8#L7O0U>52^;HGL&6OE'*% P$-&3 M9^NC-
GO,1#YO7WK\HF4BQF.\SQ, MY?F^P$2:*D_E-ANIX:\1#VF.$IRE5J9J17VZ5-&L([X;\Y_
W\T+%@VW=@I MUW*C]JTRUZW;15ON>[>-U+YW1)PE20:#0(4$!,>0D""%$8Z#/$X3A$.C^5-V
M9$=V, TQE4]JT9@7RQ5X4]"":W9LD',==GO5L;3D)T_:5@X:X!#:R"Y +\K M_,
U'V>@5=^M:)\915DV*$-C*,T19,B?\BQ!AFQUT(\Q9+S:A!!#MA+N(@Q9 M?]K.K=;5:O:-
/ZIOS$]\^5B1Y^\E)?,VH"!9B')1Y)"$4001Q1SF*14P#Q/& MXB0D06ATO==+962GV25H&87U*Z??
+7H3VJM.3 M_$^1)##/LA@6199C'"-,@V"VT-E39G:(,J!J](W-FV]LE[;Y]5E#C#/ UM T
MM.6E*1$%K$&G6GWGX+D?HB\LI/5T7#*A M..DAR4(%[X]&-
A^UK[BYYW3YRJNW6W%9Z0JA;7KGYW+!KU?\:2A\-UUFO&_T MFKHZUTCZRP5?
OM3SM\V(V)VKUV[Z4/$&-',>^H=M].!4QV)$8+*B%AMQNQ4N M5I]SS_1?+^I5I<\R5X3R!A-Z)G
L,IP6D.-$0(7- S'-,EA@*J*$%X$\Y=NF
M^@\1&CU52+EJ)53S@.37GDDN[%/_!Q5DGOL_56R'Y/^6Y!G0*O"%]&TJE\?L M_T$RDZ?_^X0]E/_O?
=XA(W=?/I6+\OIZ\?>7A2X]O:N6E'-UA[\>V(<2%F>) M LE)%48D+R@L$HRDR?*$8)9G%,?&J;AA>B-
;;L,_N 9;%D"'!XNS/_?\OEBR?@,1RA+@C2%/,<)1$DF(,8Y@SS*DX#B-,JQ
M$19N/YF1W5N+F]525OTOBC:0Q(&B;HL2=E!1_5[-G_AVSLQ5<@?HL#[!3@ 0 M.
[CLQ#!B?:+M@XGU/NU8*$^_<_8RY_)P\O0\7[YQ_HU7KR7E1XH6Y_J%Z1'J
MZESSN%!']08R6QW4ZVU5#26TX&E<0)+EJ3QZ*%A]SD(81RS-&8H%"ID=PLEH MO-
I8B1,LRIIS=7C1\#.PV"^35M6=B]K09XS__LQ.1I_BG=AYKH/UY]T9\.V+ M:,K/.QFIL_;\!?YXT'V-

H]1CC:Y07\7DH_$Y;;'XV.K>*P8?G:#C53QM*[3%E>EO0IS_"6Q)-*+*]'NE15$?H@C_:/T=Q<":"^KH9*
MZ2,U[96(@=!['=RFGWS]N[4DV]_DNT1(I/::[^@[RUUX&F7BTIYPEOIKZS]BM93 @QA
0Y\=.P4[Y8B^,K5 M3,=RT=X^RA__3W-8@$-2]QN;!X$M4[B]LGJ;@S @E^-EZOYZ$]Z='A5F]ZKT
M^&/VR<=VXM-EC | M)D8W37CT&>#B&&$(PX1S4*8QXGT.4)D M$_(>'\'?V.
M4IKZY#ZJ05QRR/I14+U0I,$QB+-)-; M(@M2(>R2].])C)Y;;P@V6#'_"_Q'\%]!$(3@F50-G,Q_@?.7U?
*=EI2M PS/Y M2_5_4*ML6_V_0%G7+VVF=[G%4P!Y<(91J'^,\[,D3]H/G 'Y'P7"4+[RN>'N*
M>U3YI@[!7:&V7D!K4I,ZV\ $: 7Y= &'Q?%F]^^6G]C8#PNW;^%'GG.[M7FZ?N7(9BT?
*=X?)S20H]X;:]XJB_OO ;_M?J?CF7*ST^_,GGK_R7Y6+UO9Z% M!8E1EL90A%C&Q05/(8F+#!+..*
*JHW.I#HPE=GO@9>;^7WYG$G]XAB23"#(A*PB,1I9-:UYX>=D9U?IR% #;COUA^T_.GN M&!GH--?*
D1?>:O)8'@I9-RW/1B:_(S(%.IW@[_SE0<&"B5/O;B^Z\%7_?1HS MTU:)>U'<7BVYGU4=(6?*
**A4+DW_7*+3[_MW6^]58TCY5D?K>L2\7&%K9'_9,GD@XFDY*
*ME8YRJ&6[!F%_RQ91A<+EZ>>'.PMX6V\?,2S3SI]*_&SJ-^Q%NQA]#Q MJD1?V#I^F)H6=,>K(O?*
0>/RN[MK(7G_7S#UQ^4_7\I7,M?^?W5!JNI-1LM- MPBCF19C'%,$LIG"EE;Q699 $8@B)
*(+G)$&6V3H3NN.G\"1YG6NCZB]\RXAM MR[J)$@VS;KX58YF*6VM$_Z7#P1D@*[!FPC?*
0L970WKK736A.W+]NH8;]#G:; M#[N >BWEX9E73ZH]\1>R4O=]):_O^7,;--
*Z*NZJ4GNI9NBI>J8L$\LBO%[]S M4EV5KWR&HB3.HS" *<811%F80YS3!#** ^E2PB(*C" %?3 S>)., *
*&FX7QY;O@SG%GDY57TNZ*I%6R9%)2, <49T*W* M6]| ECD%?[5A[PQL&037"Z!8!(K'"15N@S8VG>*
*(=,WPI%C&E"ORY>ZQ6[M_.?]['S/BM4_58L5NU[<5=7OU1K1Q+ 3PIG R'NZ"L>@0@2#.@*_^*Y>") [*
M=P?B76&[_?-% RRH5U(W$PBE_9<#:5<5CIZK\'#=[("\B7N. V5-Y)2ZJE! MYMT7[N^C?V>?*
[%78;=:3O@6/K5A>U.G40.).=;(VDY,5TVU&.7TQAW/6$0#, M^H;KPIFK9:6^B3,< M6NMFPO0?
BA70\F(#D66H48/CB7\]V5X?*R*+,)Z_ZIRB\L'5.8I?+:3MC?^ M-*
5QJN@#63K:="-3RHVXWIW(Q===R5RU?2\;9CV^_RG!6NNWFNE9Z;%6KK_-D MVX(_F@9$L F61A
%$89) $I]!3##+$0Q6EH=XUJS\3X=ZKGW_X;7/U\^[=O MX.K^]A=P=7US?G-
Q??,3.+]XN/[M^N'Z\IMA;^X)JC:[;!U7?79.5CE2?>FZ MYD8=V[\HAF34]P/8
2V3(U2P.>N$T\7LPX,3'I+ZZZ@]U>V)ZQD?^S]O;I< ML#:H?!]$7KQ6[/?
J?:AI=^IU77^*0R^71R+#X]6%.IK)O^K#V:$]>RU,;^<^;80LAR0,19@7,
*M(TH@2H("8I8S**,P%A4$I1R+D[K(?W89R."GB=QHX(*MPLP"*C]JL#R=.FK@*
M]";R/>'&ZB'_>=]A$^8"#W:0[W_"S93OJG;:4>-6: ,XY@AR%.A"LI8!@N. M,HAYD68ABO*4%S8V?*
*(#&R,:[H6C619[G9S@*P!?^%YV_Z&TQQ.N.KFD>^D!@7G"\!X73XNB'$HT_<^S%S$B5JV\PWO*
M%#%:X&^1QU2T[?JFWM.:25?60N16[=U\K,(AVF> M%ZI2)Z00!8)"DF(..>9YD!
<1Q9'YT(H>0F.7VVCC) UI75ZSL!M\VJ]/$?9^?+C=L(,5. M0MCD>4<8>W_%#MT;CR1/\BA.(YC&N8"
(XPAB(7(8TI1%><)Q1HQJY<=E$N,B@7D" E)8CE3X,/?B-M @2;8
*M/'\EY5QCT8MEU61RG&X!1WYM9A'IQ[*NWUSK)H_PQ=H/UE@5/WZ&BLP#I/3 MSA085=%[*
*P7&I>;4H5;7ZL)7KL@7]$T3^[E*E?JAWS!.)OE5* LESX\S0.J M\GXYQ @1&*,P("+..*
*(ELFM"&Z(V\0RH&]/CEEH,S0!0/8*Z8T+_07%@U.@VJ MT. XX5LTBT#&59ND]U<6)*
NAJM+1FYNS=36X[CZK#DD>4/4=E^(+5LR4_+8Z>HW+V M@/-
D6JBYGG>\6L>$)9T%!.51'H:PR%26@^4(8HI2Z8KR$ 59A/,@ MM_$]!ZF,[&
*T#=W_R&00JXKRG]4UBR)OV K9KR,S!W*RY'9>8DU.-78WQ\PS MH$GZ\P*]$GDR]<,T)K7G7C'?*
&VW_PZX3F>2&$]H7WGSY_7BG%)E_+4\LJD, MSRSEF8@$S6 LL+32-*
,X@2:658A8)C"B),TKL["QX31I\61/_015B;?1R-Z 7APE.AK)Z&^8T1&_BN4Z&XN^/>#+] MH$/"Y$$JFV
*QJX7]:ICDS'HP&Z)IEE$,4Q(G$*FIV04F%&98%%$.!K4-M9&J4HSX,((I(6$"&%*
MO,V9&CD@BB2(D0AS[SMPV3&KA398.'/]?Z]AN"QBV".:,@L;#E=;CN?M0?_M?S%9%J?US5?*
U3>2[[92)XR# ME%:0(XXAP@3!/,XSR G&1.<$QZ+U.Z@<8S4Z.>+->%FOH^J/K&$K3^F(S,+*
M]2&WG8UN!&Y(GH$M48_8\@-B^4-/T9F6CSX 6'WD-Z'GK=O&3MG?W]8WO&E*
*MNM^]6FP'BQMVA!WY^,@;I*3Z4]]TL1ZP;R.K4)75LS8KBVJ7A?VW3YUW/9=#_=\:IE3@3Z+/+WP-*
7U=IT]U'BSE]$K MGE[T5"MY%*HX M+1LA%NS\.5FMRG\U&>B<8!2&A,$\3Q2
F4"0D#R"42H+BC'H3!J&)N.Y9$= M]5H G:K@:^[/P(+K"49DRR-*
@'2;UXZ3#IGKX/Z+@+,N1_MU_A/@LBL-3!A=/ M\'4PVQ_^UTNVVRG6O)\!S?V9?CD; ?2_=J9: 2T$7
*HHQ6C2.?(S2A+0$05\ M??]=Z$KCL[%V*LU[Z],=G>&)VWZG>@'[7<23478<;[BNE]M!/;@5"O=@>_;3*
*MZ ?G?Y7UC98)X0F#!52!-$(20Y+2#!'"'"&>4DM9IC:$=_Y'UD%X9C6T*Z MK, OI/J'W$T::*
[%BNT(0DM%FSGU$=5GYZ'],Y^3";_+[F 5I2GW;PGYMJ*
*M]B;\.2[C4,ES+X_95:E0TC7FPJ^+LC/%6*H@0)3'TO$(JNIL8XC31, T30@K MDBC'A5&-*
_R"ED5W,EG0#YP$T<8MJE5XM]7L-K[+;^8?#8EN/Q![6@$6MCB]- MN-
7IN&O$KEC'1,K>0IW>!:8KTC&18Z= Q^@#=FZJKE:SVS\7TNJ_E\]?ET^D
M7,R.,T8R@J8\)A+QR0"F&-*(*=8R% IY)0;140'UAZ[#&=-#?S1T#,TPD-:*
*MZ'<\)\IFYVHLQ#*VI!X!^F()^;%.'"'_M8TA#]TXB3'UB+(VG[Y'3I^BOAVS*
*MMB[9(GD6Y8G_WME5[4*SLPYF.?'_OB__&QTO8. M[M2(08R'1'6K!CBV MZ'3% -B[=0"##WK/.?*
*A>D&73USU[F]PCQY4G<_3M6@S]K#6[!M*3Z&GY MER'OO;6.NO WW\&*^M3#'5Q4V5@ MKJ*
*1B@\MY7>;^F=(8[H9?W9"[TSTL_RH*_8/*1201[D%OT54H6I@# N*"H@$ MB6">|*
22(,KR+$8I5RUO2WF@-@M&]DE8>8(-(?,R0O41T+8R@/F6O"UNSYYJ MS,&TP2V,^H.+8^PO\.2>*
/.V2,P,33.,0'WP6^./FF_?]6KQ:/7U<'IYN< M+Z2I;X>>5-6PY=5;?
M7=;PU&>RCJH)^:\I_W\WX,=^S[;4[O'N/ MJE@[D_>H4\\)!6PQYK\I$&1JW+>ATS.ZSCB!3X]SY=OG+
<9\\-0 MTS?+=B!@LT?JHT+W]RK-?K-<_D9YBC@+0BA"&D.4 MBA"2""601X@D-
]1SB,K_,$IN!XYROMU46W(JESN-LU U0AE2TC#25ZCF>_| M="_'SN$>;.3:-
NAHP(6VUVX'X_^LN6V23(,W54FZ8?NL!7'U"-DXI89]04!.
*MPO.TD))3OH8]B,I)B;MM+@U"QBSC/**)@IOAA$,4"P[SHL"0!"A/,4\2K"[J MS'-CS;*3Y,.*
()F7GBUNIS9REO2QVWNR\7P!KU[/+KR??T"XZ]?'N"O+>NM[]

MUG4J;KVZ%3\MEZR61_64.MORSF;A5R@-(DX)"RE$.5)!$D/4-A_+PS6V&< M@0G>*
*[W0Z2W_8H(/C]S@'GIEXCF.3IE<0II5N9&EN=A^^DT4;K.K,?7V]1B) M,AE;,B(@*H)4;K&J"32D.11%*
(/ AGF!^423!"U9'WW#EF3$LGK2=)=RL.#/#5D(62(4E7]1R#!*(("!TF(HR!..*.KX,;Y-*
*&7>D[PLZKQ3NU11W8YB@K2!$D M*0P#=4XK4 QS1!B,L+?UC^5B[G+6S'?R^?*
*^(7*3%1O/Y,_SY]6II5\MNN.G7EIV %K?@![T:TG*
*M&Y94DD(Q!5JN@&1K\+KP=&WVV_W8BK3S!./HT*I"SU493@5ZUL0FJ\]S54.W*
M/,]Y#0>DGF_EXG%^I3@L6K72LI>U)K!1:9#KC&59P>] MQOA#KA>H3T]ET])]OF#;
*<=XR#)F%.$WBH" P*9B"EU7CI1ACD!-Y A%7O H MM+U!/4IM@BO4#6V=*
[:%=ZN#+C9HD@2W3/7W:,[U:],(1V[O5757LD/5YLSHH MF[>KU>.4)KY;'11Y_W)U^"/VX?]#Q.3=M4-
*- M=Y"8Q^:'11T.P$^6TL[H'BJBBHIW$I?&0EL%T[V".47,AU><+"SN%:@;^_8_*
*MZ'B;2K]S]C+GM^*>:Q#>.U*MWN3;7-2$ZL3;CV\[O]%#DU&0QED0,(B%0LX@*
*M*84XS!&,&,X8"XJ(L,+J.LV%B[$#XI8G=3QL:0--''3Y.E/I^=U?_Z&YLP3. M=7L/AO:@YNSO)DZ1W-*
*=%@Q,/T]X:G**FO2N DQ9SC//GI*YO MQ=^(VGU6MY4&&&K_\BU>TU&A?E&]^6;>_K<-9C)(@S:*
*("%GF0R.,[R2!.D8 1 M1O($SU!!L!7^CQ,7(WNQ-7GPK.@K7_9GRP'X4BX 6\[GI*K5-7_36F=[1'!2*
MO.'A86QU6AXK%#M@2U-!?JMB:KY/*V2[!9*7O.U>,4O?@ZDCCQ,.UA MY10U[1UC3EK,(?*
=XT8!GJGX?82J:]U)3B+@EC&7 +%$43JGI)D&8%)F%'! M$4V$C!--*
*,XZ':8SLD#I$-0!92Q6PETJ='U1UZ7-_A8*QL@Q2C:>KP-*)');^ M=%DM ,%/E]D-*
"MQ6=KMT:K]4O4G4(Q^=+G7:S_M.PG3@4<B6[?1 MAFFJ0+[>]NHMS!<**=Y2A40*
5.5LG'&85%@Z9I0E,W--W!^\Q7\[?S^_OSFX9OEH/$37Y)9T#6AZBVO9OJ]:CU#IWE6AZ]QYR=R
M,^U4=#^JVQN>[FE9-T]YWW2H74EI+_^2OF-!YA/'\O MZ7G%2:U/MEL#9"F)@J2(81[%%*
(HBR%).8(\18ABDF0L-8K=// R:>I,J=9S5J;2@.C.$4/2O+D
*M$$_A9%)GZ$%E[QVACR7MG"#CY>QRL2I7;^>,R>]K?2'_>EL]+/]*M)F;ZM-/ MO_OQ)+6=6W$2V-*
A9&(C46\?"QU/>[;':_4O#ORR&=))N(T8C(^2;,0HK0YS\4PRR,$,]8%!IA M+(W,Y\AN8(WSR+>TP9?*
GAKIAC',39XDK=UF9"FH?6+QJ"R^>-ORIY%VYY<+.QD]]!68.84+%VGF/ M79UN65/C(#?,-
<7IBKT&BUDRV /71MHW=KA>-*5)^]T*C>3NC)/JGOO]WPM MZPBM.=??&/UVM65>O6KR)[0%*
KB7T!AIH1 MG190U$H1>X"C=I_V,&%S)G(1DRB*85:DN)E$D;.8P##/$(Y"EB*;6!Y=U:W*
*M<@'VZ+Q[TS%/F'PY8QRG),D(S"(10T34'2]53C(K:!R'",FCG5TKH;,JG)H' MO2I#!)A$!#$8%44*D=0*
+)"2(T4$>.AJ@G*'<:Y[/;X W-MWTT&OB-^87(."C;& MD-H/'$%[;&,^_)!+SZONL)3!F$Z9&3>*
*[=C\ULJT<: (UG,9T0,!^DSE--CM[M.=3;ZBL?>%P.QU;6G:4F[&$]),)N\^K!)TXNPU,MY6J,T=_*U?*
*=U_8NTM_F+ MIE;77/Z//9"_9AP7213+:"1.F&J=R",(>4AE\$H+%*1I'"#L6'YGRL/(YG?O M*
I_OHDJSW6QD!=G9\$X-W9H=?D9U-(=P8V+($U3T R-4KAG*U&_!?,&7/P*
*M485RMBKJ*9"S7FHD:/+ZV%WD09#+=Y/<=MK-9B&-HX!''42QZKE ,KK.19K#*
*MB"0ISJ2/D\KWBFCMC_>1W>!Z *N/_M8IWZB95_VD[\D]RWBL*J0>* LY"FU\ M!O9&7NXVZ$Z(?*
>S_94P%?^R1\\^%@.S_E5B#((_ @N,ET-.R6I7_:L$3U46\ M:J]1^(EW%7\J7YYFC.4H#44
6:I2FVKF)@X$AYC&21[&/,ACJ[$U@Q3'/Z)N
*MX$;TF,SUG8]AO[&YY@SO>WSJP\X)=TFK&VA=\K*F#KZT](]OF/8W/::R^KKD M&:0W[?V.J?*
*A[5SO&'[3/*MV]/K]KE#),+.U]<.PR%?(&7FO0G3RS;04\ YH7*
*M\US3OMC#Z::3)+8SS0/"CM'0U2N54_YI?[7)4E!'!>EFH8X_Y%KC*B;WT(B'B$#,N)HS%2*YL=) ZI12*
M^2N<$VY577$:.R-;\)H+C4VZIFQ;.GJ2NLVVY.F4:.<46KY ER90G)V!C6IW MF-
M]TO<,:3]J\E;M>A(S$U?&^E#RO>RD"\0Z&)4O8]_OBF:^R_7
M4Y+Z8UZ9_R2UG^%\V^_%O]5\OJ/OXM./Z-OG_'/EJ/V_DND&]1UGP3X[=?G/ MU=OYGQ6KS]G?
*Z\N_Z/SQ-S*_?ZY6JY7BX=BWLZ7,4Q?V:\\ M]NFX<15:QS607+VT?*
1ZJY'Y=EO";'L)^SY^75>LM=AR391+,0;O#6;)Q%6OG MP1UUJC!(]_7JNBFYJ]X15[!W3UU?
&ZMM^K[JLEH\ MUG?L=K%AX&:E?OYG?2_F5%%_6,T5:>D8+UXK]GMEYZD\D!K9=7TM7TO&%TRC*
*M73?QS26I%M*X:AD0E0Q($]HUQ<5RU3SXI]J4O^=BSFEK? ^JEV/7_(1<]D*- M>Y-/_,Y)9>[A?*
+RF890UD&N M'F@(VB++=?30[YA.E$:&;T6!>4 R+0B0QP21+B5%9*
*MCQ&UD8U*40=#0!V1&++"^!G76;V_>-6%G@,=]6AC>DQW480%@YE,M;C!D MO>KQA!UF*F4O*
*MC@(M/A>)G*LX/&9?PAMWL,'9>J^*+BWV4(6K[R;6_=!:F_ M7\V7?_XW9X_\)U(NU_/A?*
0H]YRJ^2VE&F3YEHT'4$\B+(($T@"U;\>J FP M@0P*
4TQ%2!EA%%N5T/MD;NPC&Z_*5TGNE@9VS;HYA.VSN-N2> <4L4-P"S>X94 QO?DL4U^]V_K]
*M>6U8&D.=GBX'O+(V:?9_#*6^3^^/0F.47LUM!28I2!H6>0##)"<0A5D,<5 4*
M>JAH%H1)D2#JL4%SJL+5KY=7E_?WEU_!Q>W-P_WYQ8/\R[>'9A+,YG?WE[]= MWOQZZ;5U\X39!]
[T9><7#9HT1YKS8BO[-.V8'S^LP$@9EHV7/L80?&U/ 5=E
M3Q#>SA9=Y+;>:0>D\K2Q'J,RZ3XZ(.K[;7/H
*M\1.'];1__%PN>#@K@K@0!4Y@(=2XGCC*8,XY@;E@6987.*-F-9J]5*:Y3-G, MKVG_ A1M<+LP+*
(3IUY/I'V\TXRPB'+,8HE"=41'/H33H$/(0";D'1XQP?NK>&WWDWOOP MY_+TO3^UDM[CWMLGN)>]-
QIE[XT^?N^-;/;>Z,2]]YZK&R^J$/<7C_(? MO'KE&A=DWF2]-W=?,Q0$/&
*Y@P&)$XAR(2/D***0XI2(G)*,$,N4M"'ED03FV">@."Z#E0??G:'5=K-75*
*M8:M[,>D+=6QGY*V7<#'S*\;\L2_+I_D%V0FXI3@E"&8*
MA4D.$8TXS%D1P3#"P,Q;K#"C*X(^&]DESP#JZ,G,7 M/C1@F:MV$_[$V6#
*]DHTR(:Q#Y@/GA.T+VS\M[,#S;H9[*02GJUMQ^1?]KEK@ M[LF*WR[45;GZORJ0?*
R5S50ZC/4FI"N+5+\X7;/<'G2=G(HPCC#B"14Y"&>T7 M%)(@$9!&,)7M7XH'MIJHPXK9V#+9?
*N(JBUZ]\/=3S28!2\J<+I] MYLU)VN/\LA$5[LF?CL'AI*YX1!6_]^)CDG+; !XJ3NJ7ZDW#,=SS55FION=**
*M=X?^PE??EZP%D2*D2*("$4CS@,E(CH8PYT$ <2SCN0S':9 SA_DVIO2-O,3) MHV]:!AK,9#V?*
*\&+Y]"3]A6;/SDD;:],,\WI5E.,\B(:#1AG*5VHFSM38E+:=*
MN&'DS#OHE]WPGER;,=E)_96M,MX[(>O/GU"S?DYI]<+9SR714Z9+7C?)A-5,
MAH$QEYX#8AYC&26&TI]0(:-$6B2I="DY8\@N2NPG.'K UU0WDX8^F&\9<@> M/ZXVG). J;ES<:&*

B053$\9DF!V2(.!Y@.(0)S;#Y_PIS6$:7=-7NYQ$<69> MUI\Z['QK|^5I"8,.Y;,V^^;1F9K)Z+-
>_3BQZ2O0!P4_6%,^_"E[,(4K*<=R MP>|Y57WD;]<+IH[UIO@(AS\]F!-4(W$80I
MX$6ZIUZ9K9KZ^|5RZM,_LN1DK??](G6[Z0>>=(PQFA/WXO%G&=+P=Q,#[KE*
MD*U_J4:,A[,P9!C3(H)Q5 3R%),BB)D.0B@JHB(2(K7K?;-D8&3[W$P (>T$ MD&K- I@K'H
:IGT&EFNNFY_6X,L;)Y4M_IZU|@VWX!%5:KDI;]2DJ1T8L+)A MIWD"*
(8|;M2.FO"U==N2GW8S=U3.WO;NNHY[]T:##W>Y8%_)BL|RE) DSU(8 MA &'*&(8XB
0$$=9GL<1I9P8@:$?I3#VW=BZE:$A"B15H,C:]VWLZJ7?6WB1 MUO(>S%90IXZ-@|*]9.2NB,([E
M$3K&J@B|$+# *8,4)3B," E3835]H(?6R*;W#J[Z35W-*N*.-]-]2C/;NSVI MPLXNW;5P(G;W0?E& ?#>I?
2!*-X'1>Z'\C[\$3>SOBH7:BJ,WHW79_&W=8:G MX *3#,4PPUC&]EE!(0Z3&"8%Y8REA
:Q%>Q^'[&1#;NE IZ4ZG2Z0=U%4/)< MJH19$\HOBWGY.'#=:*]$,SOW11K+8WI#=1V-
;PB/D",S$="3I?>2FM34381^ M;^M&G['/C6E,QH>GQU\6S^7%HF85NYJ31]/8YLR."#^?,3I?9SAC[Q
5_*-J>H##[!7/*FAU95!VT7DR=:6T_[P!?>[&L5[?BI^62U><+]HU7 MKR7E];?EG)W7=
[Q2G9KDD=^*%FAHEJ$P"7G,(()B79(7PUP>*E ^V'(VH/@L(W1'5Z(:H MZUV==F"
[COKHQ=ZU77,Z*%Y':7>0>5W7F'C@8#M%ZO*OY[+M(=C,GHMSCN*T M2& 81R%$*!%0 =7
HE!UDI1EK,#KRFNS^'$$+HTL;[<^VVY'T#2E>Y]X5F#/ M>TE%@/,\RV"4I/+<'!&Y_7**
(<,B"B.*69P;;;\?_59.@$-HW\FR8>#C)SOV MO"VST\('OP.[K=W#I,;-
+,8.XY]J&N.P7C]ZZF(/A_\>TQ6'5>QMBJ(!*?N[M@NLF[?Q0$3783G+Q<[G@URO^-
-34V/_A\>RVI0E:HEUSK<$?B@&@.?"40!\6
MT2F)WK/L9(GT8=&ZR72#I]VBOO,E+56#]C=.V^O:\U=2SM7XQ*ME]8W,N0(" M7KZLSN?
SY9_JODS-B=)C(O1=^"_*++SX%,JW MO.>[O;@^ QH#8LOU&=CP#<6R@HIS#5@N60<;WILA>GY-
&'Z.K^WT,,CY!APRN/OKHD||6&[K@:<[2"'+.$X@HEAX|
MSU/(PH1S3%,>AM@X2;N__LA^MW.6LT@('E"#0)ZI:Y-'F5=LG(XU+TYAL/?
&RZE.)QGG>RACV/V1]0;E]6]8HL=-#Y^+BZ
MK/2(FO.GE6D]T]$%1K;^#ET@"56"+U_J=TF'_IY_"ZT,G]J*,3. M8_C4A=7Q;5!6I]/;\54G.[P-
"M8]NPT_;&^7=WQY3EV_[M5.O^GYDMG.]JS% M-38]$WGZ+E[DYSN7+O)?
6POL77H2$S01;FV#1L\ZWE93VEQ^<-8W+_N&KVZ% MNMK$"8W#@N7**IFTSPA!'$0QS
,>4D0XP6EBA]1HR8'-%]D)NK'#3XM&2'>& MU,\E,Y87S98Z[K?R"?1F>;#L**R!+MQA!;0C-=?
7NY(A5:+O]W[731>^;FTM MJ4]I%^NFFKT;5L=E7(>&M5WC3:!1+A[52-"7>L99SM,,89C27
;F,1(0YTP! M3^<)BA,D*"5V<|,.$QHY1&A(KY$*P(8X:*C;3@X[HJSA0-
V7"NP6BI*7U@+"#RC';XD\7V?],GD;X760R,3SNOH$W1_.U?NTPWWFHE8CO>IOK_2B7K5?.]/;S .?
M'?LN4T42ZO)N^6LUUG?]E7^HJC<]X$$2<)Q$LPCR#*(T*F(NX M@"&59V,1B(!0]TF9/;2F2V'QAJ
E;$./ELRV/D^R.Z>RME3/P!7GX') #?: M#,,"^L)@Z*$T+>S"L,A[2 L&'W&-6G54=T>JU9N^42)4]R#]^-
;]C;["SUD8 M)7&009&KO@L1RO-F2C-(64+C"&4\X)%=)&M*>F0S;\D!36^H"N!4+9J&O&/H
MQC8,;M2BD"9NEHNJHR4%ONBK6L)=9&]1LC'AB2-G6X7L1]/6*[AYD7<0X3Z4*?
Y(ZI+.8JF,*"]BB.49&"**=IK24C@6,8)HA+30H9:N$@A$&J\.L"@E)J5"(SNAY]S&U8
M:&Y4TGP]BF[+T!DH)E.ZF0^=N]LB]AF4;ZM_W%7TMGJHJ\MZ53[I,+29B??_UK]* 7[AVE&
MQ62MD=U*V_)3J13#L@(/W^[!EI5V6*-YEL5(.<-9%]]ZL?,1)BH!?RA&@.;$ M4S;&1FBG[(P1@#>HI/7
1X3ZU AX-%G77,QZWG6VB/_NBA7]?VW7]O94VV MA0'3A,$7I80?1KE:-!#36^ZDC];$Z1(#L?NSTK?
A500T4NV;_#&@! M%#CL5@2@93BSZN =^35:X%E\BM?I!HOQ*5ZK'>[&Z-KNA>\8C_IT*""C:W '
M3&1\:FXQ^%=>E:\; ^DW4I4JJ+]>R/U)A@EJ1,8L26C!"Y9 C(,(HBC@L C3 M!"8T#I*PH!'/C)"+S,B-
O(E>RVBG5-,JYLO6R]]_O+T'E0+Q^-(BR5MFTH?4 M1U)*181A@AB&B*B&0D03F'.6IGF"$X%3NYL??
PITNNI9$P5E2W5,[9F=D$KY;B_ M\N;/ZX4^2GU?SN4:]>4_7\K5V_UR/K]:5@KN=L;C-
,)!DLJCBW2<|C\AE)9/ M8(3BB* (HR*PRF-8TA_=IS9<@"]K?GY0V-%=EOX3-$R!/Q1;H.7+LN+$5NMF
MOF-$7=HYDQ'4:.UD')7AR>O84I_4#3FJYKU?S>N'LKEH*&7S*B)+, MKSBOUU->(T%XP8,<\D2-E!
H4GF5%":YB"(L"&:Q96S23W#TV*0E#YX[](&0 M#%BW;?:IS<;)J@5Z!NN4!_0^Z[93KV7T/RW,J-
^%*;LROO.W/F>&(T2"5 M43O/PT+ND[F)"(1%&$@1$IB1HID/7KIP3R,[Z-I]+7<':3TX-![U8Z!40CM
MS_*9[S(BT3/FRRTG=EMGKQ[--LZ3U>+6E]5251!Y+5UP;: %ZSW31#Q/.V8O
MJ4GW2Q.AW^^61I]Q@*)4<75],9?!Y<-2#=3^6M;T>L%NR!.WFBQ_9(VQKP$E M"$'=XQ?
EZ75Z2L]*U*>|^)*:5%'LI=G5"YR6<,0Y)D M.:1%F@8A42,;F/F$AL\EW,@^:0N$+B3=;75"V[3PLKT'O?
_VZW]:C9#X7'HT MFE_QN5@>STT;S1W\L7?N8)O.[,C1SL3Y^S<;_#[Z EI-6/N<;
[A_S\LEXGG#&S">3_%!- MRF?ET7'L-IGSNIW@?S3(&\S!.81SD61($(I1?6JL! MS8>HC!QAM>3
CWQ!OS^1ZA^6DY0/*L8L'7.RN'91Q9ZD(Y2+]XKD:Y#P01K3 MC@+N$W-OF&_OPX[V>.*
X*ME)7BY4F?]S0#OJ"A4Q40.$]U)'R0$%H0&$&X=,C>VOF#EJ:,/SYFM/JA-\,"RE(A5+>.]*ZH*!*(
M&0YA2** 9 6E<6 %@O11[\7=2V_?RK)AH3GZ@NZ8P<_SO@S=_\>^A1&.I$7O MB6
3\W<85TG(AG6/>]!X>O6U@XW X;3[WW@JWML]1R3E"J1\5T_0
MNG:LXG)!LBC_U>R>=%FOY(Y(=&F /.>#@C^6"X56JW[PW+\SFBL3\RA)4IS! M0I[*
(<(X@@4N8ICA3+"4L3!D<:O,RX5A<.]'E6MRWA7)%\RK"LUBNE.58GNB M[U
#+3G/O=]'A/'9\OV>Q/2=WD>$/-C@?>Q95]^G\P+W7,V=D:O*"$7#0$C> M;XMYB],Y$SA#T@W&,
JE"T112"#FTH@9C8LD)S%.F25:I@'5T1-O+7%EHVOJ M8+DA;VNS)GHT-6+/VG'*TYV!K88Z'(
M"_[N0)PD]^8"3&A.[!,LU+#O)&P^ M[-PFM7SB:M*$/@+]K%ZL7+6=:"90PN21A,
P5HV1D0@@X32"/,O3$#&& A%; M-
D4=IS:REV@''6V(@S5URQ%P9IHS\P_>]&&9@MGH0,8UK5[6M!78XER[!W^C MXJS$]=>HU$-
KZK:D8;$/-"$9?,@1)G]9UQ?+A6JNY@M:\OKG+']0.%]8^<<)30N5/RCP'E+^\"<JO-G!>?KBSL
M5/EWZK=.7LR^?^9B^8W/N<(/_$6N)"G:-,X<_/#(SEK=R)'%&UA3!BWI_I81
M0[G[':\7D2V=JI.T5@TRO1(Y=<8<7G&REIA>@;J],/T/'K.EKM9E;/:/__T_ MUC^1_RFD-?[O__'_5!+ P04
" !C-%Y9Y"PZ_0N= A- < %0 ')M M;FDM,C R-# Y,S:?<')E+GAM;.2]67=;29(F^%Z_(B;G=2S#]Z5.5?
5A2%06 M3RM$-<6H95YP?#&7T D":@!42/7KQQS@ BZ@0, O[V5-52:3HBBXN=GGYF;F

MMOS3__A^,?GE&|X7X]GTG__"_|K^|@M.TRR/IY__^2]_G+|#]Y?_|2__|__
M]'\!_,=O9^]_>3M+EQJ/__R7+|OEUW_|]=<___SSK]_C?/+7V?SSKX(Q^>OU;__EZM>_/_C]
M/^7JM[GW_M?5W]|\ZF+|\V"_2Q_)?_^/W]Y_2%[P(,)XNEF&:Z@+|3|N5C]|*
M/TMAN>+Z3^GZ9>MOU#_!]:]!_1%P 9+_]?LB_^5?_N&77];LF,|\F>(;EE_]_ M?
YR=W%ER/KX83|>+Y1QQ^=LKKH_[W^A[_>KOUUC@L"S&JO[^D'5_^^KK(?'?A]
*MB5.2_VI_UZM,9NG.+TTJ=VR6,!::_?IY]^Y4^^-?*BOK-BBB^/GTGTWK"5BP]#W&"(Q8P).T|*
<",=!N1#D;0D 5&:8)B,;"#MK!M MY;N[V93UT3S],IMGG)-:N5XZS-,#N=|%]-5O_/HUS.F#*
('T93_+UOR[SV44+ M&2YGC3FZ%AV1_I=?B ,%YW/,[]>2V[K1U2Z7I'AQ]9O[HN)R 9]#^#KZ1$S'
*MNI'C_W,Y7OYX,[OX.IO2'Q='W|>+D4@6>8B&-*LEY:FU@N!+!%:R5-Q9+[QZ M*
*AXE+.**]JO5UAC!R7)Q_9-;L.Q$4'^H:2/O65?,'P"2[NWA[>PBC*>CI)2V M4@M +2)M(GF(A;*
[0SA072D2I?6,$/4I(/\CI0-"SUEP? '2(_(O9]--REO[^ M.UY$G(^"X,5&SH&I0>*&0W.HX3"N1X6L-(;-*
*R+ZA4P#PPL/ M2D>T@|4A[!T(0C[B?#S+Q]/\EBRTD=8INBP]>,<2D:TU!*D$*4XC+0;.C'G* M[-*
@='W>6W0D=|M6A8W_6#@0;Y_,P78PK4Z[P[9V4-HH$(M=@078)8G8!7.0Q
*M.%_0^MCF*KFW\DX(4:|.(00'$^79)^_&T_PP^7*F/:$;YZX!9QS%E*W '$#X8LE],@Q"]!EX"":@L:8DTP*
*G3Q*Q$VSL*X--.[8/ M D7GX?M))DZ-RWC] GBE)X-WJ#*SD R+H)QW=!R4!98"-SIQ9+$%?K8LOQ-R*
MW"M#3@M6#P(S1SF31!97_U/9PT=T<1KC;("0- $_,P7DET4PY+F1MR8,QM0 M+X\LO1-
6_"O#RJ$L'BA.Q"A+731'!%_3 Y0SBBY<5(#",5M0.WE@5'7KTKM%
MT=BK!\KS>#PDH+RA;T_GY[,_IZ03+3>^"$@ZZ+5.#
*(QS+FS]FYH>3T1V49<[ADK52<>S3&LZ"9*4_!H(2.1K+3FX(KR MQ*
^T+@LL.?.#T+&YVFYX>#WQU[TYV3,":NKKY..7V?0Z1&A8L$8;"2F0Y:0R MW9^A*
"8F?.1=B%/@@%]U?<#0FO)^AZ$$=[1L,G3)=S0C(7\7R\G. HZ4C_M[\A22HR8$"U"Y%H*
Z98\LB<2H<]S]Q?<3194#>ZIR#PH2=9/P)#)AN; MOH3I9UP]%^1$.DV* B[+!(HY^@Z= 5V$TS&
(:.UA#NIC]^X&B=<3%SV8LX-P M--Y$DDLO%2#)?M"D[QU7=# MRFN+BC;@]" 0$D[MR:)%,./QU7?
+)GMMX=$&G!X$8FH&P_Q-6.+GV?S'R)F$V4D&)@0"O$)&_K6U M(+2TH@1OG6P1Q;BSZ&
[X>&V1T?WY.@A8?+H(D\EOEPOBQF(Q(MLX)/29 M&$"79O0!
*(0DBWOJ(1K:X<>XLNALL7EL,='^^#@(6QQ*F$\.B*7!_+./'((.1DPF;EH OW'-*
*E$B&VON!H[7$PD]D*N#P,1& M7=>G+\3&Q>GELK8-J"[\B,G 74P.4)'EI%C2$((NP%)R:*WS+AT6(?*
TY#;MA MYO7$3!MSO6<,'1%_'@W7J0P^4\,\W?TDP7A.%>[R8(UM3(Y> 6N% =::Q>+ MU9['-
*NTA[BV\&S!>3T"U!7\'!9%U;<]Z$Z@*8TYJD 1L4.2/0Q!.D6<664C& M&)T/NV*V+KT;3%Y/D+4-CX=AE-*
*VYF%R,LWX_7\B6=HQYU*R $.N.?GKTM6@ ML01.\,^,K&]WX,7RZ+*[>35Q58/X&W?.1SKJ-*
ZM'KPN#W2"Y9"-)D1[NBQ3
*MR>!9=>&9(DTHM;/LL*3D;2OO5GSY>H*I33C<#"7_].L#MM(6_WY(A[$_IN$R MCY>8W\SH*
$P7JV\6L\DXU[YROX5);9A&'ATN%W>WLUL?LN=\?+-N97OOZ<">
M9@_ZTYR6=^,I+3:FZV>V+LV\:965K. B: NEYK.K(C1$Q3786D?#2_19M^[)
*ML@M=AS:?.5HLB*VW#<&R2UJC 2^4K)7K]!U7"8Q&8;1$SLI3%]4^N[Q+P4 Z M%;5"POTN-*
*>P>V^M] WG<=:H5]&:_BLMN\$1(V2V!@3G= 7[RA&W*DED:$)" MHYYL!;@_:NX1TB]X#I'MHS*
YA,V#0,N;L/AR-,WU?V1#IV]A@K7KU_)-F,]_ MC>?_RU,+G'DZ8I/-B<(&CTH4?LPT>T/I-*
A#3!&%PJ?"_7MUN]J%L"&@Z2 (MW.^ U5P:@P#9&1)OQJF:#[2SD2-..!E]3= B^HN.X)Q4D% 6+-
HR]F1]WSYH MNDM!/]UNNH/- ?P=0'.]HY1JU?/B#!,2Y.,$/^#R.KO"9LYC?24UL9;2BQC
M8R05G4HPS!LE[5/I"7O=6T_0TT\GG.Z0TXSW \#1F_!UO R3\7^MG),5;]], M%LO-
*#16Z\44QP+W@H)"3R^I,J.F $CV9ADP^%0C<[QK["5"]=,[I\@IK*85! M7%^?OLSFRW.*
*<7YQ,OY&FK<['8A2MLD%X13Y%**!D+A Q6 B"O(T497BZ^'@O M9_,1.OKIL=,=? [F]0 4T<-*
*=W$M<^_EF2ZJ8@*7""K M+<6"=%\[,MZP,6 >):2?!CS=*
*(>9P;@]"R=QAS"B196^MK292K)>W^4/*1E""Y5P[C.@*

A$;Y.)]]Q?GRQ\=)H&U, MPP+/*LS;$[+'PM<[?VHT$U(?L'EQ>6D!O??(FTAC=>R
MG.:CBUHO\5^K/XZBELRA%F"QO@$)R2"HVK&(V,,E7*ZM7?6_:Z&$%0Z%'\/ M[LA!06$ -*
*MHI\2/4NI_']CT*RI7HDP3T4=4N]F0]Z&0AN^Q3#MKG)].*]L'U MDP0-0;LVAF0[0Q"V6YW>V_Y-*
LK<|Y+=RGBI"7>!..>,.|\/HHG(+KY@_.&6 MKB$$M1JCJ]DX!@$RTK_UI7-*
*QGV6C536K\PFB00[*U#)XI6I]"1*?C)*&MQYB MLXV6(<2S&H.I"=L'_]#UPK7QZ 6>A^]76R*-*
*FTK.MKX2.%ZC8@:L+Z0T?0"R*VW]6M2=)S%U(J)!Z)Z-G=T/ M$$KM2S)TC#*
*G#ZJFI7HC:"_25UYY*57K'*?MU/0;1>A&_MM!=H@HA@&KV?1S M?*
*79ZB_'VH5(RS*MH!DI1&|\)"'487>TP%8IQWL2G6OCMA:>'9 P&2 ?)^#YT M#F3W ")*
(UZD3'\./FC=QO0O&?$XJD];&5,@3B#7YQM$7D:5&Q_73(W@.25BY M2TF_-UQ'N&G]$&H&]K'_!+S|
<77R>P'XF\XQ3^?:#B-BMMM ?&!+F35B-X MJ1UDF5-*
RFND06B<7/$U1OQ9W=V!J)81!@.IT^645KJ^;>LBR$2^\MEJ60$Y% MW0\7-6Z!
(%SBUGL;A'AJSN1>0>TG>HW5-01J!H*81B@NA.GO][1CYM+6TLE M=,J@D1Q654<#1,]*
($FD35)D+0;VY55P[=8

5E3S MD=!_SME9AAYXG?Y94\[6QZ!^!(Y)NFM;OT\\B1!@_'N7B2\=! !G'G;88\ M-MX0"V/%QOI>*
(&P@#ED&,4KZHI+27!B?L7F,_%%!A-G.E383X2:]N3["ZS M)R_HC6UQ(;,6VD!D4MM@?*
*GB>+3&Y/;QA)\1-9@X56.0M97&(.[#5:#D M48Z-DK+.AI) .)9K]I^O%6(.G!YL4*DY3W0H=(^ND-Y!9?*
7QTDD.4,D(@(]%XE)'K]G;35G+ZQ5'GV2FM M!#&(>^R)ZQQ3C<0P
M"$A]O%YYM:EUTY=B1+#KN%R]D^DP@..DN)66RFU'R.B[]U<;&3^L
*M(#Z(W0,P@3::?:_ISYX9RTL&K./P%*_YJ04%<,]XT-J9V+QORGT:^DZQ[0K*
M!S%Z$,KE*.>5UB7]&\;Y9'I5*C,2Y$!:3D9A2K6\FIP)\B4&7/2&>V]REZW MSG;;0DK?*
UD\GP&G!]@$HFHUJT)4#68=2S/$+3A?C;[BN;7@_6]2RAM-R'KZ/ MC"ZRD,

<(PEA2IL$E<%$B9$4\LYXYY3I(AWL.B7W;1=V@K4,Q#4*+G>$RC>8 MC\-\2L[#XDZ5PN)S_6+%L?*
>NO+WR,*AC+#!CK&"EL3T?%\0B<9=H1BU&9*
MUI&";;3TFXK2$9B:,/[Y$/)K"$WQ;,+\R&71E'R0C1%$%B+1;VOX3>Z*
M]PWST3IT/N36.7,/J>@W"Z4C[!S(['$*'\6PQT1+U2N$\\5<@M*4XD;]V9V_-IQC<7:N/*
MD09/[/8EYQN$DJ(.+H*BZZX62#GP&B5$35>?"74(8&M?ZD7F&TPFLS\KL]_-*
MYF]GEW%9+B9Q4&RP7Z7,!J*4F?D\\23?+T)=MB1"E"J<9,>!:!?4=(*
M&^/H@6/9F;"&%=S8;'5%WT_PD9Y76[MJC>BC$Y=>0S*N#K"I+2,,F1_1>4Q6*
M6>%2ZV!]*]K[CMIVC=\^1#P :-]]XZ_+[72^XG5>^58?<;Z:$3K*2B1FLX;@ M2P$E,(!30@*
YZ1I%*,6J;E^9ME'6=TRX8UAV()[!@6X]A?;H(8_+C.\>+K;![F*
M/]9>V(/M!&Z\U5]6#,A:K10"!%8BR)!Y37X*)K5^S_H)2:_ 3SX$7BT%,@!\
M;;ST;M7'26E,CE1QL5C;"%;-3%]K0[#Z?]Y'V=HCVX&LOL/"'>.LM6 &\=SP M8%K[QL'12NI*
_ZGSGBPHU BNVILEH(M.&R=-\^E;V\GI.W#\T#6E2LEA4;8]"%WV4">K$=XB,UYZ511O?.H2RA92=L-
1\/'9_6-I# M $/$T>GE?A[9'&T*(H.N%[J2K(KG+[3BEB31/&N==.UI^C9"5'- MYVGWAZA]1?%Z!RC?*
\'@Q*U=E4?2WH>:1/YKCTOYUXMD4O-";Q6&<:?22L?[X M&U)NGW6%*DG% #I[LOYMR4*
VOR9P%L9UCEZHUD,?MY!R>.K1-YQ>XCLZ_8_5 M?*
M*JD\MZ'FMS5_I/KOE5NF1EE8Y0:FF#DD)6RZ%F6J&*R&12S:N\]R"SW[>+ M%LAYF)G4K:P&*
<3LOZ+KYVVR65_3./\V3KCX-)N0O>I=-()E8,F0%U2DHDO& M:!"&V60L\:^##CK;J.GW8:$+*
<#7B_"#\S[_-Z4+X.)^5<1V^@:((SL$*3\0S M,E"<+W;MN>QI!RKL6E0*
MDQ6;"_G")I$5:WTISA519.M62EN)Z3=NWP5DVO!]$)KE$TXF]8:=YM_#_.^X ML:F1=X(4I=3*
?:F>$/$J&#H6D>QPC*$HUSX1\'@:._MX918-*D/]/G*-R*&?*
(:BF%0<#J#&D+EVEY.2=658MN,>):,E$'00E;:Q7H#^ P&_#9!*^B8<6T M?CE\2$6_9E*
WX#F0USTZ6S5$-'H_7HX_KT2PHIW.P!FN,HE.IHO+>4V*.\,T M(W"._AELV2D:U=A7OK"&4)*
(V1'[D#MD4>;[/0 >AJ/V7KU?PZ@MB%Y&!(/0 M2;>[_(3+Y61E5EXK6$$TYQ \&"-J:+=FLC,9P3-*
R(434)38?(_X$.?T832\$ MA0=U &VD,H"8475&<;%8E2._0UR,2D@L8IV":+6J,2\%CCD#1:!U)IARS-*
B+D4&HK#4,GHJ;+ M>L8S]YH59_T^E]_6%?NQFEX61-V)X."JR>[B3]1A!2_<)BBQ/FF&9" B$L]<*
MB=9P3N9BZ[JW!T3TF\#7C4U^&*>'%**\?=@<&6&%5$4"=U'0V;*A=N\AI]0H MS,IY>T*
MK=O4L=^PS.9X,[$<%\??B8TDQ?*
$TS'^FZ[,W<3Y;]YNY82"QCR4K+4A66X0:4JTAVCH8VQ3NE1&LN>_0B/3= M_ SVFA#9AU*
'82YNV_@[,A/&GZ?KEB_IQ_D\3!>TP74OC=6?)FN)Y_]]N5@U M_=^!3:-4BC>)1"1MJ&,*
Z+Q[4R>2,&%*L,;:U+HWP(MNL.=LLSY O.-!ZA]/ M WB@?4I ;\+BR[O)[,]_Q?*
P9_Q;&T_K#HT*+GV&:A,5B7,8I7#,L?!]EYJ)@ M'$'7UG0J2@Y.U+?*
JHKQ+UI%=WCJ@V9+^GM/H!GQ4.D?# $["(]N^Z5H=DN,U MZ@)&*^)IC*
Q<#A)$M(4ESAE/'0PYV$9.SQE[\!I*UD-P':_XW@TI"P*S!6.&Q9&ZQ>)X5=5] M70IH*
*KONIWZ=5>3C4'=21@M C#!B%-1*_!)). RJ.228R:V;CNSC9;=4/6J MROJ:L'T0+MO]G:Q/*
0HAI)496,P*E(\1?%C--Q+:&%%4%*T?C1XEI%\7J(V4 M?P*=YS-\@&KG[7ARN5QU+=$^1:]*
8+)U,A^KP5D/7G&3I9)TI;<.B&\AI5^/ MX$60LP_3!X"=?R?7_0O1?41J+'S&#Y<7$>>GY4&ODEN>*
<:M]T0:TB[5>B#': MFF&0.=8*D)A+;)W._EP:=]-3KZHBN5,Q#>+JVW6':PV=9.8L88*"M6HMUKZJ*
MTAC@W']>LZEN<4\H',!5V2U:]H3F\P4W9%Q>J?N'/9U$3-F:B(#(366EH@V] M#(5+9;S7*I?*
6;7.>26*_E_$0L-E$> W1V6M+KDVO^WKFV9TMMN[ ]=B"/33< M^NF^VT*>6*(4LZ)!QD,*
(!>NEM62Q1@KZ MI1]DKH]N/F-J!L,.G:5TM/*L7*G-JVV=:U\P(_?.M$XSNTO!8*9]-,+"PX%:>_-[-[(*
M#?5KCM3P]&Q:C^O1]_%BE$PI+)D !A,9T,IP<)HCV**SC)9I+SH;I_,800/! MTAZ2W@::@]D^*
S=V\/;V4483T>)>:-ET"!EK8Q*WH!+-5%-"J^*NLE@=$]!QV/5RPVUOB[L'E03B%6V:#7VT'E#W*
%#SR(CO]XTD974P0E]#7VN(/CI@GBD1E=&AM'Z; MWDI,O^7[];'3ANL#@,^-V_&>CL*J$FVDMEYB*
M:IU^]9"*@8S.;.C [\?@ 4"$[M2*=GR+Z_\]F3X,D)W-)I-WL_F?89Y'L3 ; M>=*
(0(AT#I;@%K]!#3L;;G%TNKG6G]&>2.!!/?T]$/*S_ZTP\ T#?PY<@M"IJ*
MF3P$P/O.$_C!1+78O;HF0=):I_V M61PX%!H81Y:XMG0-M,[1>CZ5O4^">#D@=BO!*
(:BZIW:XZO<[3LNKB;-'E9^K M@@#B;<'Q\I)^9Y2%03)A V2N'9FT6H*/-8DNF:PBRDP&*
[DM"=A>B>Y]1,0P$ M-Y?OT "] ?]<_=5B9)2TS)<(B=.MHB2YW(UX(Z??*
GW0EF,B952,%CPJ!\D$.DM",W#*6\ !^$@92M3X89)HOLXE:\0T7O MW;I>]@;<7P*#*
<71O6SDLSF=;GF-71R:&50;F16T:M9+H&=*V%^,E7DW?6YL MM?WUY^GJ4U9CX4>1*2&48I*
PYG5[=;(($H3$R0A-,IC<.CS<]9YZ;PKV8B@?*
M%#H&82%NL7Q7N]D259#>""\L.*/H>L%B(4;G0)2BD2X8CZKY]?Y<(GOO7M:W MY])(?H.'Z$YA*
\YEC,HH(*^-@PI9UO <0%;KC 5[Y?A_#?+7?WW'Y99:/+F:7T^6(D_%E3=2 #(FIGB%$Q@5H1YSV*
MSGAV"X N//0G:.N_ 4@_#GLK<0W'?3^PU_(81)9.H1@%.W:H5I/G;%T)K6) MTI3F$PX.)+G_-*
B,OAMV7%.X!D&[C^=WM[^J)9*5%@1)5 E6" 1=#A.+I.&9G MC+:ME>?*
S^^=V6NG_8BC;G_'#,2_O1CZ2RY(GLB@28P:4< QB(9:4(K)GRGHT MG;S(/#_VQ/_[/+_L+X*F0'*YZO.S*
N[FZM=9WS[3(]5#=OV6/[FN:;A6X; M$D:I?;8%G%KEF7%%H-(1>+"DE62.Y!MWE=KY"#T-*
;KSZF1_GLV]CXMQO/_Y8 MU!&!-Y.UCM)R_&V\W!P2*(0W6&JS.J/IE*:0(&B)X()WSH0<-;:.JC^?RH'D*
M)QZ*H$?NR2[%-8C+]*XM(')2,2(#6>HP01,+A!)$3>Y4TAETLGGK@#V,L*Z*
MU+6\GS3#GL/Z02#G3FB^QM6G:3S!.YLZGSV7GT5&XZ/)8 ./H+2C@UL"\4-X*
MJT2L'8I;*_PN]M'S**R7Q7'O0!C$<;CN^7CW%6IDLY7$20.,1;I_>,X0G=3@*
M5K&G8)/6S8M3'J6D7]7:/T8>R\(X3%R#@-U;1+73>$4]?3_!JV[O1Q% M<*4OW#GK?O$)J%*
[KZU9*#@V1S4?8_+/XHI?EC MVS@M;S$NWXX7J4;BZ2_KPY!Z0P\QU6MHR.WV_]?C.\!X/+EY+@)*
[XWEXMNS'R<#TQXPW]<$S[DS H[42$_6O.A]'<&\:]KW\^J]TH3POQ M]&BQP&7=Z]U?>#\.*
<3Q9\7>$ODBO3(+L,M9VP1*U"U]!JP=N@XJ?@.U!]64'^?X-8SSM?5S/?-^NNXUM;XM*
M1IXK+:QU@$S0V?5DB,?)!@5)#,F)-%\".!^E ZM.OR%H-EON8S\E:FCU MW"]\4^\CFN%:A_-*
+HF3#30L>37$^@;6K]&.1UXW7BDNA\I/'U/JM?1>ZAE;9 M_7*8.T1*

*X7=8QK\>HL_1B$@9IXCL(+5_&41@E49=(Q2$/MX4=VKO"=)'%I5 M>(\7[WYB&P0N=\]'&"EI7;99 6>V]NI*F7PS26=.^,04TX)AZW[7NU/7KQGX M\ME)70AM&..='}O9R? 0;+K8P,F+BPCD.6M<6K7XV*EXK:U"#3I*1 M4B>N!>D#<- H8+XX[DUJ/UW]*GD%F5+X8UO85S'#*5HEUB]A>3E? M<6L5^%SO]6B:WX3)9%'G-\[FRR7.+S9WG8- V)F8.QHBT;HT9ZGRA4)G!O+:B M>0+&@20/TEKL#+$O*-X!Y MM;O=3F.#5KL[O[2H6847B&I*R6)/U(D23ZSNJ MS2P::R)K_0"X&V7]!A9[Q&8C80T @KLS<<1Y,EYI#S+S0-:WB.#JW&2F,K'5 M2!N;7^6[4]=OO/&%H=B1T(;K5+\;3\,T/0**EXT!!LR:(_* MR3H@V710;/9,*ON]Q5_;J6XEKF$XU1MZ__UXBF1[K'-!1\SFI.GX@A;2D((W M9$) [RP$C'6Z3I6>J=5'M5F(&Z40WP\$35_'^(AD$NLYN3- O3YK;;RZWNTHD5JVL60HFKXHDXEE/",DTN]D?M0<\];&VY,$ M#=*C[0IS[40S'+C=\=(?[8.:-);LR=,**ML:(RK@=1U7\)Z.UQ$@[#B=N?@R#/M8_0.G"2F*D8X]G=;-UO_63FO?P@1710S7?7;K7QQ- M\]T?;/SF*/(@4@P.C*I#Q80QX!Q=#%%SYT0LQ/_6+54ZV$:_]WMG<9B^!3X(M)7S0=M?- IQ_FT*7)91VNLLG8-;/KV!YF$!T()$V@L-:FYTCF$O>U]Z%D6;7N M-/JR.^S7*.GLK P8)@.X.@[3&=8PTA,.P9A:":>2@L"JSD@.;<["9!N'=";Z MM7>&"? %G"7$P\W\.VW(I(G+O(E2G%E2*!KS)'+*(1ENE17"MZ\:ZQVUG\ZD& MBMOG"'$H\\\NOWZ=K%@9)M>L/)F6V?QB+8SF4J M+BB1@[&QM5[=D;1^9TAUAL0N!#. ; (^3*7T6':*

*Z^(KA@3,,RY5$5;&#EJG;)+0GK6Q6=#T2&ZK&3\=KG\,%O^)R[7TQ[O>NXC1BQ$9S((L7I4U9JV M*Q)XEECF(?%2[JFS+3W-]J6@Y\2=;M P>VG1-,-?!V- /AR=_W%V?/KNMS\^ MG7PX_O3IZ,/;WXX^G7PZ???Q[/C3\8?SH_.3TP]W=[+;Y(\=/[G9L(]]=M)H MOL?I_'.87C4- O9TPLFXH^G%C4Z?E"K]AC@GI,P?YO47!3C72Z&[IWDM .E,EDD M.F8PAO/@4)H<6M? \M]Y#OXKWY?'\8$AW+^GZ3>/IW\ M[/#^_J;Z7FX%#>^/-T7,8I M3)@4&368(7 ZMD$D9JQ$QGWS2- Y.E/4\V*$-2AZ$\=H+ M9;5YW#4U""_D@&""'^K8K#/GAF05 9@(R6SQO7IBY M(VF'ER4\N'- R]/[DP[O3L]_W]IZW?U@S);8CO8/RD4N(M0=N0@+.:]T4())_"$F *QBPJ6E/K /\@?.2CG,=UD3"Y660CKO^8PQ,EX]*6 M#*Q.TE&^.CS)2R!71UG#3="\=9>Q9Q/YW\'+? 0XB'TZ5ZU*J0]:5;X]_.]_/ MTJ-_U]",NT]%(V5W/3=H+;[;Z]0P$ZWVP+B@ZY0I6\/4'JP,,LDZ-\BTG[#S M&"6'SQ+:_-1;>#*=97&9#H,OA:YR)@B>&<&+(+5#B<*U[L*PA91^54L#^3^< M_7,XRX>L$=Z<_O[!Z8=/YZ=O_N?I._*B3C[\[>SXT_G9R9OSX[>K'__QX>3\ MT_H7/E8SI3I<_WYT=G;TX7RO:->!*S;30BUWWDI_W0!M5>5Y,SOR#"=A-4Y] ML5RLIDO&.EWRNBKO!N<>@V3)19!2)U-Q,HC.!)!QD8=SRUFK@((H/UH>[MKO[;YNJWAUBDY+3U&K#8.GB&O!^/UD-.VDD93-2Z]?"* TGN6;^^'#X?Z.$7 M%/60]?7)!]);Q^='_['? 4\/F/V^F2;?2U$@MWJ0^/7*W9XC0O;"$H1%@:@L!YX->4)26A=: MNY9/T=/[K*H! (:L1*KIW(2NXL^/W1^3%?3PZ.__/<_+7/AV]63EP^VBWK9_53+7M1FVS M=\R5P?PQS) <_SN>!S.BTZK1Q:Z4;+I(/IL*-,%<"ITN.!1 !F60.9>"M\^%^ M1M/A+Y>/?_YC1X [PVU1%A@6X@&OV:U96^""")22W@?[;OL7:SN3U_7[9$#L/ M'RZ[$=*0]=3QT=D',F,^?3P^^_2O1V=]96$\^(QF>NEIZAKIH^,PG]*=5*OH M5_[[#99<]L9QJ-_#I0GCAZQ!-A()IV?_7'M M'VWD=)*K].:XYDOM;0$]>XUF&NBPW34+/]UT;LWU1H.:KMX(QI4$BDD' M(:@ CD7Z/^>3<:V31'8DK>]057/\/-ZUL:V(AJSUWA\??=HSUW[]+]LETC]" M22.]L^K!N='6SAAI9S?::W.S2(O7[/S^/ZZK]T1/"W,=%>[\UM8C!>GY=X"/]9?-_R((F.0.H,N,:_? M%U4":0N@1?CC6C>NG4W MR@9;N_,YDP=[?BT$A@N$>9/51E2"='Y2(H(6R(F"R+K0& MV%/T]- MHI2-8-1/_,#T1QT1<+Q8CB_"$AL0PL*Z&,$!B:)U_E\9^FSAW!+-.!36(_LSW [3W-X2,*XD"05I-W O. M0V3D!67+='#)>1V[?@38!VB==4#N"&@MQ3!D%W"' N+S$"?[N8?/6^"E"Z,? MV] <+ET*U^BXRC(MHQ*@7*>@_-6@V,LI20,';36Q>)[D-EWTD%[9#WB M '0JNR'KQ*WUR/MKP9]]9/>UU!UJNC;UJYDQ89/TU9=,H#Q=J]'F"%$))YDU M3*G6L;)!5%1_2E\P7]9)V63*S"_QYGC5YBOW#AA3J9 Y"W2*59V2H.E *PTB M!"ZMB,F6UK;? [M3]=ZBA?@X&'W31Z4:._":;W>V:BM_F9:7\W47S,U:HXU* MT*)CD9@@F[*;^_Q;(]?/O MJ5FMC YR!ANQ8YD/E]]\6^ MWP_S759-V!-)7H\FH\K'2_*&Y9,!F,8+(VB]/@O:Q-A;EQN@1I M1&^=$CII+7%[? #?'$9_-)I-WL_F?89[O'6-1BDLEDF(0EAB40HU#)0TZ9/)O M,',ZXYW=OCN1^*I;1SP'?]LO[O:B',0CVL8& [W? .*K[V]SVOX7)Y5KHB\7E MQ?IG]_8?>_Q>RU5#H]I '#F$E#U(NNIL\+PV$N\.R@UVT+,A,0BDOS00!A6X M6>WSRVQ"@E[4:8 /8O=:!!4L0W+N.2>K3AJ()DC01<98!.'3MTZJVIVZ?C-F MA@'?E@(<%#2/R::=_4#\A/- OXX2WYW23UT>3U4>N@F)GF&:?I^/_(EZOQDS>_MBU6I8&HU7(;L%?';!0NQQ_(\:\F9=$(VK];N;#/]YO , OA]PJ.A+?,"I=+[M>XQ;/JFSLND.O;JM1;/%(Y>Y&# R^5J-+ZH-BU"BDZBD=M:V[F+05?'TQN&X MMT+-!D]'T_QV/+FD$WKOBHA:"VY10Q1U#H[E'ESB!BRS+#+C5/:MVV7M2>I M"Z^?@Z$G- %IG0AO4O7XT78YSW=+X&RGO=#E?O80>?T^32SKFZ^25BZ^7UT]=_MVPO3=8BR!- JW*9G5T28>HLYDV3BIE5766.T[@VVK7?3K@76,Z%Y$/>30[W.K M]/>_NO=_3M6E3LK.:KBH9B:"YR4!:^<L.CQ[K+-SZW^HH?@N3JUYGG[],YLMSG%]LK'W? B;1"""P)BE2KBOM0NQ71'WV0 MD;$0@F@^=^M@JE]%+X/GH&Z[HGT1P0[*BGA+/MRW4"^6C48.M_O*&9E*DI@I M$UE'F#CXA ZTM;2C3#X=ZR[5Z&G:^KWQ7Q26#84T /!MI%\70I]58YOU&.X4MGZX MV4+*H+K#/$?>#[O#',[J =QCCS6YN2G=^3W4E-\'KTC6"H/9)ZA)Z'54=H00 M(X+!.M\U9Q%4>S0]F\Q^3:NF2.M61(.^EW9MWO,6EV$\Z;8WT?4:+]^:Z-'= M==^9J'"N(C('V;':0CW7QSG#@7/'"%-11MDZJ-I=9Z*:J7KK>:S.R\B&VL)+ M%+"VYBP%9!"29L!,B@JY"3ZU?NQXA(S!]AQZCOP?FP!W"+L'<#?>W<+1]_%B M)%Q26:$ $SUI;RW)WH^"@Y5,:RTMJP4>4M%_C;Y,GX2,GLR MO.]ZDM/Y^/.XQAIHW?'R74AK>PXO(LY'P7/':^:@+'7V9F "7-06:(/&1<>U M"OEG=LU/5QD2)O85XJP+CO8-C:,JQT=W(5E*7C #WF $E9V 6@<#Y&&*5(*@ M,V5VPL76)?*

HO)VH+BC:\', M\WXV_4R?=K$]HZ-_L]*BRC)IA*GA!:YJ9VJR MT
C($#!YEZ3TSK6NT7R,CB&!YG"+Y&!.#Q M5\=ZX(MB_7A0H71JN+
>&/KX9(0'7.0/.=6B$AG;Z/KX#>#0GVY!_C*/9>%-+J: M&G!U4)C8.#$8G$5.0#;>UZ?;4
US)D'8(J1021FW4\[ULY#1]T740IY;H;$G M<_OV>LY6,?*3DY/I_[Z7-OL)>? 29\R[44M^Z_SR$N!
M))S@V69CU3TULL7_V6&QH2!C7W'..N3M (R5NZKU_7B*)TN\6(R8X-XQ1F8< M5X7E
#.PTZ'9#2L^%69W&:??C=]\JYM]G\[]7^RI\'2_# MY-/E_.OD5=M(M3ZTRI)C; MGC*<=
<'0YR/#KY$QQ<^USQ"\89OWY7J:_?O98C'*065T00./.=.)D>9JC(%*
MGO81$HK63Z!W"!A29.4PO!S.W^%@Y/:"/B.!S+_A*+O,BV$*F*4O2JZ?2C-A MGR<9?M5,X^8.-WQQQ
MAJ%DSD'+&J,.3D!$%4'P%$N1MCAL78=R$,%#,GG:0/#EY#<(FW]I[%5*])O+
M>64[7>166&D5.'1J/6,S&FTAU:S\;)T*I34*'Z>DWRD27<"K
ABC;Y]8X,P:.+FJ>EMHV0E1]C4@JBG7!X>>6O8XTC9Y[I4#5SA=Q89KB"$(
ML,8G9756WK=^^GQ(Q4Z(<:\7,<_F=-^75WW&.[]ZQKO*I1\C67A?KQH5G9:/
M_$TC;^&R:U2/9E^P._+\S]Q\@U_GTV77\C0$P:5-P60$Q^5,IZ8Z8B/WO+J MQZJR8V).(X)V
II_#4#K34RO%)K_B6%^_N=L%+.07-3R[5B3MS-Y'4Y% ::X M(D21.0?=)2*OZ-@MX,G^NR-Q'ZF\9@
2HG 4I=;11P_*.0F*60/!)&(R#V1M MHL]X_VFW PA62G8#X>L)N[^H9%XQ#-_-
+N>CI.FL>4F;RZ9VO@RL?@J@[X;OGO=3_5MY=8;=W:G7U,'-DT>9-&
MYIV/D&4=Q>$<;='0%E.P291@0HQL-^CMM?YNB'L53P(O)84A%V3O.#+WNNW/ MK-
P+'_P\7KSP8&'A%08F##A7R!!$1R>BV/KD('U*(BKS:@<+ MKW-2:H_GZV5JR/P#+F^G%-G"I
X:?'+5&=,&?":=P#$%GH)C$EN/ROPY5:]C
M;/!S9V:OK!56>"WUDU/4L*>^/IZVH:P:=EF"\;*Z:+B_%B4:?5C)!<:^ER !9% MKA/?
&7AO#7!2W+8XR0V/SU=$-Y_?3\9BUP!IQ=#A:IJCB]E\>35PF-PC[V/R M$J*2M5^50P@Z1]
R!I/1&L=;M_C:@:Q^$AQ[UCU[R^70=-FNK[6 2AI72YW)JW?7;Y>=
M;1YB8[,4VBB0V7M0468(S#K(LECG"WT1.SJ!SURY9W>P.P3,7DH<0[#'H%3OM(5FE6P4@>A&E>*_
407UZBIT"X;YZ:R:5WMW&I[9T MM%C@\LWEQ>5DU<3_35BF+W]\/0KA K(4]7_)-\7N_T
M=IKDR;2.LZH5L>M"CM_&JZ? Q:@HZ44@@RF3M0Y*!P'>.@=H,Y(QY6Q1NR6A
MM*&G3T_Z)0#2$%4WC*DD$6O'8HJK--18E@?.9T^K0JOG7]Q.%F M0D>>=]^Z=#^I-
'7#^\L1^!#F\]45TGU.P(.E7CH'X.F]MGWSOU)IJQ,TS?=R M#FZ<+).MD4I[""
(XLDME=;>B)V3K5$121;G6WL)SZ<G^D,:]^&W;]?1Q^Z1UDXH M0T?8=06YBDK2/[7D8T4&*D<-P;
(Z$":[$LG:4+SUT,-=Z.JW1\DP\+:/B!KV M,NG XCL]_]?CLXTIO^].SWY?C_*]R7UX[2FE^281?<6*,BP-
LO\,7;68% M-MY_(WOP=/XY3*]>C@F0B]EDG,,5Z#]N[/>TO!M/Z=(=A\DG^@G>&ZWH?0U4 M:C"(-
B'\X/&R88*UL\+Q]S1>X'GX_C'\J$WT MKD]OR"BUR>2BB5J^PND[5R=\A10],B6"=:W?
%7]"4K]6X\NC[<&LV882&T3O MJ"MU\7$^*[C*-0J3=XB+F_M#E:2UY6!"K(:QMF2V,
MD%;N8;3#!M/9>GJ:H M7V.R?P VE-<@\+?J:W69:EG5]/-5![;KS22;E;,H(%ITM;EC;44K.2!FH93!
MPESKT6E/D-.O6=D_\EI):@#>S9I%]RJLKO=2ZK 7*R5P5)5',H"SQ",MF"+V M286BM?
O\%#W]MKOK'W;-9#4 W%TI[W5O4C(>;O4V2F\U%QJL+094\!Z\#PD\ M_A'71DJ#N%UOMK*XG-
=3=+418N6'V31=[":@U+]!WSHJ_31%_3;DZU^1-937_NB;+<.D<]_A MAG$;S/PX6ZQ>
8YKP'4QCA/Z5PNR7-$F'VV$:J/6[KL2O,H>=)$L%3J(H;0. MK+2AO-^N?_VCN0?Y#
[E9QP[/$E='_PQG&\+K]E'FR25?\DEF][T/ZD&&*29- MS F$,:O)V0F*@?1(MRH$5900:W;I,_B:YM8'6V
MK@Y 8N3?,0F:1>F-L]''UNG8C]'1=Q[8"^%G'ZX/(EAXW6*..')G0R-5D#M6 M'W9*CE4_Q]H;(
.RK!W9S)R;UOIG&RU]YW9UAZ$FW!_.^++'6'4^#]/%9"VM
MFUJND;2T$TN>D&"REB5X!]%D!W1X4G&8L)C6MN;.Q/7[^/;25]![A\AFL!<6L MCJ98$*X.-
E>>0\0B:Y(W)U8I&549B@75VO?A/G\ M!^WTW\+D!W#?O1]O!@%9X44+())
MN8!RRD#DG+Z3R2B=,_UM:XO[,3KZQ\M!PKT_Z?503@\0+6]GM:YMI&T,-B<& M+"A&-
RUYG8$[!5&X%(AE-I?6ZN5Q2OI%S.$2_@ED]F#W$$ SGN)I>4,+CY>_ MXT7$^5+"U!H%.D,T6G&>
(/&0G?>N6]YOK#\EHV5.@C]Q">W%W8,BX MSOB1 4VI6Q D2% H,C@1$3(O+I=4K&.Z0X
,HI*H:YSLP^M!=!;:W,1&HJLW M7'+%(UB4JY0=NI%]K/UIK=-H14RQ=2W0XY3T^P+1-
6SVY/B0,Y1JK*M-'Z!' M/J=I1.Y%.OALB<*82&Z0+1P$KPWF<^
D;85U=A5ZKXPPIG5FR\M%W^AT9!.X M!9-K7^L4R%9+*8,QC,Y+XE;
[UO7EKR7Z]ARY[Q)]>PZK>S1/%O/EZ*QV9EN% M"'3D=<2&@9!J&1D96! 9"^!]5H4;403?Z7*A3]W
!OWI%A=W%NP?"0>);78H M#X<@^"O_W%DO$@JZY7S4H (7M1<+AV*R4\G;6F#82O1]1CT.$-9]
<>_!N9X% M_CM=N!>7%U>$6^%E'4D I/$(ZS6XXQ]:"NX9S[;9%P#D=]9M&>A[R.R60O^
M]2WX\'V#]K_]&W%Y M<#CY$"ZNGP)D(NM72 =&!*[X@R<\@A%B11R%CFE;H/>M[0,R6)\OHR?
A,R> M#.^[FOF(9">/+E8N^?K%YUU(JV*P:YU;DE$^$%^RI4/E&'E6L3I:'HN3*LG$ M=FO'_K.5AH2-?
84YZXJS0X")>G07WN88T6?(O.:]$$? ^4@VN'9*&J^%9&YG M?#RZQ) NFE; .)R7 [AQ'LU3R-$2=$N
8*VN+\6;+F%E(,DH0LI%H.HZAV-G MZ^2%XMN'6R<'9/\J\FY^=9 M$MXMY^BN0123ZBT'B3&:T
M$^<5(I?2M+9^[]/0;[%?:\OW(X/#"%7IX<'AB43LI.JKU98DUQTD)"5ES8Z MG@-G'6)D"-;N85)] B)
[L'@ (+FZ4T^_X7PZ_OQE>=5E9/JY;NG3K,QO_N9D
MFO'[IS_#U_HW5SH3BZX5U!HLQU0[CS%PP@@H.AETZ)R)K?,0#R)X.-#;!RV/ MFT,O(+H!X/2WL,-
ZH/1A0P_8EFI)=7%D(-G"2^86#6Y**P=?.WNQ3T:UPW M1M(!S!T--Z%\7Q5>/O;CYMO_W6,C?
*^JUI;VTU=2"-(6'L:D[RNM'(@_U=G47'+!-)TXD1 MM7%-"@6B1]JKC4F3>\$3:]X_SD$]GL-
=H&0;2!L+JXA8?%D^O5RN5AQ3%RI M[A@%RFP%R,QH*Z(^XP110#*AF9+.&]4ZR?!\)<@:"L_8@V :W
R4R '"]Q?GX MVRJ%_O92.!LO_KXZDES)9(NM X]%;3-8# 1)UH81C(L<162\=5']4_3TV]^^ M?
1I0(\X/"D77,Q8W0GA>AQ!<;5*1; 95X_KD.+;FQUZ]$WEEFLP?
=Z.++MLI07R:STHFP2$;")P'GB)BHY:;.T, M_CQ5I%EB0RI>&S)<@#%-$A(A TDZ@.2BONG+P$,?B0U-
WN!E+%I[E4#&)$&A M)YV8Z9[ECA!M@C,.6Y?9_>P-OL6#L;+%9**=3(4H*R 5A!!3M1I-*=I:SSN*
MI&Y[,&[]O"FR45X%3:HG5+4A:I.'4D68A7$F"^=:OST\XWFS27*\1>9YS>8- MK-9U9(G@I56
0JIDK&7N?L)JY\GQ#9.Y+3Z&[!(C6!R36A?GOA5HL,!^\DSQ7G M=6"ED@AD--=TG)U@=)AF?

*K_I9/9S@T>9/W+&9%=DM-OB<+O?#:WA4%D-67 M(XLB:/O2;_(O_8R+**Q=8L:/B,?/!C9N2,*
*MD$L67V*9U&+R#GR6'"SSGAD;LE,O^9AYJ,GP_J:G2G!*>V\EY&3IGN+5R^+, M*
7,FY9R"TZ+;8L'WS^IYUMGDPFXK!O?C]P \\{O;^+AJ0SU.5VW\/\['=!Z_MALG(1O1:U_P$OVJ"30?%.V1
]F:1@G$=?;=6]3;*^@[[- #!D\!J(I$!X&S3 M?Q]%;Z1DY&B3Q1RJCT9>C/<:C&2)LUI^SYJWP=I8?
T@596TPLS=W!X",>XH9 MYQJ8Z1SUDEC#,PW3[S>1LN0$K"[P,V>7!
M>C:UY$U(:.TM_S:;SV=_UBAE^$I_L_PQ-).NN:AXLV)O8(843NM.*
M[>76=R^1S4:]OX3#_@]^7YGSCYAK_/ILLO MQ.EL-\>3EC5#.E$KK 4I?*
+)1&WUO&MJ6AZ)&!.V$1_<:\-B;F%XI-/\3
*MP_S\S]G(<69X%@R",YPV6)TIS36DP)0**=1[HDM$7M&Q$Q#]?W<@[B.4UXP_M*
A2.6&2HHT;PI98.U0=2)WQMBVR,$<)F=[_[3@<(K)3L%I9E_[\ X;,E\XIA M^&YV.1]%%AWCY)QQCR)-
R9,E"04:<#!(AEDSL3)RAM)&+Q668)GPS6RP7'W Y M2LK(@H4!EV15,57-6T,T(80BJT-S+L8-'P*
*R;NA\A6_C'0KQ+YOY+M[?3/[MAM- "O\J6?+=^#OF-U_"_'.-F8YG(UT$:A[KH*Y 6W/)0-"(8(1FUF"2/.[F*
MBCQOW=U]BH>1KKF^C !=3Y;ADFMWIV'ZTVYFG2]H@5FO"/F!5OG?!0P1M4Z
*M%%0RFP.@]'#%W4#T*MXZNN/TL.!SE3L:)C='Y/WX_VOOW9K;RI$UT??S*R;F M';MQOT1,G*
C9EJLUXY(A%WJ3Q_EE-8\!VQ@\< 16P6DR2 OF$'91)^*-E[C9 MB6#+#S<#TU%<5+0N]PKBLF67,\?*
87Z"(_@=E:6=R.=PLSZ7#L;&9RH/4+AXFXXD=!.#R1F+& MDW,>"4/@,(TA?
#3,>2(T9XQ[[T]Q'7M.AJ;0? H;B,.HJ8*8/CRECTG>H#3 M^8OV&R$=9@R"2\IE?GPX'9EE#,)6!BE-*
5"J6?WRXG)9F);Q'<;]05.P[PP>B M0#77'T$3QTN-'$<@R>%TDI(4X4%KA M*2$5I",T18Q-Z1UQ'3W-*
<'046?CBXB\&I?_UCW?2!59_G_YJ^IO\7UW&]#_R
M_WZ[/'NS_JAW#XX51!3CY+_\\'[VB4^G'ZZO_%T,#_TX3$]LGO[Y/0[&\5.<
MV%Y__):/<>_^>S]N2KXW6ON/$L"^ |-U9:AFS,O0IHS./"[M:@KV+"6=H],5+(8
MP3_ZA!%/N8@L#XRR3!G"&[F]AAL.&=U"W#6 YGV#4\TB M"UQ-:U,=*
*<.!P[MVK48K*6>HYIN5;TQ[)D-%M=+MYR.@V@JX *JO.!+EIF)5@*
M.I9PAKC7P!"A"C&3N_0P+)0OW3EVGR9;!\I([[\GE9!W!;!Y=WIPDQL62!& M:A"+TXAKDT>K*
(B4A[.E9DIS6OJE_Q(R:@IA=E3OBH;IN\JZ KADFB]CWTYB M>//@>
[RLC/A&R.@C#A(1<)B(2P]BP]8AKSS6VOH42>F!V%L16)-'@.Q]O13 M ?AF!7WQ2[3CN&!+-*
*\FQ%#F(RK]<+H?3)[(T-QHSTB?BH^.V= '(&G+J;-"U M#[!*R;X"&"V0?*
*SX<#+_'$6AG<'MC&,2*B>6F8[F-,P8Y&8Y%GOHDI"0B)-[6 MS) EY-39KZO@%KBS['>'T;2RO-*
4D\\>+7W^].+^ZOOCX?RX^?SZ]/#O_Y?+T MZOKR[./UZ:?IC[^=GUU?S?
*["U^LS^+LGYY_^=7)Y>7)^?75N1Z/IM?0>Z>C" M%!1+7+>O3\7-*E-% *,X/ MERG.)PH-*
&":4P!^1XJB(B>5;&N]%\=Z=O>?W$!=I^HW<.#J\IN($=#:XG0W7 M^_#X\G?F=)S\84=A=A@S6"F?
*1Q$E 7]P@A7L(H(@);WC1F%%BX]K*D9\QV>5 MPV'VW9#I3M3?*
*81#Q=M(&=4)3[AER*NK9/&3#7$322"$8A-!N\?E7R4D;A\99 M1\H>*
[BOY&N#R/%:=1.U<0'"^BH@'/3WN(#T-ZY2P2RHP(Z,$"
(%CBS2X/<1PP)H2$B(K77_TAH!N0\Z=U;@< M#CO(M) K+"CJ:&
*+8&]70R>AT51YYAV%*4D>UO2R%& [?J/X=-46FRM)D0@*@.$9D;FS5D9I#S%PGLNF(D'*
M!]LS>=UN@X<$VVX:.0ZPY1:E<^:D)<)0FR\I38)CI"=(0_R/O(%M00M#/"F>
*M(=R&P&YO_0X*N!VU4@'DOO;M($*GH84/@@2 S>(VCRI3%.%C'$)*>%)4L$$ M'$H7T[W^?K> J2-*
*0WUD?%6'I:52K9L+;H)!FRB$.%HA<\A)13K$TEFG,2E_^ MO*6@V_!J=TVN@,0.8NVZ\Q?LQ-*
=WPX>Q'81<TN^ETDJIS@ M-*
*G<]"1FQCG.$(P7*0X0SXL8:CQ5K=QM2E%3Y'C+K6N57DZ'_/=,^GA,//H@Z M3@-*
*LA!;^P'G2A[<426%9] K'B)O9^.+*W5:(E5+W7O*J(Z*W352 9QV%]P+VX.P8)S, M:D6X3RA*FJ.D?*
>O\V-=9I.Q)K)4O=0&WQT&]3N :MF.9;#Z;@"G'^]LX/) M\'[*YK=!;S+^>O7M:0>(# O)C49).P;; /?*
*(,=A:O'5,<)-O?TO?H*XAI^.Z MJ\ZQLGA +Z2X"C!X&<>34<]/8I@&(5-N+J^^S9G!2DCX*.P^.D^P]"*
D&R$L M,28Q+9V,P9:^X%A+4,BK/#HMC)U%Z+:ER,!Z;2Y_XW4/(7@%3+<.,25RK<@T:'*
B<,\Z1M\>*(MYN15'KC6 -'MU5A/FOOY+1EE*1'O/?+)6L1= C&9/!)TV39#H1*R+D&1[:K],X?*
1&8E8HI"^N\:R\)WCT-1_>Y>\8T M0?$L7)P,)TESE @%X_*_Z0L<701UZS"(R[QHX.PMP
M^L>\'/2TW[OMN6FS^9>AUS?68.$Y\@;DI]6T5PGFCQ*WD6BL8BI81%2>S1V MZ*
C+H&=8GRI_"D1?]F[O)N,7"5RDZSQD%K3C<=24.SC<1=@4# 315BB/A HL M4.($Y?
IPH%Y%9CFE9X.GV9&YO3^7&L'!D$#T(SQR#H(TQJ5E$79&F@Y^E5^(MVX.>>6MHVI,
M'/=UPY:2^5?,[B6&D]DPZ>DO/[E)?!Z+>6.IB2S"^8;RP!$GVB%M(O@:Y1T6 M6$9<_'JM&N:
[.2(:=S'YC<;S0DXI0T033, M"1XN+MNA!K0_3LQ+?RJ5 '@#W.<#^^SBTO7_\^-X0['T[^ M'?.*
I^'M(?47E:;_4>+[N]&!)IXLAII2?*3"T.1X;DYB^(.&Z$8N+NVBE .*
MS6PC6R@^W:L]6S@.U/S,YC6+&CX/1_,?Y;]';C0S-$8B$)QR(^*,$Y"334AZ M'I(%A=+%#'"]-
K64PT:&I/XV1 +XZ#J&7%:+^2SSZ8N=0"-B7@C$$^'(, [[M+7.1L@!\"M\H!%SWE8X+N3J]
[B@F^PI<\,$R)IPR+#7(!4?-8&LB&AEB+,), M.QE4#-J7GEI851:MG;N3'XIGK!,XJI.HH^=("I>GGC.'
M+/=YHF/RANLH5?$QNR7I[_!NI3[<[ZO?8\9V\6P>H3[Y0"S2,>;7YU8A;3!' MA%@
*M(S^W87YT6P697+$[=S)U&=5G2*KZQB_&JF=W \?!H JT*2E**@=7ZY*
MXT1N#NP0,9PI(OG[V0XY!$D0I M9]XZ)_Z^8_C+&-/^&.G\#/+RTOY%UA9K1Z0G8/@Z-
*PUC/H]^=X@ZZ8)7@1!J MFQT$EJS>C;>NX5YA;UE7X&YWEM_2 \8OH^%X? ,V00*E <&9P2(.&PV8-*
*L[S MK%BN5V8$K*F6;-![J-KI^:K87L$KE&TW_\M.5'S%1 M&YZ0T+E*B::$K(-_LHEYQRRW/JA:(+Y(?(?*
9^7I@O9=&.X]HB^Y=)[>WHWC[MYHI!.FEE$!C1F& C\[F@"(->K,8J\L1E6GPO5#I-
*W1#2#O/>Q;!^H)=A7]PPBL+8X_VGX_A@^/ M3U*8_\7Q#9;<.([A0"3RO%TM%+!K!8J,)!(=V J-A=SJM*
*M%<*G?\:1[XWCUQ'L1,^_?.8QW*F0+#F2,F0(.Y2!&DK)9+!2&64!+B; M".VVEVMG<"VJOV(@_5__>**
<%V%U^G_YJ^IO\7UW&]#_R_WZ[/'NS_JAWWQOT M0& Q3O[+#^]GG_AX\>NO%^=7UQ7EU?
GGV\/OTT_?&W M\[/K]JE?^'I]!G_WY/S3OTXN+T_.XY/%3G-A>?_Q6
*M"N,>1&D;Y]T=@*I_O$AM49YSXMXAN0X)QC\G<1!B^)_[N:T7*[I(KR.:R]C/*

MA8XY#AZ_R[^_"M0#"9Q X&L9TR@7TD(L0Q(B5CCGF$B>BL+^:S^*]\YJ%NO=
MSV.2G,#)QHL$82"CN4K4L:PLXJD#,*2XCR74\,^FP)(4%F+'56!EZ[;W7J$>GNS#[J!P+H1ZMOHHR(L
MS6?Q"$D3[/D$"1-P2)#'X$>Y$PF.8]P@J8(BD@HM0NEP='^J.YZ34L5V=F#='S/:MYX9^\3
*93^P@Y**^8;__>3C*O[S!SD:EK$%""U='% #'SV4BL[SS#>/.4 I;H(4]%7&9&(*82L&V"%&7TRP9 M5\:R*
TQVMI/OLR%U$SN:5&$MRYY#:.F5$@3V<&44;.E2 M(Q=Q0"EA'4,,5,5]VF3O^>BEOD%T]5K,OE#Y"?
864$.*O6UQHL0/,9>RJ 0H8;E0IB(M-$AF&SE"4Y9-HYTXE]]]K(O5'X M>WD?E&K.,/>,(*
+_@SBGTWB4(4&I97"@5'%QU%7GUK+;V:6^=KWUVLI^,-GS M]'(ZJ,-6?IM5\@[RD\"8.W-
*<#_./WLM&.*J3PQX%RAS$J,DB+7+1.\<6<>I(E[4"H)_@D/-* LOK-X4QF5GF.;.4#"=! T,CH':(&Y! M3"*
]&B@+"7R1KZG#]LY<'ND1J0YC:QE4?QVSNU&>.2H%0R">@+B"75Y3]Y'5*
*M5(6HK7?!':>M_30Y]E80WHU!;@6WX\F*K[S4;O+0^*V O!*:LJ21L1X. B+Q M_$\<,4:4\Y$).!LD$6:E-*
MD1[(YA=]PDFB7YU+7R<<9Q0J6VV"7.B M0?@U3NZ&8=@?WCX^OR857,7
C$+@F_(C&V^0D4ZC1(2.+EEM0^G7:P=@ZT@W MQXZ-K"78U&));K-(W-;
[_V7,C]_@YQ^'@ZEH'FS_.H[NZ4VRRBFK-1+"1"1 M,,@ISA$)+'E"&,BIE>N-P[)YI%<=;4&]5'?H*
^'N)S#-K4."59(C-TQ8.#I' MA03/L^L=G#",\1C)9--,3K/6GE\5@7W1WH_BXDIFC']A424G.'A#Y"6QE*
*MLY=Y[LN_("CI%6C*6!0,G(=YY &Y7 [L;'21JQ 2KNTMP\[,'GT'UKHS,"4@*
MUGE#EW(>"41U/IR\E=:\')=XG1+X(:2U@(D68Q,OL0)RD;P5SA$VW $X"'(M;60V^B>
(4,UI%W4K'JE:X.>JVH-N@NEAVHRQ CKLR99TL?AN"#GO]
MWN3Q$G1YXXQPSL(&;Z6/N>050N&4%+!ZT@\]<97_*A.5O=9A"[-I^*(//S MVM&GWH]>@!!B*A+-*
*'2;4>B1T@H Y2(NLC@FQR!*HCA,FJKZZ7L94MY70/YL- M[0R7G\^"+GOCWS_# >%L $=*
.'1.19(LQTX[AQS-F[,)&ED:%(HN1' H<" N M'@FWSE2W]54_BP7M#9=CSJ8O=REOWA(&
*TR#GDS(PWVL4<@H1U%P^:&$)IH4 MGSS9'C?=%DO]+!:S.T *;C8UI_-RPNANV $94" M-*
*M0JE4JGM7[*N3K;0&#=7)UM]%$1EN;S1"2CU *S"!,)YW5J);)6*A0BMD%&*
M[4SQ:LQJY^ILIH18+^+FG[FR%Q\-,W=D&',=];_(\W3W_=GSR MP_;ZV4>!
(;MK&ZP8TJ8E)!C#K9&DRPR23CDHU8;!P09>CM10"B*U ME/&4!,WQM!W<)(V3$'KY/[']N5P>)G?*
#4>__QG!#".'!X02.C4K$L1?(N!00 MQXZUG=BEV-AA/1@_3@^?%Y"Z. MKN_L8*F$;CR<-4W@
*26G$N*2Y;D7 OXU)LH<9G LK68?VI*W(^TQ5*%QM0FJ MGV+0S[)I1]*
(P&801B"#O,E@9CU==#J$(C@25 MGR#_MFR6GC(Q)6T%\B&[#"HUT@K"6Z8C3T2G0!=?*
@79N+;N.7:RO@4&]UK(O M5([96C;NNG/AQ/ L&B&QT"(:9$.,<#1,$.IBKA'-_:J-=I;A@P\O,?>D;8L MJ-*
*"Z6H;6,5O=IDPF-TR0JWNV!R@91'#A.(;:EU<- D7OAJ;HE*I+_KZV50*
*MH3V5!$W1CLBUET*_>VZ;'RT-QK&6JNA-]-59(+V55.NHE;: =":50=YYC;(V*
MD28!3D18,N6$DT*5GNKYL]1*BTBP\N!7L&:YHQ^7(#J-D538$D)8,LK_72O= M0JWT-
*IAMKU9Z&_57$)B=#<#GQ2M0\I2Y+_D_R/SF L]D)# 10):1*A C-L@P M+5%@%)C@!%@JG3);0*
]/4DF]%4"&[6BK7N#-:TF9]!.0"1H.HI QODP<]84GR M!DGI54TVM(C;]<2U"WXBJF]&9QVT$$%@,K;*
UBG[X_"]PBY07A+"D??.FZF4:$=5L) MTQ[.RFNE"K 5/(&AK&7BB"G@D.Y]2W2%@)4FG(K7.U"3-7X-*
:/L M2.O<=\3+L'7EU=QX^.S\X\6OI]F=(;/$!@>_$]SBN.;K TQB<%4>UT%(0.$1G"+%
(X@>X=CD&4/F$TIZZ& MH^O^>%GT/RUIIV8?E"^SSJY_/3V_SI=4'R_.K_.?SD]_WBVET]JL&K1Z[AM
*M."CDLV!CNN]-9K<,@S##R&T<^%X<+T&E8E8;S1*2@NK\4CW!_@C'% ^[H0@R*
*M*BE*WYEM1>"^?NW+<#Q^\XE9[!JUI23/$^;8PF$IP79M,-$(QZ0C#R+;:&&V MEU/2K;]J#RN+'JR*
'CH,XL>CR,C[4T,"P M05%[FE-^ 9D(,I&.@@UI:RENE"7;"APOW^\&(B7TN1(:.P]WZ]X[%^ |^_&%
*ME7F^3C)A<; 1.6<3XB[R50HAP0A<"RU+A&G-X4S:]:O1?^[*FU85H)=@^!R M&B*>G0W^^V'@,P]?*
1T,?8ZX\?+J+LI0KI05&A <&EH(QTD1)#,OW'L=O&P$ MB,W?*
*ZB8%V0XX"DNV%J"LXT<[3*7&!%'M0P:^R)-8 PJ.XB"3X#*&K9"R+U2* M7ZJT"Y52LJT@K?*
PN%OOP>&XG\VJTIQ_3C=AXCDU$3;A0/,%4; 6:4^ /:;! M H)R--$F R85
@!:X&VNSJZWOA.)O#+07PAGRG MZ%F>.IR0MD\[Y1U+(AC;+LV]W6$Q7.LNTM MW#K
D?/4$]!=IF5_ MG;X'R)X"[GH+^1J'W_OQ:I@F^?__ 2*<_7$TW/A;[X(-0%1JPWBG#ID1;3(MTXBCM<
3WWB9N,T'.P?)OGH=MBSD"@XVX&T]"'-VDY[G=GUX_ "N]^[>CGZ? MFA;WEL(6[%&:)ARMT4AC&U
@_,I1H]QZ3F)FVCJMD%5"^?FHDJH$E1/W,RM MT"CNI/ >4T\+ M%L<"XY+'DJ_\EA#3K<] MY
ZSS^TD^AI1].JNQ@F/C9$".2/RJY20K]Z\0\83H0BP(U7YYXPKR:G-'^VH M\DU0VE'^%4!I?
HYXQ]'3&R?# YPIP)]J @Y;\9 ;6!N4&^-0GK"1IG0 OIZB MR@"UJ^(7!UV5TT(%F'KGO+^\# EQCNBD"
*K$_" M:*Z14!PC+D4"+VYSH8EFFA+.&%9O\;0BJ]3\FS5=8^VNXF'[\J[$[WGZ#)F*
M9PW2^Q7^O'^X/[D?/@PFL]]/8KB)03;*$%<9!LD7"$;&$$._B#<<*6<*+WA M;4MD3?=H>R/P,*JJ*
(N?8@)!36O^1SWW,"V&ZMO!Z?WW_O QCG+Y_RCFG]K1 MX^N_-
&/[1FF;DLF/BQ2.B$<7:50>D!E=CU M+OS4'O-CW_;NQY^!_O"E-
*PU1$K>>>D<147!@XB%2I#W(DR>O$U'$>]*LD'KE M)RI+LA?*
88\M(LP(WME!&|V]LXGC[]CN$WVW^(-
S)Y$[AVX(F!&ZFZFJ+)]5QAT55D8%\'KJU_AY./H2;VW_*DXF_5ESC!O/ M.(/_PN4[]ER&
*["4R3"6D9**.>AQ4\2UP#3F5G1X+16&%Q-_UYK5@&#.O>_G0 MS[W1/]L?*
0_#$L)7'0;"#R93<]MO=]LAOYTC9JOP[A]?S2XD7 SD)__TPGAY<9L'>W M?#Z=M^K_:T>3Q MAB:
*(^W)+<1)"@/@O@CSS!'2FN?2$"JDP;8:QW0CHMGE*T [@"8JV!:7LKF2 M.9 MCQYL_Z,=C1[A1]-*
*(J0P4XB3%)#V M&KRP2T+F[HI,M%ZK^HJ>9G@[MNQ^,0U4@*9?'FP>JA?CA>O/G?3XX\,H2_?-*
M2>2&"!Z)EPYAH:>]1A32< F+X*6PE%E9>GZU::T-4/9L:7\6]%,S8U.+T^_ MG%R??OIZ?*
*EY%J*BF#-03BG.3,/9<8:1T\\I2I% F+ZN7<6LAD-]%4;M#?JB]]>'SS MF^E5OO52,V8$PEB!-(2)<#;!*
@ZT(>7+UNA9\>D(NQ#:;0EC43RM'M'7EN(Z MW$Q#A#@T7\N>PBXPF76R,0;H5AIV?QG]0CZ^F(4-
&_P!6?7I! M0G0(%FMDDF2(JWSVS&]5BCK#X'WUO096.PB_,O@\]=B3 M 38F@9P'X(UB78XY5
2H$O9B @SDK?H;RGHA[X[+7-3#90<@=]R]['^"/O MUW>]I[-*
AQP1[$D3*=0H!\002,0)3Q*+$P2IM5&B$C@W]R=Y\M-O7+H?;K?:3
*M=BTP>6K[&*25CFC$24;%1OJ8I4+IN7[>'XI:I?P7IR>7YV M_LO5U]/+JW^>7)X^6>PPG=I1?*

CL_!I$\S=#M>>#^4Z__ ,+?X[)S[V\6NPTM MRWVAZ]+%3S]?:S&I$C%6(QLER8WA-
7(^0;REO,#)6DE2*+R]K**EW/7HXA?F M O[P.#._CWT[GC>VX7KXPTR1[^7P MX7'Y K-
CDHI"\:"18!I$;X.;W48'#@J(CDM=O%ZW179JN;YM"8J+8^0KP46U M)G)N[Y_ZUVDFH@]YR%>"B)T+
[I'%1"(%AT4?)/%8E.Y\M(FF;L%:#7@:@7I' M35: S'GSG#@-U6=UU?,$0QXZ%PFAR'N9X!S@7&
[N2Y"5DC)A@E>R=/?)E<34 MB,5==;XX[+Z(BI TM<[.Y@,[Z?F]VW0FXR_7GU[&4GIC(=
R6=NX5129$5 MG*'G04^1 M26\=15*!A7 -S!B17Q@ERY4FF+QKYE
@7;B&H&ZOH%K%5#E%5("J%:'O2_H+ M*T>4@W,>UGG<@@)[,=))%')C
.N2BZ;M1,$B3;44XQSFV%!40Q4@[GQZ:S.\ MC_D)R8WRFE 'U H?9U!N27) B2I2R?
#@.N8]^(HA0ZD@R MG):?H;,5@=WZJU8QUIZB*O!42YF;B^\=AR]]GFZ\MSHH#Z=H,"K$22[ZQLDB
M(@W3@JL$H>8A\+B9U&ZCM,,CL[#R:L7H15K%Z T)6C-J//+!Y3()16$'8!HI
MHB*F5I#UKR*^LI5)'9;9="%MRRBK JPN/2>\P9;GVS4&!'!'1RS&3#!+$$1 M)VX"C\RZTM/(EA+2;
<_=5G&UO^ K1,]<0C>,6BNCUHC@/,):>P5G::I0LDEQ MKQ)7]D 'T&Z;[!X40;L(_SA+4]9?
K*2W%ROO:SE:*5TI1-,!2EO:D%[;I2_* M8QPL(T@291!/D2.+:4 I>AP#HPX.QT=7^K+G_>
L3:4MB51B##:.;7ZS(1 < MRBRR,3D(BRVWL70KPK(BT!08#; 28_) M/'21(
H[GHG)&L%+!Q9_@5J:PZ/T@&4VVT"F6NMY=0WF.?;"0,@H@Q3Y@7I^ MJ@[!(J9.!1-
$Y*9T]OVO6V:S%7BV+;/91I-=/T58<8$Z/AD$$&0:CN[MP,>7 MW[VZLX]1:&94!$] IB/_-#*."X2%/_
@O:FV*U4X!97 MEQ@1K*5Q.@$CL-OP:#B"?Q,0J GJJ0_4NM(]L_:K\>JN*F<7G)550 5(^I<=
MY7:%SV;@,;?)HJ \B"3FHA)B"'(J^,DA]Q MY(9U'&->6+[55[1S[64W M,%3@+/?D>SZUE";!
N4Z=T]CB!N(-9QQ##'&#',L4DXJLX M)M#6>J[9$7-E M@;\# &J^DOA\=GYR_O'LY,O9^=7UY;=?
3\^OKT[./UV=_7)^]OGLX\GY]<>+ M\X_PT\N3:5?=EZ3[1SN^._W/0^^'[>>Q3H-P=3<<3?
+0]+/!CSBK8_A@^SE< M'^]Q/W%8 HM=5G0HUT(W%Y_B"&C(5G(V .X>IA,O@9Q_QG";BU4_&IJ.GG"
M$:X03J$W+,6@B0KJ4.8&X*C5 F"L,+N<0]R]Q]C[B:OLBP_
M0"5Y>_X\'%V!#N>UMUIKYK5%BA""N/(,6:H\\M$%HK#!SI>^[FE 5K?;P:$0 M]GYB>5E]51#5?.X-
P"'T;/]%DK-^KR)::5FNM]6P41H>\ID63K(X&!^\#H[26L*=(Y@3B3%EDJ,"(4AGS*!'"26G4-
J6M6T1VAY[A M 519!42O\XS1A]'C.TZ$#,I[!%&;+A02AH(@5CN8<@-6)&#N!OYH(DD44;O
M2Q_C5M'2+>C:#A^+:*!2)#V]=4Z<:LHY8@J[W#I9(:/4-'7&,.?:1%YZ7UU- M3;<[:1EM-X#0#J*O
$1O$V!//E5Y&Q@F^1(VY1::S"/#DD))*Y(PQ2P4OQ1? M2DA]T-E%RXMC%?<6>06X69(G?
>*$!2RH%!%)J@+B+D:DN='($>*IPCX853I^ M6DU-MUM92P@J)/P*8/39]D;3Z8X?'I_\9^].
*B[AZ_Q!^Q/_753$3LB1*(MX3Q)"2>.;%(&N4ABXB*X*$K[HV:4=5M_T7JBK;QV:L+ K6?
@C7WQJPS0R4H#P(@ZB>-O0K0CL.'/6 D)6@;"XNFK"XMG@^\-D M/)48?2J,D\0EEB)B-H
K#Q8C1Z5#"5LJ550.Z]*W6&O(J01GY4&P"FY[:J0" M<+TJ@%K8&EXVC2_/91Z$LNBQ-
HC:_&))&0E"PPPYSK!.RAH22T_1W8K ;IL$ MM+W5MJ>K"H"XR-*",.\AFNW]WQ@^#L>3_(Y]?(-
S=T=!LZ$9D_L^1N0TL4@2 MZ86-"MM0_)'*EC16_BJ-%P6*[C:U%T-V!SZWGKC_E=OYZ?
DF2K/&!I[+MO=E;MNI[[0@6L MKS*1X!HO)G=Q]/I'3Y6$W/M ?=!("I,
[SN=6N02+W%S&,I*PPXN3IO;V%LTH MV_L>93C(DY]&4YU>]L:_SXX$3OI$0V(H!9\;].0*
(AP(BMP&PRF3DI8^PR^G MI-
MPM05TO+M5V5\!%6R[RZIT,S/3+)IRFFL!!TK%;B%50M_O2I4+";\J((&@IM:5"W3F^3$;HB0&&Z1\;A/'
MQHI#K&%9*'U#MXZ>K]N52VE])9SV5$$%<#H;P%K@KR_M)%[]8;_/$Z(\Z.!- M"KGL"F?
Q!.0"UPA+&0PQG/%8>GM;3DDM$-I7T\/B8N]XY/45:&&:K?\E#F]' M]OM=S]O9G1#%PC*J/5 =P%,
[G)_2\H1HL!3LC$IG&[V6V##\>B4!W:8T"FY? MY<3<-5;B[2(+3Q_.^O-QX+)I*RB%&7+^0(0=T\P
MCOZ_;H<__C%?<0:-^;^\(./E>QW"'H(S2AGM)L((XY'PX>&Y!)+6BPCN&M)]> M-#"'K/
1826,42(E6GQ<^JO/=[-]E,?"OI*MP!%\N[KQQ&B!M4,FT @1$8$X M7>4^_DHKQ702ZV=A;>
<(OEUUDUENSQ%L*<$*='YV?F,B4Y[2S*$CB.CK%
MA(B+@DAMK%UL#+>'SL_.NZD_:$_G6TJPZPZ"V3]=G0P"_._9(/3LW%4ES+'" MAB(O-
8?]2W%DJ/6(11><=D2RL#_U=D5WP.7K=S-!H+S22XFP@A#@WN)F;G2"$1T5D2APB(:X<
(9&3F2#ON@(W'@,EL'U5N:*LN_[X6 C?#:
M0QT5P.LR_HB#ASCK=S7+$.8ZDH\/X\GP/HZ>'"'T42:5$(,X&W&I@2EG_U(B M2B\""-.6/M
T(JPVH.V#A7>#74LKI@*T+3'-G(^>6J4E3IN8!.+)YY /0\ O M,
3\.EKFF'%1E<;8&G*ZK>D]S+ZXD^AK1-&K.PU.J ,&P *HP8@SS)&S6B(6 M+$W&2^>$;!M%M=P?
%E/YQH*&W>1? 91>#C'OF)I[6(-#HHI&I%+N'J(= P^K M#4J2J1")B925=DL;B:H,5KNJ?]BF+CJ^,?
J85NH9XD9$+PR//D*'9&D]3HL>B&RZ)EW^YVX&#A.\6]A=LQ."[C]X>1O[/C M>'({BM-
+M$66GNQ))&P%"4@P"O;D/08K*U*2F[[4'4Q:TNRP+3%WC9EKT/-27IYNW*A3G"C8;JT0P$P('%D.+ML
MKC3G!#PW;H2935_J[MKR)@I*N8*XN;GM\AO=O:+E/?VES:]TPX5 1, @X>7E(F""8RLM))RBU)
[':>;@L'_C95=%P(G!NO4Y1:%10< M'+A&G!"+P%%3A G5&@XIAL=UM[(M8["&A$&KD-
D=GCOHK^MM=6.,P%@P+$F/ M8LB/+BDV"):P(+\0O6"$I\5"]Z,*Q0ZDY:W"LFU$7H&#>
[OK2XHD.;]LU?U"'='&64CP%4#HI?H_MV2[2$\7 M23<4\V R'U8),#)FX-RLB
>U"V!!&19(Z=G:JVBI+)>YHZY7/K#90_!5 >A\ MF"5D^_.Y1TXH[C&7N2=D?@\9(W(A410RU1&D!
["+XJ M 'WN_1G#ZU=#-YBEQ$ (R/$@LRT(Y##F2%!NHB2,,E:Z=>(:1E%E940 ME$;4WD]H
E2OJ7_A[0MPUNO/NNQ,GL\P<-YE& *G%4. M,9Z,\H0SZUHO%GY%3V7YT3+@*J: *GS9U]'P>QQ-
'K_V[71B9&[E_CW?9IS' MR8W7)EH1*)(,Y\#1PRK(&9>!43 $5^*8+X 3$ M,
[C]$NTX7O9N[R87Z=LXGHS'P(Q*$4L'CI;X_":+684,@W.L$LFY(*6BKG1[MA;4$-8*3/C(XE5-
!%>XI3Y< HU@8,G$R^6A'HT?@P-F$L$8(,T>&L/(JZ11IL[=D#SG;GW-NSU?XN<,@-1)"
M0T>0)"Y7RD>'8!=/R&N*_;2$=SP.=[2]9NE,?&1X*.4("O8QR[A[##J^4F<
MHOSCPRB+\R8X"K22@#3FN=^DSJV CQ39*SP5(!^P'NA=]G?4.+2?5P_89%9)CCGU$
M5.B0BP,M,A["MI"$<8D%%53I^.8P?4:?LS#CES3->-F8J0^/R[N2?7B<3WS_
M%,>]V\'T[\YN"+@D&&AXBT()9Q@4,HWG2_/6Z.HM_I-BA= M6=G3+1 JB#W6-G 4)%CG3*4;8A'%50K
MN75B;J2A3@)28IX(R2QR ?R]H"91QT@@\A#3[FO8",MHN_F$\FU$WW6%_Z?X M?

*3CNP9%I$*:GJ.FES/A\./"S=-?38$:J(F98(QD)L"1 7(8+CYRU!DLG N<+ M54DKTL[-OEU*OP%&]*
MBCZ?0])7ET1 ;F"2YO[NTQ(1-QL[;'$R,6HWL[MRF8U:Q$P4\,L_H&3/;?$2I0DS:>P@)%--
B#X(0N1\:!D\;>":^@YBCO\;9#R M+F8LI8RN!W>M'%(5J$PD(^DQ2 =9Q0PH3E*PJ5(F&*N&:):'?*
+67BA83+^- M1KUM(^RN$;-RN@4&)I(!>_*:YSNV",#KPJ+>M ME/9^PM,V$JSB.,%*
<&F8&7PL7!H4OFPMUW0 ML]DJX#%BEWUY>A+E/"28(^P$+E?+6/("@ Z829)[A4$:*
<7SI1MHZCA34#H. M:445%22C-HP#.?W3]Q]";W";KT?A_X5K^^<-LUX0D@W/8Y"?!F8M\|"LB9A%
*MIXE/C6;3;O7(96LRJPR$=\3)=C-<]E9:S:]DOIR>7)U>G=O1:)H(W"/?M&*E M8IFB)I06RO%,'_*^G-*
"U(R30J$'--(^X]1&9 '&T9,"^51(K4SJ7\Y:"?;W2
MEPS;.%WS4QS[4>_[RY55T+#5:VI0\ME[!Y.OT)U!#OXO\;RUQ_+,K22G6R^S MA]X7?4HID7<]
L$.;N<]_#6G3($P/%$.=GG"D)EP$Y)2'09[#16D/SJ2$*K2#D4[;1ZX,F$.A\|
M0,%NREI4]PZ2ZUCAO\+6>_]P_]2,-S@=0E2(J0#,1RD@S#$>Y8=G-BH0AFD4
MFVY0^9N/=JST750V+"&_KA5O_WQ%N,L3?&V>$0S['!#..7(D7P9K%5*$(WTB MC?
H0;5+\ZX]V.%JBA.)WEE\%Y];E^]W+\2KJ!1S"LG(36[*K9&&DWV>\$5T*
M,E9Z5;JEW@:2NDV(E(X/VM!#-;!::) 4!_$/V\\=EV\,#Z#VR%'@><1OXA)9
MZ0AB3@A#K(IA_T1ODMJ>$L42C"PCH\8A+IY&SF" %-LF9!;:8@;$[7(M1@M&0J4",?
$H%B\#UKJH!I_LMO]URUZIM,CK -);BYC^L<#BR7C\<#\5Y8'YWI=7S3]1^%9K M1]Y:NNX"L0!>
<38Y;H0$9"F@B.:\YV!2T&+AS1EK[O>VM+'X7ARPQW7RD)T MD(P/P!,3R%
*/QLJ48]IB2G'I;@'OJ>CZ;+FSEM='9%L+N.M-=%]*_4*ZP4E9*
*M"S$D]F$ZT]7GXD@)_Z0X"TECGI]J_7^[;M>GO;VUO:^L*CBTO1"N'"%98J(@" M-[*
7!@&G34D9BDR$H)FGP9;NA+X=$EH\FA6S^]W$N3L.AA/;VQH#-
*!S=S]ZAEXLRMOA::P''KARW%'L08ZW/H[6U8XA+SY&C$,$R M%1TV.B:*2U?IMAE[+ X#,$DGJ;A*
*AN9KP,3,B1-+PDXX4EX[]K-%NTRC^%@ M$B6>8"]EQK1W :#QP3<6*602])1(X3#*
*MS:YF=P;1(D5U13K%4+27X.N%T4L7G1NJN*2**<2=%" KF0>#*XZ"T?*
*+;B2JKF"I/)AV%'^]>+J17";'N$+:.^#%2X><@(!0<4\E9\2PXE.*5Y#2 M=2J[;>QL)>IB87&4 _XA;, M(F?*
*@$?/.$D%\OA5L%4J;:>PZ"]T2Q@HKISIWM<#?I]YX^K Q=*9#Q.\\8+G MI_@&)0,'6\Z9*
3/S!!F5VY^=K(+ *AJ-.2*&Y!)N%9!FP2+J5&+:)6:*][]K MXP'/BJC@J2+B4V[?]>?DY@;F8"_(*
*M8H61,EZ3D&*0N)WRS9U)KBHSL0U^FI3=M:6Z"G;=INR>#>;,_CO:T?4?PQL" M3#HC/?*
()F.5:6F0]Y2@E.!)%3(F0I>?"[TIK5?F.0V!S+V4=+2@!9?$F16UI M(AY)Q2#N\#8ADQ1!A
*8EF#!!M[!U[$IM5;F3PP-S:X4=*S0_#Q]&-T9HG+!/*
M'%@+S]Q1T92@1@PGK2+V/DJ'&8FMJK$S,&!N;6ZCA:7O1_QQ@HG#-,@3QW@*
*M6*BT02!8#U%+%,$Z2F0+Y4,[$EM5,N?PN-Q674>$RY,$WUSD50M!\FT?(DHI*
*MQ+G#2&LOD7(Q6*N-P/$0SXV:TEM5MN<0Z-Q;:4<$T!M%-"."8B222<"7%Q"H*
M1#=]9@X;@U.EYZAU92V1L!3/Q'PME)&!1O"0 ME)'!YBJM/'PG.(&TL*
:Q?.NH2(C8E^[.NQ.AC>"GCQU^1=2T;U_T5B^&A<1. MA3QTTV9&2 C($%S=[@8B>*
*\I=)XV^=BV!P!HDJ(NF /QITO2-ZT5(T^S#YP M\H<=A>M\KW";[X#ZP_'#:.&%RK(+D*5]6O.B,\#X\|*
*(*3Y5_8\O9C9^+WO-V M3]W;OG(__<27YUX(NXIC]8H[NH37"_XZ^-[+BUX#VQ_@E[\7(?/]JW<%&S4*
MQ9/E-I)(AW'K&_KBY&X8"NMK8[:6NY-"K1U5?X[&1T/PB?^_:VB;> MKMA)*GDG/2V51"5:RA;_<3*
*.HW)J6EBRD\S]SM[OO2PJ4=0_AW^\T%?6 ZY8 MNI/4XTZ*6R^;CA7XO*?V[F/X/)R.=?S-*
]OU5HK2S0>C]Z(6'^:RC M?12UL%2WA[+U,A]N$D#7IM3OO]#U-$!D+R-:MF!G&EHA\V$S 51PQ3.S?
*_C+ M&XQFEP3FV[6[/2PWLJ*U0JE 65=WP.P'.XXAQT!Q,)[+;Y1;OD[O?SX\OOR=*
*M^9W0E)D7C@;A:]\.SNU]G(_X*JOS5DCLM'YV.1B&A]-,!< [O?_>'S[&>#6!*
M(.UBVKAIHRO?!3VKO],I!%K5[G!+45< AREM)]_A\[XW%<7TD?KXZN3RJA58 M;/Y>IU7,AX1'8]%7
).O=W8P&=Y/6?\VZ$W&7Z^^;0X!=P'(NB]U6D=\2&@T M$/?.H.B7P,-
*E'$]&/3^)88KB*8V75]]:0<3Z;W5:PGM(3#02>3>H6!F:PW$I M,U8^U?*T<"*
<%%/LG6Q;DTO7!/I/X;1!&_E&BFG@KJ%=\S7H)%?P/%//ME)_&Q[HVD3W/U5 MLV3-
1CJJH%IAM3@Z5M9;RW[\]??)%$H?[P:W7_U^;F_#THU4UVT!0S/A=-_-
M8'F]V^EH>JO84J'>^]6+%.EM(+I @=YE],,?LO4ZT]=:N0\; M">$O?.L$[6PPV,5[2OQ,E\ M<%?
*N!YUGF97:8-XMW)E3VS4R:"*FKEW>[>UDSM3>V::W2W56)KZKMI:+HF/] M/!$TL/W'<6]= M.I9Z[-'D*
*YW5FQ?8+#>*K6,-?X9%AX/XQ&F)"]$52W96=[ZK%M>+IBZ]?7J(*
*MU\/YS#O@,P^A\=/0>E]GN\UW.KOL+J3A)D*L4.V_]8;]J9@OTC^']_%C[H8Q*
M>OQB_VA#]VL_UMW%>4D$-)%GA3 CO_S8/N]U/-SZJ_MGQ_B(;>9.]BB9T^ MV-U5?4DX-)5K79--
]:W@SG!9_??]2T>6K]B=FA;E/6S(?->)Y'Y_D;Q>+%1$LGKA[JJOUJIBN)U<.E;=US@L
MH>75;JL*=DLZ^$:QKLO\@&2SHNH8W&M[CHF;*F4%4+XNU;QD#O-W_6)?];\-_7P^EY?*
%_S>+M29V54ZZQC;-=*Z#??R:KC&DL+M?=MKY4W,,FO'>M ME-O;R?35TF \^,V"\5X]W-*
_/\E;CR>#:]3\/1R??^Z[_[U$)G6W]M2XCM54: M&Q807P5JSS0#B^.K'_[C>%)(NTL7[3*R:ZC$=
*<+H^O!36D\[ZZ@=0]LD_6$S M452BI:^C47%%+:[9G3WMH*L5 NDZ2_>?R>/)'Z,PSB064-6R];KKP]*
[([:T1 M02W:3D8[W>7QUJAIF3:/)@9YP]CIG[Y_"Q'4Y??1)+QGH;2%-OM<=X\T*
*MM]3YUA+L6/7_'IT.PN?<[N(B/3/QRVB0"?_X8Q3^/S((WP8_QI-0 M [?[0.T]].O\-RPNX8*_EX=3:8T[]*
(Z2(_$&S\>U1B/]_]JW4XC9W1LK>X M.X;+;\#@[:?)4KP#'_#K9]@7@,GV7^LL"P#CYW%6X\7.1E?*
*I#D;%VF*X&[YLSQ_>Y'Z:\?1P.POC3"/ZA%'(* MD=#9P](R."JKB(Y1]>E'"..+T<7D;G0*%(Z_AHO!,S?*
GD_SS/\:7]>\S6]>3 M?A90'O]3"E(EOM_9X]8R>"]H@H[!]&NTN2YN[ZO,U^MTMNFLN\AS\?
BAH$;7K=M9 M[+NK']TLHZX]ZEUNV1^>"2VEQ77K=A9Q[NI=-\NH&@NY MQE5K=M;F9$?%;9!-
*UV'G4T'_R8_;8KYQY:+==2C9-E[)6'**G$ M96MWUUZD@"[7"*L&5_1,:G&'NG+E[A]#[.-7-PF]SJ?A]*
*[D,8\VF8D2CC?W MTT&/GWH)B(G ;2GM;OFI[OJ$[*CNW439];%QP+K3H-OTLRMZ7I M-1]JI/&J?*KC-*
;?J.1OFO/FTIO.J,_&)R%T>9=],R(HE M&U4KU)3,6B^:SC/_3\Z_O (WK=U(DS6ELAH*JT.5/HTE?*
P[^YK=TP4;JJBD!M4XL77>HS0%5YJB0PI:MUTA? M-26,U@BEAA1_D:EFKQ=JI":LCS+Q-!Y$#+?*
*[4NAE MNFR?8_KCA;M2U\^;5F^DV9IR(8T%UO6V-A@//@S2)#\A*E9_O&+-1F\":LJ*

M;!!.YQ4$+Z^_RI4*+%^SD>IJ2H-L$$ZMTP?.!N,>"/-Z9>3)T>C7#>=IRHL M9 #V'$6PYC-%YA(T9:/ D()WGWH'BQV;_:Y<=I\,]/-R'_(DF_W'$RQ=L,-. MN)MT\2;GO$887=\4/).V]UO2A:4ZT\U::2_52D6O2T_Z_26^I$R[W-4+5Z"K M-9US-PKD[\ [K7=G0WUW8_^["OEU&:S+J7\?1_?@B78\"X*M,-+]FV^7:FS]_/;QG!+V*]%)=>]R=[A]9NE.GL(OZ-2W@B@8ZU< M/O0CP4Z0'-6$X?=)#)_[]G8O]:Q:L[-'[MOI:8-(ND_GMZ&S-%[M@=3E"0LI;/6JG3UCW\L/5J>VIP/#Z+XW&PI?R!,NKMC=R_5=O.$*>52AJ],_ MO_=&)56UL&!W[])WT=1R:52AJ$\/,\(*J.AYJ>Y>F>^BG$4)5*&6J^@?1KU) M+XY/;F]/?MA>? ^_W#6O6[>Z=^"X*6RN;X[@._CKL]SPP\'4T]"U>![_Y3 O7 MP:O9*'X=_/I3[S!2X%YX^? I[79K,EP^OERYU]MZ\>B57QVOU]O:FI:&\.K\, M6T;G^7 R)[5,OK_Y5RI)_^^IYS7R:]^CSW^1_W!V'/_? _^?_!U!+ 0(4 Q0 M (&,T7EE&9- .Z < *4M 4 " 0 !E>&AI8FET M,S$Q<3,R,#(T+FAT;5!+ 0(4 Q0 (&,T7EFB_"_CXP< *4M 4 M " 1H(!E>&AI8FET,S$R<3,R,#(T+FAT;5!+ 0(4 Q0 (M &,T7ED6J_3:!P4 +0; 4 " 2\0 !E>&AI8FET,S(Q M<3,R,#(T+FAT;5!+ 0(4 Q0 (&,T7EF"AL&! 4 +$; 4 M " 6@5 !E>&AI8FET,S(R<3,R,#(T+FAT;5!+ 0(4 Q0 (&,T M7EG/9?W]%%P -!; @ > " 9H: !R879I;BUA;65N9&5D M86YD (&UL4$L! A0#% @ 8S1> M650%TX-+70 G/ # !4 (! Y," ')M;FDM,C R-# Y,S!? M9&5F+GAM;%!+ 0(4 Q0 (&,T7EE^63,T*@T! (1."@ 5 M " 8'P @!R;6YI+3(P,C0P.3,P7VQA8BYX;6Q02P$"% ,4 " !C-%Y9 MY"PZ_0N= A- < %0 @ '>_0, &UL4$L%!@ + L W@(!R;! $! end XML 76 rmni-20240930_htm.xml IDEA: XBRL DOCUMENT 0001635282 2024-01-01 2024-09-30 0001635282 us-gaap:CommonStockMember 2024-01-01 2024-09-30 0001635282 2024-10-28 0001635282 2024-09-30 0001635282 2023-12-31 0001635282 2024-07-01 2024-09-30 0001635282 2023-07-01 2023-09-30 0001635282 2023-01-01 2023-09-30 0001635282 us-gaap:CommonStockMember 2024-06-30 0001635282 us-gaap:CommonStockMember 2023-06-30 0001635282 us-gaap:CommonStockMember 2023-12-31 0001635282 us-gaap:CommonStockMember 2022-12-31 0001635282 us-gaap:CommonStockMember 2024-07-01 2024-09-30 0001635282 us-gaap:CommonStockMember 2023-07-01 2023-09-30 0001635282 us-gaap:CommonStockMember 2023-01-01 2023-09-30 0001635282 us-gaap:CommonStockMember 2024-09-30 0001635282 us-gaap:CommonStockMember 2023-09-30 0001635282 2024-06-30 0001635282 2023-06-30 0001635282 2022-12-31 0001635282 us-gaap:AdditionalPaidInCapitalMember 2024-06-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2023-06-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2023-12-31 0001635282 us-gaap:AdditionalPaidInCapitalMember 2022-12-31 0001635282 us-gaap:AdditionalPaidInCapitalMember 2024-07-01 2024-09-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2023-07-01 2023-09-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2024-01-01 2024-09-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2023-01-01 2023-09-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2024-09-30 0001635282 us-gaap:AdditionalPaidInCapitalMember 2023-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-06-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-06-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-12-31 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2022-12-31 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-07-01 2024-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-07-01 2023-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-01-01 2024-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-01-01 2023-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2024-09-30 0001635282 us-gaap:AccumulatedOtherComprehensiveIncomeMember 2023-09-30 0001635282 us-gaap:RetainedEarningsMember 2024-06-30 0001635282 us-gaap:RetainedEarningsMember 2023-06-30 0001635282 us-gaap:RetainedEarningsMember 2023-12-31 0001635282 us-gaap:RetainedEarningsMember 2022-12-31 0001635282 us-gaap:RetainedEarningsMember 2024-07-01 2024-09-30 0001635282 us-gaap:RetainedEarningsMember 2023-07-01 2023-09-30 0001635282 us-gaap:RetainedEarningsMember 2024-01-01 2024-09-30 0001635282 us-gaap:RetainedEarningsMember 2023-01-01 2023-09-30 0001635282 us-gaap:RetainedEarningsMember 2024-09-30 0001635282 us-gaap:RetainedEarningsMember 2023-09-30 0001635282 us-gaap:TreasuryStockCommonMember 2024-06-30 0001635282 us-gaap:TreasuryStockCommonMember 2024-09-30 0001635282 us-gaap:TreasuryStockCommonMember 2023-06-30 0001635282 us-gaap:TreasuryStockCommonMember 2023-09-30 0001635282 us-gaap:TreasuryStockCommonMember 2023-12-31 0001635282 us-gaap:TreasuryStockCommonMember 2022-12-31 0001635282 2023-09-30 0001635282 rmni:RiminiIIInjunctionProceedingsMember 2024-09-30 0001635282 rmni:OriginalCreditFacilityMember us-gaap:RevolvingCreditFacilityMember 2024-04-30 0001635282 rmni:OriginalCreditFacilityMember us-gaap:RevolvingCreditFacilityMember 2024-04-30 2024-04-30 0001635282 rmni:A2024CreditFacilityMember us-gaap:RevolvingCreditFacilityMember 2024-04-30 2024-04-30 0001635282 rmni:A2024CreditFacilityMember us-gaap:RevolvingCreditFacilityMember 2024-04-30 0001635282 us-gaap:LineOfCreditMember 2024-09-30 0001635282 us-gaap:LineOfCreditMember 2023-12-31*

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DE 36-4880301 1700 S. Pavilion Center Drive Suite 330 Las Vegas NV 89135 (702) 839-9671 Common Stock, par value $0.0001 per share RMNI NASDAQ Yes Yes Accelerated Filer false false false 90920000 119494000 115424000 429000 428000 1053000 656000 66996000 119430000 16637000 17934000 0 9826000 25190000 25647000 228746000 288689000 20794000 18231000 10431000 10496000 6895000 5941000 20836000 23559000 4743000 6109000 72191000 59002000 343842000 393796000 3093000 5912000 4559000 5997000 33867000 38961000 74284000 18128000 4384000 4321000 202281000 263115000 322468000 336434000 67959000 64228000 21033000 23859000 6806000 6841000 2350000 1930000 420616000 433292000 0.0001 0.0001 99820000 99820000 180000 180000 0 0 0.0001 0.0001 1000000000 1000000000 90841000 90841000 89595000 89595000 9000 9000 175125000 167988000 -5651000 -4167000 -245141000 -202210000 1116000 1116000 -76774000 -39496000 343842000 393796000 104672000 107453000 314540000 319386000 41135000 40110000 126230000 118802000 63537000 67343000 188310000 200584000 35781000 35593000 112299000 107356000 16528000 18384000 54460000 55475000 1431000 0 4639000 59000 58512000 0 58512000 0 879000 2127000 5406000 5475000 -59391000 -2127000 -63918000 -5475000 113131000 56104000 235316000 168365000 -49594000 11239000 -47006000 32219000 1577000 1413000 4401000 4139000 -642000 990000 1814000 1799000 -51813000 10816000 -49593000 29879000 -8713000 4015000 -6662000 13171000 -43100000 6801000 -42931000 16708000 1555000 -1061000 -9000 -1011000 -1284000 140000 -1475000 302000 -42829000 5880000 -44415000 15999000 -43100000 6801000 -42931000 16708000 -0.47 0.08 -0.48 0.19 -0.47 0.08 -0.48 0.19 90776000 89228000 90343000 88942000 90776000 89357000 90343000 89322000 90698000 89085000 89595000 88517000 0 0 0 57000 143000 238000 1246000 922000 0 0 0 75000 0 0 0 248000 90841000 89323000 90841000 89323000 -36119000 -62061000 -39496000 -77170000 9000 9000 9000 9000 0 0 0 0 0 0 0 0 0 0 0 0 0 9000 9000 9000 9000 172951000 161391000 167988000 156401000 2174000 3131000 7137000 9056000 0 0 0 79000 0 0 0 0 0 0 0 0 1014000 175125000 164522000 175125000 164522000 -5922000 -3983000 -4167000 -4195000 271000 -921000 -1484000 -709000 -5651000 -4904000 -5651000 -4904000 -202041000 -218362000 -202210000 -228269000 -43100000 6801000 -42931000 16708000 -245141000 -211561000 -245141000 -211561000 -1116000 -1116000 -1116000 -1116000 -1116000 -1116000 -1116000 -1116000 -76774000 -53050000 -76774000 -53050000 -42931000 16708000 7137000 9056000 2650000 2001000 600000 728000 -12951000 6263000 -3359000 -3347000 -51058000 -54112000 196000 4339000 -4020000 -674000 -1390000 -2551000 48297000 -14702000 -60822000 -57684000 -1169000 13613000 2698000 3654000 7458000 24118000 10948000 23614000 6336000 0 7128000 -4158000 2938000 0 2625000 3938000 0 1014000 267000 247000 0 79000 46000 -5120000 -1934000 -5109000 4071000 -774000 115852000 109434000 119923000 108660000 3789000 3409000 2662000 4164000 34000 669000 NATURE OF BUSINESS AND BASIS OF PRESENTATION <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

*size:10pt;font-weight:400;line-height:120%"> Nature of Business Rimini Street, Inc. (the "Company") is a global provider of end-to-end enterprise software support, products and services. The Company offers a comprehensive family of unified solutions to run, manage, support, customize, configure, connect, protect, monitor, and optimize clients' enterprise application, database, and technology software platforms.
 Basis of Presentation and Consolidation The Unaudited Condensed Consolidated Financial Statements, which include the accounts of the Company and its wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). All significant intercompany balances and transactions have been eliminated. The accompanying 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") regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Unaudited Condensed Consolidated Financial Statements have been included. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's Audited Consolidated Financial Statements for the year ended December 31, 2023, included in the Company's 2023 Annual Report on Form 10-K as filed with the SEC on February 28, 2024 (the "2023 Form 10-K"). The accompanying Unaudited Condensed Consolidated Balance Sheet and related disclosures as of December 31, 2023 have been derived from the Company's audited financial statements. The Company's financial condition as of September 30, 2024, and operating results for the three and nine months ended September 30, 2024, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2024. Nature of Business Rimini Street, Inc. (the "Company") is a global provider of end-to-end enterprise software support, products and services. Basis of Presentation and Consolidation The Unaudited Condensed Consolidated Financial Statements, which include the accounts of the Company and its wholly-owned subsidiaries, are prepared in conformity with generally accepted accounting principles in the United States of America ("U.S. GAAP"). All significant intercompany balances and transactions have been eliminated. The accompanying 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") regarding interim financial reporting. Accordingly, certain information and footnote disclosures required by U.S. GAAP for complete financial statements have been condensed or omitted in accordance with such rules and regulations. In the opinion of management, all adjustments (consisting of normal recurring adjustments) considered necessary for a fair presentation of the Unaudited Condensed Consolidated Financial Statements have been included. These Unaudited Condensed Consolidated Financial Statements should be read in conjunction with the Company's Audited Consolidated Financial Statements for the year ended December 31, 2023, included in the Company's 2023 Annual Report on Form 10-K as filed with the SEC on February 28, 2024 (the "2023 Form 10-K"). <span*

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">The accompanying Unaudited Condensed Consolidated Balance Sheet and related disclosures as of December 31, 2023 have been derived from the Company's audited financial statements. The Company's financial condition as of September 30, 2024, and operating results for the three and nine months ended September 30, 2024, are not necessarily indicative of the financial condition and results of operations that may be expected for any future interim period or for the year ending December 31, 2024. LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES Liquidity As of September 30, 2024, the Company's current liabilities exceeded its current assets by $93.7 million, and the Company recorded a net loss of $43.1 million for the three months ended September 30, 2024. This was a result of the Company accruing a $58.5 million liability for Oracle's attorneys' fees and costs. See Note 8 for further information regarding this accrual.
 As of September 30, 2024, the Company had available cash, cash equivalents and restricted cash of $119.9 million. As of September 30, 2024, the Company's current liabilities included $202.3 million of deferred revenue whereby the costs of fulfilling the Company's commitments to provide services to its clients was approximately 39% of the related deferred revenue for the three months ended September 30, 2024.
 On April 30, 2024, the Company amended its $90 million five-year term loan (the "Original Credit Facility") into a new five-year term loan of $75 million (the "2024 Credit Facility," and together with the Original Credit Facility, the "Credit Facilities"). Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5% and 10%, respectively, with the remaining balance due at the end of the term. See Note 5 for further information regarding the Company's 2024 Credit Facility and the Original Credit Facility.
 Additionally, the Company is obligated to make operating and financing lease payments that are due within the next 12 months in the aggregate amount of $1.9 million. During the three months ended September 30, 2024, the global economy continued to experience interest rate and inflationary pressures, geopolitical conflicts, global supply chain issues, a rise in energy prices and the continuing effects of fiscal and monetary policies adopted by governments. Assuming the Company's ability to operate continues not to be significantly adversely impacted by the related changes in the macroeconomic environment, geopolitical pressures, or the litigation matters described in Note 8, the Company believes that current cash, cash equivalents, restricted cash, and future cash flow from operating activities will be sufficient to meet the Company's anticipated cash needs, including 2024 Credit Facility repayments, working capital needs, capital expenditures and other contractual obligations for at least 12 months from the issuance date of these financial statements. Use of Estimates The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances to determine the carrying values of assets and liabilities that are not readily apparent from other sources. The Company's accounting estimates include, but are not necessarily limited to, valuation of accounts receivable, valuation assumptions for stock options and leases, deferred income taxes and the related valuation allowances, and the evaluation and measurement of contingencies. To the extent there are material differences between the Company's estimates and actual results, the Company's future consolidated results of operations may be affected. Recent Accounting Pronouncements
 Recently Adopted Standards.<span*

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%"> The following accounting standards will be adopted during fiscal year 2024:
 In November 2023, the FASB issued ASU 2023-07, "Segment Reporting - Improvements to Reportable Segment Disclosures." The guidance expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company will be adopting this guidance for the year ending December 31, 2024 and is still assessing the impact on the disclosures to its Consolidated Financial Statements. -93700000 -43100000 58500000 119900000 202300000 0.39 90000000 P5Y P5Y 75000000 P5Y 0.05 0.05 0.075 0.075 0.10 1900000 Use of Estimates The preparation of financial statements and related disclosures in conformity with U.S. GAAP requires the Company to make judgments, assumptions, and estimates that affect the amounts reported in its consolidated financial statements and accompanying notes. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes are reasonable under the circumstances to determine the carrying values of assets and liabilities that are not readily apparent from other sources. The Company's accounting estimates include, but are not necessarily limited to, valuation of accounts receivable, valuation assumptions for stock options and leases, deferred income taxes and the related valuation allowances, and the evaluation and measurement of contingencies. To the extent there are material differences between the Company's estimates and actual results, the Company's future consolidated results of operations may be affected. Recent Accounting Pronouncements
 Recently Adopted Standards. The following accounting standards will be adopted during fiscal year 2024:
 In November 2023, the FASB issued ASU 2023-07, "Segment Reporting - Improvements to Reportable Segment Disclosures." The guidance expands annual and interim disclosure requirements for reportable segments, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods within fiscal years beginning after December 15, 2024. The Company will be adopting this guidance for the year ending December 31, 2024 and is still assessing the impact on the disclosures to its Consolidated Financial Statements. DEFERRED CONTRACT COSTS AND DEFERRED REVENUE Activity for deferred contract costs consisted of the following (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:61.034%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.677%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td*

colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred contract costs, current and noncurrent, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,307 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,106 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,493 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,726 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Capitalized commissions during the period</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,015 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,913 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,753 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,630 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortized deferred contract costs during the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,849)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">

</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,966)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,773)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,303)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred contract costs, current and noncurrent, as of the end of period</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,473 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,053 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,473 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,053 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>

 Deferred revenue activity consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.379%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.699%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-

height:100%">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, current and noncurrent, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">262,793 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">285,324 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">286,974 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">299,921 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Billings, net</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65,193 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,528 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">250,880 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,864 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px

1pt;text-align:left;vertical-align:middle">Revenue recognized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104,672)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(107,453)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(314,540)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(319,386)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, current and noncurrent, as of the end of period</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">223,314 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">238,399 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">223,314 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">238,399 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The Company’s remaining performance obligations represent all future non-cancellable revenue under contract that has not yet been recognized as revenue and includes deferred revenue and unbilled amounts. As of September 30, 2024, remaining performance obligations amounted to $574.6 million, of which $223.3 million was billed and recorded as deferred revenue. As of September 30, 2023, remaining performance obligations amounted to $550.1 million, of which $238.4 million was billed and recorded as deferred revenue.
 Deferred revenue is a contract liability that consists of billings issued that are non-cancellable and payments received in advance of revenue recognition. The Company typically invoices its customers at the beginning of the contract term, in annual and multi-year installments.

*Deferred revenue is recognized as the Company satisfies its performance obligations over the term of the contracted service period. The Company expects to recognize revenue on approximately $202.3 million of deferred revenue over the next 12 months, with the remaining deferred revenue balance recognized thereafter.</div> <div>Activity for deferred contract costs consisted of the following (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:61.034%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.671%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.677%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred contract costs, current and noncurrent, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,307 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,106 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">41,493 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-*

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,726 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Capitalized commissions during the period</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,015 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,913 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,753 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,630 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Amortized deferred contract costs during the period</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,849)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(4,966)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,773)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(14,303)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred contract costs, current and noncurrent, as of the end of period</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">37,473 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,053 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid

*#000;padding:2px 0;text-align:right;vertical-align:bottom">37,473 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,053 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div>
</div><div>
</div><div>Deferred revenue activity consisted of the following (in thousands):</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.379%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.699%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, current and noncurrent, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">262,793 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">285,324 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-*

color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">286,974 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">299,921 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Billings, net</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">65,193 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60,528 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">250,880 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">257,864 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Revenue recognized</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(104,672)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(107,453)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(314,540)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(319,386)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Deferred revenue, current and noncurrent, as of the end of period</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">223,314 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

*height:100%">238,399 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">223,314 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">238,399 </td><td style="border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> *

37307000 40106000 41493000 40726000 5015000 4913000 10753000 13630000 4849000 4966000 14773000 14303000 37473000 40053000 37473000 40053000 262793000 285324000 286974000 299921000 65193000 60528000 250880000 257864000 104672000 107453000 314540000 319386000 223314000 238399000 223314000 238399000 574600000 223300000 550100000 238400000 202300000 OTHER FINANCIAL INFORMATION Other Accrued Liabilities, including Accrued Reorganization Costs Other accrued liabilities consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.122%"><tr><td style="width:1.0%"></td><td style="width:71.613%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.616%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.734%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued sales and other taxes</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,295 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">7,963 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,187 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,551 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current maturities of capital lease obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">382 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">360 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income taxes payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">910 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued litigation costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,845 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other accrued expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,968 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-

*align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,401 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total other accrued liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">74,284 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18,128 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 During the second quarter of 2024, the Company began a process to optimize its cost structure. The reorganization activity consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Cash Payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,945)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency impact</td><td colspan="2" style="background-*

color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs, as of the end of period</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">697 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div>Other accrued liabilities consisted of the following (in thousands): </div><div style="text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.122%"><tr><td style="width:1.0%"></td><td style="width:71.613%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.616%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.537%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.734%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued sales and other taxes</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5,295 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,963 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued professional fees</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,187 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,551 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Current maturities of capital lease obligations</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">382 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">360 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Income taxes payable</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">910 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,771 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued litigation costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">58,845 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">82 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other accrued expenses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,968 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,401 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Total other accrued liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">74,284 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">18,128 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 5295000 7963000 3187000 3551000 697000 0 382000 360000 910000 1771000 58845000 82000 4968000 4401000 74284000 18128000 The reorganization activity consisted of the following (in thousands):<div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:80.186%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:17.614%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs, as of the beginning of period</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Charges</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,639 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Cash Payments</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,945)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency impact</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accrued reorganization costs, as of the end of period</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">697 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0 4639000 3945000 3000 697000 DEBT <span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Debt is presented net of debt discounts and issuance costs in the Company's balance sheets and consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.830%"><tr><td style="width:1.0%"></td><td style="width:70.053%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.509%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.512%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Credit Facilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">71,052 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">70,140 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Less current maturities </td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,093)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,912)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, net of current maturities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,959 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64,228 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 For the three and nine months ended September 30, 2024, the Company made principal payments under the Credit Facilities totaling $0.9 million and $2.6 million, respectively. For the three and nine months ended September 30, 2023, the Company made quarterly principal payments under the Original Credit Facility totaling $1.7 million and $3.9 million, respectively.
 On April 30, 2024, the Company refinanced its Original Credit Facility, which had an outstanding principal balance of $70.9 million, with the 2024 Credit Facility, a new five-year senior secured credit facility consisting of a $75.0 million term loan and a $35.0 million revolving line of credit. For the term loan, the Company has a choice of interest rates between (a) the Secured Overnight Financing Rate (“SOFR”) and (b) a Base Rate (as defined in the 2024 Credit Facility), in each case plus an applicable margin. The applicable margin is based on the Company’s Consolidated Total Leverage Ratio (as defined in the 2024 Credit Facility) and whether the Company elects SOFR (ranging from 2.75% to 3.5%) or Base Rate (ranging from 1.75% to 2.5%). The revolving line of credit bears interest on the unused portion of the credit line at rates of 25 to 40 basis points, depending on the Company’s Consolidated Total Leverage Ratio. Annual minimum principal payments over the five-year term for the 2024 Credit Facility are 5%, 5%, 7.5%, 7.5%, and 10%, respectively, with the remaining balance due at the end of the term.
 The refinancing was accounted for as a debt modification under ASC 470-50 as the terms of the 2024 Credit Facility were not substantially different than the terms of the Original Credit Facility. Under debt modification accounting, third party costs are expensed as incurred. During the nine months ended September 30, 2024, the Company expensed $0.2 million in third party transaction costs in connection with the modification. Fees paid to the creditor of $1.1 million were included with the remaining unamortized discount from the Original Credit Facility and are being amortized as an adjustment to interest expense over the remaining term of the 2024 Credit Facility.
 Pursuant to a Guaranty and Security Agreement, dated April 30, 2024, among the Credit Parties (as defined in the 2024 Credit Facility) and Capital One, National Association, as agent (the “2024 Guaranty and Security Agreement”), the obligations under the 2024 Credit Facility are guaranteed by certain of the Company’s subsidiaries and are secured, subject to customary permitted liens and exceptions, by a lien on substantially all assets of the Credit Parties.
 The 2024 Credit Facility contains certain financial covenants, including a minimum fixed charge coverage ratio greater than 1.25, a total leverage ratio less than 3.75, and a minimum liquidity balance of at least $20 million in U.S. cash.
 In February 2023, the Company amended its Original Credit Facility. The amendment implemented, among other things, certain changes in the reference rate from the London Interbank Offered Rate (“LIBOR”) to SOFR. As of February 28, 2023, the Company had a choice of interest rates between (a) Adjusted Term SOFR and (b) Base Rate (as defined in the Original Credit Facility), in each case plus an applicable margin. The applicable margin was based on the Company’s Consolidated Leverage Ratio (as defined in the Original Credit Facility) and whether the Company elected Adjusted Term SOFR (ranging from 1.75 to 2.50%) or Base Rate (ranging from 0.75 to 1.50%).
 For the three months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 8.1% and 7.1%, respectively. For the nine months ended September 30, 2024 and 2023, the average interest rate under both the 2024 Credit Facility and the Original Credit Facility was 7.7% and 6.8%, respectively.
 The fair value of the 2024 Credit Facility was $75.0 million (Level 2 inputs) as of September 30, 2024 compared to the carrying value of $71.1 million as of September 30, 2024. The fair value of the Original Credit Facility was $73.1 million (Level 2 inputs) as of*

*December 31, 2023 compared to the carrying value of $72.3 million as of December 31, 2023.
 Effective April 30, 2024, the Company's interest rate swap agreement was amended in connection with the 2024 Credit Facility to match the new five-year term. The new interest rate swap agreement has a notional value of $40.0 million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The floating rate is reset at each month end and the term of the interest rate swap agreement coincides with that of the 2024 Credit Facility. See Note 11 for further information regarding the fair value accounting for the interest rate swap agreement. The modification of the interest rate swap agreement did not have a material impact on the Company's Unaudited Condensed Consolidated Financial Statements.
 Under the 2024 Credit Facility, the Company has $35.0 million in available borrowings under the revolving line of credit as of September 30, 2024. There were no borrowings under the revolving line of credit during the three months ended September 30, 2024.</div><div>
</div><div>Interest Expense</div><div>
</div><div>The components of interest expense are presented below (in thousands):</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.969%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Credit Facilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Interest expense</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,378 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td*

style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,147 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">3,723 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">3,351 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accretion expense related to discount and issuance costs</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">166 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">245 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">728 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Interest on finance leases and other</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,577 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid

*#000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,413 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,401 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,139 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 For both the three months ended September 30, 2024 and 2023, interest expense included a reduction related to interest rate swap payments received of $0.2 million, respectively.
 For both the nine months ended September 30, 2024 and 2023, interest expense included a reduction related to the interest rate swap payments received of $0.6 million, respectively.</div> <div>Debt is presented net of debt discounts and issuance costs in the Company's balance sheets and consisted of the following (in thousands):</div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:98.830%"><tr><td style="width:1.0%"></td><td style="width:70.053%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.509%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.835%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.512%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Credit Facilities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">71,052 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"*

style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">70,140 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Less current maturities </td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(3,093)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(5,912)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, net of current maturities</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">67,959 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">64,228 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 71052000 70140000 3093000 5912000 67959000 64228000 900000 2600000 1700000 3900000 70900000 P5Y 75000000 35000000 0.0275 0.035 0.0175 0.025 0.0025 0.0040 P5Y 0.05 0.05 0.075 0.075 0.10 200000 1100000 1.25 3.75 20000000 0.0175 0.0250 0.0075 0.0150 0.081 0.071 0.077 0.068 75000000.0 71100000 73100000 72300000 P5Y 40000000 0.0371 0.0532 35000000.0 0 The components of interest expense are presented below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.969%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:700;line-height:100%">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Credit Facilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Interest expense</td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,378 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">1,147 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">3,723 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">3,351 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Accretion expense related to discount and issuance costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">166 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">245 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">728 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Interest on

finance leases and other</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">78 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,577 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,413 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,401 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,139 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1378000 1147000 3723000 3351000 166000 245000 600000 728000 33000 21000 78000 60000 1577000 1413000 4401000 4139000 200000 200000 600000 600000

COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS Common Stock Retired
 During the three and nine months ended September 30, 2024, the Company did not acquire any shares of its Common Stock. During the three and nine months ended September 30, 2023, the Company acquired 0.2 million shares of its Common Stock at a cost of $1.0 million. Upon completion of all repurchase transactions, the associated shares of Common Stock were retired.
 Stock Plans
 The

*Company's stock plans consist of the 2007 Stock Plan (the "2007 Plan") and the 2013 Equity Incentive Plan, as amended and restated in July 2017 (the "2013 Plan"). The 2007 Plan and the 2013 Plan are collectively referred to as the "Stock Plans". On February 23, 2024, pursuant to the "evergreen" provisions of the 2013 Plan, the Board of Directors authorized an increase of approximately 3.6 million shares available for grant under the 2013 Plan.
 On May 3, 2024, the Company's Board of Directors, approved the Company's 2024 Long-Term Incentive Plan (the "2024 LTI Plan"), consisting of awards of performance units ("PSUs"), restricted stock units ("RSUs") and stock options to purchase shares of the Company's Common Stock under the terms of the Company's 2013 Plan, as amended, effective May 6, 2024.
 On March 31, 2023, the Company's Board of Directors, approved the Company's 2023 Long-Term Incentive Plan (the "2023 LTI Plan"), consisting of awards of PSUs, RSUs and stock options to purchase shares of the Company's Common Stock under the terms of the Company's 2013 Plan, as amended, effective April 3, 2023.
 For additional information about the Stock Plans, please refer to Note 8 to the Company's Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The information presented below provides an update for activity under the Stock Plans for the three and nine months ended September 30, 2024.
 Performance Units
 Under the 2024 LTI Plan, the Company granted PSUs which will be measured over a performance period beginning on January 1, 2024 and ending on December 31, 2024 (the "Performance Period"), but will remain subject to a continued service-based vesting requirement. Half of the PSUs awarded are eligible to vest based on the Company's achievement against a target adjusted EBITDA goal for fiscal year 2024, and the remaining half of the PSUs awarded will be eligible to vest based on the Company's achievement against a target total revenue goal for fiscal year 2024. The ultimate number of PSUs that may vest (as calculated, the "Earned PSUs") range from zero to 200% of the granted PSUs. On May 6, 2024, the Company granted 0.8 million PSUs at a grant price of $2.47.
 The Earned PSUs under the April 3, 2023 grant were earned at 151%. Under the terms of the 2023 LTI Plan, the Earned PSUs will vest in equal annual installments on the first, second and third anniversaries of the Date of Grant, generally subject to the awardee continuing to be a Service Provider through the applicable vesting date. The Company recognized compensation expense related to PSUs of $0.2 million and $0.4 million for the three months ended September 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized expense of $1.0 million and $0.7 million, respectively. As of September 30, 2024, the unrecognized expense of $0.8 million net of forfeitures is expected to be charged to expense on a graded basis as the PSUs vest over a weighted-average period of approximately 1.5 years. Restricted Stock Units For the nine months ended September 30, 2024, the Board of Directors granted RSUs under the 2013 Plan to employees for an aggregate of approximately 1.7 million shares of Common Stock. RSU grants vest over periods generally ranging from 12 to 36 months from the respective grant dates and the awards are subject to forfeiture upon termination of employment or service on the Board of Directors, as applicable. Based on the weighted average fair market value of the Common Stock on the date of grant of $2.63 per share, the aggregate fair value for the shares underlying the RSUs amounted to $4.5 million as of the grant date that will be recognized as compensation cost over the vesting period.
 For the three months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $1.3 million and $1.8 million, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized compensation expense related to RSUs of approximately $3.8 million and $5.7 million, respectively. As of September 30, 2024, the unrecognized expense of $4.7 million net of forfeitures is expected to be charged to expense on a straight-line basis as the RSUs vest over a weighted-*

average period of approximately 1.7 years. Stock Options For the nine months ended September 30, 2024, the Board of Directors granted stock options for the purchase of an aggregate of approximately 0.9 million shares of Common Stock at exercise prices that were equal to the fair market value of the Common Stock on the date of grant. Options granted to employees generally vest as to one-third of the shares subject to the award on each anniversary of the designated vesting commencement date, which may precede the grant date of such award, and expire ten years after the grant date. The following table sets forth a summary of stock option activity under the Stock Plans for the nine months ended September 30, 2024 (shares in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:61.895%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.794%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.796%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Price (1) </td><td colspan="3" style="padding:0 1pt"> </td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Term (2) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, December 31, 2023</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,800 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5.77 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">877 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(331)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.82 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,000)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.91 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, September 30, 2024 (3)(4)</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,346 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested, September 30, 2024 (3)</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,820 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.6</td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:31.140%"><tr><td style="width:1.0%"></td><td style="width:98.900%"></td><td style="width:0.1%"></td></tr><tr style="height:3pt"><td colspan="3" style="border-bottom:1pt solid #000000;padding:0 1pt"></td></tr></table> <span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:120%"> (1)Represents the weighted average exercise price. (2)Represents the weighted average remaining contractual term until the stock options expire in years. (3)As of September 30, 2024, the aggregate intrinsic value of all stock options outstanding was $3 thousand. As of September 30, 2024, there was no aggregate intrinsic value related to the vested stock options. (4)The number of outstanding stock options that are not expected to ultimately vest due to forfeiture amounted to 0.3 million shares as of September 30, 2024. The aggregate fair value of approximately 0.9 million stock options granted for the nine months ended September 30, 2024 amounted to $1.4 million, or $1.61 per stock option as of the grant date utilizing the Black-Scholes-Merton ("BSM") method. The fair valued derived under the BSM method will result in the recognition of compensation cost over the vesting period of the stock options. For the nine months ended September 30, 2024, the fair value of each stock option grant under the Stock Plans was estimated on the date of grant using the BSM option-pricing model, with the following weighted-average assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:91.286%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.514%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected life (in years)</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">64%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.34%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value per share of Common Stock on date of grant</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">$2.59</td></tr></table> As of September 30, 2024 and

December 31, 2023, total unrecognized compensation costs related to unvested stock options, net of estimated forfeitures, was $3.1 million and $4.6 million, respectively. As of September 30, 2024, the unrecognized costs are expected to be charged to expense on a straight-line basis over a weighted-average vesting period of approximately 1.7 years.
 Shares Available for Grant
 The following table presents activity affecting the total number of shares available for grant under the 2013 Plan for the nine months ended September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:87.023%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.777%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Available, December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Newly authorized by Board of Directors</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,584 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Stock options granted</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(877)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">RSUs and PSUs granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,815)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired options under Stock Plans</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited options under Stock Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited RSUs and PSUs under Stock Plans</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">397 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-

*serif;font-size:10pt;font-weight:400;line-height:100%">Available, September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,101 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Stock-Based Compensation Expense Stock-based compensation expense attributable to PSUs, RSUs and stock options is classified as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.110%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">373 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-*

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,348 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,423 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">566 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">817 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,546 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,067 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,811 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,243 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,566 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,174 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid

*#000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,131 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,137 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,056 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Warrants As of September 30, 2024, warrants were outstanding for an aggregate of 3.4 million shares of Common Stock exercisable at $5.64 per share. For additional information about these warrants, please refer to Note 8 to the Company's Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. 0 0 200000 200000 1000000 1000000 3600000 0 2 800000 2.47 1.51 200000 400000 1000000.0 700000 800000 P1Y6M 1700000 P12M P36M 2.63 4500000 1300000 1800000 3800000 5700000 4700000 P1Y8M12D 900000 P10Y The following table sets forth a summary of stock option activity under the Stock Plans for the nine months ended September 30, 2024 (shares in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:61.895%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.794%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.647%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.534%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.796%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Shares</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Price (1) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Term (2) </td></tr><tr><td colspan="3" style="background-color:#ccecff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, December 31, 2023</td><td colspan="2" style="background-color:#ccecff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,800 </td><td style="background-color:#ccecff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-*

align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">5.77 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.9</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">877 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.59 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(331)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.82 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,000)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.91 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Outstanding, September 30, 2024 (3)(4)</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,346 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.41 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:right;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-

color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vested, September 30, 2024 (3)</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,820 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.20 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:right;vertical-align:bottom">4.6</td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:31.140%"><tr><td style="width:1.0%"></td><td style="width:98.900%"></td><td style="width:0.1%"></td></tr><tr style="height:3pt"><td colspan="3" style="border-bottom:1pt solid #000000;padding:0 1pt"></td></tr></table> (1)Represents the weighted average exercise price. (2)Represents the weighted average remaining contractual term until the stock options expire in years. (3)As of September 30, 2024, the aggregate intrinsic value of all stock options outstanding was $3 thousand. As of September 30, 2024, there was no aggregate intrinsic value related to the vested stock options. (4)The number of outstanding stock options that are not expected to ultimately vest due to forfeiture amounted to 0.3 million shares as of September 30, 2024. 7800000 5.77 P5Y10M24D 877000 2.59 331000 4.82 1000000 5.91 7346000 5.41 P6Y 4820000 6.20 P4Y7M6D 3000 0 300000 900000 1400000 1.61 For the nine months ended September 30, 2024, the fair value of each stock option grant under the Stock Plans was estimated on the date of grant using the BSM option-pricing model, with the following weighted-average assumptions: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.853%"><tr><td style="width:1.0%"></td><td style="width:91.286%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.514%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected life (in years)</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">6.0</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">64%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Dividend yield</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">0%</td></tr><tr><td colspan="3" style="background-

color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free interest rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.34%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Fair value per share of Common Stock on date of grant</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">$2.59</td></tr></table> P6Y 0.64 0 0.0434 2.59 3100000 4600000 P1Y8M12D The following table presents activity affecting the total number of shares available for grant under the 2013 Plan for the nine months ended September 30, 2024 (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.707%"><tr><td style="width:1.0%"></td><td style="width:87.023%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.777%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Available, December 31, 2023</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,481 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Newly authorized by Board of Directors</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,584 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Stock options granted</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(877)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">RSUs and PSUs granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(2,815)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Expired options under Stock Plans</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,000 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited options under Stock Plans</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">331 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Forfeited RSUs and PSUs under Stock Plans</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-

*align:right;vertical-align:bottom">397 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Available, September 30, 2024</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,101 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr></table> 8481000 3584000 877000 2815000 1000000 331000 397000 10101000 Stock-based compensation expense attributable to PSUs, RSUs and stock options is classified as follows (in thousands):<table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.110%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">373 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">503 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-*

align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,348 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">1,423 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">566 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">817 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,546 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,067 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,811 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,243 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,566 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">2,174 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td

*style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">3,131 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">7,137 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">9,056 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 373000 503000 1348000 1423000 566000 817000 1546000 2067000 1235000 1811000 4243000 5566000 2174000 3131000 7137000 9056000 3400000 5.64 INCOME TAXES For the three months ended September 30, 2024 and 2023, the Company’s effective tax rate was 16.8% and 37.1%, respectively. For the nine months ended September 30, 2024 and 2023, the Company’s effective tax rate was 13.4% and 44.1%, respectively. The Company’s income tax benefit (expense) was attributable to the income (loss) before income taxes, which was offset, in part, to earnings in the foreign jurisdictions subject to income taxes and foreign withholding taxes. The Company did not have any material changes to its conclusions regarding valuation allowances for deferred income tax assets or uncertain tax positions for the three and nine months ended September 30, 2024 and 2023. For additional information about income taxes, please refer to Note 9 to the Company’s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. 0.168 0.371 0.134 0.441 COMMITMENTS AND CONTINGENCIES Purchase Commitments
 The Company’s purchase commitments as of September 30, 2024 are primarily related to agreements to purchase services in the ordinary course of business. During the three months ended September 30, 2024, the Company executed an agreement associated with an existing supplier that increased the Company’s minimum purchase obligations by $1.5 million through September 2027. As of September 30, 2024, the total minimum purchase obligations totaled $10.8 million. There have been no other material changes outside the normal course of business to the Company’s non-cancellable purchases commitments. For additional information, please refer to Note 10 to the Company’s Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K.
 Retirement Plan
 The Company has defined contribution plans for both its U.S. and foreign employees. For certain of these plans, employees may contribute up to the statutory maximum, which is set by law each year. The plans also provide for employer contributions. For the three months ended September 30, 2024 and 2023, the Company’s matching contributions to these plans totaled $0.8 million and $1.0 million, respectively. For the nine months ended September 30, 2024 and 2023, the Company’s matching contributions to these plans totaled $2.7 million and $2.6 million, respectively.
 <span style="color:#000000;font-family:'Times New*

*Roman',sans-serif;font-size:10pt;font-weight:700;line-height:120%">Rimini I Litigation
 In January 2010, certain subsidiaries of Oracle Corporation (together with its subsidiaries individually and collectively, "Oracle") filed a lawsuit, Oracle USA, Inc. et al. v. Rimini Street, Inc. et al. (United States District Court for the District of Nevada) (the "District Court") ("Rimini I"), against the Company and its Chief Executive Officer, Chairman of the Board and President, Seth Ravin, alleging that certain of the Company's processes (Process 1.0) violated Oracle's license agreements with its customers and that the Company committed acts of copyright infringement and violated other federal and state laws. The litigation involved the Company's business processes and the manner in which the Company provided services to its clients.
 After completion of a jury trial in 2015 and subsequent appeals, the final outcome of Rimini I was that Mr. Ravin was found not liable for any claims and the Company was found liable for only one claim: "innocent infringement," a jury finding that the Company did not know and had no reason to know that its former support processes were infringing. The jury also found that the infringement did not cause Oracle to suffer lost profits. The Company was ordered to pay a judgment of $124.4 million in 2016, which the Company promptly paid and then pursued appeals. With interest, attorneys' fees and costs, the total judgment paid by the Company to Oracle after the completion of all appeals was approximately $89.9 million. A portion of such judgment was paid by the Company's insurance carriers.
 Rimini I Injunction Proceedings
 Since November 2018, the Company has been subject to a permanent injunction (the "Rimini I Injunction") prohibiting it from using certain support processes that had been found in Rimini I to "innocently" infringe certain Oracle copyrights. The Rimini I Injunction does not prohibit the Company's provision of support services for any Oracle product lines, but rather defines the manner in which the Company can provide support services for certain Oracle product lines.
 In July 2020, Oracle filed a motion to show cause with the District Court contending that the Company was in violation of the Rimini I Injunction, and the Company opposed this motion, disputing Oracle's claims. After completion of an evidentiary hearing in September 2021, findings and order by the District Court in January 2022 and a subsequent appeal by the Company to the Ninth Circuit Court of Appeals ("Court of Appeals"), the final outcome of the proceedings, which were resolved in October 2023 on remand to the District Court, was a finding that the Company had violated the Rimini I Injunction in four instances, entitling Oracle to $0.5 million in sanctions (representing a $0.1 million adjustment to the $0.6 million sanctions award originally paid by the Company to Oracle in January 2022). In addition, the Company complied with the District Court's January 2022 order to quarantine certain computer files and provide proof of such quarantining to Oracle. Oracle reimbursed the Company $0.1 million in November 2023 for the portion of the sanctions award that was reduced on appeal. In its January 2022 findings and order, the District Court also ruled that Oracle could recover its reasonable attorneys' fees and costs relating to the Rimini I Injunction Proceedings. In December 2023, the District Court accepted a joint stipulation between Oracle and the Company (the "Stipulation") resolving the issue of Oracle's recovery of attorneys' fees and costs upon the Company's payment of approximately $9.7 million to Oracle. Also per the Stipulation, the Company agreed that it would forego any remaining appellate rights with respect to this matter.
 As a result of the Stipulation and the subsequent payment by the Company of the amount described above, all matters relating to the Rimini I Injunction Proceedings have been resolved. At this time, the Company believes that it is in substantial compliance with the Rimini I Injunction.
 Rimini II Litigation
 In October 2014, the Company filed a separate lawsuit, Rimini Street Inc. v. Oracle Int'l Corp., in the District Court against Oracle seeking a declaratory judgment that the Company's revised "Process 2.0" support practices,*

in use since at least July 2014, did not infringe certain Oracle copyrights ("Rimini II"). The Company's operative complaint asserted declaratory judgment, tort, and statutory claims, including a request for injunctive relief against Oracle for unfair competition in violation of the California Unfair Competition Law. Oracle asserted counterclaims including copyright infringement claims, violations of the Digital Millennium Copyright Act ("DMCA") and Lanham Act, breach of contract and business tort violations with respect to PeopleSoft and other Oracle-branded products, including J.D. Edwards, Siebel, Oracle Database and Oracle E-Business Suite ("EBS").

In October 2022, Oracle withdrew all of its monetary damages claims against the Company and the Company's Chief Executive Officer, Chairman of the Board and President, Mr. Ravin, in Rimini II and moved to proceed with a bench trial instead of a jury trial for its claims for equitable relief.

The District Court entered an order on October 24, 2022, dismissing with prejudice Oracle's claims in Rimini II "for monetary relief of any kind under any legal theory[,] including but not limited to claims for damages, restitution, unjust enrichment, and engorgement. . . ." In addition, Oracle's claims for breach of contract, inducing breach of contract and an accounting, were dismissed with prejudice, meaning that the claims (including for monetary damages) were dismissed on their merits and the judgment rendered is final. Prior to the date of the District Court's order dismissing with prejudice all of Oracle's claims for monetary relief, no damages of any kind were awarded by the District Court in Rimini II. The parties each reserved the right to seek or object to any attorneys' fees and/or costs to the extent permissible by law.

In July 2023, the District Court issued its findings of fact and conclusions of law in Rimini II, accompanied by a permanent injunction against the Company (the "Rimini II Injunction") which is subject to an administrative stay and is not currently effective. The District Court found infringement as to Oracle's PeopleSoft and Oracle Database products but did not find infringement as to Oracle's EBS, Siebel and J.D. Edwards products, further ordering that the Company was entitled to a declaration of non-infringement for Oracle's EBS product. The District Court also found in favor of Oracle on its DMCA and Lanham Act claims, enjoining the Company from making certain statements and prohibiting certain actions in connection with the manner of marketing, selling and providing services to clients of the Oracle products in question as further described below, and on indirect and vicarious copyright infringement claims against the Company's Chief Executive Officer, Chairman of the Board and President, Mr. Ravin. The District Court denied the Company's California Unfair Competition Law claim and other declaratory judgment claims.

In July 2023, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Court's July 2023 Rimini II judgment and Injunction and filed an emergency motion with the District Court to stay enforcement of the Rimini II Injunction pending the Company's appeal of the Rimini II judgment and Injunction.

In August 2023, the District Court issued an order denying the Company's emergency motion to stay the Rimini II Injunction pending the Company's appeal with the Court of Appeals, but it granted an administrative stay of the Rimini II Injunction pending the outcome of a motion to stay to be filed by the Company with the Court of Appeals. Shortly thereafter, the Company filed the separate motion to stay the Rimini II Injunction with the Court of Appeals, asserting that certain provisions of the Rimini II Injunction are vague and overbroad, that the District Court committed legal error, that certain provisions would require the Company to commit criminal acts to comply with its terms, and that the Rimini II Injunction would cause the Company and third parties "irreparable harm," among other grounds.

In September 2023, the Court of Appeals issued an order holding the Company's appeal of the District Court's decision in Rimini II in abeyance pending the District Court's resolution of a motion filed by Oracle in August 2023 to amend the Rimini II judgment pertaining to an update, technical specification and tool related to Oracle's EBS software product. The District Court denied Oracle's motion to amend on January 9, 2024.

On January 18, 2024, the Ninth Circuit issued an order lifting the stay of the Company's appeal.

On June 5, 2024, a three-judge panel of the Ninth Circuit heard oral argument on the Company's appeal. As of the date of this Report, a decision on the Company's appeal remains pending.

Also as of the date of this Report, the Court of Appeals has not issued a decision on

*the Company's motion to stay the Rimini II Injunction. Accordingly, the Rimini II Injunction, as issued by the District Court, is currently stayed by the District Court, meaning that it is not currently effective. The Rimini II Injunction is primarily directed at Oracle's PeopleSoft software product and, if effective, would limit, but not fully prohibit, the support services the Company can provide its clients using Oracle's PeopleSoft software product.
 Among other things, the Rimini II Injunction requires the Company to immediately and permanently delete certain PeopleSoft software environments, files and updates identified in the Rimini II Injunction, as well as to delete and immediately and permanently discontinue use of certain Company-created automated tools. The Rimini II Injunction also prohibits using, distributing, copying, or making derivative works from certain files, and it prohibits the transfer or copying of PeopleSoft files, updates, and modifications, and portions of PeopleSoft software that are developed, tested, or exist in one client's systems to the Company's systems or another client's systems.
 The Rimini II Injunction also specifies that the Company shall not remove, alter or omit any Oracle copyright notices or other Oracle copyright management information from any file that contains an Oracle copyright notice and prohibits the Company from publicly making statements or statements substantially similar to those the District Court found to be "false and misleading," which are listed in the Rimini II Injunction.
 While the Company plans to continue to vigorously pursue a stay of the Rimini II Injunction pending appeal and its appeal of the Rimini II judgment and Injunction, it is unable to predict the timing or outcome of these matters. No assurance is or can be given that the Company will succeed in its efforts to stay the Rimini II Injunction in full or in part pending appeal or prevail in all or part of its Rimini II appeal.
 There were no monetary damages included in the District Court's judgment in Rimini II.
 In November 2023, Oracle filed a motion with the District Court requesting attorneys' fees and costs of approximately $70.6 million relating to the Rimini II litigation. The Company filed its opposition to Oracle's motion in February 2024. In its opposition, the Company argued that the District Court should deny Oracle's motion in its entirety. The Company further argued that, should the District Court award any attorneys' fees to Oracle, such fees should not have exceeded $14.5 million. Following Oracle's filing of a reply brief in March 2024, the matter was under consideration for determination by the District Court. On September 23, 2024, the District Court issued its order on Oracle's motion for attorneys' fees and costs, granting in part the motion and denying in part the motion. The District Court awarded Oracle $58.2 million in attorneys' fees and $0.3 million in costs. As of September 30, 2024, the Company accrued $58.5 million related to this matter and paid Oracle in full on October 22, 2024. On September 24, 2024, the Company filed a notice of appeal in the District Court, commencing an appeal of the District Court's award of attorneys' fees and costs to Oracle. As of the date of this Report, the Company's appeal remains pending. The Company's opening brief is due on January 21, 2025, and Oracle's answering brief is due February 20, 2025. The Company's optional reply brief is due 21 days after Oracle files its answering brief.
 While the Company plans to continue to vigorously pursue its appeal of the District Court's award of attorneys' fees and costs to Oracle in the Rimini II litigation, it is unable to predict the timing or outcome of this matter. No assurance is or can be given that the Company will prevail in its appeal.
 If the Rimini II Injunction becomes effective in its current form, it would impact the Company's delivery of PeopleSoft support services to clients in the future, as well as potentially impact the Company's previously announced plans to wind down the offering of services for Oracle PeopleSoft products. However, the associated costs are not currently estimable and are required to be recorded when incurred. Accordingly, the Company has made no accrual as of September 30, 2024. Any required changes to how support services are delivered to the Company's PeopleSoft clients could have a material adverse impact on the Company's financial position, results of operations and cash flows. The percentage of revenue derived from services the Company provides solely for Oracle's PeopleSoft software product was approximately 8% of the Company's total revenue for the three and nine months ended September 30, 2024.
 The Company reserves all rights, including appellate rights, with respect to the District Court's rulings in Rimini II and the Rimini II Injunction, including the award of attorneys'*

*fees and costs to Oracle.
 Other Litigation
 From time to time, the Company may be a party to litigation and subject to claims incident to the ordinary course of business. Although the results of litigation and claims cannot be predicted with certainty, the Company currently believes that the final outcome of these ordinary course matters will not have a material adverse effect on its business. Regardless of the outcome, litigation can have an adverse impact on the Company because of judgment, defense and settlement costs, diversion of management resources and other factors. At each reporting period, the Company evaluates whether or not a potential loss amount or a potential range of loss is probable and reasonably estimable under ASC 450, Contingencies. Legal fees are expensed as incurred.
 Liquidated Damages The Company enters into agreements with clients that contain provisions related to liquidated damages that would be triggered in the event that the Company is no longer able to provide services to these clients. The maximum cash payments related to these liquidated damages is approximately $8.7 million and $9.3 million as of September 30, 2024 and December 31, 2023, respectively. To date, the Company has not incurred any costs as a result of such provisions and has not accrued any liabilities related to such provisions in these Unaudited Condensed Consolidated Financial Statements. 1500000 10800000 800000 1000000.0 2700000 2600000 1 124400000 89900000 4 500000 100000 600000 -100000 9700000 70600000 14500000 58200000 300000 58500000 P21D 0.08 0.08 8700000 9300000 RELATED PARTY TRANSACTIONS An affiliate of Adams Street Partners and its affiliates (collectively referred to as “ASP”) is a member of the Company’s Board of Directors. As of September 30, 2024, ASP owned approximately 25.9% of the Company’s issued and outstanding shares of Common Stock. 0.259 EARNINGS PER SHARE The Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share of Common Stock is computed by dividing net income attributable to common stockholders by the weighted average number of shares of basic Common Stock outstanding. Diluted earnings per share of Common Stock is calculated by adjusting the basic earnings per share of Common Stock for the effects of potential dilutive Common Stock shares outstanding such as stock options, restricted stock units and warrants.
 For the three and nine months ended September 30, 2024 and 2023, basic and diluted net earnings per share of Common Stock were computed by dividing the net income (loss) attributable to common stockholders by the weighted average number of common shares outstanding during the respective periods. The following tables set forth the computation of basic and diluted net income (loss) attributable to common stockholders (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:58.077%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.591%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.595%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months*

*Ended
September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Income (loss) attributable to common stockholders:</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(43,100)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,801 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(42,931)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">16,708 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:700;line-*

height:100%">Three Months Ended
September 30,</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average number of shares of Common Stock outstanding:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Basic </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,776 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,228 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,343 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88,942 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Stock options</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

18 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> PSUs</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">362 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Diluted</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,776 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,357 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,343 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,322 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Net income (loss) per share attributable to common stockholders:</td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td

colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Basic </td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.47)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">0.08 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.48)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">0.19 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Diluted</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.47) </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.08 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.48) </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.19 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:3pt double

#000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 The following potential Common Stock equivalents were excluded from the computation of diluted net income (loss) per share for the respective periods ending on these dates, since the impact of inclusion was anti-dilutive (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.496%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.940%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.092%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs and PSUs</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,156 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,979 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,270 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,405 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,358 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,448 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,001 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,565 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,867 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,540 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The Company computes earnings per share in accordance with ASC Topic 260, Earnings per Share. Basic earnings per share of Common Stock is computed by dividing net income

*attributable to common stockholders by the weighted average number of shares of basic Common Stock outstanding. Diluted earnings per share of Common Stock is calculated by adjusting the basic earnings per share of Common Stock for the effects of potential dilutive Common Stock shares outstanding such as stock options, restricted stock units and warrants. The following tables set forth the computation of basic and diluted net income (loss) attributable to common stockholders (in thousands, except per share amounts): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:99.561%"><tr><td style="width:1.0%"></td><td style="width:58.077%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.738%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.591%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.387%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.595%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Income (loss) attributable to common stockholders:</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Net income (loss)</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(43,100)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">6,801 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">(42,931)</td><td*

*style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"> $</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">16,708 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:2px 1pt;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="9" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted average number of shares of Common Stock outstanding:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Basic </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,776 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,228 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,343 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-*

align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">88,942 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Stock options</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> PSUs</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">129 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">362 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Diluted</td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">90,776 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,357 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">90,343 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,322 </td><td style="border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle">Net income (loss) per share attributable to common stockholders:</td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Basic </td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.47)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">0.08 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">(0.48)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td style="padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="padding:2px 0;text-align:right;vertical-align:bottom">0.19 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Diluted</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.47) </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td

*style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.08 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.48) </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">0.19 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> *
-43100000 6801000 -42931000 16708000 90776000 89228000 90343000 88942000 0 0 0 18000 0 0 0 0 0 129000 0 362000 90776000 89357000 90343000 89322000 -0.47 0.08 -0.48 0.19 -0.47 0.08 -0.48 0.19 The following potential Common Stock equivalents were excluded from the computation of diluted net income (loss) per share for the respective periods ending on these dates, since the impact of inclusion was anti-dilutive (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:62.496%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.110%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:6.940%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:7.092%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">RSUs and PSUs</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,156 </td><td style="background-

color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,767 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,979 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,270 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,405 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,358 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,448 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">7,830 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,440 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,001 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3"

*style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,565 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,867 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,540 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 3156000 2767000 2979000 1270000 7405000 8358000 7448000 7830000 3440000 3440000 3440000 3440000 14001000 14565000 13867000 12540000 FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS Fair Value Measurements Fair value is defined as the price that would be received upon sale of an asset or paid to transfer a liability in an orderly transaction between market participants on the measurement date. When determining fair value, the Company considers the principal or most advantageous market in which it transacts and considers assumptions that market participants would use when pricing the asset or liability. Additional information on fair value measurements is included in Note 13 to the Company's Consolidated Financial Statements for the year ended December 31, 2023, included in Part II, Item 8 of the 2023 Form 10-K. The Company's policy is to recognize asset or liability transfers among Level 1, Level 2 and Level 3 as of the actual date of the events or change in circumstances that caused the transfer.
 Investments
 All of the Company's investments as of September 30, 2024 are classified as cash equivalents. During the three months ended March 31, 2024, the Company transferred its investments in U.S. Federal agency bonds and U.S. treasury notes into other highly liquid interest-earning investments with maturities of less than three months. The fair values of these investments approximate their carrying values and are considered Level 1 assets.
 The Company considers all highly liquid interest-earning investments with a maturity of three months or less at the date of purchase to be cash equivalents. In general, investments with original maturities of greater than three months and remaining maturities of less than one year are classified as short-term investments. Debt investments are classified as available-for-sale and gains and losses are recorded using the specific identification method. Changes in fair value are recorded in the operating statement. Fair value is calculated based on publicly available market information.
 Listed below are the cash equivalent and investment balances as of December 31, 2023 (in thousands):
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:34.133%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td*

style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.872%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Level</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Cost Basis</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized Gains (Losses)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Recorded Basis</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Cash Equivalents</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Short-term Investments</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Federal Agency Bonds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,491 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,535 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,590 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-

color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,945 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">US Treasury notes</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,324 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,379 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,881 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,815 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">99 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,914 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,088 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">

*</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,826 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Derivatives
 On April 30, 2024, the Company amended its interest rate swap agreement to match the new five-year team in connection with the 2024 Credit Facility. The new interest rate swap agreement has a notional value of $40.0 million, with a fixed payer SOFR rate of 3.71% and an initial floating SOFR rate of 5.32%. The derivative was recognized in the accompanying Unaudited Condensed Consolidated Balance Sheets at its estimated fair value as of September 30, 2024. The modification of the interest rate swap agreement did not have a material impact on the Company's Unaudited Condensed Consolidated Financial Statements. The Company uses derivatives to manage the risk associated with changes in interest rates. The Company does not enter into derivatives for speculative purposes.
 To estimate fair value for the Company's interest rate swap agreement as of September 30, 2024, the Company utilized a present value of future cash flows, leveraging a model-derived valuation that uses Level 2 observable inputs such as interest rate yield curves. The Company estimated the fair value of the interest rate swap agreement to be a liability of $0.8 million as of September 30, 2024.
 Changes in the fair value of the derivatives that qualify as cash flow hedges are recorded in Accumulated other comprehensive loss in the accompanying Unaudited Condensed Consolidated Balance Sheets until earnings are affected by the variability of the cash flows.
 The amounts recorded for the interest rate swap agreement are described below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:21.560%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.087%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.870%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Instrument</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deposits and other</td><td colspan="3"*

style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">891 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other long-term liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">811 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated other comprehensive income (loss) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(762)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Instrument</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Income Statement Classification</td><td colspan="3" style="background-

color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense (benefit)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(167)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(235)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(603)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(600)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 Significant Concentrations The Company attributes revenues to geographic regions based on the location of its clients’ contracting entities. The following table shows revenues by geographic region (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td

*style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States of America</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,588 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55,740 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">156,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">163,146 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">International</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">*

53,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,713 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">157,690 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">156,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">104,672 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,453 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,540 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">319,386 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> For the three and nine months ended September 30, 2024, Japan represented 10.3% and 9.9% of total revenue, respectively. No clients represented more than 10% of revenue for the three and nine months ended September 30, 2024 and 2023. As of September 30, 2024 and December 31, 2023, no clients accounted for more than 10% of total net accounts receivable. The Company tracks its assets by physical location. As of September 30, 2024 and December 31, 2023, the net carrying value of the Company’s property and equipment located outside of the United States amounted to approximately $3.4 million and $4.3 million, respectively. As of September 30, 2024, the Company had operating lease right-of-use assets of $4.4 million, $1.8 million and $0.7 million in the United States, India and the rest of the world, respectively. As of December 31, 2023,

*the Company had operating lease right-of-use assets of $3.0 million, $2.0 million and $0.9 million in the United States, India and the rest of the world, respectively. Financial instruments that subject the Company to concentrations of credit risk consist primarily of cash, cash equivalents, restricted cash, and accounts receivable. The Company maintains its cash, cash equivalents and restricted cash at high-quality financial institutions, primarily in the United States. Deposits, including those held in foreign branches of global banks, may exceed the amount of insurance provided on such deposits. As of September 30, 2024 and December 31, 2023, the Company had cash, cash equivalents and restricted cash with a single financial institution for an aggregate of $33.4 million and $48.9 million, respectively. In addition, as of September 30, 2024 and December 31, 2023, the Company had cash and cash equivalents with three other single financial institutions of $65.1 million and $51.7 million, respectively. As of September 30, 2024 and December 31, 2023, the Company had restricted cash of $0.4 million. The Company has never experienced any losses related to these balances. Generally, credit risk with respect to accounts receivable is diversified due to the number of entities comprising the Company's client base and their dispersion across different geographies and industries. The Company performs ongoing credit evaluations on certain clients and generally does not require collateral on accounts receivable. The Company maintains reserves for potential bad debts and historically such losses are generally not significant. Listed below are the cash equivalent and investment balances as of December 31, 2023 (in thousands):
 <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:34.133%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.872%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value Level</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Cost Basis</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Unrealized Gains (Losses)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Recorded Basis</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Cash Equivalents</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Short-term Investments</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Federal Agency Bonds</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td*

colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,491 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">44 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,535 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,590 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,945 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">US Treasury notes</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,324 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">55 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,379 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,881 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3"

style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,815 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">99 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,914 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:9pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,088 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,826 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr></table> 10491000 44000 10535000 4590000 5945000 4324000 55000 4379000 498000 3881000 14815000 99000 14914000 5088000 9826000 P5Y 40000000 0.0371 0.0532 800000 The amounts recorded for the interest rate swap agreement are described below (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:21.560%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:32.087%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.695%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.011%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.870%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Instrument</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Balance Sheet Classification</td><td colspan="3" style="padding:0 1pt">

</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Deposits and other</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">891 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Other long-term liabilities</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">811 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="6" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Accumulated other comprehensive income (loss) </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(762)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">713 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt">

</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Derivative Instrument</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">Income Statement Classification</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest rate swap</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt;text-align:left;vertical-align:bottom">Interest expense (benefit)</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(167)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(235)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(603)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-

bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">(600)</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 0 891000 811000 0 -762000 713000 167000 235000 603000 600000 The following table shows revenues by geographic region (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:57.818%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.572%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.530%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.402%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.408%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended
September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended
September 30,</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">United States of America</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">51,588 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">55,740 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">156,850 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">163,146 </td><td style="background-color:#ccceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">International</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">53,084 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">51,713 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">157,690 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">156,240 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt 2px 12.25pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">104,672 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,453 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">314,540 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">319,386 </td><td style="background-color:#ccceff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 51588000 55740000 156850000 163146000 53084000 51713000 157690000 156240000 104672000 107453000 314540000 319386000 0.103 0.099 3400000 4300000 4400000 1800000 700000 3000000.0 2000000.0 900000 33400000 48900000 3

65100000 51700000 400000 400000 LEASES The Company has operating leases for real estate and equipment with an option to renew the leases for up to one month to five years. Some of the leases include the option to terminate the leases upon 30-days' notice with a penalty. The Company's leases have various remaining lease terms ranging from November 2024 to February 2030. The Company's lease agreements may include renewal or termination options for varying periods that are generally at the Company's discretion. The Company's lease terms only include those periods related to renewal options the Company believes are reasonably certain to exercise. The Company generally does not include these renewal options as it is not reasonably certain to renew at the lease commencement date. This determination is based on consideration of certain economic, strategic and other factors that the Company evaluates at lease commencement date and reevaluates throughout the lease term. Some leases also include options to terminate the leases and the Company only includes those periods beyond the termination date if it is reasonably certain not to exercise the termination option.
 The Company uses a discount rate to calculate the right of use ("ROU") asset and lease liability. When the implicit rate is known or provided in the lease documents, the Company is required to use this rate. In cases in which the implicit rate is not known, the Company uses an estimated incremental borrowing rate.
 Some leasing arrangements require variable payments that are dependent on usage or may vary for other reasons, such as payments for insurance and tax payments. The variable portion of lease payments is not included in the Company's ROU assets or lease liabilities. Rather, variable payments, other than those dependent upon an index or rate, are expensed when the obligation for those payments is incurred and are included in lease expenses recorded in selling and administrative expenses on the Consolidated Statements of Operations and Comprehensive Income. The Company has lease agreements with both lease and non-lease components that are treated as a single lease component for all underlying asset classes. Accordingly, all expenses associated with a lease contract are accounted for as lease expenses.
 The Company has elected to apply the short-term lease exception for all underlying asset classes. That is, leases with a term of 12 months or less are not recognized on the balance sheet, but rather expensed on a straight-line basis over the lease term. The Company's leases do not include significant restrictions or covenants, and residual value guarantees are generally not included within its operating leases. As of September 30, 2024, the Company has one additional operating lease with a net present value of $1.7 million that will commence in October 2024.
 The components of lease expense and supplemental balance sheet information were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.695%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.261%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-

height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease expense related to ROU assets and liabilities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,137 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,109 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,359 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,347 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Other lease expense</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">206 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">318 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">491 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td

*style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,427 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,859 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,838 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr></table></div><div>
</div><div>Other information related to leases was as follows (in thousands):</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental Balance Sheet Information</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets, noncurrent</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,895 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,941 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3"*

style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, current</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,384 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,321 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, noncurrent</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,806 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,841 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total operating lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,190 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,162 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.133%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted Average Remaining Lease Term</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.96</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted Average Discount Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.7 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>
 Maturities of operating lease liabilities as of September 30, 2024 were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:77.262%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.554%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ending September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">1,473 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">3,797 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">1,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">950 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom"><span*

*style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Thereafter</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">522 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total future undiscounted lease payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">12,589 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Less imputed interest</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,399)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,190 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
 For the three months ended September 30, 2024 and 2023, the Company paid $1.4 million and $1.3 million, respectively, for operating lease liabilities. For both the nine months ended September 30, 2024 and 2023, the Company paid $4.2 million, respectively, for operating lease liabilities. P1M P5Y 30 1 1700000 The components of lease expense and supplemental balance sheet information were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.695%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.280%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.256%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.261%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Nine Months Ended September 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:700;line-*

height:100%">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease expense related to ROU assets and liabilities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,137 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,109 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,359 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,347 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Other lease expense</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">206 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">318 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">500 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">491 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,343 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td

*style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,427 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,859 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">3,838 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"> </td></tr></table></div><div>
</div><div>Other information related to leases was as follows (in thousands):</div><div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:58.549%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.384%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Supplemental Balance Sheet Information</td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease right-of-use assets, noncurrent</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,895 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5,941 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">September 30, 2024</td><td colspan="3"*

style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, current</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,384 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">4,321 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease liabilities, noncurrent</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,806 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,841 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total operating lease liabilities</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,190 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,162 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:59.133%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.783%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted Average Remaining Lease Term</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:middle">Years</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:right;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2.96</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted Average Discount Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8.7 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> 1137000 1109000 3359000 3347000 206000 318000 500000 491000 1343000 1427000 3859000 3838000 6895000 5941000 4384000 4321000 6806000 6841000 11190000 11162000 P2Y11M15D 0.087 Maturities of operating lease liabilities as of September 30, 2024 were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:77.262%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:1.554%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.784%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Year Ending September 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2025</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:top">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:top">1,473 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2026</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">4,616 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2027</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">3,797 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">2028</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">1,231 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">2029</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">950 </td><td style="background-

color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Thereafter</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">522 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total future undiscounted lease payments</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:top">12,589 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:top"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Less imputed interest</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(1,399)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,190 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 1473000 4616000 3797000 1231000 950000 522000 12589000 1399000 11190000 1400000 1300000 4200000 4200000 false false false false '

'''

XRN!#3^X1JHKKY1^4X7QO&]8JD40 M02@4 LN_-8P@BA1)MN._ FJ4/I7AX?6.'N2=EYUYQ1Q&-/J;S,6J;]P8: X+
MG$5B2C=_0=&AMN*%-.+Y+]H4=2T#A1D7-"Z,90MBDFS_\5L1B ,#R:DW< H# MY]B@]8Z!6QBXIWIH%0:M4SVT"X/VJ0:=PJ"3QWX;K#S2'A9XT&-
T@YBJ+6GJ M(IH>'$0[/QGY-Q M,!X-)\]H]#@9R0?3X?/X<3)#5V@F1_@\BP#1!1K&-L1U,(*9O#'$G)T3@1 MP(+-,4"T&R#4S1<,@ Y*
6Z\$!@$O%+27J9>>CBTR7ZA$B"GE_^KWD/FLT]"*6Y76=>B:5;CE(WY[7>Y:64 M$SG&Y-A 5*R U0V01H9*T7<\Q2'T#9F#.; U&(/??[,
[UA]UZNB$>3IAODY8 MH E64;55JMK*Z>Z[JC*RQFIFX9]1@ E#7W&4 ?KGBZR(Q@)B_F^=SBV=.NN$ M>3IAODY8H
E6T;E=ZMQN?'O+N8"IN8#+N:!.U2VCDS/4>F@]L'KF^E"J1B_G M2O53=[Y.=\&/[FYN[=)A):R=,JR=QK ^JCR((IHLKV1\8Q01_$HB(@C43I^- ML'/?
&ITP3R?,UPD+-,$J\G9+>;L?DAV[.G76"?-TPGR=L$ 3K*+S3:GSC8;L MN&6T#_.';1_EQT8_YXIU@D-?I\/@1X=6?7Z\+0-[VQC881AF<1;)J!9K1A32
M6+9DI;Z+UR"_-V09T5.;^LBWDC_MPW22?,TPGS=<("3;"*X+:U_YBU/B1G M%EA-4FNE>5IIOE9:H(M6E?M@[\+6D#H+R&%FN>IVG*/DV>SJ;-
%.\>EK]1D4 MM,,U9M=VZW.H[>QC[)P98X1W&SFUT6[$G?TJZ:1Y6FF^5EJ@BU:5>;_!8KL? MDSFU;KIHI7E::;Y66J"+5I5[O_-B-
W[P[]]J>$OE9L;;6T1=ZT-S)X#S@-F2)!Q%L)"NK.NN MG#C8]DQD6Q TS??P7ZD0-,XO5X#GP%0%^7Q!J=@5E(/R9&KP'5!+ P04 M" !C-%Y9D8NE*J8#
L$ &0 'AL+W=O9P5;2 GGY:4LLS"!'+,+4D(A M5K:$YIB+(8UE5E+ 44W*,UE3%$O.<5I(]KR>NZ7VG.QXEA9P2Q';Y3FF/ZX@
M(X>%I$H/$^LT3G@U(=OS$L<0 +\K;ZD8R9U*E.90L)04B,)V(2W52U=5*D*- M^)C"@1W=H\J4>T*^5@,O6DA*=2+
((.25!!:7/:P@RRHE<8YOK:C4[5D1C^\? MU*]KXX4Q]YC!BF2?TH@G"VDJH0BV>)?Q-3G\!ZU!9J47DHS5O^C08A4)A3O&
M2=Z2Q0GRM&BN^'OKB"."T!DF:"U!.R483Q#TEJ _=P>C)1C/W<%L";7I[]F"W^E194H :=B-14\;E)[_M)?>;KP/?H#^08%(V&B7 2);M(8]%#M@
MZ/X'>@OWZ+7*"W0)B$[AHN(S64N M+*G.(X?MJ:^:4VM/G%I'-Z3@"4-N4TP'?.\V=G^++P8.=&[<&-5]I9P0#* M"Z0K?R--
T8R!\ZR>3]>'S/F]W=T7[]YSAM[EE%[KZ4_H.2G#<4PAQG4M>$P1 M]/F]@"*/0\Z^#$6]T36&=:N:>E::G97F62OOBI1#A *.N2A,(@.7.= TQ$-FGU7ZU:0;
M4\P94\P=2:P7#JL+A_6'*H(U9G#&%'/&%'-'$NL%9](%9_+2BM 0S:.'TU3- MZ?2D(R@S,GI@^[\C%)-:VJ>UH,!F"4*QQ/U8-K9.#UKHU=PH$6=?
3@;LO0L M_5?S;$PQ9TPQ=R2Q7@QF70QF?Z@(S,8,SIABSIAB[DABO>"HRF,CH+RT#+3, MXY>TJ2M3XZ0.#,'4B7KZ83 4\V)-3NM!(,X2SLJ+
(VE\E'W(][R<=UV,A22 M7<&;C]9NMFMMEW5#=S)_I5ZNU(%YIVJ%ZV[K4;[IHV\PC5/1XV2P%5LI%Q-1 MMVC3FC8#3LJZ]
[HG7'1R]6TBVGF@%4"L;PGA#X-J@^X/ OM_4$L#!!0 (M &,T7EDKGZ?K]0, !H5 9 >&PO=V]R:W-H965TTYSL#.,,FMR4B/W;/)B*Y$2G*X9XBOL@RS
M[112NAE;KK4;^$(62Z$&[,FHP N8@?A:W#-Y9]\3>!#=^[1BJ4!TJ_J9M/R=ARE$>00BP4!99_:[B!-%5,TH_O%:E5VU3 M_>L=^P<=O SF
7.XH>D_)!'+L75AH03F>)6*+W3S$:J ^HHOIBG7OVA3S@V& M%HI77-"L DL/,I*7__BQ$F(/X'M' %X%\ X WC& 7P'\EUH(*D#P4@O]"J!# MM\O8M7
A%G@R8G2#F)HMV=2%5E^CI5XD5X4R$TP^)1(G)K?1]2R:H3_09\P8
M5DE#9R$(3%+^'KU%)$=W)$UE2OG(%M*>0MEQQ3TMN;TCW#ZZH[E8+MBIUTDX@Z*'?.<<>8X7H*^S$)V]?8\2O$4IR&)K\?#F MY83^CK M4--
^1?_;KX: ?ETMON;UCU4+< YPCFZ56^^,.G#_;LF*2+#1)%ADB:V0G MJ+,3=+%/0KSE**>"Q"![^/<589 @09$)CL'%O+5EC4EW^L?JK;:DE3R]S6_
M6F+6$]\9V>M]Z3M=.%7ZY^U%ANPU!.W7@O8[!?VK -43\T7Y'J(";^4:*5I; M8GNQN+W@0+S627YS4M@R*>AY![(\,ZD1[J .=] 9[N=5]@ ,T7D9KJXE
MM)6;E9AF,NY85M./HQUI.O@EE^Y!])W63RV=9\U%ALPUI!S64@Z[I92J:=I<
MH#5.5U"K^JNH;6(.VPIE>*!GIPNGZOD2BY$ABPU)+VI)+SHEO2,YR599FUJ= MP%/7%I-
DH4FRR!!90_W+6OW+W[7R7YK,CDFRT"199(BLD1W7>=K&.REHENY*FI>+4?D2D_FL+O?3^YW6T)/QYK M2]W(4RO?*%MHE"TRQ=;,@?>4 ^]W-
:>*V52.3+*%1MDB4VS-'#U].;J=GSZO M;U#=M'VDH:W),/J5^&H_(E-^E,+;>V<]&;"%/F3CYRD7Y(5^/U@=YU_KX
MZF!\ZE[=N"WCH3KXTV=+3_3EJ>$=9@N2&PO=V]R:W-H965TFORRXR+#24[&T92X)P4H MH[;G.*&=8<*LJ%^LW8JHSU>*$@:W
LE5EF'Q>P24;P:6:VT7[L@R56;!COHY M7L(4U$-^*_3,KED2D@&3A#,D8#&PAFYO$AK[PN ;@8W<&2.C9,;YHYE\30:6 M8P(""G-
E&+!^K6$,E!HB'<:OBM.J71K@[GC+_KG0KK7,L(0QI])HM*!U;50 M @N\HNJ.;[Y I:=C^.:56 =0498^<9/51YV)JG'>!5 M *\)"%X ^!7 ?ZV'H
($K_70J0"%=+O47B0NQ@I'?<$W2!AKS68&1?8+M,X7 M86:?3)707XG&J>AJ,IQ.IN@CFNH=F*PH(+Y 8Y[EG %3TLRN0!<"39[TUM3O
MTQ@4)E2>:4<)IY"?(]_Y@#S'"UKB&;\>[K?)^3_O MDW_VOI<,O]XB?L'GO[1%3/TE^C&<227TP?[95N"2(FBG,#^[GLSQ' :6_IM) M$&NPHO?OW-
#YU);=MR2+WY)L\D9D>W4(ZCH$Q]BCFQP$5H0M$2U.)%0G4@#% M"A*D.+J[>4!82M '5Y]$1 F>$4H4@=9#6;H+"W?F/EE'KNM?].WU;BW:C)S+
M?:/XT,CW.PVC29M1\.QN+R>=.B>=XSE1*8C]?+0I+4DZ.ZX])VP(/;3QW6Y# MYZ%-QW$:,@]M@DNW7658JPR/JKSG"M._JPP/2^4'?D-
FBU'@-8H>'QKYW8-Z MMAGYW892>^=JRD LBYY HCE?,57^@NK5NNT8%K=M8WWD]L9NRWJLVY2RJWBF M+WN<:RR6A$F=MX5VY9Q?
Z)J(LF\H)XKGQ<4XXTI?L\4PU:T6"&.@OR\X5]N) M<5 W;]$?4$L#!!0 (&,T7EEP4>/D' , &,) 9 >&PO=V]R:W-H M965TMA6-
GMM/"O]^Q4[)2TDB@]:*QD_,>/^^Q'6>TDNI!+P ,>2RXT&-O M84QYYOLZ6T!!];$L0>"3F50%-=A5WZ3)6<%",VD M(
IF8^\\/)L,;;P+^,%@I3?:Q#J92OE@.]?YV LL$'#(C,U \;*$"7!N$R'& MGW5.KQG2"C?;S]D_.^_H94HU3"3_R7*S&'M#C^0PHQ4WMW+U!=9^!C9?)KEV

M_V2UC@T\DE7:R&(M1H*"B?I*']=UV!!$\0Y!M!9$6X*POT/06PMZSFA-YFQ= M4D.3D9(KHFPT9K,-5QNG1C=,V%E,C<*G#'4F^7IUGEZEY(BDN# [RB@.1,Y)6 M9X6LM)4 MY'KD&V2T(_G9FN>BYHEV*10'I-><$BB(.JWR"?=\DO(4!XZ>>^EW,?*-.6) MFO)$+E]O5WD EX@FO\ZGVBA<'4BCGAUC=1=@\7P<-3OMA$_2"O=^P]]_$SAF=,LX, V3N M *ZS#C98^KUA?PNX+2C: 3QH@ ?O!^XN\N 53CP,XBWFMJ!=18X;YKB3^4[: M-X+<3=Y&&[^:[3 ,3X,MW-:H.&KG/6EX3SIY?[JW..2$+A%YCBL:[,GV#]V M*@ZW#6FR_P14Z8,V-]T#1L0I21B20@JSP-: Y/2IK3"3SE3OW.K#IC+#MU4F M9SJ3E3 $*P%M)<$;&:['UJ+48X7!QNP%Q\$P/GWQVYKQ3L"WVOX86;I3<2H-GK&NN<"O(% V)_/I#3/'7O0-M]5 MR5]02P,$% @ 8S1>64!:5!H/ P $ L !D !X;"]W;W)K&ULK99?;YLP%,6_BL6JJ9/6\B] Z!*D-NFT2:E4->WV,.W! M@4NP"IC9)FF__6R@-$THF=!>$@P^Q[]S8^([V5+VR!, @9ZR-.=3+1&BN-!U M'B:087Y."\CEDYBR# LY9&N=%PQP5(FR5+<,P]4S3'(MF%3W;EDPH:5(20ZW M#/$RRS! [OH*4;J>:J;WC I\!J6(!Z*6R9'>NL2D0QR3FB.&,13 M[=*\F)F5H)KQ@\"6[UPC%65%Z:,:?(^FFJ&(((50* LLOS8P@S153I+C3V.J MM6LJX>[UB_O7*KP,L\ (<9C3]22*13+6QAB*(<9F*.[K]!DT@1_F%-.75)]HV M?V-GYI"[C,T3L"JQ%8_RJP&X%=!:W)JEAS+' P872+ MF)HMW=1%59M*+=.07/V,2\'D4R)U(EA<7RZOE^@,+>4&BI>EC.T>G))W2"2([N$UIRG$=\H@N)IA;0 MPP;CJL:PWL%80G&.;.,SL@QKU"&?]J MHB)S].MRQ063.^UW5Z+:8M1MH5Z_"U[@$*::?+\XL UHP< MI+7;M':?>R"+YG0%K%5NI5)_!YO ''FRO)M=\%[K@>"C%GQT#-SM J]5S@[X MR#7=/?!>ZX'@3@ON' /WNL"= W#;\[T]\%[K@>!N"^X> Q]W@;L'X*9EFWO@ MO=8#P;T6W#L&[G>!>P?@OF/LM]SC7N[[!.3I' M@7?3C WK'LO;H M>_T'TOLMO=]/3P5.45S*XP10F4>$A[3,!40HK0Z5 C_+ED!T'AA^QY9RQOY> MNM[U!Z8SC=?#T^C-MP#.$?L9!FC/3]O?3]"\W-,Y.+V > M_[DZ\ (-9FN2<[DG8JDSSCU9)E:W7_5 MT*+J8%94R'ZHNDQDRPI,39#/8TK%RT U16T3'/P%4$L#!!0 (&,T7EF; MS8IF2@, ,P4 - >&POO#"@MJ8]_C<^ZQ?4/< M]BN]%.QAQI@.%KF0U8#,M"X_AF$UF;&<5E=%R:1!LD+E5)NNFH95J1A-*R#E M(NRT6G&84R[)L"_G^5VNJV!2S*4>D&X3"MSM2SH@[? B:!$YN5*1L0)XNWO^< M%_KV7>#N9Q_.SEI/E[>[\0L+7)+0*WIS@.A5RURHLD4Q^?@P^7WBF'1W6]H. M/S="CGB.T7H>FLFR9D('(R<'36?/;!#A;LOK:L.3)89UH0S[62'7]1(1%S#* M-&?!,Q4#,J*"CQ4'5D9S+I8NW(' I!"%"K0I5).J#9'JMX/;K@B,=@A+C#LEU1KIN2=Z=C!-O@""NKVX[(T#J>*+MN= M&[(FV)M),BY4RE23IDU6H6%?L SL*#Z=P5T790B@UD5N&BFGTT)2ZV'%J!M& M=L*$>('_$>VI;W(-O;,[IALFL90W70RK@/ZFVI.>U/V^E6Z0^Z_L93/\Z09=0\+48]:M[_"]-IQAHY'4PPM8MCN"KX9Y P:6!S+]W5KCNXU7 MR/XZP/9T7X5@,\4K$9LIOM: ^-<-&$GBWVTL#S"P7<.>8!Q)$@R!6O37:!PCJQ/#Q[_V%,214GB1P#S.X@B#(&G$4-8?2 M0$3;8T.P6BP^0"X99K>]9!:G67^U1+6+! M"B0 \ !X;"]W;W)K8F]O:RYX;6S%FM]SVC@0@/\5#4_IS/7 OTB;*9UQ MC$D\#8:S3>;NZ4:Q1=#46(PDDJ9__ MNJ/1>+BEO!E_G0\UU(.[1VA6:FY:,Q@.W#/V;-Z/=[NDB>N^ .ON7Z9#+KM MF@W(EC=\R[^S:C(8#8C:B.=;(?EWT6A:YZ44=3T9.(<#]TQJ7OYC.&\A"_J@ MNA%-'S)J0":#\WLM9KS63$ZI9C=2['>\>6Q/ M8^YB:-U&%X?CZR&(5_+_A%&LU[QD4U'NMZS1ASA*5K> C=KPG1J0AF[99!") M)R;;^S$72*K#O6D#945*7G%S0"95AX>'LFKHON*:52023<4:==A2HN:5(;(@ M70#2/2/DGZX%Z0&0WCDA/0O2!R#]Y&;4@KP$("]Q(>^2WU;)-"G^Z-CRY"9-9DD4I@4) MHVBQLB _) ?<"&G\2S.LGA*HD5:9&%4F(V\.(33'+,@/P*0'W$A%\5MG)%9 MDH9IE(1W)$EGBVP>%LDBM1/Y",KD(^PX7A1B9FV:FXEK)D./$'*(@RR1.,Q2$[:< M+,V\S6_#++;)('$XR.:PDXB9#JO71]TE:!L34H># [8XXS/M?.,@1#K(DEO2% M/"FR9++[>%,R,N6JK(7:2[M*=2!'.,B22!K%*R9)(6EEUA8DE)(VCZS]E+(K M:<@2+K(EP)*@5TN[D$!<9(& 14$?$UR8(L$* O(14%M3,@I+K)3VM*@Y3%7 M5>]L*,@A+K)#P!JA_X@AD;AO+I*3D82,XI[3*/U(0D9QW\0H)Z,'J<5%5@N< M$>V%NPO)Q466"YP1;4P/\HN'O@J!,.T.@P?YQ4/V"Y2XWQ.[[/$@OWAG],O[M?N<+;'V]A5],V,RIJGW-B%B3B$KYTA9!] [2V,2'C>,C&^8&9&C3:MH;)Q91I MRNM>+O(@V7C(LCD1R*313#*E2?QM9V-"PO&0A0.KNY>+(.%XR,*!,7NY"!*0 MARP@&-/N=WJ0@#QD <&88[O!#0G(1Q80C'EI8T("\I$%9+>>3N8A'_*.C^P= ML E%+FQ,R#L^LG?^O0W5A=3&!']T0?;.B26$G>-M3$@^_MNO=%XQ>\6&#\G' M/^MJI_=#&R0?'UD^,*8M'Q^2CX\L'QC3EH\/R<='E@^,:KNX:JC0DI*$!6T$G, M.=5[R35GO6A""@HZ!0V/_SVIV)HWK$K-)909+VE=+B5I7PZ_F? E!V^A>[^LZ M,F.+YD[0ZOA7EN/?<#[_!5!+ P04 " !C-%Y9#Y142-H! !9(&@ M 'AL+U]R96QS+W=O)/[F/!0 M0D5#B]B %28/D<269Q#) [HE"$8Y%08/F5-;8\O5?6)^LD>6;7?(FVV? M)\?][I 7S::4_B&$O-RD?9MONCX=SE=6W;!ORWDYK$/?+M_;=0HZG<["\'-& M\SC_.7/R>NK37R9VJ]5VF9ZZY<<^''Z3)M0.4@C2^D$&058_R"'(ZP=%"(KU@V80-*L?= M! MM_6#[B#HKG[0/03=UP^2*BWDJ@MZ+>2J"WCCZV"? 16U%L)]%;46PGT M5M1;"?16U%L)]%;46PGT5M1;"?16U%L)]#;4VPCT-M3;"/0VU-L(]+;19@F! MWH9Z&X'>AGH;@=Z&>AN!WH9Z&X'>AGH;@=Z&>AN!WHYZ.X'>CGH[@=Z.>CN! MWHYZ.X'>/MKL)M#;46\GT-M1;R?0VU%O)]#;46\GT-M1;R? 0.Z+>D4#OB'I' M KTCZAT)(ZH=R30.Z+>\3_USN6T2_G:\[W&Y_\GU>5\;[H^_K+\/CEZ>R\X M!_B3X/$+4$L#!!0 (&,T7EDA7: @=!&S:;EL6_0$W>4!$$ENVH?#W M=<(@M:*HB$J]&R)B^]T76SJ;9/2VM>1[F[IJ_#A9A& ?&//Y@FKM4V.IB2,S MXVH=XE\W9U;G2STG)@:# (F&2>.*I_T M'G<3VZQQHJVMRER'.,[63?$MI;]/2./*;HY?E-;?Q D).YG0COPJ^C87(A?+\(QX38^FKGX_: MTRZH^&5VW-X/XY;=>7C67:[?XZ]G?*Q_81\"I \)TH<"Z2,#Z6,(TL60=!36*! ML0 ! (! &1O8U!R;W!S+V%P<"YX;6Q02P$"% ,4 M " !C-%Y9PLR)3^\ K @ $0 @ &O 9&]C4')O M<',O8V]R92YX;6Q02P$"% ,4 " !C-%Y9F5R<(Q & "<)P $P M @ '- 0 >&PO=&AE;64O=&AE;64Q+GAM;%!+ 0(4 Q0 (&,T M7EDGZ-L8%08 .PA 8 " @0X(!X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% M @ 8S1>6>;1YBUH P -@L !@ ("!*Q8 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ 8S1>6;#EXQ4%" M!"(!@ ("!!RX 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1>62WR^L0'!0 /@T !@ M ("!-T4 'AL+W=O&UL4$L! A0#% @ 8S1>6<)BD^;<"0 3AT !D M ("!&PO=V]R M:W-H965T&UL M4$L! A0#% @ 8S1>6:MQ;B@G%P 3$D !D ("!G6@ M 'AL+W=O&PO=V]R:W-H965T." !X;"]W;W)K&UL4$L! A0#% @ M8S1>6=.% 7\X# *2$!D ("!XX< 'AL+W=O&UL4$L! A0#% @ 8S1>60!ZCZM# @ MB@8 !D ("!=I\ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1>61#JBK^B P B0@ !D M ("!V*X 'AL+W=O&PO=V]R:W-H M965TV !X;"]W;W)K&UL4$L! M A0#% @ 8S1>67*8X4$J! >PH !D ("!K[P 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1> M624-[0T=!P -#T !D ("!0,H 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1>63,-+_NR P 3 L M !D ("!L]D 'AL+W=O&UL4$L! A0#% @ 8S1>64NX%-H/#@ I;T !D M ("!MN, 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ 8S1>6=H;C27&! [14 !D ("!:P&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1>69=] M*IP&PO=V]R:W-H965T&UL4$L! A0#% @ 8S1>66AV'N)O @ AP4 !D M ("!!R8! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ 8S1>60T!,?1O! 1< !D ("! MN3$! 'AL+W=OH ^P& ""-P &0 @(%?-@$ >&PO=V]R:W-H965T&UL4$L! A0#% M @ 8S1>69&+I2JF P +! !D ("!+4(! 'AL+W=O&PO=V]R:W-H965T7!E&UL4$L%!@ ^ #X Z1 ' #IA 0 $! end XML 68 Show.js IDEA: XBRL DOCUMENT // Edgar(tm) Renderer was created by staff of the U.S. Securities and Exchange Commission. Data and content created by government employees within the scope of their employment are not subject to domestic copyright protection. 17 U.S.C. 105. var Show= {};Show.LastAR=null,Show.showAR=function(a,r,w){if(Show.LastAR)Show.hideAR();var e=a;while(e&&e.nodeName!='TABLE')e=e.nextSibling;if(!e||e.nodeName!='TABLE'){var ref=((window)? w.document:document).getElementById(r);if(ref){e=ref.cloneNode(!0); e.removeAttribute('id');a.parentNode.appendChild(e)}} if(e)e.style.display='block';Show.LastAR=e};Show.hideAR=function(){Show.LastAR.style.display='none'};Show.toggleNext=function(a){var e=a;while(e.nodeName!='DIV')e=e.nextSibling;if(!e.style){}else if(!e.style.display){}else{var d,p_;if(e.style.display=='none'){d='block';p='-'}else{d='none';p='+'} e.style.display=d;if(a.textContent) {a.textContent=p+a.textContent.substring(1)}else{a.innerText=p+a.innerText.substring(1)}}} XML 69 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 71 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html 215 315 1 false 64 0 false 8 false false R1.htm 0000001 - Document - Cover Sheet http://www.riministreet.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - Unaudited Condensed Consolidated Balance Sheets Sheet http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets Unaudited Condensed Consolidated Balance Sheets Statements 2 false false R3.htm 9952152 - Statement - Unaudited Condensed Consolidated Balance Sheets (Parenthetical) Sheet http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheetsParenthetical Unaudited Condensed Consolidated Balance Sheets (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Sheet http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss Unaudited Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) Statements 4 false false R5.htm 9952154 - Statement - Unaudited Condensed Consolidated Statements of Stockholders' Deficit Sheet http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit Unaudited Condensed Consolidated Statements of Stockholders' Deficit Statements 5 false false R6.htm 9952155 - Statement - Unaudited Condensed Consolidated Statements of Cash Flows Sheet http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows Unaudited Condensed Consolidated Statements of Cash Flows Statements 6 false false R7.htm 9952156 - Disclosure - NATURE OF BUSINESS AND BASIS OF PRESENTATION Sheet http://www.riministreet.com/role/NATUREOFBUSINESSANDBASISOFPRESENTATION NATURE OF BUSINESS AND BASIS OF PRESENTATION Notes 7 false false R8.htm 9952157 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES Sheet http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIES LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES Notes 8 false false R9.htm 9952158 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE Sheet http://www.riministreet.com/role/DEFERREDCONTRACTCOSTSANDDEFERREDREVENUE DEFERRED CONTRACT COSTS AND DEFERRED REVENUE Notes 9 false false R10.htm 9952159 - Disclosure - OTHER FINANCIAL INFORMATION Sheet

http://www.riministreet.com/role/OTHERFINANCIALINFORMATION OTHER FINANCIAL INFORMATION Notes 10 false false R11.htm 9952160 - Disclosure - DEBT Sheet http://www.riministreet.com/role/DEBT DEBT Notes 11 false false R12.htm 9952161 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS Sheet http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTS COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS Notes 12 false false R13.htm 9952162 - Disclosure - INCOME TAXES Sheet http://www.riministreet.com/role/INCOMETAXES INCOME TAXES Notes 13 false false R14.htm 9952163 - Disclosure - COMMITMENTS AND CONTINGENCIES Sheet http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIES COMMITMENTS AND CONTINGENCIES Notes 14 false false R15.htm 9952164 - Disclosure - RELATED PARTY TRANSACTIONS Sheet http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONS RELATED PARTY TRANSACTIONS Notes 15 false false R16.htm 9952165 - Disclosure - EARNINGS PER SHARE Sheet http://www.riministreet.com/role/EARNINGSPERSHARE EARNINGS PER SHARE Notes 16 false false R17.htm 9952166 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS Sheet http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONS FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS Notes 17 false false R18.htm 9952167 - Disclosure - LEASES Sheet http://www.riministreet.com/role/LEASES LEASES Notes 18 false false R19.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 19 false false R20.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 20 false false R21.htm 9954471 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Policies) Sheet http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESPolicies LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Policies) Policies 21 false false R22.htm 9954472 - Disclosure - DEFERRED CONTRACT COSTS AND DEFERRED REVENUE (Tables) Sheet http://www.riministreet.com/role/DEFERREDCONTRACTCOSTSANDDEFERREDREVENUETables DEFERRED CONTRACT COSTS AND DEFERRED REVENUE (Tables) Tables http://www.riministreet.com/role/DEFERREDCONTRACTCOSTSANDDEFERREDREVENUE 22 false false R23.htm 9954473 - Disclosure - OTHER FINANCIAL INFORMATION (Tables) Sheet http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONTables OTHER FINANCIAL INFORMATION (Tables) Tables http://www.riministreet.com/role/OTHERFINANCIALINFORMATION 23 false false R24.htm 9954474 - Disclosure - DEBT (Tables) Sheet http://www.riministreet.com/role/DEBTTables DEBT (Tables) Tables http://www.riministreet.com/role/DEBT 24 false false R25.htm 9954475 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS (Tables) Sheet http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSTables COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS (Tables) Tables http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTS 25 false false R26.htm 9954476 - Disclosure - EARNINGS PER SHARE (Tables) Sheet http://www.riministreet.com/role/EARNINGSPERSHARETables EARNINGS PER SHARE (Tables) Tables http://www.riministreet.com/role/EARNINGSPERSHARE 26 false false R27.htm 9954477 - Disclosure - FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS (Tables) Sheet http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSTables FINANCIAL INSTRUMENTS AND SIGNIFICANT CONCENTRATIONS (Tables) Tables http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONS 27 false false R28.htm 9954478 - Disclosure - LEASES (Tables) Sheet http://www.riministreet.com/role/LEASESTables LEASES (Tables) Tables http://www.riministreet.com/role/LEASES 28 false false R29.htm 9954479 - Disclosure - LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Details) Sheet http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails LIQUIDITY AND SIGNIFICANT ACCOUNTING POLICIES (Details) Details http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESPolicies 29 false false R30.htm 9954480 - 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Disclosure - OTHER FINANCIAL INFORMATION - Schedule of Accrued Reorganization (Details) Sheet http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofAccruedReorganizationDetails OTHER FINANCIAL INFORMATION - Schedule of Accrued Reorganization (Details) Details 33 false false R34.htm 9954484 - Disclosure - DEBT - Schedule of Carrying Value of Debt (Details) Sheet http://www.riministreet.com/role/DEBTScheduleofCarryingValueofDebtDetails DEBT - Schedule of Carrying Value of Debt (Details) Details 34 false false R35.htm 9954485 - Disclosure - DEBT - Narrative (Details) Sheet http://www.riministreet.com/role/DEBTNarrativeDetails DEBT - Narrative (Details) Details 35 false false R36.htm 9954486 - Disclosure - DEBT - Schedule of Interest Expense (Details) Sheet http://www.riministreet.com/role/DEBTScheduleofInterestExpenseDetails DEBT - Schedule of Interest Expense (Details) Details 36 false false R37.htm 9954487 - Disclosure - COMMON STOCK OFFERING, RESTRICTED STOCK UNITS, STOCK OPTIONS AND WARRANTS - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r65", "r764"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance of $1,053 and $656, respectively", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r914"] }, "rmni_AccretionAndAmortizationOfDebtDiscountAndIssuanceCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "AccretionAndAmortizationOfDebtDiscountAndIssuanceCosts", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "terseLabel": "Accretion and amortization of debt discount and issuance costs", "label": "Accretion And Amortization Of Debt Discount And Issuance Costs", "documentation": "Accretion And Amortization Of Debt Discount And Issuance Costs" } } }, "auth_ref": [] }, "us-gaap_AccruedEmployeeBenefitsCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedEmployeeBenefitsCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role":

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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r68"] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails": { "parentTag": "us-gaap_OtherAccruedLiabilitiesCurrent", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Income taxes payable", "label": "Accrued Income Taxes, Current", "documentation": "Carrying amount as of the balance sheet date of the unpaid sum of the known and estimated amounts payable to satisfy all currently due domestic and foreign income tax obligations." } } }, "auth_ref": ["r68", "r120"] }, "us-gaap_AccruedInsuranceCurrentAndNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedInsuranceCurrentAndNoncurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails": { "parentTag": "us-gaap_OtherAccruedLiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued litigation costs", "label": "Accrued Insurance", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable to insurance entities to mitigate potential loss from various risks or to satisfy a promise to provide certain coverage's to employees." } } }, "auth_ref": ["r68", "r72", "r121"] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails": { "parentTag": "us-gaap_OtherAccruedLiabilitiesCurrent", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Accrued professional fees", "label": "Accrued Professional Fees, Current", "documentation": "Carrying value as of the balance sheet date of obligations incurred through that date and payable for professional fees, such as for legal and accounting services received. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r68"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheetsParenthetical"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated depreciation and amortization", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r32", "r147", "r578"] }, "rmni_AccumulatedOtherComprehensiveIncomeLossMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "AccumulatedOtherComprehensiveIncomeLossMember", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSScheduleofAmountsRecordedForInterestRateSwa], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive income (loss)", "label": "Accumulated Other Comprehensive Income (Loss) [Member]", "documentation": "Accumulated Other Comprehensive Income (Loss)" } } }, "auth_ref": [] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r13", "r14", "r83", "r151", "r574", "r603", "r604"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Other Comprehensive Loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r1", "r8", "r14", "r435", "r438", "r488", "r599", "r600", "r893", "r894", "r895", "r904", "r905", "r906", "r907"] }, "rmni_AdamsStreetPartnersMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "AdamsStreetPartnersMember", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Adams Street Partners", "label": "Adams Street Partners [Member]" } } }, "auth_ref": [] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r828"] }, "us-gaap_AdditionalFinancialInformationDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalFinancialInformationDisclosureTextBlock", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATION"], "lang": { "en-us": { "role": { "terseLabel": "OTHER FINANCIAL INFORMATION", "label": "Additional Financial Information Disclosure [Text Block]", "documentation": "The entire disclosures of supplemental information, including descriptions and amounts, related to the balance sheet, income statement, and/or cash flow statement." } } }, "auth_ref": [] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r78", "r764", "r1044"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Additional Paid-in Capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r616", "r904", "r905", "r906", "r907", "r976", "r1047"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation, Amount", "label": "Adjustment to Compensation Amount" } } }, "auth_ref": ["r841"] }, "ecd_AdjToCompAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Compensation:", "label": "Adjustment to Compensation [Axis]" } } }, "auth_ref": ["r841"] }, "ecd_AdjToNonPeoNeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToNonPeoNeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment to Non-PEO NEO Compensation Footnote", "label": "Adjustment to Non-PEO NEO Compensation Footnote [Text Block]" } } }, "auth_ref": ["r841"] }, "ecd_AdjToPeoCompFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToPeoCompFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Adjustment To PEO Compensation, Footnote", "label": "Adjustment To PEO Compensation, Footnote [Text Block]" } } }, "auth_ref": ["r841"] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit"], "lang": { "en-us": { "role": { "verboseLabel": "Stock based compensation expense", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r42", "r43", "r370"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "verboseLabel": "Adjustments to reconcile net income (loss) to net cash provided by operating activities:", "label": "Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract]" } } }, "auth_ref": [] }, "ecd_AggtChngPnsnValInSummryCompstnTblForAplblYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AggtChngPnsnValInSummryCompstnTblForAplblYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table", "label": "Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member]" } } }, "auth_ref": ["r874"] }, "ecd_AggtErrCompAmt": { "xbrltype": "monetaryItemType", "nsuri":

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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. 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The format of the date is YYYY-MM-DD." } } }, "auth_ref": [] }, "dei_DocumentQuarterlyReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentQuarterlyReport", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Quarterly Report", "label": "Document Quarterly Report", "documentation": "Boolean flag that is true only for a form used as an quarterly report." } } }, "auth_ref": ["r795"] }, "dei_DocumentTransitionReport": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentTransitionReport", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Transition Report", "label": "Document Transition Report", "documentation": "Boolean flag that is true only for a form used as a transition report." } } }, "auth_ref": ["r827"] }, "dei_DocumentType": { "xbrltype": "submissionTypeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "DocumentType", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Document Type", "label": "Document Type", "documentation": "The type of document being provided (such as 10-K, 10-Q, 485BPOS, etc). The document type is limited to the same value as the supporting SEC submission type, or the word 'Other'." } } }, "auth_ref": [] }, "ecd_DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "DvddsOrOthrErngsPdOnEqtyAwrdsNtOthrwsRflctdInTtlCompForCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year", "label": "Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member]" } } }, "auth_ref": ["r838"] }, "us-gaap_EarningsPerShareAbstract": { "xbrltype":

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basic and diluted earnings or loss per share for each class of common stock and participating security. Addresses all significant policy factors,
including any antidilutive items that have been excluded from the computation and takes into account stock dividends, splits and reverse splits
that occur after the balance sheet date of the latest reporting period but before the issuance of the financial statements." } } }, "auth_ref": ["r21",
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changes on cash and cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; held in foreign currencies. Excludes
amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or
financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-
term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present
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"http://www.riministreet.com/role/EARNINGSPERSHAREScheduleofEarningsPerShareBasicandDilutedDetails",
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Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityDomain": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityDomain", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Entity [Domain]", "label": "Entity [Domain]", "documentation": "All the names of the entities being reported upon in a document. Any legal structure used to conduct activities or to hold assets. Some examples of such structures are corporations, partnerships, limited liability companies, grantor trusts, and other trusts. This item does not include business and geographical segments which are included in the geographical or business segments domains." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r793"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. 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This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r793"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", 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This disclosure includes, but is not limited to, fair value measurements of short and long term marketable securities, international currencies forward contracts, and auction rate securities. Financial instruments may include hedging and non-hedging currency exchange instruments, derivatives, securitizations and securities available for sale at fair value. Also included are investment results, realized and unrealized gains and losses as well as impairments and risk management disclosures." } } }, "auth_ref": [] }, "ecd_ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToDisqualificationOfTaxBenefitsAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Disqualification of Tax Benefits, Amount", "label": "Forgone Recovery due to Disqualification of Tax Benefits, Amount" } } }, "auth_ref": ["r804", "r814", "r824", "r856"] }, "ecd_ForgoneRecoveryDueToExpenseOfEnforcementAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToExpenseOfEnforcementAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Expense of Enforcement, Amount", "label": "Forgone Recovery due to Expense of Enforcement, Amount" } } }, "auth_ref": ["r804", "r814", "r824", "r856"] }, "ecd_ForgoneRecoveryDueToViolationOfHomeCountryLawAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryDueToViolationOfHomeCountryLawAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery due to Violation of Home Country Law, Amount", "label": "Forgone Recovery due to Violation of Home Country Law, Amount" } } }, "auth_ref": ["r804", "r814", "r824", "r856"] }, "ecd_ForgoneRecoveryExplanationOfImpracticabilityTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryExplanationOfImpracticabilityTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Forgone Recovery, Explanation of Impracticability", "label": "Forgone Recovery, Explanation of Impracticability [Text Block]" } } }, "auth_ref": ["r804", "r814", "r824", "r856"] }, "ecd_ForgoneRecoveryIndName": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ForgoneRecoveryIndName", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Name", "label": "Forgone Recovery, Individual Name" } } }, "auth_ref": ["r804", "r814", "r824", "r856"] }, "ecd_FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "FrValAsOfPrrYrEndOfEqtyAwrdsGrntdInPrrYrsFldVstngCondsDrngCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year", "label": "Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member]" } } }, "auth_ref": ["r837"] }, "us-gaap_GeneralAndAdministrativeExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpense", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "verboseLabel": "General and administrative", "label": "General and Administrative Expense", "documentation": "The aggregate total of expenses of managing and administering the affairs of an entity, including affiliates of the reporting entity, which are not directly or indirectly associated with the manufacture, sale or creation of a product or product line." } } }, "auth_ref": ["r90", "r654"] }, "us-gaap_GeneralAndAdministrativeExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "GeneralAndAdministrativeExpenseMember", "presentation": [

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corresponding consolidated, segment, or product line amount. Risk is the materially adverse effects of economic decline or antagonistic political
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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r478", "r487"] }, "us-gaap_LesseeLeaseDescriptionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeaseDescriptionTable", "presentation": ["http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Lessee, Lease, Description [Table]", "label": "Lessee, Lease, Description [Table]", "documentation": "Disclosure of information about lessee's leases." } } }, "auth_ref": ["r478", "r487"] }, "rmni_LesseeLeaseLiabilityPaymentsDueNextRollingTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LesseeLeaseLiabilityPaymentsDueNextRollingTwelveMonths", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating and capital lease payments due within next twelve months", "label": "Lessee, Lease, Liability, Payments, Due Next Rolling Twelve Months", "documentation": "Lessee, Lease, Liability, Payments, Due Next Rolling Twelve Months" } } }, "auth_ref": [] }, "rmni_LesseeLeasesNotYetCommencedNumberOfLeases": { "xbrltype": "integerItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LesseeLeasesNotYetCommencedNumberOfLeases", "presentation": ["http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Number of leases not yet commenced", "label": "Lessee, Leases Not Yet Commenced, Number Of Leases", "documentation": "Lessee, Leases Not Yet Commenced, Number Of Leases" } } }, "auth_ref": [] }, "rmni_LesseeOperatingLeaseLeaseNotYetCommencedAssumptionAndJudgmentValueOfUnderlyingAssetAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LesseeOperatingLeaseLeaseNotYetCommencedAssumptionAndJudgmentValueOfUnderlyingAssetAmount", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Net present value of lease not yet commenced", "label": "Lessee, Operating Lease, Lease Not Yet Commenced, Assumption And Judgment, Value Of Underlying Asset, Amount", "documentation": "Lessee, Operating Lease, Lease Not Yet Commenced, Assumption And Judgment, Value Of Underlying Asset, Amount" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": ["http://www.riministreet.com/role/LEASESTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Maturities of Operating Lease Liabilities", "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "documentation": "Tabular disclosure of undiscounted cash flows of lessee's operating lease liability. Includes, but is not limited to, reconciliation of undiscounted cash flows to operating lease liability recognized in statement of financial position." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDue", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails": { "parentTag": null, "weight": null, "order": null, "root": true }, "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "totalLabel": "Total future undiscounted lease payments", "label": "Lessee, Operating Lease, Liability, to be Paid", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease." } } }, "auth_ref": ["r485"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueAfterRollingYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueAfterRollingYearFive", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "Thereafter", "label": "Lessee, Operating Lease, Liability, to be Paid, after Rolling Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due after fifth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFive", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2029", "label": "Lessee, Operating Lease, Liability, to be Paid, Rolling Year Five", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due in fifth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearFour", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Lessee, Operating Lease, Liability, to be Paid, Rolling Year Four", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due in fourth rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearThree", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Lessee, Operating Lease, Liability, to be Paid, Rolling Year Three", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due in third rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearTwo": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueInRollingYearTwo", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2026", "label": "Lessee, Operating Lease, Liability, to be Paid, Rolling Year Two", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due in second rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextRollingTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextRollingTwelveMonths", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails_1": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Lessee, Operating Lease, Liability, to be Paid, Next Rolling 12 Months", "documentation": "Amount of lessee's undiscounted obligation for lease payments for operating lease, due in next rolling twelve months following latest statement of financial position date. For interim and annual periods when interim periods are reported on a rolling approach, from latest statement of financial position date." } } }, "auth_ref": ["r997"] }, "us-gaap_LesseeOperatingLeaseLiabilityUndiscountedExcessAmount": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityUndiscountedExcessAmount", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails": { "parentTag": "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDue", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/LEASESScheduleofMaturitiesofLeaseLiabilityDetails"], "lang": { "en-us": { "role": { "negatedLabel": "Less imputed interest", "label": "Lessee, Operating Lease, Liability, Undiscounted Excess Amount", "documentation": "Amount of lessee's undiscounted obligation for lease payments in excess of discounted obligation for lease payments for operating lease." } } }, "auth_ref": ["r485"] }, "us-gaap_LesseeOperatingLeaseRenewalTerm": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseRenewalTerm", "presentation": ["http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Operating lease renewal term (years)", "label": "Lessee, Operating Lease, Renewal Term", "documentation": "Term of lessee's operating lease renewal, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": ["r995"] }, "rmni_LesseeOperatingLeaseTermsDaysNoticeRequiredToTerminate": { "xbrltype": "integerItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LesseeOperatingLeaseTermsDaysNoticeRequiredToTerminate", "presentation": ["http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Days notice required to terminate (days)",

"label": "Lessee, Operating Lease, Terms, Days Notice Required To Terminate", "documentation": "Lessee, Operating Lease, Terms, Days Notice Required To Terminate" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeasesTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeasesTextBlock", "presentation": ["http://www.riministreet.com/role/LEASES"], "lang": { "en-us": { "role": { "terseLabel": "LEASES", "label": "Lessee, Operating Leases [Text Block]", "documentation": "The entire disclosure for operating leases of lessee. Includes, but is not limited to, description of operating lease and maturity analysis of operating lease liability." } } }, "auth_ref": ["r470"] }, "us-gaap_Liabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "Liabilities", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_LiabilitiesAndStockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities", "label": "Liabilities", "documentation": "Amount of liability recognized for present obligation requiring transfer or otherwise providing economic benefit to others." } } }, "auth_ref": ["r12", "r67", "r68", "r69", "r71", "r72", "r73", "r74", "r175", "r259", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r431", "r432", "r433", "r458", "r630", "r724", "r791", "r936", "r999", "r1000"] }, "us-gaap_LiabilitiesAndStockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquity", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total liabilities and stockholders' deficit", "label": "Liabilities and Equity", "documentation": "Amount of liabilities and equity items, including the portion of equity attributable to noncontrolling interests, if any." } } }, "auth_ref": ["r82", "r124", "r576", "r764", "r903", "r920", "r991"] }, "us-gaap_LiabilitiesAndStockholdersEquityAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesAndStockholdersEquityAbstract", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "LIABILITIES, REDEEMABLE PREFERRED STOCK AND STOCKHOLDERS\u2019 DEFICIT", "label": "Liabilities and Equity [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Liabilities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "totalLabel": "Total current liabilities", "label": "Liabilities, Current", "documentation": "Total obligations incurred as part of normal operations that are expected to be paid during the following twelve months or within one business cycle, if longer." } } }, "auth_ref": ["r69", "r145", "r175", "r259", "r301", "r302", "r303", "r304", "r305", "r306", "r307", "r308", "r309", "r431", "r432", "r433", "r458", "r764", "r936", "r999", "r1000"] }, "us-gaap_LiabilitiesCurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesCurrentAbstract", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Current liabilities:", "label": "Liabilities, Current [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LiabilitiesNoncurrentAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LiabilitiesNoncurrentAbstract", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Long-term liabilities:", "label": "Liabilities, Noncurrent [Abstract]" } } }, "auth_ref": [] }, "us-gaap_LineOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCredit", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/DEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Fair value of the carrying amount", "label": "Long-Term Line of Credit", "documentation": "The carrying value as of the balance sheet date of the current and noncurrent portions of long-term obligations drawn from a line of credit, which is a bank's commitment to make loans up to a specific amount. Examples of items that might be included in the application of this element may consist of letters of credit, standby letters of credit, and revolving credit arrangements, under which borrowings can be made up to a maximum amount as of any point in time conditional on satisfaction of specified terms before, as of and after the date of drawdowns on the line. Includes short-term obligations that would normally be classified as current liabilities but for which (a) postbalance sheet date issuance of a long term obligation to refinance the short term obligation on a long term basis, or (b) the enterprise has entered into a financing agreement that clearly permits the enterprise to refinance the short-term obligation on a long term basis and the following conditions are met (1) the agreement does not expire within 1 year and is not cancelable by the lender except for violation of an objectively determinable provision, (2) no violation exists at the BS date, and (3) the lender has entered into the financing agreement is expected to be financially capable of honoring the agreement." } } }, "auth_ref": ["r12", "r122", "r1009"] }, "us-gaap_LineOfCreditFacilityFairValueOfAmountOutstanding": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityFairValueOfAmountOutstanding", "crdr": "credit", 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"documentation": "Amount of borrowing capacity currently available under the credit facility (current borrowing capacity less the amount of borrowings outstanding)." } } }, "auth_ref": ["r66", "r70", "r300"] }, "us-gaap_LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LineOfCreditFacilityUnusedCapacityCommitmentFeePercentage", "presentation": ["http://www.riministreet.com/role/DEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Line of credit facility, unused capacity, commitment fee (as a percent)", "label": "Line of Credit Facility, Unused Capacity, Commitment Fee Percentage", "documentation": "The fee, expressed as a percentage of the line of credit facility, for available but unused credit capacity under the credit facility." } } }, "auth_ref": [] }, "us-gaap_LineOfCreditMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Recoveries [Abstract]" } } }, "auth_ref": [] }, "rmni_LitigationCostsNetOfRefundsAndRecoveries": { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LitigationCostsNetOfRefundsAndRecoveries", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_OperatingExpenses", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "negatedTotalLabel": "Litigation costs and related recoveries, net", "label": "Litigation Costs, Net Of Refunds And Recoveries", "documentation": "Litigation Costs, Net Of Refunds And Recoveries" } } }, "auth_ref": [] }, "us-gaap_LitigationReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LitigationReserve", "crdr": 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Excludes lease obligation." } } }, "auth_ref": ["r150"] }, "rmni_LongTermPurchaseCommitmentIncreaseDecrease": { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LongTermPurchaseCommitmentIncreaseDecrease", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Increase in long-term purchase commitment", "label": "Long-Term Purchase Commitment, Increase (Decrease)", "documentation": "Long-Term Purchase Commitment, Increase (Decrease)" } } }, "auth_ref": [] }, "us-gaap_LongtermDebtTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeAxis", "presentation": ["http://www.riministreet.com/role/DEBTNarrativeDetails", "http://www.riministreet.com/role/DEBTScheduleofCarryingValueofDebtDetails", "http://www.riministreet.com/role/DEBTScheduleofInterestExpenseDetails", "http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Axis]", "label": "Long-Term Debt, Type [Axis]", "documentation": "Information by type of long-term debt." } } }, "auth_ref": ["r12", "r923", "r924", "r925"] }, "us-gaap_LongtermDebtTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongtermDebtTypeDomain", "presentation": ["http://www.riministreet.com/role/DEBTNarrativeDetails", "http://www.riministreet.com/role/DEBTScheduleofCarryingValueofDebtDetails", "http://www.riministreet.com/role/DEBTScheduleofInterestExpenseDetails", "http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Long-term Debt, Type [Domain]", "label": "Long-Term Debt, Type [Domain]", "documentation": "Type of long-term debt arrangement, such as notes, line of credit, commercial paper, asset-based financing, project financing, letter of credit financing. These are debt arrangements that originally required repayment more than twelve months after issuance or greater than the normal operating cycle of the company, if longer." } } }, "auth_ref": ["r12", "r34", "r923", "r924", "r925"] }, "us-gaap_LossContingenciesByNatureOfContingencyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesByNatureOfContingencyAxis", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingency Nature [Axis]", "label": "Loss Contingency Nature [Axis]", "documentation": "Information by type of existing condition, situation, or set of circumstances involving uncertainty as to possible loss to an enterprise that will ultimately be resolved when one or more future events occur or fail to occur." } } }, "auth_ref": ["r292", "r293", "r294", "r297", "r405", "r605", "r730", "r932", "r933"] }, "us-gaap_LossContingenciesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LossContingenciesLineItems", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Loss Contingencies [Line Items]", "label": "Loss Contingencies [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Resolution of the uncertainty may confirm the incurrence of a loss or impairment of an asset or the incurrence of a liability." } } }, "auth_ref": [ "r292", "r293", "r294", "r297", "r405", "r605", "r730", "r932", "r933" ] }, "rmni_LossContingencyOptionalReplyBriefPeriodDueFollowingAnsweringBrief": { "xbrltype": "durationItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "LossContingencyOptionalReplyBriefPeriodDueFollowingAnsweringBrief", "presentation": [ "http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Period within which optional reply brief if due following answering brief", "label": "Loss Contingency, Optional Reply Brief, Period Due Following Answering Brief", "documentation": "Loss Contingency, Optional Reply Brief, Period Due Following Answering Brief" } } }, "auth_ref": [] }, "srt_MaximumMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": 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revolving credit arrangements." } } }, "auth_ref": [ "r17", "r902" ] }, "us-
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having ready marketability and intended by management to be liquidated, if necessary, within the current operating cycle. Includes cash flows
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percentage contribution the product made to operating results. Risk is materially adverse effects of a loss of sales of a significant product or line
of products, which could occur upon loss of rights to sell, distribute or license others; loss of patent or copyright protection; or technological
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"r738", "r774", "r775", "r776", "r778", "r779", "r934", "r935", "r940", "r1011", "r1015", "r1016", "r1017", "r1018", "r1019", "r1020", "r1021", "r1022", "r1023", "r1024", "r1025", "r1026", "r1027", "r1028", "r1029", "r1030", "r1031", "r1032", "r1033", "r1034", "r1035", "r1036", "r1037", "r1038", "r1039", "r1040", "r1041", "r1042"] }, "us-gaap_ProfessionalFees": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ProfessionalFees", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "rmni_LitigationCostsNetOfRefundsAndRecoveries", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "verboseLabel": "Professional fees and other costs of litigation", "label": "Professional Fees", "documentation": "A fee charged for services from professionals such as doctors, lawyers and accountants. The term is often expanded to include other professions, for example, pharmacists charging to maintain a medicinal profile of a client or customer." } } }, "auth_ref": ["r726", "r790", "r1045", "r1046"] }, "us-gaap_PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetAfterAccumulatedDepreciationAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentAndFinanceLeaseRightOfUseAssetAfterAccumulatedDepreciationAndAmortization", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_Assets", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net of accumulated depreciation and amortization of $20,794 and $18,231, respectively", "label": "Property, Plant, and Equipment and Finance Lease Right-of-Use Asset, after Accumulated Depreciation and Amortization", "documentation": "Amount, after accumulated depreciation and amortization, of property, plant, and equipment and finance lease right-of-use asset." } } }, "auth_ref": ["r880", "r921"] }, "us-gaap_PropertyPlantAndEquipmentNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PropertyPlantAndEquipmentNet", "crdr": "debit", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Property and equipment, net", "label": "Property, Plant and Equipment, Net", "documentation": "Amount after accumulated depreciation, depletion and amortization of physical assets used in the normal conduct of business to produce goods and services and not intended for resale. Examples include, but are not limited to, land, buildings, machinery and equipment, office equipment, and furniture and fixtures." } } }, "auth_ref": ["r7", "r486", "r566", "r579", "r764"] }, "us-gaap_PurchaseCommitmentRemainingMinimumAmountCommitted": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PurchaseCommitmentRemainingMinimumAmountCommitted", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total minimum purchase obligations", "label": "Purchase Commitment, Remaining Minimum Amount Committed", "documentation": "Minimum amount to be expended to satisfy the terms of arrangements in which the entity has agreed to expend funds to procure goods or services, excluding long-term purchase commitments or unconditional purchase obligations." } } }, "auth_ref": ["r73", "r123"] }, "ecd_PvpTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTable", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure", "label": "Pay vs Performance Disclosure [Table]" } } }, "auth_ref": ["r829"] }, "ecd_PvpTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "PvpTableTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Pay vs Performance Disclosure, Table", "label": "Pay vs Performance [Table Text Block]" } } }, "auth_ref": ["r829"] }, "srt_RangeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeAxis", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails", "http://www.riministreet.com/role/DEBTNarrativeDetails", "http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Range [Axis]", "label": "Statistical Measurement [Axis]" } } }, "auth_ref": ["r293", "r294", "r295", "r296", "r359", "r367", "r395", "r396", "r397", "r405", "r449", "r503", "r512", "r529", "r595", "r597", "r605", "r622", "r623", "r680", "r682", "r684", "r685", "r691", "r709", "r710", "r728", "r736", "r748", "r755", "r756", "r760", "r761", "r775", "r782", "r926", "r938", "r979", "r1002", "r1003", "r1004", "r1005", "r1006"] }, "srt_RangeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RangeMember", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails", "http://www.riministreet.com/role/DEBTNarrativeDetails", "http://www.riministreet.com/role/LEASESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Range [Domain]", "label": "Statistical Measurement [Domain]" } } }, "auth_ref": ["r293", "r294", "r295", "r296", "r359", "r367", "r395", "r396", "r397", "r405", "r449", "r503", "r512", "r529", "r595", "r597", "r605", "r622", "r623", "r680", "r682", "r684", "r685", "r691", "r709", "r710", "r728", "r736", "r748", "r755", "r756", "r760", "r761", "r775", "r782", "r926", "r938", "r979", "r1002", "r1003", "r1004", "r1005", "r1006"] }, "ecd_RecoveryOfErrCompDisclosureLineItems": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RecoveryOfErrCompDisclosureLineItems", "lang": { "en-us": { "role": { "label": "Recovery of Erroneously Awarded Compensation Disclosure [Line Items]" } } }, "auth_ref": ["r797", "r807", "r817", "r849"] }, "us-gaap_RelatedPartyDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyDomain", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Domain]", "label": "Related and Nonrelated Parties [Domain]", "documentation": "Related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r227", "r366", "r492", "r493", "r570", "r577", "r625", "r626", "r627", "r628", "r629", "r649", "r651", "r679"] }, "us-gaap_RelatedPartyMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyMember", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party", "label": "Related Party [Member]", "documentation": "Party related to reporting entity. 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These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r227", "r655", "r656", "r659"] }, "us-gaap_RelatedPartyTransactionsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsAbstract", "lang": { "en-us": { "role": { "terseLabel": "Related Party Transactions [Abstract]", "label": "Related Party Transactions [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RelatedPartyTransactionsByRelatedPartyAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsByRelatedPartyAxis", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Related Party [Axis]", "label": "Related and Nonrelated Parties [Axis]", "documentation": "Information by related and nonrelated parties. Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r227", "r366", "r492", "r493", "r570", "r577", "r625", "r626", "r627", "r628", "r629", "r649", "r651", "r679", "r998"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONS"], "lang": { "en-us": { "role": { "terseLabel": "RELATED PARTY TRANSACTIONS", "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r489", "r490", "r491", "r493", "r496", "r613", "r614", "r615", "r657", "r658", "r659", "r677", "r678"] }, "us-gaap_RepaymentsOfLinesOfCredit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLinesOfCredit", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofCashFlows"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Principal payments on the Original Credit Facility", "label": "Repayments of Lines of Credit", "documentation": "Amount of cash outflow for payment of an obligation from a lender, including but not limited to, letter of credit, standby letter of credit and revolving credit arrangements." } } }, "auth_ref": ["r95", "r902"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name [Domain]", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r179", "r180", "r314", "r341", "r495", "r513", "r567", "r719", "r720"] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r798", "r808", "r818", "r850"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r799", "r809", "r819", "r851"] },

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Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r889", "r901", "r1007", "r1010"] }, "us-gaap_RestrictedCashCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashCurrent", "crdr": "debit", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Current restricted cash", "label": "Restricted Cash, Current", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as current. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r889", "r901"] }, "rmni_RestrictedStockUnitsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "RestrictedStockUnitsAbstract", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Stock Units", "label": "Restricted Stock Units [Abstract]", "documentation": "Restricted Stock Units [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails", "http://www.riministreet.com/role/EARNINGSPERSHAREScheduleofEarningsPerShareBasicandDilutedDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "RSUs", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "rmni_RestrictedStockUnitsRSUsAndPerformanceStockUnitsPSUsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "RestrictedStockUnitsRSUsAndPerformanceStockUnitsPSUsMember", "presentation": ["http://www.riministreet.com/role/EARNINGSPERSHAREScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "RSUs and PSUs", "label": "Restricted Stock Units (RSUs) And Performance Stock Units (PSUs) [Member]", "documentation": "Restricted Stock Units (RSUs) And Performance Stock Units (PSUs)" } } }, "auth_ref": [] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofAccruedReorganizationDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Charges", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r6", "r287", "r288", "r927"] }, "us-gaap_RestructuringCosts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCosts", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 4.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "terseLabel": "Reorganization costs", "label": "Restructuring Costs", "documentation": "Amount, after cash payment, of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r6"] }, "us-gaap_RestructuringReserve": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserve", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofAccruedReorganizationDetails"], "lang": { "en-us": { "role": { "periodStartLabel": "Accrued reorganization costs, as of the beginning of period", "periodEndLabel": "Accrued reorganization costs, as of the end of period", "label": "Restructuring Reserve", "documentation": "Carrying amount (including both current and noncurrent portions of the accrual) as of the balance sheet date pertaining to a specified type of cost associated with exit from or disposal of business activities or restructuring pursuant to a duly authorized plan." } } }, "auth_ref": ["r285", "r289"] }, "us-gaap_RestructuringReserveCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails": { "parentTag": "us-gaap_OtherAccruedLiabilitiesCurrent", "weight": 1.0, "order": 7.0 } }, "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued reorganization costs", "label": "Restructuring Reserve, Current", "documentation": "Carrying amount as of the balance sheet date of known and estimated obligations associated with exit from or disposal of business activities or restructurings pursuant to a duly authorized plan, which are expected to be paid in the next twelve months or in the normal operating cycle if longer. Costs of such activities include those for one-time termination benefits, termination of an operating lease or other contract, consolidating or closing facilities, relocating employees, and costs associated with an ongoing benefit arrangement, but excludes costs associated with the retirement of a long-lived asset." } } }, "auth_ref": ["r891", "r928", "r929"] }, "us-gaap_RestructuringReserveRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveRollForward", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofAccruedReorganizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Reserve [Roll Forward]", "label": "Restructuring Reserve [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_RestructuringReserveTranslationAdjustment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringReserveTranslationAdjustment", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofAccruedReorganizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Foreign currency impact", "label": "Restructuring Reserve, Foreign Currency Translation Gain (Loss)", "documentation": "Amount of foreign currency translation gain (loss) which decreases (increases) the restructuring reserve." } } }, "auth_ref": ["r928", "r929"] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedBalanceSheets"], "lang": { "en-us": { "role": { "verboseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r79", "r110", "r575", "r602", "r604", "r611", "r633", "r764"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated Deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r142", "r182", "r183", "r184", "r186", "r191", "r193", "r195", "r260", "r261", "r277", "r416", "r417", "r423", "r424", "r425", "r427", "r428", "r429", "r434", "r436", "r437", "r439", "r441", "r469", "r471", "r599", "r601", "r616", "r1047"] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSScheduleofRevenuesbyGeographicRegionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": ["r129", "r130", "r212", "r215", "r216", "r220", "r222", "r223", "r224", "r226", "r355", "r356", "r531"] }, "us-gaap_RevenueFromContractWithCustomerIncludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerIncludingAssessedTax", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_GrossProfit", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Including Assessed Tax", "documentation": "Amount, including tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value-added and excise." } } }, "auth_ref": ["r129", "r130", "r212", "r215", "r216", "r220", "r222", "r223", "r224", "r226", "r355", "r356", "r531"] }, "us-gaap_RevenueFromContractWithCustomerMember": { "xbrltype": "domainItemType",

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Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": ["r141", "r347", "r348", "r349", "r350", "r351", "r352", "r353", "r354", "r358"] }, "us-gaap_RevenueFromExternalCustomersByGeographicAreasTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromExternalCustomersByGeographicAreasTableTextBlock", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Revenues by Geographic Regions", "label": "Revenue from External Customers by Geographic Areas [Table Text Block]", "documentation": "Tabular disclosure of revenue from external customers by geographic areas attributed to the entity's country of domicile and to foreign countries from which the entity derives revenue." } } }, "auth_ref": ["r102"] }, "us-gaap_RevenueRecognitionAndDeferredRevenueAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRecognitionAndDeferredRevenueAbstract", "lang": { "en-us": { "role": { "label": "Revenue Recognition and Deferred Revenue [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": ["http://www.riministreet.com/role/DEFERREDCONTRACTCOSTSANDDEFERREDREVENUENarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Remaining performance obligation", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": ["r139"] }, "us-gaap_RevolvingCreditFacilityMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevolvingCreditFacilityMember", "presentation": ["http://www.riministreet.com/role/DEBTNarrativeDetails", "http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Credit Facility", "label": "Revolving Credit Facility [Member]", "documentation": "Arrangement in which loan proceeds can continuously be obtained following repayments, but the total amount borrowed cannot exceed a specified maximum amount." } } }, "auth_ref": [] }, "rmni_RiminiIIInjunctionProceedingsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "RiminiIIInjunctionProceedingsMember", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails", "http://www.riministreet.com/role/LIQUIDITYANDSIGNIFICANTACCOUNTINGPOLICIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rimini II Injunction Proceedings", "label": "Rimini II Injunction Proceedings [Member]", "documentation": "Rimini II Injunction Proceedings" } } }, "auth_ref": [] }, "rmni_RiminiIInjunctionProceedingsMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "RiminiIInjunctionProceedingsMember", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rimini I Injunction Proceedings", "label": "Rimini I Injunction Proceedings [Member]", "documentation": "Rimini I Injunction Proceedings" } } }, "auth_ref": [] }, "rmni_RiminiStreetIncMember": { "xbrltype": "domainItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "RiminiStreetIncMember", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Rimini Street, Inc.", "label": "Rimini Street, Inc. [Member]", "documentation": "Rimini Street, Inc." } } }, "auth_ref": [] }, "ecd_Rule10b51ArrAdoptedFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrAdoptedFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Adopted", "label": "Rule 10b5-1 Arrangement Adopted [Flag]" } } }, "auth_ref": ["r867"] }, "ecd_Rule10b51ArrTrmntdFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Rule10b51ArrTrmntdFlag", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "terseLabel": "Rule 10b5-1 Arrangement Terminated", "label": "Rule 10b5-1 Arrangement Terminated [Flag]" } } }, "auth_ref": ["r867"] }, "us-gaap_SalesAndExciseTaxPayableCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesAndExciseTaxPayableCurrent", "crdr": "credit", "calculation": { "http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails": { "parentTag": "us-gaap_OtherAccruedLiabilitiesCurrent", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONScheduleofOtherAccruedLiabilitiesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Accrued sales and other taxes", "label": "Sales and Excise Tax Payable, Current", "documentation": "Carrying value as of the balance sheet date of liabilities incurred through that date and payable for statutory sales and use taxes, including value added tax. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r65"] }, "us-gaap_SalesRevenueNetMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SalesRevenueNetMember", "presentation": ["http://www.riministreet.com/role/COMMITMENTSANDCONTINGENCIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Revenue Benchmark", "label": "Revenue Benchmark [Member]", "documentation": "Revenue from sale of product and rendering of service and other sources of income, when it serves as benchmark in concentration of risk calculation." } } }, "auth_ref": ["r226", "r878"] }, "us-gaap_ScheduleOfAccruedLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAccruedLiabilitiesTableTextBlock", "presentation": ["http://www.riministreet.com/role/OTHERFINANCIALINFORMATIONTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Other Accrued Liabilities", "label": "Schedule of Accrued Liabilities [Table Text Block]", "documentation": "Tabular disclosure of the components of accrued liabilities." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": ["http://www.riministreet.com/role/EARNINGSPERSHAREScheduleofAntidilutiveSecuritiesExcludedfromComputationofEarningsPerShareDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": ["r21"] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": ["http://www.riministreet.com/role/EARNINGSPERSHARETables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": ["r21"] }, "us-gaap_ScheduleOfAvailableForSaleSecuritiesLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAvailableForSaleSecuritiesLineItems", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSScheduleofCashEquivalentAndShortTermInvestm], "lang": { "en-us": { "role": { "terseLabel": "Debt Securities, Available-for-Sale [Line Items]", "label": "Debt Securities, Available-for-Sale [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r229", "r230", "r231", "r232", "r233", "r234", "r235", "r236", "r237", "r238", "r239", "r240"] }, "us-gaap_ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashCashEquivalentsAndShortTermInvestmentsTableTextBlock", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash Equivalent And Short-Term Investment Balances", "label": "Cash, Cash Equivalents and Investments [Table Text Block]", "documentation": "Tabular disclosure of the components of cash, cash equivalents, and investments." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDebtTableTextBlock", "presentation": ["http://www.riministreet.com/role/DEBTTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Carrying Value of Debt", "label": "Schedule of Debt [Table Text Block]", "documentation": "Tabular disclosure of information pertaining to short-term and long-debt instruments or arrangements, including but not limited to identification of terms, features, collateral requirements and other information necessary to a fair presentation." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfDerivativeInstrumentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfDerivativeInstrumentsTextBlock", "presentation": ["http://www.riministreet.com/role/FINANCIALINSTRUMENTSANDSIGNIFICANTCONCENTRATIONSTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Amounts Recorded For Interest Rate Swap Agreements", "label": "Schedule of Derivative Instruments [Table Text Block]", "documentation": "Tabular disclosure of pertinent information about a derivative or group of derivatives on a disaggregated basis, such as for individual instruments, or small groups of similar instruments. May include a combination of the type of instrument, risks being hedged, notional amount, hedge designation, related hedged item, inception date, maturity date, or other relevant item." } } }, "auth_ref": ["r10",

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Includes, but is not limited to, two-class method." } } }, "auth_ref": ["r20", "r23", "r200", "r201", "r204"] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Stock-based Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. Includes, but is not limited to, corresponding line item in financial statement." } } }, "auth_ref": ["r41"] }, "rmni_ScheduleOfInterestExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "ScheduleOfInterestExpenseTableTextBlock", "presentation": ["http://www.riministreet.com/role/DEBTTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Interest Expense", "label": "Schedule of Interest Expense [Table Text Block]", "documentation": "Tabular disclosure of interest expense components during the year." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": ["http://www.riministreet.com/role/RELATEDPARTYTRANSACTIONSDetails"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Related Party Transactions, by 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used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": ["r112"] }, "us-gaap_ScheduleOfStockOptionsRollForwardTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockOptionsRollForwardTableTextBlock", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSTables"], "lang": { "en-us": { "role": { "verboseLabel": "Schedule of Stock Option Activity", "label": "Schedule of Stock Options Roll Forward [Table Text Block]", "documentation": "Tabular disclosure of the change in stock options." } } }, "auth_ref": [] }, "us-gaap_ScheduleOfStockholdersEquityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": 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leg." } } }, "auth_ref": ["r975"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Title of 12(b) Security", "label": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r792"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://www.riministreet.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Security Exchange Name", "label": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r794"] }, "srt_SegmentGeographicalDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "SegmentGeographicalDomain", 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"r1030", "r1031", "r1032", "r1033", "r1034", "r1035", "r1036", "r1037", "r1038", "r1039", "r1040", "r1041", "r1042"] }, "us-gaap_SellingAndMarketingExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SellingAndMarketingExpense", "crdr": "debit", "calculation": { "http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss": { "parentTag": "us-gaap_OperatingExpenses", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofOperationsandComprehensiveIncomeLoss"], "lang": { "en-us": { "role": { "verboseLabel": "Sales and marketing", "label": "Selling and Marketing Expense", "documentation": "The aggregate total amount of expenses directly related to the marketing or selling of products or services." } } }, "auth_ref": [] }, "us-gaap_SellingAndMarketingExpenseMember": { "xbrltype": "domainItemType", "nsuri": 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Includes, but is not limited to, combination of market, performance or service condition." } } }, "auth_ref": ["r749"] }, "rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentageOfTarget": { "xbrltype": "percentItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardAwardVestingRightsPercentageOfTarget", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Ultimate number of PSU's that may vest as a percentage of the target PSUs (percent)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Of Target", "documentation": "Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Of Target" } } }, "auth_ref": [] }, 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["r387"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrar { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDat "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share price of common stock on date of grant of RSUs (in dollars per share)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value", "documentation": "The weighted average fair value at grant date for nonvested equity-based awards issued during the period on other than stock (or unit) option plans (for example, phantom stock or unit plan, stock or unit appreciation rights plan, performance target plan)." } } }, "auth_ref": ["r387"] }, "rmni_ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGra { "xbrltype": "monetaryItemType", "nsuri": "http://www.riministreet.com/20240930", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardEquityInstrumentsOtherThanOptionsGrantsInPeriodWeightedAverageGrantDat "crdr": "debit", "presentation": ["http://www.riministreet.com/role/COMMONSTOCKOFFERINGRESTRICTEDSTOCKUNITSSTOCKOPTIONSANDWARRANTSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Aggregate fair value of shares underlying RSU's", "label": "Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other Than Options, Grants In Period, Weighted Average Grant Date Fair Value, Amount", "documentation": "Share-Based Compensation Arrangement By Share-Based Payment Award, Equity Instruments Other 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Volatility also may be defined as a probability-weighted measure of the dispersion of returns about the mean. The volatility of a share price is the standard deviation of the continuously compounded rates of return on the share over a specified period. That is the same as the standard deviation of the differences in the natural logarithms of the stock prices plus dividends, if any, over the period." } } }, "auth_ref": ["r395"] }, "us-gaap_ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardFairValueAssumptionsRiskFreeInterestRate", "presentation": [

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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": ["r392"] }, "us-gaap_SharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SharesOutstanding", "presentation": ["http://www.riministreet.com/role/UnauditedCondensedConsolidatedStatementsofStockholdersDeficit"], "lang": { "en-us": { "role": { "periodStartLabel": "Beginning balance (shares)", "periodEndLabel": "Ending balance (shares)", "label": "Shares, Outstanding", "documentation": "Number of shares issued which are neither cancelled nor held in the treasury." } } }, "auth_ref": [] }, "us-gaap_ShortTermInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ShortTermInvestments", "crdr": "debit", "calculation": { 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MA-05I($YLH>(3PM"R@6S2U+9.TWCXDD$51Q1CD)B!J2S1L[YYJS'$W,[9JG4 M4SOGNH&1L,YP;(C3RX ;449+E+5S,&MH7UC[K7&VOHBU@Y4I?OWJL%$_.+8E M+TMO1'*ETU3@XZ[=_/?8]R 9QHR1PPE$",8(+V'4M@QE:!L&:HU*38])\+& M4ML"RY&.&RT#Y7*C8TCPM66[R+ $D+*!1MV;>,S5"-@92F2_D)BCWN0>8_VX MWMZ%@*7>3I;? A9>"++ *M*>V&&GJTFH([">1O]AY=J;0$!.0P-5"A'ARWB0G**,-@M#V)A M3;!$,#K+_@S_&@)EQ"' Y2'YCD1_>Z#O#C]!^ ?+X1KO'RZD#Z8_+IF)2(C5 MW&K%*7IPBRN"[#11G9MD3CM<"((/A11N1H9D4[.T"#U#/?G"^EG)NF3'?9"Z M*3N4%R9\EMOH.)8F\0#\,9\! I]D<0U@"F0T^*B++CI"#'S'12ARC TO3'* MIL#POJ8&O,L$;CM^?"U6255$,L[^ MFW2B4/H^G[*1,H^00HKL.HX+0W.V%$8WU)IIZ_]'=IB73;&BOX*YUQL]YXB M*9(/1>I.[A(X;N' 'X;0.8DJ;G'M!51C;F\]!\F;)RLD7O?]>)2:/&-27(,L M3T;NY(^^>(B^+D&W7CR?"&?[:?:&_N@VF:^U:*%2))K+?%\(%C'V$29ES1?? MHN/HC9TV]M87^!=8998)YP ^$1*&&IT'I2<"\?E*=G%5H);4GC\GQSZ?"G# M7X5 ^'[9%BKV9RA[+UN]I]_JG4GT? A4("MI&TZ;^U@ XH'(YL4%*>8$$+MT)Z+XM+SXM%D(IH3:/@%"S: M!%MD&6[Q_@;?F3* ;3Q"_,Y$=GN@W]F+G:&[2 T*483\ "^?R##_0:"D8A2" MLU 3+2= $5KQ4? 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U_1RZE MGO),R&GWAZ'(R+"/-&$#E?'\AYKAN:D;TB(-@4;\3L $>/YQ$B ?H!PI8*G[MZ;XMNCWU^+_O6KUIOF M4?A]./HGZNJSWF#8_] _.QWV+SZRBP_LLC?H7YSWS]B@=WDQ&+)_?3SO#=BG MWID/V&NV$?3L6S7\L<<^G0[>GW[L?:I?_/I3[S_L]&SHFM=N-C>64BNXGP9, MO\;^*> (1)\E^:K!+%!+S&HM)6Y%.F1UQ^_I5Y_ SU*_ZM+/_W/IT#1?^5QK7 MM"?"V6HL"LIC?_MLQ,?$-(T%3;"$V9$P[.>2:[!;3MF "J4M4SG[H'3&6LWZ MSTRE;""PK CVR6HB6V/]/ :(SMO']-;RU&DU.B\#_1F<[2\:Z/?<8'@QD-F4 M7>=J(BFYHEH8;QU&.5$ FROX&6#A(F<\G[(RM[HDM!4.QYL=##]G&9ZTX)*E M/,8KS50F++,JQ*T$Y!23,5Q/74C&KPGU+I1I"X!&%0IO5-"'2X@%AK."&$Y ML@-)0II-1M 69DKW,_(4U5(:X!F3 2%LJYL8FP(S30%!1[@*[< M!4@F:. MD2UAT72Q&UZ(_*UQ[GT;(A-+10ZJ.-;-J5$#BQ&.9+V0+O(4>L:M0#DBCV69 MH$S0;X$'-5!7. TLP!Y'?#M7 MA^W6P9&I>%EY(R=7*DT%'K?-CA__/N.:/-/ '!%)P4$CDH)2): M>]QC;!VU.ML4L+0ZR>*[\%(X&YP'VKNZF- /4A=D0V.EP/;+2=$VE*2IU[;\[M7Q#G7,P#;.7W,@>>#_1MOK/(\W,R@(DA]BOTY[E8<^8AYJ5Y>!:WBD<$+E4U M!5^@2HT"()-C8;SX(HIR7X[;U'Z- 4GNR5D9@SFI:M6RX!(%)!Q8C)(B M\><\IHR,2 37PC5 !/OB%Z/?WBI5H8 R&)I<)D*.&P1EY*[M%0;-\B#FU@0Y@M%9]&?X*R(7B$4 ^2GY>J*_YO!G4_@7[3"VS+H':](*^1ZN M9@_F('@[%HFC%CA%R-* TA0,58PR@6>,D;VW& T0U/*XWEY[8 MR A!-,'"1JJT]R- XB.SSVVAR_CS]_,:,13/G[^Y@1F[(O[#S-OM ?VR:S&5>;BZ/3ZD76SW72\?81 MWFC%$]^BX_#%5FES:T?\"Q299<):HC]9B2(%P^/2$P%\OI!MS T(OW$+"_YU M[GPVH>FW4@"^G[QE'OOSDYV7;=[3;_-):PF@ JPTFW!W<8^%@0.55;B=KLU M(7[MO$&PGMX=>-/L#XUGAV*/8F:U,PH(VOTE"? (:.A63N]E<66UD054A".N M!8-BX$Y,F678WOU.OC'5,K;V^/![D-J-A(Z-WQ(CX3%2#2&J@1_DY1,,\Q\# M*BK6PA(M\K&28W+K=,ZOJF\:NE)5+1 2# [MBMR7YS,=08"N1%Z/E+4JZ[J+.V/G!V!*JRGI&QR2JSL];]\V#IH' M[EJ/U?@_F55YZR $V.L84/'^W MM;A6_[_%&BNF515RS>^4?M0./^[>K]C MJ:U_Q9&LIK9511=M8OZLF,WP;5*+7X9VDQLU=!=(PQ+:NZ&X="=S[-_8.;)+ M#=OMUD;O:,]&@E+VX=:77(3MY[BA6/]^=? M? N[<'"Z4\5<;NN'#V9A6[A+/]="[EN8\"X\@BJ6]/\M]ET/OO9A<_89KTKO^ M>O8?4$L#!!0 (&,T7ED6J_3:!P4 +0; 4 97AH:6)I=#,R,7$S M,C R- "YH=&WM66UOVS80_KY?<7.P- %L19+MQ&\)X+@.&F"(4]M!NT\#)5(Q M5TE422J.]^MWI*S$CILLW=K%*^(/@J7C'9^[>T3=D;V93N*3WHP1>O)3[^=: M#=Z*,$]8JB&4C&A& (5<\O88/E*E/4*LM1PU$MI#\>J;!=_T&?!#R$[\AA5QS M';.3TD[OH+CO'=A)>H&@BY,>Y3? Z7&%MZ)&ZY =MMMN%#0B_X@PZM/P*&CZ M+4I=-U.> M, 47; YCD9#T35615-44DSPJ!BK^)T-,",_>S@O(1V@GYBDK7?!\ WKX\=WY MZ?D4ZK[CK2/^,M80@\MDUS[A* <6[3OTP^_[H&U]$O[OC';K=XOI\]"\4ZL%P M/#T_.Q_TI^>C"[B\&D^N^A=3F(ZV'KG7@BMGX@P<\.I-=^OA[DV& QOCMGL(MHS.8OAO"I#\^[5\,) [71QU^'OT%_,#42WW7]_2WRYRF6/P?F'[G2/%]$,[+ M7*J8E/1TK866>5*,4M)%8CR&*V$:#_FZ/*<(W'-:,D^YUPR M4ZXH@^+^1=DC^X PO.8>W;] ['9#9DFMC87@;SDAZS62AA&N3(9?N X9#E2- MF,0QH!I"(C$R1&5("E6U6A%/21J:YVB0CT06HND M8VKU&[-BAR1>LLH MV'4>ESUEMNG4&_XWM]K ++M'SS)[8 -1! /#K9!*QY5ZI53("*78IG7\[!8\ MC/#*NQFS:"/B1;!7&Z7_D&.V17MK>DO[/2YX-@JUV%C+'S1NRQA]0_=? PO/3 MQ7H9\F-XM;O3..HJ>UTO"-?_$XL?AF'USZ./TH6G^G4\@N@1=9!GT")F%,H M\? V?/'[EZJM36^34U.R5VN_#O^JC7XG\ZM3+.K5W*3FV2!GV2!L4WM^DYX%M M%;:_*=K^9K@/"D%@ARLDQ[8+XV^7":Y@+KG6+$5 6'O; (Y[EO@>%8/%U^WXP M(PH"AL8R*6ZXV8Y9;KN5FS=F.9IS;*$#L[VR;+IQFH=CHERF7,WN#:SLKACY MW0X+*B5<*0-12.#89:,?401YAD^,(TSIS=[ZT5.@E=0].$C*A+(=?4>RF!C: M;APMW1=!MJ-U[U5(@)50KA]7>6PC^]%SJN6U.#4[L*=U?P%02P,$% @ M8S1>68*&P8$!0 L1L !0 !E>&AI8FET,S(R<3,R,#(T+FAT;>U945/; M.!!^OU^Q%^8HS"3&=A(2DL!,2,,T,SU"2;CVGFYD2R:ZVI8KR83TU]]*CB&0 MPM%.>^0ZY,$3> [6K;W<_K[52;Z:3^*@W8X0>_=+[M5:#UR+,$Y9J""4CFE'(M%4\OX3UEZB/4:LM1 Y$M)+^<:?!=OP'OA?S(KT@AUUS'[*BTT]LK[GM[=I)> M(.CBJ$? Y%7!ZG.&!7_06VHEYRDH7/-^ 'GYX,SH>3:'N._Y=Q%_&&F)P MF>S:)SRE>-}V<_'GWCB^BWM[Q)MUMC07\ZG&I_"V<7Y MY*)_.H7I>..1>VVX<";.P &OWG0W'N[.9#BP,3YP]V%\ M,W0YCTSX_[I\-) M;?SA[?!/Z ^F1N*[KK^[0?X\QO*GP/P[5YI'BV?">99+E1.<5PNXI@9@PF1 4F9JHVO8[: ?JB-Q&2L"J,J_, [# M&6$QO'7@#.&&I K#:Q;FFE\Q^(.'#,XD4]Q4*" IA<&,LPA.>$K2D),8QE&$ M@Z2Q>P#G+A,0$I7 B9 *>6WM74FV98(B$M/>?;I0RQ"0H,$P(19(B;Y. MR<)\'>ELUR&K7"EF*:D"41ZCE1#MQQQ=GG,]LS-(]BGGDIFEBC(H;E^2';(+ M",-K[M#=FU2VY-A:&UTC[])*5[X-W4&\4;U5B02+A#KJ&\-]*NKKGO'#N MWW#ZCW*.ITBDA-B$AFB+H#[%IS:72QI&A%M^88TR'*@:,8EC0#6$A/4)!1F2 M0E6M5G13M] @Y=:TJ6HX*H\+"@GDJIU3W:.U\W@\- R?O=[.O21"S$D@@)&6R MAGABDBG6*?]T*5=93!8=GEJK5JF;$'F):_5 :"V2CEFG7YF*'9)XR1[K>"&^ M7<([;K&,U[AVU[2<>2EVK&A/TW59H^$<-/T'Q: [C/2A[U*SC>OO?WVK+:=6? M!G;/!J((!L9;(9<.*_5*J9 12K%'Z_C9-7@8XI67,V;16LB+:*]V2?\AR6QB M7YO&TGZ0"Z*-0RW6BOF]KFT9H^_H_G-X? KRXNP[Y.;S:WFJTNLI>UU>#=WS] M04Q^'J?O?"%_EDP^T:GE9T"+K(,^@1(QIU#B^S]Y_,+7%Z':VY[O+#<^* 2+K]OT@QE1$# TEDEQQ;ZP>/@%92=^\4*1/*MO0=R6)BZN[:N=+M LBVM.ZM"@EP%93KAU4> MVL5^\)!J>2V.S/;L4=T_4$L#!!0 (&,T7EG/9?W]%%P -!; @ > MD*%&T9R>"DN@QYJB2@J3MG4\;:*":718:Z,&%5,^O/WFK&X!NDK+D M;FBXL3$6N]% H2HK*R]//OF763//__J7F4JRO_X_?_E_]_:B-V7:SE711&FE MDD9E45OKXB;Z-5/UAVAO3ZYZ72Z6E;Z9-='1P=%Q]&M9?="W"7_?Z"97?S7W M^^__)D>\I=)F2W_^I=,WT8Z^^]O]/1$I2IY=JI.DM/C-#M\^>SXZ-GD M(#DY.9BD)YGZW\-OX*=P.?^F;I:Y^N]OYKK8FRE_K??'N*EC?K8["6YOBF^_:VM&SU=PD^F);RP_"8M\[+Z M]D\']'_?X3= [TV2N\^6W_W6MYZJ.WJ][Z+*<)\5_Q752U'NUJO24+ZSUOQ0_ MAOZ\DR'"?7)=*#/DPR,/?T OMX/7V8 MC_[UZ\7U#]'5.? S/V7YT>?;+Q=M'OZ\N,GC7;Y^]6#1?_'6/!U_W>J;K"/ZG MRJ(ST#,9:*]DR*)+53>DML[GB[Q>?7AX=.8']XP?/ M4YBIM*R21I?%MRT,O*K8!7- 6#@/2L15S.UF2P$Y4@A8IT/XZ2Z(W*D[ND4A&\U4)>; 3S_;J<+Y)BN0T3=,T7ZEF1NHNN=4P M@5L]>>EW3_OJ2^^K"YBP>:&G.N5CT^TC%NW0FCD\X.WDRWA45E$E.W($\K[RA;=! MZ&/4,#2LPV.<][N93F?1HBIO=09/:V9)$^G."U" (H3879:S&Z(4CM(F*LMA3 M'].\K6'Y^9R?)TOXN(ER,*= 7X*,E/@C (QJO!;T[KRF.Z -H7$4-3\;/$C[Z^TV)84Y K4[AWS!'"0\& M'EJS+@6=JRI0RG,ZBDIO<'A('IY\5T>9;*_:/"6IX4:3?!E-*5J?8.:&8;F MAB/^,ULGI(3K!M^,CKK^$Q:R@O2]#$O>'M[RF@>I2U_E8DR5MKCSUHUN9E,T M/";P>CA\5%7Q4%%CXRE<;[\[XED0UV @;%2RQ7 :HU:;C$RKO9OD^H8^W;0R M>]-6QD#NR&+@)4DRINDAM%EK9U.Y6]"YCT:=HNQ"R$AZ*.:G/2L70+W2S! MBF.? -2/7"J\",>9_5VK>%L9V1:55MHT8L!I_M4!?&W2M#)_UX([8E^9+FC$< M]P3=9T^MX@UG*L\XPA5MIWR:;,)F?>#MG)M9>:=N5;7I\$#2A)&:.!#502&- MQ5;9T;L4#X>-(2XQG)N9Q!A"L<:_"X7_F8-O%R49>ZYPXPE^3QYL9J,3:([L M:+B[[,PT620I[C8R#>@3V'UI'*FLY?!5DO,.G265;LBK*ZN;I-#_HF^?MLAZ M.2 Q((<;#N49KZM9@F128L"/[$6Q"J.L%&6J,0P,!I-:9;25[H#J*O(1^KQ' M(_-YM\2_]7T0DP*S,1(7/6%E1":Y.X3A%,U9?F9Z09'D"-)6&) K4#Y15D7J^'!?)%4C&@[5Q4H1E/$?G^X_AUW/)9;M1($ M)S)[X'Z23.HR;YO5/WD$S.FO?YE4?QT"?_'_SBISSP58-7L3,!8^["53^/VW M27Z7+.MO/A.P[[[A/.3'?[00FD/M;QC^NR0S"B7 F&_PGZ*,7B=MCY&-/ M5*&FNL&;P^-F@XAU[+83#'6$>O?9R/2NGR)X MBBQ^Y9'%5TFMHJLD3ZJ- 8K!@9Y_5UA4.,'AA5H(\R@4H'_]0AO\O6CAR_H61 M,GRAFEX([TE?"!XJ5BV@,>F=5[\V2#G-$KF M95LT(G69XI/7Q9OYJ7 I/A1,0;A&@WF@R1-)%".'.GGZ+&>J +HFY $[;&RI5JT8@!]<\@1O?ZNX\O8*Y M+)KE'BT1+&Q*=3(GS__/+DX]9V1QM+ SIQ$E=8V/F%2H$_[9)A7,?<[(CJ M)1=:P%.;9;1S>K ;9>#I"[C$9&00&*WK!J_X7A165P%)-8.3"Z$SZ(,R'X'0L^QH5H&''73@BV M_&8, U_:@O&YO0\?HM/>:+*89&,'VM?Y[TG] 7/J-J?&*2-) <.-8>- F/+__ MR5[])DV)=&2FQ#F8H;#+_E8AWFS#UL.U%=Q9@EH9AJ0"@#:/%0N:LIJV4[U0 MJ9YJN,I\1TI=X, (:$/'#_9C,02^\ (ZAGEB*6^9))P:]DG2F8?_/!:P")@?" M\^1P)I^@/4CV+S^/G.>I-MOP?C[V^?!)[1+6P7S.\9\'!& MN;2KG7+T,D5K&5.EMY.\H@_?7F& (G*DD.0;Y,8L[3K7W5C6T<'!"3A49?HA>@_R1A5-SR*Q$5RH M ;\+"UOD<=I>@N(J9U'"\Q5&1\XKDFV!Q:'81&4 MY=]9[GI?C"TQ^D?OM[VCO:U\F0/^ M\&%(C^/=#>*%OOGK'*Z8K4CN^C%H/-E\U]/@M='8)=W EV%MC 8C7?(N)C;P MB,2Q42.>DOB],?\=4ES&XE% M@B<$4P.F& (35T"N&5/3$RI2&HR@HP4C27L+^;%WH" OZJS5#:+Y'# M(85-+_7?*44Y#D]?/@](K:;_N3UNU>79]L@)%%-C$?H;;(O\OF6$Q>RAN6(MG;]DVY^';O>!\7%O9?@^%U,<8Q<,@"M0U&$[OT:QPD M=RZ^VG47A@*'_M;@DC]8[I@U(($5A0M.VL6'M5FQ;/0W$W M3AO4C(B@I. MTR@)#)=W<2&1D,]V+'SJJO1V)5K-+JG85=Y15QU9C-I*Q11; M>'Q>UF2X\KCXW,#)M<_%A*:<,9VA)85?R*8J.S5S12E1"C>%D$")S<% %PVF M)CE(%T@)GHH8<;-.1)K4LTC<>0[0E3690.8Q]I2EY),&T4XP=0VG2LO(?9X+ M$R7N1G.M'3@!1T/,?PHU#TZS2- &^CZ]N83S&FG#@1[BV4R$PJ.8+V'V]BF/X MS NDHD0F.XDH$/.%%Z*3I(7)/6K MF5V\=K(K93MV)7B="1V9M2GG^A)!@]!\RS_A/-

>U5]IHASOQAAMXD5[LGHSX M^P9,FP)OGNLIRE;=,NX=[^L>9P+X& 95S-Y!3H%46<+*$CXP! L8N:?$* U&
MSG).6++',$X<_/.QY>P^(MIWXT0+UUWTLW5!/2&=$O^8E-?"CJL2\!9B)CK# MQ#63
EH:&26OAF'\EN($DV6H+2D,UU9XM:^_'LJD8.FWXH<&VF1('0>;]M#R M'E@?9N/]>:%?VE$NFEX'&, MY4X^]O1=W-
7I=3M!PC%0[0MD&V.J'CEF>K=U=H>N,"KTS(L*]:V+F;RDY!'- MC':+UM8*D?_+^D&/[[X):E$Q0K*N6>2>!5>4-P7L!))!,&_HZ?)/F$AT). 4 M8E*.!,VT-
N_2ACA\AQSD'E##OD*8"/..F.<(S;Y)JHR,(.)&8BU-4R C(4X- M?A>#',%SA2!@8:G?D$TR3S[ ]-
/K@.JOZSW0_M;HZ)HH%K]"44.'U+&7;XPO,>+0XKX&D\KN,$>;Q8F1'QG484=F:"M;A3>ATKXO\=/6S MJU9U)A5+W"#LR"L'Q"LQZ]X69,8$8?
>0[&)]"K0:[5(*DZOAFN8N&OLLA%7;^++EE0NB75%I0I& M?LV.TW67;Z8@H(39S#0IW!CC76ZLD8 MS;>3D9EO5X;!X F=^Y67O?N&^J_=
[7U)&[J5>7N;>M-V_&!.SUGONO;9983[MXSYM%H1^>DH,@:?$\OMO UM]'%[5@Z'>PU,PP(_R !RAEXOY7'BZSP&H^YWP
MN2ZLYL'Q*4[U=!$W#T#;? &0#:>SOASVP\[J'P$ >3BNXQ-2@]N-67B"*CQ! M%;X 5.&+(V>@ 9/0(,O!S3HVHE_,-A@E'7@8Z.4\5V?
GB^PQO5!T7Y=%H4$ M))C,-GH]P[I$7%CXK@$C[]_-0[(2OTJO6?-Z8+*>W*N-N%=^A<@32OE16^SW M.:#!T6A.Q16%+R$)3,<37;?'0QO^*3LWG)T[?
LK.?=K,K0E:A J)Q+9LA'Y^ M\'A *]*O GJ*8_S>.$;LL[(DGLGMW ([E8^CUAVJ,^BTGI5[SB(I^##4_!A MVX,/9T6(H[8E\3U4@ >U.T'L#D82X-
ZY5BWL&_;AN0N#S_$1DU$Y^ 1Z0S(W M[S2R:>#K,Y\KP\Q#QH^3G01)8$?I4HZ-6NP7,(.*!@W H;Q:A[3>OX24,GI9 MH_(:
W=P#34_^X^A<\D>'QQSJ5HT 9K&2_:_8(X8=),$@TWN$J%/AT;J>X"A MXT=JP Y]P-]:>^BM<[YJ<%5PZP6)H^@.M$@ON;.&H(F"7GW'K2P>SLK,\UEC
MWQQ=S]#)%?XDQOF9]H"2>!HCC.+ER& 4KUUK7S'M+J4C+0B"Q\.V.'B*Q
M$#HQL4LSV$_PN&4GK&/V^HW"1FZ84\T5.NL(D\\3C5NC:9(4]PR.H2$'8#M% MZOSC3$]T$VVTW'\$R+U+7N)M@.Y))DI&9)(QE;HM/W3.T">_YP$-
SMA2-[,Y M45C247O),DS2)!H$/S)XAI5WY MR15,=SZ]$F.DZ;'5R,"+J=@&O)2V+1_+MB?:8D%WU]P'V'). :S)J=+<4\VA MO=U1O.H$'FJGS(EVV%5L$?
#I(^@N9]U3('LHYQH_/@3< F)2;O M@>V,0]45:DN#6SX+K(K5CQ[L#6WKF]\88BB_RQ,8982JQG_:"NX=:@8V-?3& MQC?!V*6MQ.9WI/ZRL;&@4C$Q=
$V>9[3*&/Y"2XO4I03(Q;-!^L:5%=:(975 MBX-F1CIK+2ZM=N.EC21M=V0<4]:$4C].\8ND=@$-$"?W,LX 7'D)AR2\U^F$ M).[*-D\>YW2HF$V)D9XC'
&G7_2>U,)B $"+!"80:Y@ MC0D&G.EPO<+J]N)S+H %9E1JGN@"?VOGR@Z"YJ?C^7;VWA@5W6H#/; U]\D,QGYTX"XR9 M-
DZF<=],J;&NHSKPE+;42+@-AE(LF]L4!,HUH:#C>"DVO^?'YBU^IQ.-%SS5 M$/%?)@>WRJ* W!]\+8L],E4; MO?%^I-
[9E1H!9.@ZGMUB#8JMU^D#38>E[1I=9%)]+N8?X0/*:.=HE_H'^3V& M.KB7SFUWT/#3Y*:D'!98EG#S=VE33N &1Z>(X#HZW>V4[D=W,-*ZI.98.RU;
M)^[THK(V"2B#L*#PNOUNX(1T!:LE!1/5F$XXK^0A>8&DXN:$B/$ MQ');YK>F:\HR M5LX(02=$C-BN.1+PC2??&SS36O!ZZ)S35@0%%!]$ /8^X;
M1WT5E@Z>2O74<"]B_;_#<.@MNXE9FS;*4MGC]-/;T*W9B&,+8H)MDZGG\AXS M>= QN:AP1NMRVMRA]U6W"Z21L6U"_2YV:#
W*%1B1IMK;1Z#\K;]FXY2#8T- M-(MJZ(KXO)K-]T7VD3F?6_.L1=U]JO89#$G\$2HI7JF3-&YL O!:H'KDPK?E]
["*DU4&-44=)5SQLPPZIE>P((T=^@P6:A] M?[1=.DH-,S8,Q:5E;RN$C^HJ+1=\%+QIJRW0.DA$MY!]9_*%N"]= M#=* 522Q'T7[O9G9
]D$,DZ%+\Q2UW$445<4MXM1 \"+@5;7..4V/(?W@#T M;QX -WLLX$DI'MF,,*(QFPA)E9 ZP=U%O=>\QD)5;P%(W9&@7@%6A'>)9Z1HU;#!0 M#F>:
(%.:I-O2UG2>AI%--9B55)CSO)<62KP2'W./4"T)TM'P M."B#^)#=<<[8J\2&D- 0:&$"0G8Y2!V4CTT%GZ8>BO,M5=F,X=NQ";8O!8T-I
MK&/NJ#&:B<2C;)HW@%U;?P#AUUQ8&LN2+B@2RHA*^L:ZQUIHNH+0<>T/*A MH03#'>R,'C;CL8>;EGCA N6_ >-
H'O=1)/<:40[]T:57P^"IML\D4KBSQB0=OZ)[<9,'H&XG15D81ZZLNKR:8]S/:F3[^9P/GLT3$%YTMD42 M87 VG3&9$C7EIK;Q_&& K[34QR+)
[OBS9T.8"C$G3M+"CJBH&SD*KT^]5$Z0 M(S1V/,Y)-=$-S%]9<3ZUK9A,E*07Q_P;^%9UIE-3?@SR_EM;\/,K#$Q*MLLK
M$Z2T&!G=_%;D>^&'%19+5+8$UG,":,M2T@#&IJLY[3,:.*$AS9QUWW_>EOB M 7\SD$RR&1%T7AKBB^/4&^&IC)]GS1
<'Q4)FN&QEU,IS$^BFKP%0\60M&EQ MXM8N9G^T8]SYTY'M_)_*S%*C;=''6[YU)S@W0>#3G[..C!4S4?M8KJ$SP'P$. M0?].VHU#^[>&P[',);2V%-)XP4-
B1&TQHP-4XGH-;CS4"H$I(%D\$RE!)($N MW$^0^!B943G]5S&M@-DS*1?[&H)3KFLJ%&SU.N&SFQ6!%,';61%O@5 ?3]G M]=G %U]7-
G"3&NYF9!K.@LRC]P1XV;B-@V=HKD-H1&BU.&77L\:)A-Z!OP7$ MX_&$=T$6SE^V40,'">/0!+@"GK<:PPL9]!P9 6"[],-
C(!@LSR*C6#1R?)BN)L+ATAA^8 M[6A2DEYMY5PEA11S64#7RX._&5_G H]4Q U=X@NUN/DS)?T97X3]&;<>J(U# MWP9PML-
E.ZRDYY4<'L2"X\2:V99BP\YT2PG4E7R,]!Q[4@1(O./3TU,7V\B4 MA$F'().]BJ!.Q:HKCR-:&J*%&:.SM!IC(H5*K.*G;9ZCY3S&5UR=OW:OR&P* M9-T+H:
(X >P_L+A)8Q/.HG9;S R(#+?W]234D\Y0G/J"2<^E#*M\C*#+&\I2 M"H 2A#?YP($$#$>D*3'GD!G@Z-FG"K'FL'3"<$B1P-^'JO5F8\O;RVXQ"-
^06B42>!!D\D#$Y M/+#JA #7[DZ=BF2KH'!;"9%'M&C!ODR-!'!JR\.HV\#X *?5" ZE,_=:VW V MXU*0J9:&'Z"J(@O3R^Y! @#?O'9)XM3=]M
/(^_""-4E=M_,%WXSR!D@#]E'/Y?[X0F#?D-KQ MFCY8K<'1&H1L%-Y=X^@&\Q_31)/93S HU?1OZ2DKLWNM=T-&%CYB8&M>K]R3 MM!#3%FY?SXQ-
X$^!]%BBMC&N)+=,6_;&I.]Z=]+LFRUIPE%?$4".-K+) W=$ M8G";#[6(FZB$EQ^I;^Y]/O62D@J!D-X/@3"^:&) >:N# U"?RAGA83:Z"/$ MR!FOU NK6?
VY1M0D/,.=[TG8M3>H]P4+@+$-P77&#H% M4' J-Y532"3JLR=X!7W/.K_O.A/=6B_?4QCT3[H/]O@=0@8'74M(5+I>2N'#
MJM^[>#^>5'FN,G>2PO%%?(:9LP ,#001!(;<4LYQ]\?#11R(&8-KYUBT$0X7 MTZ.&;=#4%B&O$SX(7'A*A."5'C# :^8)\[<'[Y3PB3Y*?_YP9/[\&RSQ8[:&
MS3KQW>.IFZX.%0 C85C:J3+(]ZM=?&BBX/JOT)':3EG:!BJ?K38\-SY!+AB% M[2EAN_RNO7%X\')SFT.OW!S]
(PSA=1(+EP9_?/IQLUH\X2U!FL$)#1;I69IK M6Z1!<<\PJDMTKG\0*$PLBW:FY@:![?<9M-3GS(_+X8%,84'!1+'UYGI:V^OL MH$#':36-.@1P."I$
"*0%ZT^S66G_%@UQ.?HS8;8,76'YRKJ-8*%%WW*4:[/ M49Z,/D>YJ3:(Z *!%JT,)4)J.QH4Z@9$5TE3>=36 MTQ84MJZE(DD86U#SH)+ 8N2VR),
[O&J65."!L]$D<$#V$8R+J& ;I[7MK6US M(XFXR1@;<$_"\!>W)8BP"IHR=C"N70P5@D[K-@[O^I"/XCB)?>TCN.X.K41O M?L0=:N"],]"U:G5?
X\JWS[".,+EO96F\A)S!U?58+S4L!X.::$)K)B^M=H M"CX;]HYFI41T5G#PH>E3)8B[WB,+ D,&L.;8YG5WO!.Y>AX'9,R;2&E>76F,
M#>:AFN>T#'*0]EU1S*K_:6#ZMIEZY+UW-I MTM78KB^W)2WJHKQS^;:A(5EDJQ69J48:$/&%NH,GJ/!@8RU+Q"+E/L@)B3BD
M/D9CU";@&@]S.W>+4WWGEM_3@&6V6@4Z.M)T<+B/4H5@=_]65I@JINZ7X-A7 MMLJ>Y5>CD;S($TP"YD)"?
V=RA%O>W@4=K%$X6="C[*J!4(#&Z/416,@O-SF M!-1@T'1Q,NYHT3CHCSAP.CLE@G/U\N*).A9PT@;Q73O?;]D?KII^&@?I/TA)H[$@OE21?
\2NC,R@M+P/XM]$[:81^FNMJ\3/4OFXRZ'72>AU'FN%O3>&EA@+.]+Z M4]=DAS45O%XB02K"&\W;O-&+//@*KKTU3!RKE))B>%ZGMQAI%VQ#AE$
+(3T M-JTQ-\06Y.0@_*O>E7=U$8' #B#80R+&!H?%IXD&"S.I/J@FNDWR5KFNEX'I M>:_MLNIVN%B.I%6&]Y0!7)\!?/F4 ?RTF>L<7(,(9(FM>V=@Y?
\Y!'REXQ@U MCA@'='[$*V4>HPJ:%1H&CTK=H-DA M= "Y=M0E<)LRU13Z)K=%4H!X[S%"Y?K+ C,U*:F5+ZO;V&A"'PP=FDE]SUG3
MG9:$1.13AH\8.%X79=).$ <+!Q6V@.Y86 M^7),A2+Y49ME\H^3@3X.UT'MQ0"U169!>9@0">_F+#4Y^(8P^*TK-/!_C8>!
MGK(L>6R;]F0V%B,%QQY6N'9\<'J&>TSZE!E\RZK2T15OXQ72#;V.GKH>V<1. M5\+!++(C"%E3;D].MG?J]JL,Z=SAP,WH*+,%8Z/J>Z-K5LJ;
M]M>W.D:X';-DE)@YQ .,'!:-32P#J4D/PA[C'@VV^ +K4Q:S98V?DR&-5/XY MUK.!L>"@"6E"C5_4QX5"SF"F^##E?=0\CMA)^E?
E26VH=*1)0]G6'O$(:DC1 MYYC@Z+H>=VR4)^O8""B])KJ;/5JW M6EULR2R%1^L#VMUU@)]8\PXW10#-Z7"?0MB_VI6X,2UW91FYJ$&9KM.6N#JI
MTF>WK I+@^(#:]B M0US(W;()&_\(JB57U1K>=,>)TB)DBJ*]'CF AP']/,\R4
M9DVXR@YXO,#%=6!V;T%"J@%*@?:F]A6&5ZZ2/&%Z[6MX:]5$K\H"SN>2>F"T M!568/G)R(P] 2IR6"4MV$@I,@N<^&@?.5>>X>')C\@=Y74K6/==L35
0G&YO M*Y9?F*;,M&6F.O4RB1V3E9Z"=NN8UW^= -BM&29]#/&B3HDQA"NI#,#2(Q5O MZ\;6:5E^U!UM5O2NK+(Z%C5C;^3O?
5[F:9*248U292_K)D%VGL/9 S.DZE74 MY,3G(ZS3]CZ[XTZ$KL8=GUD"2S\=E@QN9[;(/71,\I0+NB<7=/J4"_JTF>LB MNSUR=:MF_>:](TR(=-L9<[]T-
,K(ZK@VC"-_47()) MG"*K>V_L"L.X787'-^,[!9Q!"5YNE)[[V*CFW]N.)T^.^Y9/TC ' $/M+'T[MIEX%R5)1PBM7&$A+A
&_;C4F\X1VFSYB>YQ3ECD16#:*DMV8U ,UAFH1+)37/F",GG3BK MS7*AO)9BY):F>8(M.K@(/S;F#2BBEK*[I='!
MF>QE_1F010VSEB%W*#5)0TVNI]+9F3*[B305Y&>0/TNSC$T ,0G=HI%"(Z:A M(S1!QA^4-"48:Q7?Q6L?
AL%^"XV,K3OBFIFA)WMC^L>7,@8BY&TPTNZH=KM(MXVYZDC&2,!UO+!+3NF.ZL2]K#$E8G4I3GQ$RMLF'YF(^ 5A>\?$!'_RHC63L
MI0_J^(>8C2QOOE9DFV/^Q-@7>06=,2L]3 MXRJ4K46)O)&$C3,?%66QQXVM8(BF@Z63NB#B;N,^%/FB MR*<".5 T,$07X< M$8W
R!#=G(6(JW)9BCSA+DQI74.BA*\1]L.@^Q%D M/HJMKM^L9EY9"-O)&" M[/PGO0$YC[@NC7B+3+1V[Y.CX.W!U:S)<46@+!GJ*02I[Y O0*Z)+FA'@.$
M';9[S>\;2#LM-G"-J<[:U.@)]X>=ROLFJJ]L7,\!UQZ4)(X,92J"*] U"_"5FS"GUF7HQB=EMXCG,-VA,+]24/!K-_QQ'+U&)?.VW#\B6_+P8"^]W3LX.#QXL??
CY0][O[S^/MIYLP_C MO-V7P)G<^:)H_BL'S58M[K]W)#<_IIL?OC@]W?OIIS=[;_Y^UKWY)I>3"$^M M95%C!UI!]\6FM0NI3V?
8UC';=WMDX)G>K.P.'P$!FG(SVVOB;N:'_2 MX5L^2:'F)F8E[M5F\Y4/JK@ _*2D$O-J _ZK 5:.MS)NN.7C1$'?G@T,LK4 MB] PWC (],KU
O#HM//D+FR+R"%E8],S[13LW71RX[:M/A-TAJUTYRG@PDO(:G5FZF" 7%SY./8Y>+9&ZAR:XL\@V6,%5 MI?9;:1A@PS+$\V;RTKJH6^YE0"QPTEK>!
(*ZW\66DBT&F;GCB)IML[.^-963 M.(^;TO:\Y1(0FYI?.VV&@H=B,5+"2YB"8+A+_KYF&."BWO?9T1_:;OKPB*&" MO72%E"6O);5C689!W>*[#N23PW[
[I=8&1)T"[13S%DNCDS"DDZGV"X8#;FG M=.OZ="MX(D_YUD]CW^PF5U?ORR $59=MQ7"[KHZGR#GHDFZ:$X&Z7G->?-;P
M3[F"EM'LJ>:RUIF>1W1 V#HZV"%4WX>%/ @/!!>*J_(?E1)>8!U]<;.7]ZDL
MMV\M[6W07$I66DN_^L%JV\"WT^HG'D)J\O0.K%G_7!Z$V+G#VH7.'WD0[W(2 MQ#MV!S,%YBU]#.40:&+:EY#>0 MLY=Z-
TB#72*1IFR8/5JE$79E$GVP5\ML.634K6T7><^&[\H<6#$S"N)/$0E M%;"Y,O-E)M<=R7V(H2]%<;>;FZ?3 I8_3W*#_>(:7-9!2'W7M+;QC+']KT3%
M3%:JF'7+G#"[JZ0*7)C*E_ @>4FU&U3G$R4P+56AEK7(;315;))R YL> 0(G M&"6>1D\VZB9VTLV-1H92I-01*S0\0^NO](=AP\Z
8>.+:^RMT,P^6GF?]RW M_]V6U9*N52W^469,.LY3#MJ#_H$W>,RX M/<%D*50,%IZRK$GH:SK]S263Y/=8$UW>ML"MEM/9CY%FZ]=#M@
&IBP[%:U;R8 MY0)[4STN ;R]0INM%-KAQL/NF*'VD!)L8$'DQFYDJ##>9AE6VPRU80NL8K\W M71R*CLJHF5I+F3JEUO01M9"@#[5ADB<"&W ^R
M4M6"5K5-Y00UVAOARK!1301J,$D(?H(_<-1(FH!Y*"QG9@#^R,!]D2@8))[52[KV86B^R["[';?-*&T[B%U&NSQ[4\E@(!9C5N=(6&58-VZX+R>YT&>
M@N#IZD&[)M2M4M*7+ZUWY1\Y;$*\I"%G9ZAGSBN[@VT'8X^T-;?B!N:3+%N MUMN2^,$:D]N/G80V:S]TX?R>GQ+OUF;JD;B
M@YW2T"55N@F1F;OF8,$ZB<86+=ZO^@27_+6$&*8KCY:W?2?3VO/DMP_G:W1A M)U4PX-+^VSFV70>!S +JW(:$RV0#9QA&,/2P$OZ:4@Q-
D>G^6PL;*]->99SO MHXGS+1$K,?K#L*$WQKXY;3O)?<;QB&?31W,&63JOVKN*#,NT@Q.C;1?D.[MQ MKU[HN1-
S9N^!^ECWHB%F$4_NC[/PNN'#ET/!"%&(IJ\CO"_ M8%%O5)5Y9=+=<'+G9,!.R$I.B- 1"5,)0VMCCZ00\S^$QHR2%1)R>&@?_Y5X MEC=K+>S!>&(VU"
[[R"L9='$/V7&.PX&76K8)S'Y/+RKU82C>L@;Z+3ZNC1&Z M@& :1C0#XCV3,T2JOA;K(R9+ C,D#B-Q6_+OO%0,':49BA&[>Q8555;A*1MC
M$$.FI*,'@J@0J2N$:%+M" 6#DDE5WA#?'W8R[\>97 ASE%BK9R/#6IU94I(- MPZRN.TVAI&)GHME';!=2HZH+:32+6\#+W.TDN_01W)
<*L4B>#"XG5S?$8R)! M#O(<.V)'#QC@)4'**Z]1/:GII3%&RZH3B40F;E._M.H:^VZR3XC:B^I^';6G MN=3M]E5Y-1,#,,>*S17JVGQFV=GLB/K(2M-
!9:JK>1P%N1$;GK+TJP++#E(@] M$X!C28M7U+>TS*ZQI7X--<@PWM+K-T+9*K#]]EGQRZ]@?46XRV2C\NG0\& M4V2*HW(4M)A;
["HY51(ELR>MMI?%"7-##^*.BL2:>A4431&ROTFLO2RQ@PX MFU(G8L/0EV&%G9ZT JGPR"+ ,IQ3^-C1",7V(42K>ZN6>()X"\94R)90=XTU
M$;RP6W!#;&@DMFC1/(1Q8DIHE/KY>&3Z^2WQ"FR\NP";/CB2V%3YU:;4M_9: MW((H?J7+N!+Q#&XCN"L MOU!%L+)&18U[?^>02
JDH3A'E8EH!M?BA9:*NB2Z4WF^!V\%.QT,%8J2ST%O M$0S*72ID.2[IDR(C6@O_.!:B!_\Y\T3G;$R"GP8;FP:*.74
MZ!;S'3H&_IU1K:$G@<%:YIKS5VV8IVUEA/ IIMN+Z1Z-/Z:[)65(%]-...C1 M)(+;$IP>*-&+?B3S]8W"?4FF.BS56=,(L<1K,=84NJN@2[!J!RXX/#DXB*[*
M%ES\]\FMSO%D?U-14O.JU7#ULV<'>-V/L.E_@0> 9GBK;I,LB5Z>'CY[/L): M-$GFIN4"HU?_1A)P5H "OXNNP=H$ _IOO[P'@_\9?
[7MV"G_TV*ZE^;W*N3 M&+[NRTC0[XND;U21>);R[^ BW>!K7)-_43._52;D%G+.HT$U!5(9T+)-?S!IR?U)$^FV MEU,()H[:0D"ECJ6Z K&7<=:G(&A$>
<;,XI>IX&C9H9EE)#'U.CD6S?8Y1R M_&)D,1*F=P:L>UUF) ;%I=%;8]59^1UH.YD8O><0=BPE&"AIAC MNA6AQR*^7'3C:@3W3.Y,F-
7J57DX<=8EMNC'SV*,&$95HFOEAT9L,(T\^B G M')98Q.B>&SY<#GFS,]\RPY;/3E8I@T2DC+P067";*3AG:BHN9=Z+6)([_%:F M5H5B)&%IAB53%J8-
1[1D ;D.HUO/X&S@[!%%8B4@3RU&NNWE"HE3.#:D6L(0 M 8##)C+;AGJX>75)L;""8^](@[YYJ @,IZT#5J_2A=J] M+5#^@:4%WV,Y]* M-:Q?
MH@+#Y9O4AT^*#W"%BNR8IU,3=F+3P_DXAN%5PAC'5;<\"!-)@QO^!Y5Y<@IS7Z,/.,/VQ]3UTS\ M]\Y6L]JJ);J/CVORBR
Q>M+,XZBH/P*&$!U8UJ\D%7S MEEX4;G+9$LN^G&*7CA(6#S&G!^V)LH.7;?6*T1MMPYJMW#Z4B':+YP$?*9%2 MWBFJ?X+7TW*XSDO.C9F2-

JD%MAPO_AV%MM?8%.:G4TJ+S^?(3VGJ,OTJ0((U MVF)$D#;S0QR)KK&TE[/-:H[E A41D BI;%])YYEWXZ?LT3W9HV>CSQYMD'KC 7M6RIO1:L:,-
+E2GGT_6%%M"YC %+]- M=$[$>GSV('T^MBCP/#K (70F305/"$)LR7REGI&]THTEG2&G7[LX1T&[N L M-+"4#M2>IP.?2DXG-
4#XC\.CY_L'!P;FB*2'Z'[1&W>:9G?UAU]Y)W5$C],E MSA"1V2VPN5#O.>M.23H.\2@9I;T[MO:]E[A;-AW;/K<,ZR&H5P0AX-9WWCA^ MC\0VL0?MI8[;6"_
:L!M1L.]?V^!)P)HJ"0(-@TBW%1_;'C/<'R%]&9S=RTZ MV$!C*+K" 5!:!%)3$I47B@+N>$]<&^S+LO%9!=&',.KPMFQPYQC>Q+B[-6UC M<:LV7>,V-
C+XH1ROF;:UZO))@ Y$9]F\#'.+V0!&7PW@PRSS!$)D=*6Z->!) M5N*\&J(R^HD-[LAO2 Z0V&&X/(1JU/$VZM/Q;4\=21_AD_$I*7W$D)?CM[9@
M8O]+HLS9?- 9,],FE>6*G!TRE]TNW'NJD0MG9@=.F:F%\U*D0O"=UL5PV0_ M> U9Q"ONJ=TT";,0,W*(TN";(/CN1FA>>.,GT:TN_U"8J;!+VJB-
^2V#I+="KM5!Z/%VHBZ_V*L>A:50D&A M7A!\]1#3D6&[\7L7434YF4=#!MOO:&3UU+WH$;L\;!ZR%3M[E?G<[M:^@78 MR3,-YY(?
N\44!!VZ'/3O]DGA%C."3,+FAGGRHOJ?"GX'P1TG]07$8@F#A M%,0U#+XC29JQF*N:_V/UNFW<+O3*914#1]2X!\'AJH=T>LY/,SQ3D9E)=
"C##.4Q=XV4\,=':<]1(H1.1H80NB@:=;,%"*'NX37$T/K: M-V51V"*M% EOV7:MOL,X^4-5[IU,0#VED<'!R?1%1;71N_S!$[;HX/#9W@V MXRE\46#P&
(47O_/2Q'BYJ9RCZC?Z!/Q1YA64YSM6J9!,L,LLQ3XN%IA5>C+$ ME>WW1E \- I[UJ916Y?8T#D%!J%"YCR\2^61!S+UDU4=>'=_P*:^)*F-3V4" M$4+&
(4S<>)>ZQ=(>)>RXG*8@WLH""^) [H%MH_-:8&T20?Z >PYS&JP5"(M2EHH.F]E7F9>-?;49_;U2";[BK)7IEH0U3\%(_WB)JD+G.#1@^<1!TO^!1\-
M%*7Z4\0M:M@1I70#EX_W2A"Q(EM<(SPTA/B.D0G$ZL%Q;/[M<7>+!12O*[:3Y'TXT$(UC^LV*H.]RB+ODF\Z!K@@N&TZ(0X_?)3VV,N1V6._
MTM&'2_F*<(D;-\]4G,;<'=2!)2F:KZIYY =/AT10FD"UU+7 JTR-77Y"B%*I MM4Z)F=_$#;ZB=M HUTA! 3D/C4K 9VCE-_3E?(;;2DSW17U?-DX
M$/UZP#!8A1*O%V@ 6=0J6Q97AEGX)(Y.Z:>'1RRRIJO- QY_!)W=# RC?F# M2J@/Y!:P+Z3)@D4&I<704LUD?%%;F^9=H3%=,?
DKD8,4FOTV(6#GLYM08"5I M2N(^X>YB7XFX'8Y,W*Z3CT3TA^44L*Q;('6+9,D^]7!#A[X?[$*[MR;T-GJ M#- F^?@[H#B;E*BQ=5+\&U.7P K\F-
QM_-0FE M11FTE+9US:I- I$":'9H@+K%)T-@1K$]G%UBZ5S= (C M411I51E&7E'Y6:"CWPF1H]T4C)69;1_CBA#43KBZ7'%L70@PM6P&?PHLND*0-
M\:!#]JT%6K ED;9X)V48]P@ABL8%@K\^(D5V]!\O#F*0@MAQU<.T'AT<'0]U M9L W+M1-V6B'93"]^C?'.&Q,G_@KH#X[&QF=F3-?C M@].-
%N.,$FNPNFZ\@]?$2 9L;M=;ERJ"DVK9=Q(H<5 3*07U>!6R0S]BSHUO ML;QUM05(U(^N0)O"*WZ&S&M@Z3^+=R(&61#B(I 34RAM8:K>7;%K!&F-
*42 MN-4D6Z[X.'-Y 0/CO6GSQ'E3.+2;5EI7D40J#MZ(.S>$>S4:%HUWG7,;HJ[O>J]&;/, M\H8@XN&39?@IR19>0;$PN![1CL>FC\BMP\H9)P5RN)://
M+*.6%;4S)/)7'J.Y3-T2?1_7!PY58D)<&>?!T.GW0TULK6OR*31#5Z4QE;1XD M+M&)P/2+N<;QC?0K5IP%)%B2CB'4$6RL[O/FZ2FW?
T]N__E3;O_3IN[A2@+S MZ[8JFS!2_BX'^2XP;5FC42^V[HH[B1[DXA*QN#,0V.5@]TL^K?%&-U6RF UO MW"AOYPLL02<*GY);BH0H=@(4"-
,#@^$&FM0_Y#:MB1&K.@?KKF_N(8Y][\A M&*TA.[(&Q@#!D.;NB47&&6=*/Q/9/W9!Y]=P8UK9'X8M&^P2LW-D&Z8/V$+U M/L5PI#437 >Z;SZ!@T-
93PNVP0?M1N\5(3IWI\'SFVG\1F]F@Y'/,%=LP38FC M:&9K,&5^I[YS6,_*JMDCV ?[^$EN[,D*=^EPPR+/XC]>NR\\D?2VX,.U2W=G MIGF"1:W(3__X?
DG;LL"KBT4?OL!8:Z2G@N9-K"9CS"E^PG1M%A!Z:^M/5AU\ MOKLW[-KM:&RVO&ZU:6BV;DM"SY12\KV0'Y&G#-80CYZIIB24 @MP]TE8'E5S
MV.TLWHT,;G7XIR\06Q#GD<8\E _%S<0NBN)(>YCG:./NXR\S=V*N^?=V ; MXJ[\5S=,.DD0)T*=C@@32I=%E1AD>+;VN2FSMAIV;IOD(UD]=.!C
2#W/[WG MPD&VT4$/#P"1EM@YVT4WV,1YL2:E(JXLA*FWJ _X438 3-1%6:>+ M**/PPU[O%-Y(/NHY6L&L*DGK2"^@)OF@"DZSH16*7PL/C%69&=-
D#NF[XX-# MT!8[AR=6S?5&3I%M0_9%7US.N.Z>=,,;(3FN-S M['5IG8.N@1)HA[KD%2Z\IE(#V8PDL&@)9#I@8@\Q@-*F%+8!6&G8.)&>HUK-
M!C(<9OWX_W4O:EI UA[&R7-18@I+02JS#=BX!VBM" 8U:5X)+M33V MH*F,FY8@;3C/CNUOQ0Q)P?21#4]A-N0&N"GX6D=VEC:H
8W1$BB^_HR/,D$\ M-GY\;%*!(IM4F\VX]!%+IA,G20C'3E)OL+P?*7S@?WYU%?WZP_GE^;OOXT!D;?5C4KO]UG4K)"N34J5L2#5. M+=VZE9:6O3RQL0?
J# >[C[H>;*H MU;?F']\A\UB>++_5!4TM_>B[\'ZX4V^QSUR:Y+)[:)3\M9.W_0.6N09&VF3F MR?+U/GWUYR;K?_=L_^6+DY7?'NP?
KOQNW5V/7GZ9V^X?O7C^^>_Z?/_@:/5/ M/_6V6S>SZ[\[/G[QH%_^F22,I0P$N89]^M_?O/C&:4WJ__3MT>)C=!AJ?6P) MU95E%N,OKKUZS!.T62XO?
KIX>Q%=75^>GU_'T<7;UTY;R#38-WS6>\,#?+]O M?M^EXYRW_\Y?_WS]<4OYY\Z6R)#';OD\#FKSB\^ZU_1I8.[L?^; :FB7,J& MQ*IG3)!8O>HT>
[Q_*K9KLPR_%7%YU_2_IK_?W_>YQ=\?K&R>Q&*+WLH7BRO5 MS**S_>@RN=7%[]2IGT$ZQ%QMRL6W<"WRZ.HLPAGY;DP3W-EKCVNGB;[$4#/-
M36_8/W+UX X;6KK/N1^>;(PO8V-LN^4Z+%EO8#MSPNU=VI03545'IS%5+3T9 M_AN9/I*M/U/@XS%HOZ0@.3DYF*0GF?K?XV_^\-
AHSR#]#,'2/W1%AI@NUR5+SO_GAXM?)1 MV>.BC-OU$I* MR)^SH"^A"VDSG+"K)&/N$959QKMEV?+=!IZ]_4V]AEY]"S WNY9P1V4NUP93
M>7KX!TWD,,_M_\K_;7:*3I]]M_5%D!;B@O;&-DC4?@0J(_+;L3)FPS$3,* $ MOL7\K"6Q%HW(&>6I:5'+X NJZ$_R5KH;!/V0VR8GI)1#R-;1":$.X4<[$XLE
M&MJ!_S=FM5(I2Z:\1'WG^),1AQ;V&4;*(,JE<;7_:VDR<9/HHFY"[?1%EN-D
M_^5#A*9OR:&7NW>\?]1/DB%$CN7I<),2]'_]$MJMWG8L2ZK:AOUF0$"$V;^# MG567W)_ 4
+COBN8V);^&=MFTX2*P[TQ46!LF)I%YNJ84:=&WCGV7'C#_98[MT.&@\Y2#K--W,6\HH1O$/53Q/C>@K4ZIR"3A0@(BYK*;C#HEQ-+<+68T%^RW
M3O<6\QOIN+#S6PF7$,.(8)AI0V^W9+$ZV0JY,BK-"#LUJS$-+,Q<2R,>KQ^V MX2NB?MC"N4P$J*2\Y?H=(YPP"WE"+:^(D-GVP0FZH\<"4Z1&-
TLC\%DR!\^* M6[SWA6!>%A2&=#]S>\-K_CX\WDF"C.0)# FV")4#+&.'*L:.UO;ABMN,@I!F M6 :&1-
CVNP72[!">V'RRNH&B5]V#W7OZTQ^[AHC4XB@3.<=I$XE'UCM=I>T< M"T)31&W!D&A75W;/K][8^T/EI!X7*6]8KP&*%8RUW2#, 4N-T]@J8!6 3T H
M-[TYUSO1X6TY$1LR1Y3=RD'[G M<-D93@"2(?4K(N*(:RZ\'O+FA6QK<>H_X;E'(?3< &*Q>=SJ?C.UO1"?>.L_ ML/LL81*VUE&2ID3KZFY 5D]P#V0,ZU
">7V\^MZ4ZP^ 5@+]1G&7LE2B_"QU M\%ZOEL@]%]^TKV)7[;>253^VG.N\2(@+M,6)CT.!]NPL5(]0#F-U^OZ,/WX@$632.<>QF\Y].4# MR_8VB-
=+5H*(Q>:7T@9J8=%I;H6T:I4VCR8>JD2YCYUO)6["Z,RNFV+ M%I=C[^&R2P/7YMZ0.]PQ:^DTQ00#)HF$8%9K_%W;W OE)APS/@C,+7" N.^
MJZ*14T'T)XVQOL\ @->%URA,TW9&_<)>1VON!H<)QPD(!UR?RQUC'(_T2(RC M6ZR(20K[7:T^MGP?1XI6F;%0!1X=^C@^*?
J8JSF&EYSF^QF4$=H*4@Q3=[N+ M56K/^^02!:/&TR+:^?GJ_/+R#-NC_SKPJL'NY6GQ>&I=C3F>B7;SUG;WN@%^ M+[*T0!_EXLDA?G]]M#$FY\?
<+HA1$I_OIUW M\$!'\'KFZ3F"A1MF54/L;XLD9,N9#G.X=-1RCAE7F1?$4G()-VL==\JLA(?3 ML[6,;@VC#50J!FMI*I^E%LE9*(\#FW_FZ7U!.9Q/#0T\VQ_
SW[QT,!#)6*P MWE("/C9:$%@SIJQ0]F!M^MN@X0)SS\51,1;K@Y+!%MWHE1"W/M4A4F,(L-@, M8QKUW$1\=J;!I4"_DNIL[%]$LE+F.>E
\P>+EC5PP.H#O\1\NS*6#I8G$L_H M3(-6,":U98JW0)O1 M-M201U'S)[$E@VE(Z:"8+&-SJ,3R8MSL MXK5=7J',%]24@Z_O]=4Y!G>X>K M,Y
CJ;3H&7.;FDO0S&]"G+XZ';\G?GA[Z/4W? M@U5GQW VAQE)43^A[8$OF=@^"_8B88[N]DQ];XU.?))MO\94=W)\BLGY*+]K M>TWXR<-->.'I[!KR&
['*_19>=QPX C.SJL-(%SC5_][HT?JF[EQAF MV$6YD5)EBD?,"7#85A@4L;<],9N+NW%+?GE>Z DX!Z_:[$:!/:_PL**#']?/ M_O;E;'FUY>12\.7NX?/3\(-
JQ/MX5Q:'AM9$N@ MVZ&W0"5_=$*"6;QOX4F3G]',$6L9I0.F-RR6MX7;;BKRN)FVG(8QN:,J 56 M*LR']G/7W4J:N)$M"T*FB4@$B1-
3VQ^RQH>#P)2+!6*@VP+CC&"(PY$\DP9Q MKJ$7A2"*A,7 XQ"@_#:*L@AW'-WJTIPC4W!R)KE.HP5HKA0,[4S!>IB0*YJG MII4-;0DS0*(T,6J3+RQLK
79Y,&^)6(V[AHAC^KG+O"GMXEI/4;4_C@(>/5N M&TW02 J;(T^KI,W\AR!W)NV-PV?[!X<'L1^'I(Z;E%D0GX((%=B39N>%R!?0 M?_?BU-,DKY%.
MSUHE;BEYA"'-E'>/OO/__T[/B[29ZD'W+.@- '[G!4CVS% MLKW[*ENYK\ZLH1"&AX6)H[O)8'<]9DHVAT8S1!TF%6.[WFE,MG$(:"FI8CY=
MO&2Q]K@%)'^$'^,QT8+=WTMYPL2=PAO7'REJIM:+^;7*'$3]U/Z 5YB#@(7#GBL%Z> M 1Z,$VU#8BY9YS6^='E_ID0KZV;/>U?O-U+"/I0OVE\=[-
PJ$0Q:SA,Y#M/N M]KN1,2>-L#>"H\[GE#1YI-"[FUM5W"0W@"1F>Q-;XM!VC /@ 5D>;4&[2HQ0_"VWUW2?X&(B=T.J%_RQK!\< MI6
K&+'G)4=./MM66LA5T'UK:2HQLD::)HQIX\ZGD#;WC>(4Q0VUEV8%AZ:) M6 A&\PCO'I&)H1X;H+6K[U?N#B#MR'?>4V"NA?_O'^U3Q^"U0Y??]\V+:B
MZ+JBMGS#E[_!+'!C3.*_8W)6*JC=Z _%\;_NTJFJF%'X@L[?;;_N:6\0R7$19H&[PX#UW1*,J?6V'N^&\QXK)TG=P,,'*#&1%(G*YD?G8?
B,9/2_E:#.C3V'CM6'CH[&'C3>5WQ?) M W4ETM@EE/):(\,G2SX:3***[V>*8*DJFU^UD48+W26,V)#]R2V/)=8,R M[D@QNQLTN__J'>%U(_U J;/!1O"-NN
7N,#"F::4T>5NJ,@H6&%[!]H<(#7 M3:XF>7E'+:G+FRJ9,Z:\:W4-]$XC<[EOFCB8-\[^'&#]7&_FRP%J%1D-OIPP^!Q6"$&F"C.UI!
<)'IXOJA+7VC1.^U+;68)"O@3."M<:SC&^$9/3X'DNDGU08!R@+ M]GDF"DSK:=PA+2T9^,93EDDDHARAP$ W#(?&"*_9/$.64?
BWM#"6^7'"\VG72RCRC>K*LN,R3]O"Y T#&2Y8S$>P.E@ MP;U$LKTSW/YX*&3:70T#F[4_ZB*8PH/9>Z+LQ5K6SVL*8$(+I0DWP*WM^ 17 MB?
-7._Y+$5'%7)3>P,$M;XER-)9D@LX\>>60F<_RGZ @4\B@R%FRT&P/'UV MNRN_EV4F.];UPK%:)'B;GDT^CL#)16%90HVVAB67.,"R6[#C1)+1ATZ%2/3(
M< _/SX*YUT-OM9/L:J7]+L 23#M391+PI\#\-H[^_@>M29]ID8:_\1PJU M+*_6[X,<;C!V=V:1H%4W!D/1'R;KY? XRS-
1_X%]H!M41^9B!%_3)FNM$B3D M-VH[5':(Y*,PZBWF#\,F5)*U%(?1PE#Y<7HJQ2,@&#..0.&-YACT)M4%"@]> MG?*
(W/,"V7[=$VO5P)9SL2YB'U03&/P(=LQ[S[CRY5ULB6XYFT5JPS[BOB^M 5>BL91V7Z2F%[AL+T-7AGN3+G.+"535+2P<'0\"19KMJE3GW3%-
H;_G,L2>E M=-S4S-_90=R/(U25FF.K7U<"BH.CSTFF2-""4"*=].85"5=5J#L^)>U[X@OU
MC_UT%KPJ3AJV4P$-4],+$OJ?"G>D8,F^CKL3]@E"T:=HFCMJ9;.4E5%7X3% M,KM&@SDUY939""3U@HY?'[_H=1>J=:4D*-T(W?,
<2:D1J)7HP@EOM_VR<38L MB[BE[G7X.P-ZC*)KH0D'K14[TX:<&C#KP5Y+;J0:G%OG-/U6U)BA0U.2!%OJ
MOIAMR#*^"P"0"X]NM;+]W1@+T1_665Z#+3Y1*?6B,"8R[4KQW/!'QP>QP5'4 MH#<#?=7M/:VBAX"+MCP =?;F?"MP S:<-PC#JCT V^_25)K#E1@2-
QZ=;KVG'Q.L.%6N /)7NY1A\4C;K%8N]X+ 2T^%7MS M*FO5SO2+OZF]N<3-&ZZ\$AQ&TU:%V>!,Y6TN5N81E(+##JDSF#YPZV;(;=P,
M84_CZ,6+@\/H_\,&DZ_)RX[>?[A;PN=7+1PAT3-LS_X>1P=G/CH\K\^BT^/G M+UY$/U]A1UC/@([M@0*G8XIEM^208JUXX7J_FE?5XJ-
B@P+T+Z.=$YD^-A.H MX@?>;L#9S^#41U6%YA?AV/'<*L@WAM,ZCW92KM!"$ E/%SM/"T;W80X.#JD/ MTMD#!X"'[\D>,D SY 5VH
E:D$Z%UZ'8_9>;TZ=@[MI@[K.G8.XGS5RP5:?^ MIE)V)Y+R*"7'?5N"$:0;Z1.I&],YF3'%; LY8YAX:*3] -9U@O=JZ=I%F])@
M9M'.R_&1/C2S39Y:W7:]I$O%+<4J_NVG]@G0N]M@ , >L*VL.S0KC T*3AD3 M^?$\6C&&I[J:?X80RXN7^\==R-3ARXVI"KT2,F7]%E"M67^Z^ _DK
#3%..) ME4E6^U%YK-/A(B,R?2C>^-5,W?JY0P&"H>?$FZ!4OF2WRG0_)#2XZ;(D\^1, MQ Z0'?%$F%F1B/W@0JP%@>*=N<(Z=G$M?
@C#,FM"3R:&/$@W7]E2K5^K;C)- M0BE]5%B=>*)M!@]+A[]085Z$ B$6Z12D1[Z6]5F_/-T=X$50 M0\W0*8NQ<7>DJ>","%0<;2;EXE"3H(284U72-
P/'!/5D808QQ*/_NPP_PW;!7 M+'R'2### VZ+VHX.#E_$(5YW@AQ0N<,$<45MBI%7/#ER[:42,;C[O4LG MA.91U:W&BZA>RY+^Q':
X*%V@ID8":6CC)YI<8/X21+6!V"^,?JIK%1)1]N0 M))OPA(4W^!-05"#@C!)>&Y{SZ!C[SJ7U8\Q1\0A?<98FHDU4?8D
MWX^^Y]4='BOV>#/%77>SDAY,K09BVB]N$H:HFX93B M&:DS=13D@=I;[ET[PP2$'A*FV9&O>K\CW60."\GF/=B>EMFQ:",H$8L)B
M)1DN!@[7C5>F[]7NPVPF-]W:?9 P!*H%%6_"<.*A7-:<7K&'18^I^*W2:6.* MGA3FU'%>A1K00=2:JFUF'!:1&W"&)E %SB ?R,]A)K&4,H12\-&(=L,8"JD,
MP\%Q_NZUF?H>/(S1&Q:;PV@<@\T1I$X W*)EM7,/X>CO-ZX7=IT_V@;Q$PR M5V(=L*5VSMQ]
[@YLD2,M[EQE]'6\Z!=E]QWJA(_8=2.RYHNQD%^+5=YH,8$N MBELN:8W.B)ZF2S3(CBW#6$C'X[[O=QT65\7TL)IT_/.P8Z] MM\&STR^(I5->R,O,%
<[41?PK(Z'!.B.+WQP@7@]P@GWUR^DZ:Q#58"+E&;4Y MERIE8O=4)D'!"M&++NRRY.%&*&#O+TGV/V+T!O)&MY E>)5[W*KI^Z)N,D]OQ
MNH^=@J5@0X4ER"!)&F+F[.*H\.\T!8L\L47@-9Q3]95L-LDPFGUVE&);U.8P]&14$Q M5;1*A-_W"GJY=5@OK(&5"KF /[]?9]#!V \ YV#Q"]0T'.C6_!.:P:
(4&QGQ M>Y(\%"WD41'K*8>"_$2E["'!/!@D?,% 0#MV@61,-8P501GC2SS6&VV!L1O! MF!2RUG3A& :!KIN'ZJAG!X,Z:IM;CZ,(L:23F
EIA/'/0*S!=4)1INQ@S")- M6\%JHU4$1.'6]_J.(ULC26N')/Y19=_#1\%H>H@?O=P_.GI8]^C'W/9T__3Y MYV^@??AR_^3D\W?[/CKY(KW)#P_VCUX^;+2?
W@IXZ_K,G?_T_L=W_S@_?VSC MUS^L2^[6S=@Z9LJGQIE?L(WV6DGX FS#G]0S^8\?PCIP4;3V_SK1C;%L^J>E M?MQ2_[YE_HK.NK?)7'JJ?
I:VQ_]6IQ[.'1GK1%'[NZR%KTBB7)?>)R%ZS'0] M&4Q/[_STSD_O_/3._T;O_(C>\ZL3-NO;T7]B%_NO^6=/P ($%CP?.[!@"R5K MI#_;$JE<6V!_?7WV^H>?
SM]>1X?C>[-O_GK^X_GKZXMW;Z/K=]'Y_YR__OGZ M/'I_>?'NDC]X?W%YAE_CPKW[/KK^%5[T'WOOWIYS_/X<=OMA^!>A&'D86XAU>^$-
*N3CU\F$J40<;M(T23I3F9^(M=N3!>/7?A"+(0G L6QSG*V>)L+VMHM,0#HW8C)PKLWJ%62JWK&/^_!\Z+I.8 MIMS\ %F
U)L3U:'ZN$!HW2,!R:/)\#T[W3]Z>?SYLUO'7^2VQ_V#Y\=/29I MUK%+CEYLA]U[3U!*) 9A"0?8Z*[3*_&101BXS08C,)\W5/6US,SJD/"P_)D
M>S_4]GZQVO;^\Z3,EO"?63//__K_ U!+ P04 " !C-%Y9D<=!HN7O 0 ; MQ!, $0 ')M;FDM,C R-# Y,S N:'1M[+UK=Z-(LC;Z??*CF;>W55K814W
M77!UZUTJ6^[1V2[;8ZFZ]YPOLS"D++H1: #YTK_^1"3H8@M90B"1H)R+RQ8(M,B.>B(R(C(C\^?^^3!SAB?B!
[;F__"37I9\$XIJ>9;N/O_S4'5ST^S_]W\Y_ M_?S_G)W]I[?[:^'2,V<3XH,"A4^,D%C"LQV.A7!,A-\]_T_[R1#N'",<>?[D M["SZVH4W??7MQW$H*)*BS6^;7_7/-
;W=,"W+.#,-0S[3++-QINM$.C-&\(%N M/32TD2(^GK<>=,UJ*>:9*1$+;H,?#TH#?ICMD61)6O-!):)UKK9TTVJ8FJ&9 MNM;0&T:;-
'5%5=I2VVQ:JD7?.PYASC!O-SA_>? =R_ZE-@[#Z?F7+_AGW?,? MORB2U/P27:S%M]J!IRER:W'O_-S??5^]4M\Q_P+CNW^^<'=>/G!"$AM92CV

M1T]W@]!PS<7]]DMX%A#SS3?@[_JC]P3WPM,)/\C,W]%^3;XXOOOG"RQH%GE4Z'UG7]2_TZG(R
MFV8NJRNSF=].3"MY&'!A=0B;7XX8F#\M\,/%C2,C>*"WP8=O)C,+SAX-8[I^_M8WSA[2HVX9S\&M<[/8V)8G9\G)#0$?,09^<_,M?
OJE=N&Y(4C]V?!U"J,UH[}^J87D)?Q"*?FE\U__]5_AW;HD Z.X&S^DI^_M1!_^_"5Z](-GO79^MNPG(0A?'?)+S;*#J6.\GKN>2V]LLYWDC\Z%?;LHA+ M?
X7K-Z!Z?-N,WO\2WI/1+S7S#(#L&A-\$K'/NZ"<+%105X[Q6!,B0OU2 \J> MC^P74!HCPT&1LP$_HS.E6>O0#W[^\N8-*5XX5XA7=F :SK^(X5_!)\'B#:U:
M!TF1UPONX';/>ON*=JWS3W7_%_12O42;?Z26 K/KVP71>J:@&:] MMHT'V\')16\?A/!&I.7M*+K-!H)Z@8V2U'L!2 ?V@P/?"L+YL+2&6NM\)/!_
MNX6US^^:IC\CUOQ]-@GB-Z:.2^/0<]$.,9G0 YQ]4)M__M/H'%8N:33O17=/'G+V^OS?_&9ZP];P9C>/^PV+$Y_S&X3/LL(#KES^*98/K9
M%EF]E2XH1NCY>[YV[?OXX25Q/;![DQZ[*VG>/.++V]%_.L8Y\FOG<*OJ6AH
M.H8]67L8%7=Z*=7#T..PPQG".OF1*S>D>K!EO"8_$"ZD>I"#QD[RH^BE71X6 M*YB(?&"'SC\GU.*=_P5\A+]'-
O$%*J\DT9.^Z/_/6POX_9<7(WC[]"DUU.=_M@9_GAVCO4F?@3)+A?_/O+:\MAFFMW*J?H1/U]LK\[_E+OKR9=S(9E$.3(9X-
M>405'/UIPIHYMVN%W@D(A6/8$35//7='P@YL$5=,.@^V*# M7IO?!I]//'<0>N:?T;-^_I+XB@4U%B,I!W]4!F :!23":&:R!*[EXD'QE7UF
MIK$VLS<\RS*S!6AS^<.=/:9-1F8V7NA;!U?*%NLD4'=G0QJ?F1H,TB&755T MCF30^1*ZJX9MYJ1A98G3?$?=GQ_-#VXQ5X;FN:VW,C?/=Z.YDB/-
#VYREYGF M#%A?\L$]A\HPJ!B[4#ZX U0E!A5@LC/P-Q!J7L7E(QS"HFY]"4W;TJ
M3+**2#HYN%]62685$RQ2RKZ_69#/DE<00RW[7F=!/DMN]"^]SVZ:L\G,P;I,_M6LJ!]_EDC$]
[(GW7]":D+/Z[6GK_O6!>Y.C+JZ7WY0OG16Y^I5IZO[Y@7N3H MXZNE]_&+X 4#_KY:>G^_<,85X_NKI??]"V=<0<4-I8\#%,ZX8F(":NEC L7[
M1'GYIUKIXP.%V^'Y\:+LL8){$AJV2ZR>X;NV^QB4)3"@E3TP<%3"YQ@%T,H> M!3@RX7-S,[6RN_Q')7R._KU6=O_^\
(1GP)G7RN[,'YE+Q7CN6MD]]^/+4@%N MNE9V-_WXLE2 3ZZ5W2<_MN^16[N'LCO@Q_8]C[YW ;3/#?=E]{F/3?L'YMA_8C[2A[800DPA'M-
7E/F^;W^WWWCYE+V\#> M^9Y)B%4J?X591_&2/(1]F)E/6]NOT/W6MQ]MUW N?"!U>&68M _Q%H+O_-IK
MSWT,B3_!U^-1!N^]HR?/>0(&IWIY9FYK.7&[R:QW>MKEE/$ MJ,FL_[P1&EVD ,?%@7'!K&]_PK@XT.K ;"CA8{)?VRZY'44T+XO=U60V=, (MK?-
L5,QLJ*!(6C.P+]]D-H[$F,*V.1M,KL5SPQCBLF1:#(7(F&1,05LN#?+ M%T*DN%JL?/\H!BWBP)E=TZ<%5_8 9X^"JLN9B-D+(
MGG6?)Z!/3846NW"AQ:Q&&=S#OX90X&HH]C9ZIFDK!P1OF4S;O763&<1,QN@YV+ FA@< MQ0\H2
R8W1O@8E"-4'!!N&9VGX'CNAI1Z()PS>P6QZEY9PSDQK;YE@2+8"@F M[;/--PX8!4,'J:9M9L/[5X;M_V8X,_+M=?'K/^")AF^.7Z_)$W'>LFIQ4]^= MSL*
WJ'DA9)30^:!(HK,;A]PL+$!MAP+M=I\>Z+2_-49WI[P[2^<8[HTQ6>U],WSV MAF-O%ABN%71=:SBV_9
0%^\\2FA&W3TTH^8B%,R&'!.80]>DZV%_!V[L_)KN ML^%;ZZO0W1C@[DT&8\,G/UP[#.X&/[;U/MKZSF.&LP]C->O,1O).!"Z'BA(? M""
[,QOIRY&,.UE#C3&KN: VMWII)\3,;>3NFB&W1'NINVH,=>6,V@L:6O!6P M[:$S&V]BB#7%;$+HS$9G&&)-,7F]LL1L9(4AWA2S72-+S 94BN7-
8=9V66(V MCK*!W/E.4>BQ3^&9_[C"*Q"*K/ M!6YFB M/R>!MF,5>Q:"MK(%CTYLO2O B9:ELD6M3@D3QT7COLE2VH->)8:(0U[1LT;:*
M8^)0+G'9(G>]R=3Q7@FA3+Z=XMDZU33>Y+++%[=)S)HOPT;?@YQ4-V\K,A@8W M,2-B>7 @GAPF[5"6F0T)%D/F_4V/-SS)!OTRA>2.S9.BU%&9
E?'54=YFF-R MV2(V1S''#D7LLH5'CDWL7!=:9F,,#'EVN1*<60>^:((SL9XRZW<7S9T#*7N% M67>Z[YK>!'2Z$1U/?>V9]$CAMZK_P@O"V]'
<$@UD_MDA5E_ES'^%+1'H##K M*#/&GX(6%(59IYDQ_A2TGZ(PZT#OQ)\!<1S;?835_[OA_TE"^+WW,H5';>OD M5-
;EB%E'G&UV%;4Z,>O*L\VNHA8K9H,!;+.KJ+6+V5#"3NSZE;C$-QQ@5]>: MV*X=A#YM%5#M!8S9 $,)>%;0*J:6.T91N)P5L92IY8Y;%"YG1:QG*K.Q#*:R
M\ ^8T/,;"=!J>F=68549-@BV+KP)PB_"*QV<;{C D.'8)U75(\S&;S@F\3D MK5M51#(;L>*(_%A+/GL5122SO;DB.JZPI*\.M&FK,AO6*Q'##Z(.#L5PY@*#
M6"1Z;8?V(Z7K!1!Z9=6Y]0W3(^9Q)B@3X[_(:O+.V>Q2[EQ2"-N6 >JPQ24I49 MY,<@YB)W%6 0O34O!C$7IF.502 6*21(SLL?TYB+63',(*6 2BJ-
N1#.3@PZ M)1%B+J3!D B]K8R0\W(R-6:C"M=>$%S 8(&2P^?EUM ML1N&GN^2U^^*'".Q5=^QO?Z[6[-)"',A@;VY-31>\%1,S'6M*K.8"Q4L$XQ=
M${[A4ZV&1X-\>TT(W_F>-3/#M7NS1O!0I\;/OO4'Q'^RS56M>D>\J8.'6X?X M_V?#)_'-\:VY11 3B/ -,#J>&/Z[HU)H)O8]>2+NC-R0L)HY4AIS,12.UG*@
MM8C=KP:3 :7;9Y?XP=B>KEF)@] G).R[9E8\6,0^OR:/AM.CTUXU?RQC$D3O MN0,FX$CR M\]<8!3%C[V%3=2
H/:N[#&KUYYWX)J>:6B&&0N9K;8D(,G6+8S MP^2U 3%G/K@P).B]F,[,(M:5[TUP?VP64F5R.^H9OHM.RQWQHQVTU^0',-!\
MJHB5L<%+6J>9C3P>A=/[}>HNZ4K=9"YN=P*\ M+FBM;IYV?*PPN2YBM6Z>=HRL,+DN8KUNGF:<+-K-268TEMG!4T:>/S%&G'7\
[FMP6L3*W3CO>=C2Y+6*];3$;7[LR;A\WPYD!EQ:__@.> M:/CF^/6:/!'G+9L6_.5=X'A [U#R2EZ\LEVPP&S#Z;M@JB:L7+LE#N
35H:MY>:62'M26&0V3%@R+ [&GA\.B3_INT_@;$XX(/<$)+,12Z8 N0,DACXQ@IG_ M6D80,!NP9 H$++*^0948?LX'2DJ&OX#6QS!!D-
DJ;M\YAB.;,1D\/(FD,$9[9 MT.8E3..)=I=?:ADLZWU+_#[,Q@>JWQLA&3P;TX,2/L_>E6UFXXZ;$4^W\R] MU OL$+?O;L,Q\;M!0,+@QG-!T?OD$*'$0W&
V>@@RQS(4_FTF0W&;=?ZE/)+ MFE_;QH/M'-[0R54 F(T_,4O^7-'/;+1EB_[IFN9L,J/-"R@;(X,-CLJCQPP&_$H 2-RE0AFG7]6C%$6,EW:S/K'3'*IH)R5-
K,>-9-<*BC[MI,W=[Y2R5$0>B>6]5*/)TY!Y\A MGA2U>C#GZS/$DZ*6$>8\>X9X4M1ZPIP?O^/2_O_>;63%UE>D:FR]'$+NO:W3
M]Y:.VTI'U1GX#3/\W0['%[,@]";$K^CZREP4@V.498P6L+8I4MEB. =>VPZS MEZ9(98O/'(_,>Z4P=-*1N;#./R' G%9PRG]FS)0MVP1$KK7COIAT'4M^+?
O M6K91'HUS*;E(>H3'J=[XEJO+!*U"_VR[E/ F_FFR2(_AP3 MPZ+CL>RGSL_P@]+:5ENZ:35,S=!,76OH#:--FKJB*FVI;38MU?HW+IW+[P3A
MJP,TG]CNV9C8C^/P7%/JK<8T_/IL6^X7):D_U-[G[#@^?#E,],SW&,.4#.Y[]\M>Q@ MZABO0$['=LD9_=+7B>$_PK0>O##T)N*$
M0Z!L:,U?'-.B#K3XLOZYWJ[K4O(EJ2[3S[_0Y_GSBS&IU6E8H]^!B2!E?JFI MM7=SC40O]\CB;;@N=0[L23EQ5$UH^;_K!W*0R&W6%OL
:>;9@[]F@'O8L? M]_UAOS<0NC>70N]_+_[1O?FU)US'PSZMS?,3^%W(Q@#;$+/%87+^D5= M4*2&IF\<]@ILF@S!YNKV_KOP,VA!UW-O9A-
XB"G$RO*>C.@N=$UP#5Q.\ #@ M2\^D&>NX$UNC>G($-W1DZ>R?5)F[X?\IW+KD\WR< M95"02O2E#_3CSJI6J^M::Q=5NTFOSM6F,GU!Q;F*:
(>,UD@0S7YW;O\.S\;G M!WOC.UIP4T/[GS,PQXGOO-Z3J>>'-8%VT@[!(G@)ST?V"[".0G^V0#\X<__] M-[VE-;YN%
(#0*HB&>6D*2LE__NC>#WOWU_\2[GMWM_=#X>['_>!']V8H#&\% MT.=#4-J"K JW)X+<^'3Y6;B]$H;_Z DKJGZAYKL70[PLZZKVADK)*V\Q&N*_
M_R8WI:_;M%@L\V@),&H87'F^$(Z)L,"U<$=M8Z'G6L3:0_='7^]%22-OQ<.' M3\XF\(@Q?NW,,E[/7HGAGQ%W+B[@AP_(-(R\"%42!33E-
TD.5\GE5LEK@K6G M2A[Z\#J;YE]MU,DCPPD62EF+E;)6=:4\O._>#/I4]1Y;*REI![J6P\)E1;\CPNO,G$#C >*US98#+!:@?VU7D*XZY'HZ[XY>B[\Y6T
M@>%B^4QMJ7HKK8>?CF['-?:T=EUO-0\7H-S#N(@H<23S0LO9>X[P[2#$ M@R]P.VN.H6:ML?VB9;:%B# ^$$Q!1"#S'MF@\]RLK M]-W-
?/O4>S',D))1\$:"OR"?8 1","4F[LE8@NT*=A@(YIAZ<)^/89QMW(0H M@T^FJ76EF8]3)DMU2?G8*4LQ*DVNA/+(._06*0]LK.5/8^N%Y@)>1#F5%Y[U M-
LX (S*QP"4D4]][PN2.,;SX9,.OM]B+^@4&3$T7OKQAG#4&NVM M2=N==3FF=9N2RJ6&QU B[.LR)<C&\H7@7P,#UL&"?\,?/MP+)-ZF6"9K=7
ML0VW4>WJ^8^&:_]%/_N<'SBK1-9^_;X^J N]R=3Q7H&N;W$IW'CUA-4PU?9P M2HE/>]N!(G9L[8?NI66ZEN63((C_N8;GR7,-H]O8GE;>DL;+B 7V_]H?
>\6$@Q M-?0:S-#?R*,1Y$9QJB=O_3M8MT$G+O>0E5KGYK>/'4R^;.]$X3L/+"/G_[.G MD=D4TU>M==JZK#;X>ATM+#&Q<&<V>^H!$>VHX
GDA)CW5$3Z&-88$?%5.)!Z M2T!T57;M99#HR]#*3X0H=,QYY+!)>:YB(:F,X,IR. XV/ ="URGCMX8\\]
M%7ZK:\;@DMD%8K_1LQJ(1TM2/K_7LRG62VQ([=PA=]_Z79CZVU;U,[W9VNQV M+5?*G;,8V=FC^V@+X\8+A>X4,XAQ1@R981ORRZX\'UA#V2K2V
7\8<2+CN%:M\X]&=@#<%C!+ H1XA#$^]Y%80H#6D> 802CX=,_[\Y:]"@8FWM(PLW-Q,%4< MSB0^3&/N,"C)NR73,\+RSMHR6U4H<8&W6IG4]<
M4*[K+3V7)RERO9E3L%)IUG7I4,DH#"ZO0SMT: R>&.98,$'P@AS7SY+1PC>H M)3%XG3QXSJ=45G Y9G@3;[A09I.72.D*H).>QS9\LE16!ZLJ%5=J,T@]
>:A9_XI"E/#%YZP@%WX MNU2'X M(:KZM]N%@ @-W_0.(;X)D+'T#%/3.Y\ (K#L2@=X&7,3!4LN K& M"=XZ]8E)J*DB*P)-.P^$3_ \8+L0S& A#_ (41AO5
T*WS'"]V_-MZ.$H<8 M?3F>PV>1^FN?E&B.#P >N/[P!\P [Z>WPI=P%/%S,&4YH(.@@T0?3I<$RW@-_MZGNFR*6,!%]$A[=%R=*H/4(CG
4+R.NUSK_(6D@_;>IB]FSP. 5/:6C%IG#> M>(7-76ZVMZ8?)L1HRJ0<4&A 7B9V&(*$$0?DQO=<7&&<5X' :O,JT--N#)-& MWB^-T(B2&-
_ICN4S5H,)]S.X4Y,;J![NR2,>VH9Z97 V%#XA>5M?%56IQS>$ M8YMF44TQB^K0BB0:[T(_D.#S1NE/GRFSH!>2*Q;W146:Q.6[;/*MEU>^0:0,
MP8&I$,$P39!O'\]-I)#W<>E,_%0 8)XE7@@FH!C@+?Y\\0)QF 17D6T%.!Q ML+PBV1Z%1]][#L?SRW4P' @=FT5&MDOK.^CVWG__K:TH,,T-
(Z27Y:_SV[;> ML'E\\QO16HAOWC#6^9VV&^DO*G.E+G]LVKTU#-AIPRIFJI:;^CY1#_A46U= MR2?ZJ=<5Z>-1'36QQT?
I+"@$OYK@BM,;Z*L-..;EEZQ(MAYTAL;#<9+JK3\BO$0>,XLW/R5G'L31C_'_E*\'LG9@T^,/\^,$3S]W'"> MC=< %SF&>RD6')49?1#]P 30Q*"-/4J*Q](H+-
B6KD>#J+,@6IN5F_EM"A0N M6V3$$4^,A.*[G%=\^;,-KT;UXL+M%U= ?1\TV!]JW]:!@5_K_!8\Z6=07%\%/;?TC:G>V8;1E-"-]TRF!'SX M?
HVQ!&,*ZO[%!@(0YW6>_GY%MZU V\]<.R(CS0L"1^DM:<$2MX@)7W:"7VKX MU]H6-TTYHAE'__J$VUE(%QK@^5O^N[/)F>71M')\'ICX8+?
#LZ0%&QJUCBZ) MNB*)0*0Y*^8C[4292W0K 9LP+'*%EE.9I3]%.!8!&\Y#.SA %^Z-4/O@?B1 MHE':4<>
[^G'$*;D1UEN=5X:03=D:0^_16:,R5O[N#=1;M:IX!H7VM;OO?^_? M](7!\+[7&XI"_^9BZ[;A2M=25F8QI'Z[[F'[P8O;FV'O9C@HDWZ2U;JJ:[G$
M@5MZ75;S>916EUL?[X?N&%&N=N9W']0#8_?.!X?@XQX+7$[TWA!1/B"' MDJZ8!X>5+#5PL7(N6KD9(_),#B1YSA_>?@%+4:'YT'P;7(*L;46J<_['T7Y'KA
M^H)KA5TYMCC/35B<=1L4SCZN[K,S]G34_38C-6^ %K&9_L,U9I:-&V07GFL1 M-XA^HQ8WS:_EL6U-R&"P(6[G,*MUSHJ%^[3%6ZZ-
3CV'(OXP4_")1GAT;/E M$&;%Q\>4Y@/_:LPHQ9LAH7YM,5Y@LC& M7CO?,;>UR+L>88]'@$LQC<,7" M4)5I(TD83N@)6W40C]95%
*MD]%$?'.FB,V9UGQS1N&;,^70*LBQ[X9K/%(M MC_T9Y-;?0+BT W,6G:N'$:*N:SBO@4U-TN7B@*M'5"N'!]R38.:\CR\5C@*^
M:F3'AW(ZP6*^;!23&23%ZX;*UXURZ 7*LG]B*9L=TO1LN@; !\[\;UQ"'"^8 M80E!]\&;A7%S2>'>#OXLG,M\7 *713N?,\D%JX#A;.0:_T2T "XJ].2\&Z-
>%V^$_>O>\$J!2 MB@+XJ_)P,S88A7^'*,$//Y[J^$ASENI[K^@/K^@;/)2F;8FA@@O/*Z<<# MPXD:B/7^,[/#U]4CSC R_"@AY'&C@!?
&2H!@*;,5P:^,AQT96CS;)&R*09@ MV249&31#\,<4#ZHCKNWY*RM"X:SDVC\')G/MS[7_8;4_'M'$4T)*I1B09=_A MH> /C BX
2NI@86SD&O]')C+M3[7^@?6^EJL]1M5S?Y\!6KN^YOC^POF_%^K{)]7U9% .PK/M,=_KCO#;AB*+MB0'XV/VQ*EG \=G0C\^?_)+#BH*>'R7F<
M)H1=]_EQ0MD/XHC*482S38=3),[PV(/<=&SCCE!1:X7/0(@3]A.[3-4SSJ]9 M*P)@[9TFGG!Z'806B0%Y,,@WQN-_HP$/! MF.
!OL'GPL[ADA4E[3E"SLB8(7IJYF "W;D^L.!KWE:98?N?FISO?+A(X< MCA(L2T/JW9AT,?-]0(Y@! &8;N=Y=)G.V@0XM^^G9M^(_N<]^Z*E00$#A!56
M)J\.M%l;IJ:9OR0P!>+DF?\]TPQ79^;C4UF:VL;C MXV>!?IL>"WY[/A9*CI;D?{J_C MY+&IL"SKHJ9K:^?')ULK^PC?SBQ*H33>O6Y5Z7#Y]*9\-
J0#P7EHR%J"BOR MD9--4Y9%\9X$H6^;&*7"97&C?:.DHT"BV)=:.+8L'DLZHGPD %VM=31%SPKR
M#\!VB$5@%\OSY)&Q16UN18:&R&@S@HR!%,B8D[W<[KE@R)CU32 MKC9JJ572-JBM\>.&A'LB"].@FJ*NK[.LM/X-Q]&NLIXCCMJQHZQ*C #IQ!R!
M2S(B/O:D0 0@Y>&7(Q$P8SXR3V#O<-*4SN$&?T%!F!,V@N@[/Z2HH.D-,4F M=AABPF3DSL0Q8S#Y@DF3 $PM45]\,C5L2R
O4TS"C'JH>5AARXW7/15J3-)>1-$] M;0P\(J\ARGIFSXX;K.P!:(M6S05 &@504V/%X\G32%4:45T)PWIUZ('+,8\#
MQ)E064S4C4EF%)>5;5%92M@1!;2!QY"VQ9:6E^VQ&Y-*8-2>*MJVQ6ZSH*T) M:&NWQ68[\X;VP=%V CFIJY[!&,40>);JWCO2$]NR',+JCO2=
[TUAO*_4I<'4 MU2GZI\M-:=.<368.+3:SR-0'P346!X\;$W!L[;^B#_+>M%Z^^'+EO?"[0_"7 MKFMU5UX_G\:=8[@A7.O-9Y)6 ;6P-D!L)615YK^A7=
4<4.L+2JJS/?"#^OA M;N 7_!Y5X))K8@3D'E]_.H1$+IR=K%H? ,TWB$B+>-Q?T<2M03&\R!DZ=&X MU5UF#(T-*4(C,_D=)Q;3O 4X -_<1\%!O@N4.F?
>Z&P&?V1PQ4\B-K5%]2]H MFR12:>4$N[R*;;W!2(B*QSB/I[1SQ9%2ZS1$7N$V\HLY$+MCR?<:5+%1B.ON":W=E.J7]JC
MCN_<9]>VDAM$7!Y@4A+.D198F5XL=3-6EM MU_0F1-B-%Q+0G0-NR>ZM6R.2]BE%A\9+"=!IO;U6K=-21%GGL=X*HFBK>LT+
M1>U:IZ&+DJ0P@J(\K=;2Y$P-1N.]=!GK?N]^N>\+=?>^J=P\?"(/A[<7_"-V; M^+=_W%Y?]NX'M*"K]56X[%WU+_K#O5+CUI,456"3YB8SN@LLE\M\K
6T\CL@;)&!-ZK MPH"=//-($> [HNP!:,>&9]D I%%MJE>Q MFKDML7QI% M^ZYP<$759NOI>Q(F2:K*P;FLO.XI*3H&%-3L*I?;MNP!*57I8$8@M20*)(6;
MML4F6OODB;@SPENG9ZX8C,NZ?K?#\<4L@"D1/ZN,R/146;!P6:FPY1;N$4L& M#P H!0#55$599J7T_Z2[4V:-**PG4YU4T\!M:159O<*66NNHBB)JSR
PY#?<.FJ*6_8R+@T/N!)(RE\TJ>5IF-2)-UV\2,!<]*;LHAFW'O,NQ6H]9IMD2=F=X6/,Y43 [@_@C"0GY-5+*'|'F *9\ 4\:N M5"<1$L@28]H?
5+!!L2Q**N^;4D%(98DR[0^I-NU-U68F\?3$S-P/-U1Y>\!# M[:GN+R\Z[<@]\=: %<32?MNJ>V.I+5$L9>_*RO W?_9,&G:3($;=[LZ0-K@17 M]Y<-
W%$5U08_W:^"(-HE8S 7$"FUCBSJ*BL@.LD]5+YW>J2]T[3"@16'BB0V M97ZX'\=:RDW3M%C3 &NJ*BIZ7L7>I=\M73T9KI@^-EB.&!U('IN:?
8\\!5@3S3F(6&=FF M'>Z7L[#+NE?$][?PTK*#J6.\(M#(YM<=\]YCI\8P>@SH? LP0&!^_?B@RSOB M#\:&3SXT'OHW5PEGMD=OH>B_,_Q;?
Q#BL7*_&&3@U?>,+GU87N+!Q[/IXK(FR<3H"O#%*?-;DZ$3KJ M8/FRM)::_@&&UDX>W]?#!'(>G2[6.KHMM9=VE7R?^)_)B.C,4LK04WS*E(9E,

M/=_P7_$@Q?!U?4YKPY934W4+T],/ 6,A[5W(%HT'DZT&H$[@MZZPU!"4B9\% MUXL.4A&"Z):Q$0@/A+@PY@ 4'HI1AA-
D3R((EDJJJ4YZ*RLC^X589W\1WTM@ M-OCVU+!0OC(2^N+QTV,>]YH%.AIKT#FV0\"DC88^E.<>U$"+7I'2&M(;A[', M]AM,LU#3[.-I9+5\/C*#=
[!B#CLX;,L@ N'Q_SN;&%\%.PBP80L]EVT6!B'\ MLH>UMC47[}TT;Y>O2CO/]-9QVL'U*4E2C@MT!-C%4F(NP3KUD=SY&L0YDEB6
MTMO*:4>W)XW!@F[K8B/A-.9-"!<%^#$E\-D3<5XS6.0GD7ZSNZC$-LTZB\#N MY84(%83&[A*^$1H:.]
XL42K+HP;J6TX8'39UIGM"F9TRB[/L]JW#^:"I'= MT;X;GUJ<>DD#ZUUN-4198:7- (\3'+$%9DX@ J]+QAK -F_*5E3OX=EDYJ"# M'$=EL0NQ3\;$#
<#P%!PO.+$]V4^95"U&L.&WA(ZQ Z5O M2'@[&AHOJ<6HA0V\FXUU#^XS-UW+C*\U+5P0OMK8QTU.:'9]=`R=FOV[HI_C M-(_3,GP/HH[O26C
FZR>X;M CF"%RI<1D5-+B%[K*!I8PPE1M-UEA!O"#0J M5QV<%NWU/C9ECB5%WX49O"3IRU;FIJN8"6!^;<\ M;-HJ5=P)N5X,X!]QA
MITQ=U!).O6<(=P64YA[GW/L=2W-I4LA.:GW'RKR(M$F'QF>0.=96P]1'!>=% M'*85T6'*F[NNE8,RPB/_-
%5L:SD7HF;E:$&N"Q=F+LQ%U(_G(\QXZJ*NBJT$ MTZ)TPDP-D"\A'@ \SQ!<5(9W?G[P\9;5],&5+/65EY@$^.$?#"GT@>>8)&"; M'V-'H5;&F."AC-
X$!O.*B;VN%Z*IXJ&P@>TKKB^D3CQ@#0ELLFF7D!S'LY]XAB8 MEOGUV;;"\1SL*U^,02 MOV(\P"!FX>:O')P1LK1-9BG=E7>9IBL_<;0H/K;:
MTDVK86J&9NI:0\'8;=+4%55I2VVS::G6OV7,=7'1&/Y.S!)\:?9\8(M)GAN.,_&:X 7]'#Q';/WM$]+-+Q1HSUHJ!*3/N^]_[-WUA,+SO
M]8:BT+^YJ+]33JR._,="$B\6DGBQ*HF#A?RA^.;M\> &ZDR\V;X6HOUKX1/N M8']F?N:?^BYH(V\&S["42-O)@&5/L5ZQS'57A-Z8/MB(E1M+Q4'72-
@K(XQ M#O\^)SVZ5OI%_Z.C'\1Q"76-N@J+Q;(BA-HLM+!*<(B%Y2DV&.-WQQ? MKL.E+^N?-]6Z+B5?DNIRXN>;'M6JZPTMU9,V?ZYJ>8U)DM!\3+N,2=
[ZI#(V M:_@P%JBOW9;@D40ZYSC6M[Y3IY#AV"=$^ [WC0.A!TK8HDO? -01F3R /E(E M<8>.(54DS0U\DITR!T5BH4[O>RHFNW?)?E)26&&3YY/@_+-
'$52M+PFO*U3 M3I6(IF95-!6E"P?3@<#$O,7!]LEINRT]]&I+[GMQ#$6^MV-"+N'?E-/OZ#@
M]F[S3A/<;7X*E$'M]2"U1;^1U"A670I;0R*5PNQ3*Q4NA7NNHLB8V MM+P.-^!2R!(;N11NE\)VX5*H2"B%NJBV,V<@%">%)72S66KYO1NN+[R YCCX
MR>YV64M(CNYF(AUO1[]ZGD5SB(C_9)LD&'A.ZG9>BESK:+(HJYE;G_!*)/9@ MM,5/RA%&"L!($N6$\DX.H]+#:(NAGR.,5/"JE::H9#^LC..
(/1QM,55SQ)$& M.)+;8EO**\&=&YV.%V[NAM9??2\(A*GOC0Y4J;F3FUUJ(=YBFE(*WU$"IY;: M1JW35,6&NMZ]MN MBVIV3XE#KDJ0VV(;9X%<&W.-
)+'17N]Y4!K(E=!2+E]X-JY=<1\%\C+%2I<@ MTT&,N:3['>J41CZX(@=70G%FM?OF;J(]@$4AJDB;&/Z?!(6*MTWC^[B#HCC MX(ZI:WV?
T](7ZUC:MD62,Y8:M4Y#$[4FSPNJ():V[7WDC*4F M8*DA:BVV4UY+:)V6.T1Z3SS_T7#MOVC[+@'/R-COP+B3\":W%D*#E.I,<.8#
M"3"Q+T@MIKA3+FHJ#XU6$#U;"W@_1L_(?B'6V5_$]Y* T\:&/FU%5KYRZ%0/ M.ENK3C,K'AV/"&RJ/ A:0?1LK99<1\\:0#0)#$BVT5%"X[NDCENJBZ
M.-KBT^6DB[1RZ*(26I\?>'XEL#ZQ*(<$ >#_<(01B;.LO7!,_@5]$:"L\ @ MSW39TS1=I?,5D#E)1ANU3KN5.3+#MXC9 \<6>W,="'"D-
A&;MHXBRDKGRG&.' M/>QLL3,S8Z<%QJ6H27D=0\>QPQ!VMMB6F;'3IMCAJ2C'B6CN;$>NG,86/^(.
M[S]7F_.'V'@67'A^>]JMU,%"+/+9FQZT'47#)LN=-=%H@[WR3R4!]=UJ\/W'M M%6^3;A_>D/!V!-\'0F)3J_L%.U)K"ATW'455SRL?AO>-J
0HUPSC8X*R(>5D M-G-,5@F3:P;W43$ITRYBNIRYA(6#LDJ@7+/DCPI*)2<[GW?@R2>PK+;8CBH/
MO=!P!&^M(4^6\/$)"_^6V/*B\5&\+Y1>OK%N4E9%.7NZ>EIFE2!$=,+ VQ*W MS@X\#1:6IBA+>159IU2_ M!IJG%O96K:/I8D-?MV[6V,>@R\S#.,49U!E
AT>[RJ*26P$@1QZSR$NE^+:% MM?/$(-:@MD0I(:F$*[[JP.\0AO7^H&MB&U%%5.02*[X26M:)46J6#>H;SSWS
MWAO5F'7R:1ZF_LP+7:O__1+*6KD[%/5A/?!)$)YFF6LV)_7M:CFG9!R% H6V MT&>I5TWLFBPV6NLY,*DMM9(98Q6'T!9/,T\(*;35E;S>OIU#J-
00VK(+DR>$ M5&Q:I$GKV\\<0J6&T!:W+T\(:0@A.2'LQ0B$2FAO?I"!5)[\Y86L]DQVK^9.X4$,T.56X97O32[@&;8[[K$>XF>&WRC
M3(GN&R)+>B^A;P!I;=?P7_LAF02@)?#MOD>/#YO]HZE5!):WXFJ30PR,;W@S M"^-(PODG^&GP.9TEGAQ'NM(G-9N9^X1Q+/#"]BG0S:[!C" M2E55!
(^*55U40E.SW!'O&Q+R&M1C1KB!X/O7P[2P^A0$6%K?2^>AD.H +T(0=[4T\-%[N/)]>"$/??IB%QH-#AMZ=_8])';%J1Z6LC;RZ M%)?,UBL?,+-
MP'Q4EL(L1&FIK-3D=8X50^?.S96.B\YU *JU#K,5DAQ\.6T(ML0&^E*I1HZI19E8UEM":+W?]|B5\ZPF 1WWF(/1GB+R5XVF-!1RCT\'PI-K0
M>#FMA*C#E?8F* J,E5T8P?C*\9[_0:Q'\BOX5/AA=Q02_YZ8CA$$]@A(,U<> MQDMJ/=! /:"TL_1,Y6D+['F6N]0)YP.Y=51A-H/&JXI+ JRCVMY'T6JT&CGI
M!"6NU5@#7]Z%R ?4:NU:1Y78SO(KH=E<[BRMBZ3=IN2X]][;DMNEFC6J_/U M M-MA:L@&6/&#YY?GC-= \D^>@;=^O55(+'ES1X)RQ,/A^69?
XX]!_BZUFXB<^I%Z=?\\JSLAZ]1 M[#X9MA-E@5Q0[Q6H//-"&PS],JOYE?%6 +CF8L+.U,[5&7E 81$R[?VD@L* M%Y2B0S.'%IE&?A6C7%RXN#!0Q7H
(6GF7.?*0RLE<<#YZ*HZ.F:$Y;1"*U," MVF%L^&27(,OY?M7ANU3+\.^S\OT2"N('B8(E2(RC)E"6I,B*&H$,P?$]O+L4DL+4WB5JTCU;4LQR6SD\?-P5\>
M\.^#_=8[I.\)^39"/KL/R''/<7\DI2_GK/1UJO37)8 K?0804F'PIX/]=AY* M7Y$DA+S,SSP\^5A&Q/ L/R]M9Q82*T.&W@?AK@JJJ?3S9U])'=-MBZ&6I-#D
MS(Y;:KXPNAG(!:L:@G5XE_ #<5+R<0JY3'&98FGBQW0W/Y N-;/#R06+"Q9+ M$S^*_N!.&GY.+,%RE0)7=UDUY]E5_=W^@>Q! ,&93P2P9U-
'HB/C>7HWGV MOT6Y50)-KA*\61B$ADLGF*FE^PEDGO#1\:R=E;!4_ MUZ7=2)>7+4$UZ.Z(K=7"[5)OI)*8J4J/6T26QU6HRG9C*&QKO"ZXM]32'!5>S
MUFGKHJ*PG?7,P;4ON-9*4(X)KA;57*J6^9AP#BXFP;6E8N.PX&J#YFJ+NI:Y M)>1IU&N<2N;KA@W8G>3VK1<3S2+)Đ,69/^U(*OYV4/Y_N M$O0HYN
^A#6>%[AEB=KC:F-][YZ#FX.[&&\@-W#+>?D#'-P20"&?MXR(DMS(:%//+=#>)OYL=@H*#;#,1$,$P]B-MQ7 MF*_@>B&\C];CNH(-8WWT#4>8&GYTC-
28! 1DRYA9-NX'@E!9Q VBWVBK2 ,_M'MFNX9HV?!$D)"3T**KZ1NK$]*4R%^<>H&-HG#N$X>>;R@*_9N+S6!E97)3\(E&=FF'3(_R4]]%U2.-X-
G6,M3.HJ0UW?+\BX$BQH9 M+%0577]AN(XQ#O\R7+=NE+Z9>^3@S_$00TUF\HG.^67OJ^Z/)2;NM2 M)+MQ_"Y^^K'_>;-0U-?F25)
<3/]_XJ+JLI7O2YL]5KQ6+F%IU24_W MI%,=$]7[*SQI2V3X0W]%7[LMP:.(Y.8X+D5[F_:1(MOQT3X#O>- Z$'2A:4
M*IF"4L74)U42=TAKJB)9;N"37:F2!34K7O*FEN0)ODM1M'OOI2;33I$4;9=L MN%TF?$I$4[/*6D7IPL&4&4P[JJA"4^AW4\RK";BB$
6ICH2//&%4\5<=J3+Z M.$#<7AG]C8 G@^4(Z(5.X7'>?MOM#*;)[$:,E(%I_>/ =/;0LTKW59HZ3^*K M)H!DZ=-(TNCFA=1>/|"+(Z@2"-
JR\YL=00V*H(,.$511!"F'1E"3)G0VY,RI M+SDAZ$A%@*Q8=:L_>R_$-^V T&K J/AOBIP(D*>":03C+/F5U9<5=8NL($G[M03 CUN7,!U+
<42,Z$B%Z\38B]YP/UEMA&MDOQ#K[B_A>DARUD*]M15:^,MW0 MZF!Y,M6'EU8DO-
H<7M6&U|:%_J#HTCFZJHTNC;)N:N1&8D@B,0GN#C/4MT3L;=RF)"+LE.;^L^&[Y%#Z.^\OP1 ML<,9?>&ZU,BUCLR+-
:N*J"Q6X[Z(4FH=1>5AZ6HB*HNAN!N@TD60%!7TEZAH MO%%&-?&6R73<5X-IM8Z>O::#AR2SFI+(5\,UR?NV9#P0>2@K$D9,+P4I_'>E MP?
WWBD,JBQFY%Z2:'%+5AE06.W(O1/$=DHHC*I.EN *I=>BT:YU6YA0"EC, M'E@,;1^CBHFM:GED,8--./2)$]$J9U&Q>:WC\,=<39AM,4.S 5&
MJL1A5&T8;;']\D&1S%%4,A1M/IID/X/O(QRMXP5W+?(XD(2'^U(9>#W7REA1 M\K9USGKU3@DE(:T@;&G.F#E-5XV*3=J:G&^?HRW,*H%7?
6Z+PL+T2>ALI M-G=Q9.G O]TD*<<#_Y@X[2^KKSH+K#7ML=:E=,,!FJN(Z_UG9H>OJ?5(]91 MFZ*<:ZABH)CJV-
7C;"1TJ1T(EDE:&U7WUD/LCBI9)51M:>=9+Y0(NY1!(G%IKCC=H* MM2?3=T#Z6)QXQ66ED9;!O,P9:0U>E%EEI&6P-O,&&J_;K#+0LAB?>2--80UI
M)QS@/$!OC]-PYM(T]HB)?&?X5)Z^DW#L65&Z21JY45GSX7AXX(A&YR$0I7%$ M51A1:=I]Y 0HONU294"E:OR1$Z*8VVTYL?
D\=^LHC:5A2_$Z+:'%$<4;GJ*)TCBB,J3QW5E,J J"-%#XOL MR|&%D2+M#4>X,VSKS':%"V-JAX:3I5OJ.TN**B3B(SOHR$[,A>)E66F"5GO4
M5J2KOVWBR7LM1=0;F3N-\9U.!@&T1_E%2@ I *"F+*HZ!U 5 ;1+GEDV .'9 M>HTN?0O>D4HM=H]911+FE,;(5Q3":?
AJK%3YMGBY6J51EH&$$)OI/$RMDHC+8-%F3?2>'U; MI9&6P<#,&VF\|HTE8S3W)@FGX; =OUZTE5\/11X"8!!16ZS.0R JO|:)'%$, M(FJ+=7D(1/'-E;
(A*MU98EO,R/T@M7W?NRW5.K(HR>OI::G/%>.1RR,W2=BY MB*H\,I-*9/8XC2FE<-"JGX8H*PWF3WH_LE-_JJ!3]SCD*27H:*60)C84A8..
M@^Y(FD[EFHZ#[MB:3BN/ICM2)+/0A@VF.9O,'-/WSV_#,?$Q8CGUR9BX@?U$ MA&LO"/9JW;!S-
XW4;01V\2WYR(H>V8DY=GFU;BCM]EFJP(>ZUKOA8(>HMQNU M3D/4$U:;W6,=? N610RMM6\X'(9H!9W>5CF&*H:AM0X.A\-0J];11+FY7OC&
M,51N#*TU<3@\4HE M*UOR/"AIWSB@?4I8]$)ICM30>+GS?'Q/-PQ]^V$6&@\.&7IWAD]P'VQ=9/1: M1VFQTOR$;Y_FJGG7,/FUME_1PZ-
/0Y=>E+"L_1U^ET'=,W=?@NH^CKS#= MURR'[CNQ-)%+,K)-.SQ(5@C320Y\<+D.[L3\IXADFJ9.5Z&B-ZJ=11)$24M
M!S.G9)9,U5%TO!P1O0THDMNBVN291E5#T?&R1'0]TD6*+'$450Q%1\L3424) M4*2T1:69);S/,T6R9HK^4DN&7.MHJ@CC*W[? MB^^DYIA9I&WI]Y$-
-4JMTQ3;S)RAQ)&3J^;9->DC&X94T#R*J"<_FMQ_2C!I)^(JM<9) M)T9'VY)6)3V=#]HXVCZG*M/>D;*\?F9B]KA&\>VC$RPF6$!66MII2173?
A:W+D*Y+>\V8-#(M9DT >L.:=_+X0R MU=&01]1"K5JGU11;K?SJ<#(QL:!H(Y=<+KGYV#:[YIOD(+KM6J>ABE(CAVQB M+KI<=$]==
(^XZ.I\T>62RR6WA(NN(I5_T:4^_!?:0@K^M>RGSL_P8S[>8 M!*CLQP#H_/S@XY?C.>[ZM=QPH\|Q0Q]X;H.3;IL?(TFA[OR8"(;)'3T-]Q4K M=%TOA-
<9/GSL"C8,]=$'?W]J^"%ZJN&8! 309LPL&POB 6D6<8/H-\H$6B<_ MLEW#-6WX8A#"!Q.87C?_]Z_Z0N#X7VO-Q2% M_LW%NNBP-N8?"XUPL=
(%ZL:8;#0 _1H:",8"U>.]QPP/[-/?1>TGC>#9UC+ M*C:Z/"SU!5V+8$2.,0W(^?R7KY8=3!WC]=QVZ7/IE[Y.#/\1I"16,B@A[Y8B
M.O/HKO>;&LH/W%L.7YQ+%IU&.>7]<|;[;HDRXF7I'KRYYL>U:[K+2W5 MDS9_WM"2WI'/F!H?/FE+-/[#'2I][;8$2SD"YI$,PWICI_C\#7PB?(?;QH'0 M
U$$T2-3$+T'X@NJ)+ZQPK(0:,6K29&K5A3U])UHITB*MC$_+.6$3XEH:AI4 ML;T)MMN<+[J#?PA7U[>_#X2K^]OOPNU=[[X[!-_*G0OAOW?^L-
^;W"^5Y>H M-/F?J7L5[9)0G/O@WPR:88%Q5EV MFUJJ.,NN.;*9JB(5N5*UM%P8RB,,:63AD(7!BE+-PN"RK'!=ZX]9$$;^?.@) M/@'6FS:XP^[I0\OXX!6*?
&-$,.-R+@G.[1)D.E>*MHD M.JC5HS2B2!K#F*!;!VEZL4+6U"I3K75:HJRNG\#'N[B4'D%;UMJ<$*35.KHH-=;S<>/,7_:JO72/KEQ7J0]_X2>
(>1:W17BIA84;,,A-A-V MP%,*R@> 9;C8O-IXVJ)J#X(G;*LA2MD;L.6$IQ,S;+NFZ9-$K8OI[F!9Y"_7+ M#DR8<$COL(-@9K@F =H$8<#-
WI2:V9^X]OF"YN]$YW9T"?2^C,D-%_LQL2^0 MUDFRTZIUF@G]+KG16WK\;-#$,>.G#6Z34L4P4PDT[R49$=\GUCRD%!HO9#^%
M6EK3Y"#;#W.Z1@'8(5(51 '^O8 /[3!].%:O=61%U/,X*8L;N^RKV$/A2)6P MT[#25+FA6XBANVK:4EMW8?
G2A%E0Q*&W$KBGU$,,>!80P0@"PJW=_74S-5M MD+!3%;DDT;]]]W9.[6O\^QY??COZ$9 N)3=(V]L;KFWCP7;H9DIJX9-K'554 M&^N')G!;N?
3HVW;0=O'H4RCZ-%:V)T[,TKX8&^XC/,UV5S=F*9?I2N L.ZJVIU3B8LA>9=;"0@))#B?&_V4 ;O14SAW^UP?#$+8+:QK*06E1:*BJ3P
MO=L*XFM_&_@#?*U#]%WK-!-Z"'%3]VBAAJGQNG>" N&=EA(.+G$SL(MX-.50,-J2)_;P;G%'&)>9-@)T["\MRTJ.BM;8=SP948Y9X46ELUJ8DM:C_X>
MO7+\E*SA1?C!)T_$G7%K^%B!A[FLI.YBJ:F8-BZVE2R2PHUC!@&6;^1A?X#A M1EQ+;+9SZ'#,DJVLM9EO7G"3U([@TRR@>>:?
$QL3'.3$2&F73LSE%K84_7"P M'^1=S)!OKS\"S"I>9)=U%YQ(+6<->HA0,\N&2UI&EL#(KA@H\^U+W'P.0I]7"[\>@=RGT;^!_O_4&O(M?XN!.K(O?
A3'%%NI1MHYEAS/_ MU)E>6;GW!FOM%W4T.N:_YG9/@$%:\U0EY+],BFT%FVRH*^G2):Q0'1X'T]IK M<_Y :F/E0.,1Q1%C,"96 @T;LQ+Y)4QGOCD&-
YOVAK?=)Q*WE^.ALMPT;G|) MU=0R@N1 "> MS7SJP>:A:TMKE.2I:F/Z7@%YOR^H2_.'(_GINM:%X3C![6@P]OPP)/XDBR3)
MM8XLB;K&RX,JB+5M*OG(6%- :V/0JHI9E*53W0%PYZ0-Y ,I[0'0-9:7849Y MP8UC454S-TGEYC)[B$JAFG=%U,A^(=;97\3WDL"DU0
V;456OC("IQ,SG",B M[_)SRZ9RI+"/L*E<<0GA3<5?^F>W-QC$UD=G>03W[[^*WC%HZ)@$=+ M"E%G1.'*,&G;(^YY>"]7<,+@MM11-
K42I3N(^LJCZ55$$0I'+8/0/2QC];. MS4?C$;+]%*WMFO;4<(1Y!%3P7*IP;X%0M@L7\E"ZI0UPY+FG?+^(,M^.LFE= MG6;O*(WB]P)YA.R(&\]Y
:@I8=9.TK+--Y./DK43'_PXS]NAA<78+-HGPH4W MF0!,Z(& W,#-F+YSY?GW"RJ#M%#:4M*F,%*,FM&"C=S"TCCV15+.ZA?K"06
MI81=89XT682Y\;\)Z@Z6*I[8GG">!NX5^ NN26@W\P6EY^*3) B&_: 4V@(9.IX[T2 @."U4_PIL@/ MG@"92RX-
4O0V(F@O)KF5QE9M<%NUPDA*DT.3C*1UQ#1KG18KQ]- M1G2ES"'O)4W%:C4%9[_4EZLY U;3#-8E"'OMYI6RR$2?A)SLW(KA[9@)+HG(M2QEE:-
Z+K6VP]6[DPMF[1[L*[F$ %D8L'@C76.MF P@-Z61%<6B?6V4*?H35!, MXFZ%>(D7=![EJR.=QKG0*#7N4MQ")P>@]:[V+HNG,D**KLA_I@]0B M+-
/S05KKS<:YVU(Q3!]D%3HVNM<*\F*T@6SD24:MCY M0Q>U!+>;0916JO8KC[6#X.DKFU:-'9?Y:+;G*O##\F8/#EFP*YN4LD;9OQ=(
MG\IH+XTEY86MN&5=U)7,#9!SYWA!/AT7>2[RN5O5+99D'GN>2VVQV(XYO[;Y,8"492.3 M!:W+,_#AF B&B2?;&>XK.MVN%\+
[#!\K3@0;QOKHTUQHGVY.AF,2$! /8V;9 M873>LX6G=M/?*!0,_#A.2X$O!B%\0/,VZRQ09Q\F1H/I_/S@(T WS"%^D*9$ M>P!3+
[!1",]]@CNW3^3KLVV%X[FZ6?EB+&C2\BO& Q!R%F[^"BOT:KREQNI/ M'"'VJ*%MMZ:;5,#5#,W6MH3>,-FF"@:*TL;;9M%3KWTJ]-O_2V)_/8&H\DK,'
MGQA_GADCF."YX3P;KP%JB!4Z3&QW/J"&'-$]+_?+7L8.H8 MK^>V2T=&O_1U8OB/($&Q D+I>;VV M!$- Z'G8N;J@$Q!CA^(+ZB2^,8NS4*@%=