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Â Â UNITED STATES SECURITIES AND EXCHANGE COMMISSION WASHINGTON, DC 20549 FORM 10-Q (Mark One) Â â˜’ QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the quarterly period ended September 30, 2024 OR Â â˜ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 Â For the transition period from to Commission File Number: 001-40430 FLYWIRE CORPORATION (Exact Name of Registrant as Specified in its Charter) Delaware 27-0690799 (State or other jurisdiction ofincorporation or organization) (I.R.S. EmployerIdentification No.) 141 Tremont St #10Boston, MA 02111 (Address of principal executive offices) (Zip Code) Registrantâ€™s telephone number, including area code: (617) 329-4524 Securities registered pursuant to Section 12(b) of the Act: Title of each class TradingSymbol(s) Name of each exchangeon which registered Voting common stock, $0.0001 par value per share FLYW The Nasdaq Stock Market LLC(Nasdaq Global Select Market) Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes â˜’ No â˜ Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (Â§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes â˜’ No â˜ Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of â€œlarge accelerated filer,â€ â€œaccelerated filer,â€ â€œsmaller reporting company,â€ and â€œemerging growth companyâ€ in Rule 12b-2 of the Exchange Act. Large accelerated filer â˜’ Accelerated filer â˜ Non-accelerated filer â˜ Smaller reporting company â˜ Emerging growth company 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˜ Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes â˜ No â˜’ As of November 4, 2024, the registrant had 122,543,757 shares of voting common stock, $0.0001 par value per share, outstanding and 1,873,320 shares of non-voting common stock $0.0001 par value per share, outstanding. Â Â Table of Contents Â Â Page Â Special Note Regarding Forward-Looking Statements 1 Â Â Â Â PART I. FINANCIAL INFORMATION 3 Item 1. Financial Statements (Unaudited) 3 Â Condensed Consolidated Balance Sheets 3 Â Condensed Consolidated Statements of Operations and Comprehensive Income (Loss) 4 Â Condensed Consolidated Statements of Stockholdersâ€™ Equity 5 Â Condensed Consolidated Statements of Cash Flows 7 Â Notes to Condensed Consolidated Financial Statements 9 Â Note 1. Business Overview and Summary of Significant Accounting Policies 9 Â Note 2. Revenue and Recognition 12 Â Note 3. Investments 12 Â Note 4. Fair Value Measurements 14 Â Note 5. Derivative Instruments 16 Â Note 6. Accrued Expenses and Other Current Liabilities 17 Â Note 7. Property and Equipment, net 17 Â Note 8. Business Combinations 17 Â Note 9. Goodwill and Acquired Intangible Assets 21 Â Note 10. Debt 22 Â Note 11. Stockholdersâ€™ Equity 24 Â Note 12. Stock-Based Compensation 26 Â Note 13. Net Income (Loss) per Share 27 Â Note 14. Income Taxes 28 Â Note 15. Commitments and Contingencies 29 Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations 30 Item 3. Quantitative and Qualitative Disclosures About Market Risk 49 Item 4. Controls and Procedures 50 Â Â Â Â PART II. OTHER INFORMATION 52 Item 1. Legal Proceedings 52 Item 1A. Risk Factors 52 Item 2. Unregistered Sales of Equity Securities and Use of Proceeds 97 Item 3. Defaults Upon Senior Securities 97 Item 4. Mine Safety Disclosures 97 Item 5. Other Information 97 Item 6. Exhibits 99 Signatures 100 Â Â Â Â Â SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS This Quarterly Report on Form 10-Q, as well as information included in oral statements or other written statements made or to be made by us, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended, that involve substantial risks and uncertainties. All statements other than statements of historical fact contained in this report, including statements regarding our future results of operations and financial condition, business strategy, and plans and objectives of management for future operations, are forward-looking statements. In some cases, forward-looking statements may be identified by words such as â€œbelieve,â€ â€œmay,â€ â€œwill,â€ â€œpotentially,â€ â€œestimate,â€ â€œcontinue,â€ â€œanticipate,â€ â€œintend,â€ â€œcould,â€ â€œwould,â€ â€œproject,â€ â€œtarget,â€ â€œplan,â€ â€œexpect,â€ or the negative of these terms or other similar expressions. These forward-looking statements include, but are not limited to, statements concerning the following: â€¢our future financial performance, including our expectations regarding our revenue, cost and operating expenses, including changes in technology and development, selling and marketing and general and administrative expenses (including any components of the foregoing), gross profit and our ability to achieve, and maintain, future profitability; â€¢our business plan and our ability to effectively manage our growth; â€¢our cross-border expansion plans and ability to expand internationally; â€¢anticipated trends, growth rates, and challenges in our business and in the markets in which we operate; â€¢the sufficiency of, and ability to access, our cash and cash equivalents to meet our liquidity needs; â€¢political, economic, foreign currency exchange rate, inflation, banking, legal, social and health risks and public health measures that may affect our business or the global economy; â€¢beliefs and objectives for future operations; â€¢our ability to develop and protect our brand; â€¢our ability to maintain and grow the payment volume that we process; â€¢our ability to further attract, retain, and expand our client base; â€¢our ability to develop new solutions and services and bring them to market in a timely manner; â€¢our expectations concerning relationships with third parties, including financial institutions and strategic partners; â€¢the effects of increased competition in our markets and our ability to compete effectively; â€¢future acquisitions or investments in complementary companies, products, services, or technologies; â€¢our ability to enter new client verticals and sub-verticals, including our relatively new business-to-business (B2B) sector; â€¢our expectations regarding anticipated technology needs and developments and our ability to address those needs and developments with our solutions; â€¢our expectations regarding litigation and legal and regulatory matters; â€¢our expectations regarding our ability to meet existing performance obligations and maintain the operability of our solutions; â€¢our expectations regarding the effects of existing and developing laws and regulations, including with respect to payments and other financial services, economic and trade sanctions, anti-money laundering (AML) and countering the financing of terrorism (CFT), taxation, privacy and data protection; â€¢economic and industry trends, projected growth, or trend analysis; 1 Â Â â€¢the effects of global events and geopolitical conflict, including without limitation the continuing hostilities in Ukraine and involving Israel; â€¢our ability to adapt to changes in U.S. federal income or other tax laws or the interpretation of tax laws, including the Inflation Reduction Act of 2022; â€¢our ability to attract and retain qualified employees; â€¢our ability to maintain, protect, and enhance our intellectual property; â€¢our ability to maintain the security and availability of our solutions; â€¢the increased expenses associated with being a public company; and â€¢the future market price of our common stock. Forward-looking statements are based on our managementâ€™s beliefs and assumptions and on information currently available. These forward-looking statements are subject to a number of known and unknown risks, uncertainties and assumptions, including risks described in the section titled â€œRisk Factorsâ€ and elsewhere in this Quarterly Report on Form 10-Q. Other sections of this Quarterly Report on Form 10-Q may include additional factors that could harm our business and financial performance. Moreover, we operate in a very competitive and rapidly changing environment. New risk factors emerge from time to time, and it is not possible for our management to predict all risk factors 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 from those contained in, or implied by, any forward-looking statements. 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 future results, levels of activity, performance, achievements, events, or circumstances. Except as required by law, we undertake no obligation to update publicly any forward-looking statements for any reason after the date of this report or to conform these statements to actual results or to changes in our expectations. You should read this Quarterly Report on Form 10-Q and the documents that we have filed as exhibits to this report with the understanding that our actual future results, levels of activity, performance, and achievements may be materially different from what we expect. We qualify all of our forward-looking statements by these cautionary statements. In addition, statements that â€œwe believeâ€ and similar statements reflect our beliefs and opinions on the relevant subject. These statements are based upon information available to us as of the date of this report, and while we believe such information forms a reasonable basis for such statements, such information may be limited or incomplete, and our statements should not be read to indicate that we have conducted an exhaustive inquiry into, or review of, all potentially available relevant information. These statements are inherently uncertain and you are cautioned not to unduly rely upon these statements. Unless otherwise noted or unless the context provides otherwise, all references in this Quarterly Report on Form 10-Q to our â€œcommon stockâ€ refer to our voting common stock. Investors, the media, and others should note that we intend to announce material information to the public through filings with the Securities and Exchange Commission (SEC), the investor relations page on our website (https://ir.flywire.com), blog posts on our website (www.flywire.com), press releases, public conference calls, webcasts, and social media channels, including our X (formerly known as Twitter) feed (@flywire), Facebook page (https://www.facebook.com/Flywire) and LinkedIn page (https://www.linkedin.com/company/flywire). The information disclosed by the foregoing channels could be deemed to be material information. As such, we encourage investors, the media, and others to follow the channels listed above and to review the information disclosed through such channels. Any updates to the list of disclosure channels through which we will announce information will be posted on the investor relations page on our website. The contents of the websites provided above are not incorporated into this filing or in any other report or document we file with the SEC. These website addresses are intended to be inactive textual references only. 2 Â Â PART Iâ€”FINANCIAL INFORMATION Item 1. Financial Statements FLYWIRE CORPORATION CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited) (Amounts in thousands, except par value per share and share amounts) Â September 30,2024 Â Â December 31,2023 Â Assets Â Â Â Â Â Â Current assets: Â Â Â Â Â Â Cash and cash equivalents Â $ 565,035 Â Â $ 654,608 Â Short-term investments Â Â 116,091 Â Â Â â€” Â Accounts receivable, net of allowance of $384Â and $507, respectively Â Â 27,510 Â Â Â 18,215 Â Unbilled receivables, net of allowance of $27Â and $27, respectively Â Â 11,659 Â Â Â 10,689 Â Funds receivable from payment partners Â Â 130,391 Â Â Â 113,945 Â Prepaid expenses and other current assets Â Â 24,847 Â Â Â 18,227 Â Total current assets Â Â 875,533 Â Â Â 815,684 Â Long-term investments Â Â 40,357 Â Â Â â€” Â Property and equipment, net Â Â 17,684 Â Â Â 15,134 Â Intangible assets, net Â Â 126,966 Â Â Â 108,178 Â Goodwill Â Â 156,292 Â Â Â 121,646 Â Other assets Â Â 23,200 Â Â Â 19,089 Â Total assets Â $ 1,240,032 Â Â $ 1,079,731 Â Liabilities and Stockholdersâ€™ Equity Â Â Â Â Â Â Current liabilities: Â Â Â Â Â Â Accounts payable Â $ 23,182 Â Â $ 12,587 Â Funds payable to clients Â Â 298,239 Â Â Â 210,922 Â Accrued expenses and other current liabilities Â Â 46,227 Â Â Â 43,315 Â Deferred revenue Â Â 7,692 Â Â Â 6,968 Â Total current liabilities Â Â 375,340 Â Â Â 273,792 Â Deferred tax liabilities Â Â 15,573 Â Â Â 15,391 Â Other liabilities Â Â 5,874 Â Â Â 4,431 Â Total liabilities Â Â 396,787 Â Â Â 293,614 Â Commitments and contingencies (Note 15) Â Â Â Â Â Â Stockholdersâ€™ equity: Â Â Â Â Â Â Preferred stock, $0.0001Â par value; 10,000,000Â shares authorized as of Â Â Â September 30, 2024 and December 31, 2023; and noÂ shares issued and Â Â Â outstanding as of September 30, 2024 and December 31, 2023 Â Â Â â€” Â Â Â â€” Â Voting common stock, $0.0001Â par value; 2,000,000,000Â shares authorized as Â Â Â of September 30, 2024 and December 31, 2023; 126,156,494Â sharesÂ Â Â issued and 122,575,857Â shares outstanding as of September 30, 2024; Â Â Â 123,010,207Â shares issued and 120,695,162Â shares outstanding as of Â Â Â December 31, 2023 Â Â 13 Â Â Â 11 Â Non-voting common stock, $0.0001Â par value; 10,000,000Â shares authorizedÂ Â Â as of September 30, 2024 and December 31, 2023; 1,873,320Â shares Â Â Â issued and outstanding as of September 30, 2024 and December 31, 2023 Â Â â€” Â Â 1 Â Treasury voting common stock, 3,580,637Â and 2,315,045Â shares Â Â Â as of September 30, 2024 and December 31, 2023, respectively, held at cost Â Â (23,851) Â Â (747) Additional paid-in capital Â Â 1,016,349 Â Â Â 959,302 Â Accumulated other comprehensive income Â Â 5,705 Â Â Â 1,320 Â Accumulated deficit Â Â (154,971) Â Â (173,770) Total stockholdersâ€™ equity Â Â 843,245 Â Â Â 786,117 Â Total liabilities and stockholdersâ€™ equity Â $ 1,240,032 Â Â $ 1,079,731 Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 3 Â Â FLYWIRE CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS) (Unaudited) (Amounts in thousands, except share and per share amounts) Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue Â $ 156,815 Â Â $ 123,323 Â Â $ 374,594 Â Â $ 302,549 Â Costs and operating expenses: Â Â Â Â Â Â Â Â Â Â Â Â Payment processing services costs Â Â 54,557 Â Â Â 42,900 Â Â Â 136,106 Â Â Â 110,559 Â Technology and development Â Â 16,695 Â Â Â 14,591 Â Â Â 49,266 Â Â Â 45,130 Â Selling and marketing Â Â 34,228 Â Â Â 27,084 Â Â Â 96,082 Â Â Â 78,791 Â General and administrative Â Â 31,065 Â Â Â 26,862 Â Â Â 94,620 Â Â Â 79,559 Â Total costs and operating expenses Â Â 136,545 Â Â Â 111,437 Â Â Â 376,074 Â Â Â 314,039 Â Income (loss) from operations Â $ 20,270 Â Â $ 11,886 Â Â $ (1,480) Â $ (11,490) Other income (expense): Â Â Â Â Â Â Â Â Â Â Â Â Interest expense Â Â (128) Â Â (99) Â Â (403) Â Â (280) Interest income Â Â 4,970 Â Â Â 3,841 Â Â Â 16,568 Â Â Â 7,711 Â Gain (loss) from remeasurement of foreign currency Â Â 5,457 Â Â Â (4,233) Â Â 2,079 Â Â Â (3,518) Total other income (expense), net Â Â 10,299 Â Â Â (491) Â Â 18,244 Â Â Â 3,913 Â Income (loss) before (benefit from) provision for income taxes Â Â 30,569 Â Â Â 11,395 Â Â Â 16,764 Â Â Â (7,577) (Benefit from) provision for income taxes Â Â (8,327) Â Â Â 752 Â Â Â (2,035) Â Â 2,276 Â Net income (loss) Â $ 38,896 Â Â $ 10,643 Â Â $ 18,799 Â Â $ (9,853) Other comprehensive income (loss): Â Â Â Â Â Â Â Â Â Â Â Â Foreign currency translation adjustment Â Â 4,904 Â Â Â (2,581) Â Â 3,736 Â Â Â (499) Unrealized gains on available-for-sale Â Â Â debt securities, net of taxes Â Â 702 Â Â Â â€” Â Â 649 Â Â Â â€” Â Total other comprehensive income (loss) Â Â 5,606 Â Â Â (2,581) Â Â 4,385 Â Â Â (499) Comprehensive income (loss) Â $ 44,502 Â Â $ 8,062 Â Â $ 23,184 Â Â $ (10,352) Net income (loss) attributable to common stockholders â€” Â Â Â basic and diluted Â $ 38,896 Â Â $ 10,643 Â Â $ 18,799 Â Â $ (9,853) Net income (loss) per share attributable to common Â Â Â stockholders â€“ basic Â $ 0.31 Â Â $ 0.09 Â Â $ 0.15 Â Â $ (0.09) Net income (loss) per share attributable to common Â Â Â stockholders â€“ diluted Â $ 0.30 Â Â $ 0.08 Â Â $ 0.15 Â Â $ (0.09) Weighted average common shares outstanding â€“ basic Â Â 124,887,591 Â Â Â 116,492,191 Â Â Â 124,204,873 Â Â Â 112,495,539 Â Weighted average common shares outstanding â€“ diluted Â Â 129,155,010 Â Â Â 125,480,393 Â Â Â 129,321,537 Â Â Â 112,495,539 Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 4 Â Â FLYWIRE CORPORATION CONDENSED CONSOLIDATED STATEMENTS OF STOCKHOLDERSâ€™ EQUITY (Unaudited) (Amounts in thousands, except share amounts) Â Â Â Three Months Ended September 30, 2024 Â Â Â Â VotingCommon Stock Â Â Non-VotingCommonStock Â Â Treasury Voting Common Stock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Income Â Â Deficit Â Â Equity Â Balances at June 30, 2024 Â Â Â Â 125,528,991 Â Â $ 11 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,295,038) Â $ (741) Â $ 997,057 Â Â $ 99 Â Â $ (193,867) Â $ 802,560 Â Issuance of common Â Â Â stock upon exercise Â Â Â of stock options Â Â Â Â 164,287 Â Â Â 2 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 727 Â Â Â â€” Â Â Â â€” Â Â Â 729 Â Issuance of common Â Â Â stock upon settlement Â Â Â of restricted stock Â Â Â units Â Â Â 341,699 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Issuance of common Â Â Â stock under employee Â Â Â stock purchase plan Â Â Â 121,517 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1,693 Â Â Â â€” Â Â Â â€” Â Â Â 1,693 Â Common stock repurchased Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,291,252) Â Â Â (23,112) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (23,112) Issuance of treasury stock Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2) Â Â Â â€” Â Â Â â€” Â Â Â (2) Â Â Â â€” Â Â Â â€” Â Foreign currency translation Â Â Â adjustment Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 4,904 Â Â Â â€” Â Â Â â€” Â Â Â 4,904 Â Unrealized gains on Â Â Â available-for-sale debt Â Â Â securities, net of taxes Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 702 Â Â Â â€” Â Â Â 702 Â Stock-based Â Â Â compensation Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 16,873 Â Â Â â€” Â Â Â â€” Â Â Â 16,873 Â Net income Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 38,896 Â Â Â 38,896 Â Balances at September 30, 2024 Â Â Â Â 126,156,494 Â Â $ 13 Â Â Â 1,873,320 Â Â $ â€” Â Â Â (3,580,637) Â $ (23,851) Â $ 1,016,349 Â Â $ 5,705 Â Â $ (154,971) Â $ 843,245 Â Â Â Â Three Months Ended September 30, 2023 Â Â Â VotingCommon Stock Â Â Non-VotingCommonStock Â Â Treasury Voting Common Stock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensiveIncome Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â (Loss) Â Â Deficit Â Â Equity Â Balances at June 30, 2023 Â Â Â Â 112,229,190 Â Â $ 10 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,317,722) Â $ (748) Â $ 677,343 Â Â $ 170 Â Â $ (185,700) Â $ 491,076 Â Issuance of common Â Â Â stock in connection Â Â Â with public offering, Â Â Â net of Â Â Â underwriter Â Â Â discounts and Â Â Â commissions Â Â Â Â 8,500,000 Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 261,119 Â Â Â â€” Â Â Â â€” Â Â Â 261,120 Â Costs incurred in Â Â Â connection with Â Â Â public offering Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,058) Â Â Â â€” Â Â Â â€” Â Â Â (1,058) Issuance of common Â Â Â stock upon exercise Â Â Â of stock options Â Â Â Â 669,158 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2,474 Â Â Â â€” Â Â Â â€” Â Â Â 2,474 Â Issuance of common Â Â Â stock upon settlement Â Â Â of restricted stock Â Â Â units Â Â Â 198,084 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Issuance of common Â Â Â stock under employee Â Â Â stock purchase plan Â Â Â 89,826 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1,827 Â Â Â â€” Â Â Â â€” Â Â Â 1,827 Â Issuance of common Â Â Â stock for retention Â Â Â bonus Â Â Â 14,166 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 497 Â Â Â â€” Â Â Â â€” Â Â Â 497 Â Foreign currency Â Â Â translation adjustment Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (2,581) Â Â Â â€” Â Â Â (2,581) Stock-based Â Â Â compensation Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 11,320 Â Â Â â€” Â Â Â â€” Â Â Â 11,320 Â Net income Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 10,643 Â Â Â 10,643 Â Balances at September 30, 2023 Â Â Â Â 121,700,424 Â Â $ 11 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,317,722) Â $ (748) Â $ 953,522 Â Â $ (2,411) Â $ (175,057) Â $ 775,318 Â _____ * All dollar amounts are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. 5 Â Â Â Â Â Â Nine Months Ended September 30, 2024 Â Â Â Â VotingCommon Stock Â Â Non-VotingCommonStock Â Â Treasury Voting Common Stock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Income Â Â Deficit Â Â Equity Â Balances atÂ Â Â December 31, 2023 Â Â Â Â 123,010,207 Â Â $ 11 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,315,045) Â $ (747) Â $ 959,302 Â Â $ 1,320 Â Â $ (173,770) Â $ 786,117 Â Issuance of common Â Â Â stock upon exercise Â Â Â of stock options Â Â Â Â 1,468,660 Â Â Â 2 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 3,954 Â Â Â â€” Â Â Â â€” Â Â Â 3,956 Â Issuance of common Â Â Â stock upon settlement Â Â Â of restricted stock Â Â Â units Â Â Â 1,470,048 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Issuance of commonÂ Â Â stock under employeeÂ Â Â stock purchase plan Â Â Â 193,413 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 3,108 Â Â Â â€” Â Â Â â€” Â Â Â 3,108 Â Issuance of common Â Â Â stock for retention Â Â Â bonus Â Â Â 14,166 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 324 Â Â Â â€” Â Â Â â€” Â Â Â 324 Â Common stock repurchased Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,291,252) Â Â Â (23,112) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (23,112) Issuance of treasury stock Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 25,660 Â Â Â 8 Â Â Â (8) Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Foreign currency Â Â Â translation adjustment Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 3,736 Â Â Â â€” Â Â Â 3,736 Â Unrealized gains on Â Â Â available-for-sale debt Â Â Â securities, net of taxes Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 649 Â Â Â â€” Â Â Â 649 Â Stock-based Â Â Â compensation Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 49,668 Â Â Â â€” Â Â Â â€” Â Â Â 49,668 Â Net income Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 18,799 Â Â Â 18,799 Â Balances at September 30, 2024 Â Â Â Â 126,156,494 Â Â $ 13 Â Â Â 1,873,320 Â Â $ â€” Â Â Â (3,580,637) Â $ (23,851) Â $ 1,016,349 Â Â $ 5,705 Â Â $ (154,971) Â $ 843,245 Â Â Â Â Nine Months Ended September 30, 2023 Â Â Â VotingCommon Stock Â Â Non-VotingCommonStock Â Â Treasury Voting Common Stock Â Â AdditionalPaid-In Â Â AccumulatedOtherComprehensive Â Â Accumulated Â Â TotalStockholdersâ€™ Â Â Â Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Shares Â Â Amount Â Â Capital Â Â Loss Â Â Deficit Â Â Equity Â Balances atÂ Â Â December 31, 2022 Â Â Â Â 109,790,702 Â Â $ 10 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,317,722) Â $ (748) Â $ 649,756 Â Â $ (1,912) Â $ (165,204) Â $ 481,903 Â Issuance of common Â Â Â stock in connection Â Â Â with public offering, Â Â Â net of Â Â Â underwriter Â Â Â discounts and Â Â Â commissions Â Â Â Â 8,500,000 Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 261,119 Â Â Â â€” Â Â Â â€” Â Â Â 261,120 Â Costs incurred in Â Â Â connection with Â Â Â public offering Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (1,058) Â Â Â â€” Â Â Â â€” Â Â Â (1,058) Issuance of common Â Â Â stock upon exercise Â Â Â of stock options Â Â Â Â 2,202,357 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 8,518 Â Â Â â€” Â Â Â â€” Â Â Â 8,518 Â Issuance of common Â Â Â stock upon settlement Â Â Â of restricted stock Â Â Â units Â Â Â 1,019,809 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Issuance of commonÂ Â Â stock under employeeÂ Â Â stock purchase plan Â Â Â 145,058 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 2,691 Â Â Â â€” Â Â Â â€” Â Â Â 2,691 Â Issuance of common Â Â Â stock for retention Â Â Â bonus Â Â Â 42,498 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 1,196 Â Â Â â€” Â Â Â â€” Â Â Â 1,196 Â Foreign currency Â Â Â translation adjustment Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (499) Â Â Â â€” Â Â Â (499) Stock-based Â Â Â compensation Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 31,299 Â Â Â â€” Â Â Â â€” Â Â Â 31,299 Â Net loss Â Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â (9,853) Â Â Â (9,853) Balances at September 30, 2023 Â Â Â Â 121,700,424 Â Â $ 11 Â Â Â 1,873,320 Â Â $ 1 Â Â Â (2,317,722) Â $ (748) Â $ 953,522 Â Â $ (2,411) Â $ (175,057) Â $ 775,318 Â _____ * All dollar amounts are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 6 Â Â FLYWIRE CORPORATION CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited) (Amounts in thousands) Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Cash flows from operating activities: Â Â Â Â Â Â Net income (loss) Â $ 18,799 Â Â $ (9,853) Adjustments to reconcile net income (loss) to net cash provided by Â Â Â operating activities: Â Â Â Â Â Â Depreciation and amortization Â Â 12,709 Â Â Â 11,774 Â Stock-based compensation expense Â Â 48,396 Â Â Â 31,299 Â Amortization of deferred contract costs Â Â 826 Â Â Â 367 Â Change in fair value of contingent consideration Â Â (988) Â Â 380 Â Deferred tax benefit Â Â (6,600) Â Â (896) Provision for uncollectible accounts Â Â (124) Â Â 525 Â Non-cash interest expense Â Â 184 Â Â Â 242 Â Accretion of discounts on investments, net of amortization of premiums Â Â (1,051) Â Â â€” Â Changes in operating assets and liabilities, net of acquisitions: Â Â Â Â Â Â Accounts receivable Â Â (9,058) Â Â (4,979) Unbilled receivables Â Â (970) Â Â (1,511) Funds receivable from payment partners Â Â (16,446) Â Â (17,529) Prepaid expenses, other current assets and other assets Â Â (7,184) Â Â (4,536) Funds payable to clients Â Â 87,318 Â Â Â 8,163 Â Accounts payable, accrued expenses and other current liabilities Â Â 8,445 Â Â Â 10,148 Â Contingent consideration Â Â â€” Â Â (467) Other liabilities Â Â (1,017) Â Â (882) Deferred revenue Â Â (312) Â Â (1,368) Net cash provided by operating activities Â Â 132,927 Â Â Â 20,877 Â Cash flows from investing activities: Â Â Â Â Â Â Acquisitions of businesses, net of cash acquired Â Â (45,438) Â Â â€” Â Purchase of short-term and long-term investments Â Â (160,629) Â Â â€” Â Proceeds from the maturity and sale of short-term and long-term investments Â Â 5,879 Â Â Â â€” Â Capitalization of internally developed software Â Â (4,581) Â Â (4,148) Purchases of property and equipment Â Â (823) Â Â (943) Net cash used in investing activities Â Â (205,592) Â Â (5,091) Cash flows from financing activities: Â Â Â Â Â Â Proceeds from issuance of common stock under public offering, net of Â Â Â underwriter discounts and commissions Â Â â€” Â Â Â 261,119 Â Payments of costs related to public offering Â Â â€” Â Â Â (447) Contingent consideration paid for acquisitions Â Â â€” Â Â Â (1,207) Payment of long-term debt issuance costs Â Â (783) Â Â â€” Â Proceeds from the issuance of stock under Employee Stock Purchase Plan Â Â 3,108 Â Â Â 2,691 Â Proceeds from exercise of stock options Â Â 3,956 Â Â Â 8,519 Â Common stock repurchased Â Â (22,883) Â Â â€” Â Net cash (used in) provided by financing activities Â Â (16,602) Â Â 270,675 Â Effect of exchange rates changes on cash and

cash equivalents Â Â (306) Â Â 567 Â Net (decrease) increase in cash and cash equivalents Â Â (89,573) Â Â 287,028 Â Cash and cash equivalents, beginning of period Â $ 654,608 Â Â $ 351,177 Â Cash and cash equivalents, end of period Â $ 565,035 Â Â $ 638,205 Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 7 Â Â FLYWIRE CORPORATION CONDENSED CONSOLIDATED STATEMENT OF CASH FLOWS (Unaudited) (Amounts in thousands) Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Supplemental disclosures of cash flow and noncash information Â Â Â Â Â Â Purchase of property and equipment in accounts payable Â Â 30 Â Â Â 59 Â Issuance of common stock upon settlement of restricted stock units Â Â 39,530 Â Â Â 25,310 Â Issuance of common stock for retention bonus Â Â 324 Â Â Â 1,196 Â Accrued excise tax related to common stock repurchase Â Â 229 Â Â Â â€” Â Offering costs related to public offering included in accounts payable, accruedÂ Â Â expenses and other current liabilities Â Â â€” Â Â Â 611 Â The accompanying notes are an integral part of these unaudited condensed consolidated financial statements. 8 Â Â FLYWIRE CORPORATION NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) Note 1. Business Overview and Summary of Significant Accounting Policies Flywire Corporation (Flywire or the Company) was incorporated under the laws of the State of Delaware in July 2009 as peerTransfer Corporation. In 2016, the Company changed its name to Flywire Corporation. The Company is headquartered in Boston, Massachusetts and has a global footprint in 16 countries across 5 continents.Flywire provides a secure global payments platform, offering its clients an innovative and streamlined process to receive reconciled domestic and international payments in a more cost effective and efficient manner. The Companyâ€™s solutions are built on three core elements: (i) a next-gen payments platform, (ii) a proprietary global payment network, and (iii) vertical-specific software backed by its deep industry expertise.2023 Follow-On Public OfferingOn August 9, 2023, the Company entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option).The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). The Company received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of $10.9 million and other offering costs of $1.1 million.Basis of Presentation and Principles of ConsolidationThe accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the SEC regarding interim financial reporting. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Companyâ€™s financial position, results of operations, comprehensive income (loss), changes in stockholdersâ€™ equity, and its cash flows for the periods presented.The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of results to be expected for the year ended December 31, 2024, any other interim periods or any future year or period. The accompanying consolidated balance sheet as of December 31, 2023 was derived from the Companyâ€™s audited consolidated financial statements for the year ended December 31, 2023. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted from the interim unaudited condensed consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. The condensed consolidated financial statements include the accounts of Flywire and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation. Segment Information The Company has a single operating and reportable segment. The Companyâ€™s chief operating decision maker is its Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources. See Note 2 - Revenue and Recognition for information regarding the Company's revenue by geographic area. 9 Â Â Use of Estimates The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and the accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, the valuation of certain stock-based compensation awards, the valuation of contingent consideration, the valuation of acquired intangible assets and their useful lives, the estimate of credit losses on accounts receivable, unbilled receivables and available-for-sale debt securities, the assessment of other-than-temporary impairment of available-for-sale debt securities, intangibles and other long-lived assets and the incremental borrowing rates for operating leases. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions. Impact of InflationInflation did not have a material effect on the Company's cash flows and results of operations during the three and nine months ended September 30, 2024.Concentrations of Credit Risk, Financial Instruments and Significant Clients Financial instruments that potentially subject the Company to concentration of credit risk consists principally of cash, cash equivalents, investments in available-for-sale debt securities, accounts receivable, unbilled receivables and funds receivable from payment partners. The Company maintains its cash and cash equivalents with financial institutions that management believes are of high credit quality. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government. The Company's cash and cash equivalents deposited with the financial institutions exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of $250,000. As part of its cash management process, the Company performs periodic reviews of the credit standing of the financial institutions holding its cash and cash equivalents. Additionally, to mitigate credit risk associated with financial institutions, the Company diversifies its cash and cash equivalents across multiple financial institutions and U.S. Treasury Money Market Funds. U.S. Treasuries, by their nature, create a concentration of credit risk with the U.S. Government. The Company's access to its cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds. To manage credit risk associated with investments in available-for-sale debt securities, the Company monitors credit ratings of the issuers of the securities and diversifies its investments by limiting its holding in any one security or issuer.To manage credit risk related to accounts receivable and unbilled receivables, the Company maintains an allowance for credit losses. The allowance is determined by applying a loss-rate method based on an aging schedule using the Company's historical loss rate. The Company also considers reasonable and supportable current and forecasted information in determining its estimated loss rates, such as external forecasts, macroeconomic trends, or other factors that are associated with the credit quality of the Companyâ€™s customer base. The Company did not experience any material credit losses for the three and nine months ended September 30, 2024 and 2023.Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table: Â September 30,2024 Â Â December 31,2023 Client A Â Â 10 % Â * _____* Less than 10% of total balance. Funds receivable from payment partners consist primarily of cash held by the Companyâ€™s global payment processing partners that have not yet been remitted to the Company. Significant partners are those that represent 10% or more of funds receivable from payment partners as set forth in the following table: 10 Â Â Â September 30,2024 Â Â December 31,2023 Â Partner A Â * Â Â Â 14 % Partner B Â * Â Â Â 15 % Partner C Â * Â Â Â 13 % Partner D Â * Â Â Â 11 % Partner E Â Â 60 % Â Â 20 % _____* Less than 10% of total balance. During the three and nine months ended September 30, 2024 and 2023, no client accounted for 10% or more of total revenue. Summary of Significant Accounting Policies The Companyâ€™s significant accounting policies are discussed in Note 1 - Business Overview and Summary of Significant Accounting Policies in the notes to the audited consolidated financial statements in the Companyâ€™s Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to these policies during the three and nine months ended September 30, 2024 other than the investments discussed in Note 3 - Investments. Advertising Costs Advertising costs are expensed as incurred and are included in selling and marketing expenses in the condensed consolidated statements of operations and comprehensive income (loss). Advertising expenses for the three months ended September 30, 2024 and 2023 were $1.7 million and $2.0 million, respectively. Advertising expenses for the nine months ended September 30, 2024 and 2023 were $5.4 million and $5.1 million, respectively.Recently Adopted Accounting Pronouncements As of September 30, 2024 and for the period then ended, there were no recently adopted Accounting Standards Update (ASUs) that had a material effect on the Companyâ€™s condensed consolidated financial statements and disclosures. Accounting Pronouncements Not Yet AdoptedThe following ASUs were issued by the Financial Accounting Standards Board but not yet adopted by Flywire as of September 30, 2024:ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures: ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 also enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable and contains other disclosure requirements. ASU 2023-07 is effective for Flywire for the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025. Early adoption is permitted. ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is evaluating the enhancement of its significant expenses that will be required to be disclosed and does not expect this standard to have an impact on its results of operations, balance sheet or cash flows.ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures: ASU 2023-09 requires public business entities to disclose on an annual basis additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition, ASU 2023-09 requires disclosure pertaining to taxes paid, net of refunds received, to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. ASU 2023-09 is effective for the Company for the annual period beginning on January 1, 2025. Early adoption is permitted. ASU 2023-09 should be applied on a prospective basis. However, companies have the option to apply the standard retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. 11 Â Â ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses: ASU 2024-03 is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. The amendment also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entityâ€™s definition of selling expenses. ASU 2024-03 is effective for the Company for the annual period beginning on January 1, 2027. Early adoption is permitted. The ASU can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. Note 2. Revenue and Recognition The following table presents revenue disaggregated by geographical area and major solutions. The categorization of revenue by geographical location is determined based on the location of where the client resides. Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â (in thousands) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Primary geographical markets Â Â Â Â Â Â Â Â Â Â Â Â Â Â Americas Â $ 71,557 Â Â $ 68,384 Â Â $ 171,384 Â Â $ 171,845 Â EMEA Â Â 63,795 Â Â Â 40,542 Â Â Â 142,826 Â Â Â 90,737 Â APAC Â Â 21,463 Â Â Â 14,397 Â Â Â 60,384 Â Â Â 39,967 Â Total revenue Â $ 156,815 Â Â $ 123,323 Â Â $ 374,594 Â Â $ 302,549 Â Major solutions Â Â Â Â Â Â Â Â Â Â Â Â Transactions Â $ 134,447 Â Â $ 104,585 Â Â $ 314,945 Â Â $ 247,734 Â Platform and other revenues Â Â 22,368 Â Â Â 18,738 Â Â Â 59,649 Â Â Â 54,815 Â Total revenue Â $ 156,815 Â Â $ 123,323 Â Â $ 374,594 Â Â $ 302,549 Â Contract Balances from Contracts with ClientsThe following table provides information about accounts receivable, unbilled receivables and deferred revenue from contracts with clients (in thousands): Â September 30,2024 Â Â December 31,2023 Â Accounts receivable, net Â $ 27,510 Â Â $ 18,215 Â Unbilled receivables, net Â Â 11,659 Â Â Â 10,689 Â Deferred revenue â€“ current Â Â 7,692 Â Â Â 6,968 Â Deferred revenue â€“ non-current Â Â 170 Â Â Â 169 Â For the three months ended September 30, 2024 and 2023, the Company recognized $0.7 million and $1.3 million in revenue from amounts that were included in deferred revenue as of June 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized $5.6 million and $5.0 million in revenue from amounts that were included in deferred revenue as of December 31, 2023 and 2022, respectively.Remaining Performance ObligationsThe Company has performance obligations associated with certain clients' contracts for future services that have not yet been recognized as revenue. As of September 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied, including deferred revenue, was approximately $14.3 million. Of the total remaining performance obligations, the Company expects to recognize approximately 64.2% within the next year, 21.4% after one year through year two and 14.4% over the next three to five years thereafter. Actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations. Note 3. InvestmentsDuring the nine months ended September 30, 2024, the Company began investing in a diversified portfolio of highly rated marketable debt securities, all of which are classified as available-for-sale. Available-for-sale debt securities with remaining maturities of greater than three months but less than one year and those identified by management at the time 12 Â Â of purchase to be used to fund operations within one year are classified as short-term. All other available-for-sale securities are classified as long-term. Available-for-sale debt securities with readily determinable market values are recorded at fair value, and unrealized holding gains and temporary losses are recorded as a component of accumulated other comprehensive income, net of related estimated tax. The Company evaluates its available-for-sale debt securities for other-than-temporary impairment on a quarterly basis. When a decline in fair value is determined to be other-than-temporary, the cost of the investment is adjusted to fair value by recording a loss on investments in the condensed consolidated statements of operations and comprehensive income (loss). Gains and losses on investments are calculated on the basis of specific identification. The Company reviews several factors to determine whether a loss is other-than-temporary, such as the length and extent of the fair value decline, the financial condition and near-term prospects of the issuer, market conditions and trends and whether the Company has the intent to sell or will more likely than not be required to sell before the securities' anticipated recovery, which may be at maturity. The following table summarizes the estimated fair value of available-for-sale debt securities included within short-term and long-term investments as of September 30, 2024 (in thousands): Â September 30, 2024 Â Â Â Gross Amortized Cost Â Â Gross Unrealized Gains Â Â Gross Unrealized Losses Â Â Allowance for Credit Losses Â Â Accrued Interest Receivable Â Â Aggregate Fair Value Â Short-term investments Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Corporate bonds Â $ 56,468 Â Â $ 236 Â Â $ (2) Â $ â€” Â Â $ 443 Â Â $ 57,145 Â U.S. Government obligations Â Â 39,847 Â Â Â 154 Â Â Â â€” Â * Â â€” Â Â Â 215 Â Â Â 40,216 Â Treasury Bill Â Â 13,628 Â Â Â 19 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 13,647 Â Foreign Agency Securities Â Â 2,583 Â Â Â 5 Â Â Â â€” Â * Â â€” Â Â Â 40 Â Â Â 2,628 Â Commercial paper Â Â 961 Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â 961 Â Asset-backed Securities Â Â 1,492 Â Â Â 1 Â Â Â â€” Â Â Â â€” Â Â Â 1 Â Â Â 1,494 Â Total short-term investments Â $ 114,979 Â Â $ 415 Â Â $ (2) Â $ â€” Â Â $ 699 Â Â $ 116,091 Â Long-term investments Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Corporate bonds Â $ 26,283 Â Â $ 156 Â Â $ (6) Â $ â€” Â Â $ 264 Â Â $ 26,697 Â U.S. Government obligations Â Â 9,411 Â Â Â 58 Â Â Â â€” Â * Â â€” Â Â Â 57 Â Â Â 9,526 Â Agency bond Â Â 2,451 Â Â Â 16 Â Â Â â€” Â Â Â â€” Â Â Â 29 Â Â Â 2,496 Â Asset-backed Securities Â Â 1,627 Â Â Â 9 Â Â Â â€” Â Â Â â€” Â Â Â 2 Â Â Â 1,638 Â Total long-term investments Â $ 39,772 Â Â $ 239 Â Â $ (6) Â $ â€” Â Â $ 352 Â Â $ 40,357 Â _____* Less than 1. The following table summarizes the fair value of the Company's available-for-sale debt securities by remaining contractual maturity as of September 30, 2024 (in thousands): Due within one year Â $ 116,091 Â Due after one year through five years Â Â 40,357 Â Total investments Â $ 156,448 Â As of September 30, 2024, approximately 14 out of approximately 139 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows fair values and gross unrealized losses for available-for-sale debt securities that were in an unrealized loss position, for which an allowance for credit losses has not been recorded, as of September 30, 2024 (in thousands): 13 Â Â Â September 30, 2024 Â Â Â Less than 12 Months Â Â 12 Months or Longer Â Â Total Â Â Â Fair Value Â Â Â Gross Unrealized Losses Â Â Fair Value Â Â Gross Unrealized Losses Â Â Fair Value Â Â Gross Unrealized Losses Â Short-term investments Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Corporate bonds Â $ 3,805 Â Â $ (2) Â $ â€” Â Â $ 3,805 Â Â $ (2) U.S. Government obligations Â Â 1,994 Â Â Â â€” Â * Â â€” Â Â Â â€” Â Â Â 1,994 Â Â Â â€” Â Foreign Agency Securities Â Â 1,108 Â Â Â â€” Â * Â â€” Â Â Â â€” Â Â Â 1,108 Â Â

Â â€” Â Total short-term investments Â $ 6,907 Â Â $ (2) Â $ â€” Â Â $ â€” Â Â $ 6,907 Â Â $ (2) Long-term investments Â Â Â

Forma Â Â Actual Â Â Pro Forma Â Â Actual Â Â Pro Forma Â Â (in thousands) Â Revenue Â $ 156,815 Â Â $ 157,280 Â Â $ 123,323 Â Â $ 124,595 Â Â $ 374,594 Â Â $ 377,862 Â Â $ 302,549 Â Â $ 306,413 Â Net Income (Loss) Â $ 38,896 Â Â $ 38,831 Â Â $ 10,643 Â Â $ 9,982 Â Â $ 18,799 Â Â $ 17,522 Â Â $ (9,853) Â $ (12,001) StudyLinkOn November 3, 2023, Flywire, through one of its Australian subsidiaries Flywire Pacific Pty Ltd., acquired all of the issued and outstanding shares of StudyLink, an Australian-based SaaS education company that provides platforms to education providers to support their student admissions systems and processes, including features such as eligibility assessment, offer generation, recruitment agent and commission management and acceptance processing. The acquisition of StudyLink was intended to accelerate the Company's growth in the Australian higher education market and enhance the Company's value proposition to payers, universities and agents in the higher education ecosystem. The acquisition of StudyLink has been accounted for as a business combination. 19 Â Â During the first quarter of 2024, the Company completed its purchase accounting and recorded an immaterial net working capital adjustment. Pursuant to the terms of the business combination agreement, the Company acquired StudyLink for estimated total purchase consideration of approximately $37.6 million or $35.5 million, net of cash acquired, which consisted of (in thousands): Cash consideration, net of cash acquired Â $ 32,764 Â Estimated fair value of contingent consideration Â Â 2,701 Â Total purchase consideration, net of cash acquired Â $ 35,465 Â The business combination agreement provides for contingent consideration up to $3.9 million, with an estimated fair value of $2.7 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon StudyLink's successful achievement of revenue, volume, cross-selling and engineering implementation milestones and is subject to exchange rate fluctuation adjustment between the U.S. Dollar and Australian Dollar. A portion of contingent consideration can be paid in the form of cash or shares of common stock, at the Company's option.Additional payments in the form of shares of common stock will be made based on the continuing employment of a key employee; accordingly, the fair value of $2.4 million, or approximately 84,000 shares of common stock, have been excluded from the purchase consideration. These shares were fixed on the date of acquisition and payable only in common stock, therefore are equity-classified. During the three and nine months ended September 30, 2024, the Company expensed $0.3 million and $0.9 million, respectively, in stock-based compensation associated with retention of the key employee. The stock-based compensation expense is included in the Companyâ€™s condensed consolidated statements of operations and comprehensive income (loss) and additional paid-in capital on the condensed consolidated balance sheet. The table summarizes the allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands): Cash Â $ 2,108 Â Accounts receivable Â Â 2,762 Â Prepaid expenses and other current assets Â Â 432 Â Other assets Â Â 193 Â Goodwill Â Â 20,705 Â Identifiable intangible assets Â Â 19,553 Â Total assets acquired Â Â 45,753 Â Deferred tax liabilities Â Â 2,663 Â Deferred revenue Â Â 2,654 Â Accounts payable Â Â 859 Â Accrued expenses and other current liabilities Â Â 2,004 Â Total liabilities assumed Â Â 8,180 Â Net assets acquired Â Â 37,573 Â Less: cash acquired Â Â 2,108 Â Net assets, less cash acquired Â $ 35,465 Â Goodwill arising from the acquisition of $20.7 million was attributable to the assembled workforce of StudyLink and the synergies expected to arise from the acquisition. No goodwill from this acquisition will be deductible for income tax purposes.The following table reflects the fair values of the identified intangible assets of StudyLink and their respective weighted-average amortization periods. 20 Â Â Â FairValues Â Â Weighted-AverageAmortizationPeriods Â Â (in thousands) Â Â (years) Â Developed technology Â $ 7,397 Â Â Â 7 Â Client relationships Â Â 12,027 Â Â Â 14 Â Trade Name/Trademark Â Â 129 Â Â Â 2 Â Â $ 19,553 Â Â Â Â The results of StudyLink have been included in the condensed consolidated financial statements since the date of the acquisition. StudyLink contributed $1.8 million and $5.5 million in platform revenue during the three and nine months ended September 30, 2024, respectively. The Company has not disclosed net income or loss since the acquisition date as the business was fully integrated into the consolidated Companyâ€™s operations and therefore it was impracticable to determine this amount.Unaudited Pro Forma Financial InformationThe following unaudited pro forma financial information shows the results of the Companyâ€™s operations for the three and nine months ended September 30, 2023 as if the acquisition had occurred on January 1, 2022. The unaudited pro forma financial information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had occurred as of that date. The unaudited pro forma information is also not intended to be a projection of future results due to the integration of the acquired operations of StudyLink. The unaudited pro forma information reflects the effects of applying the Companyâ€™s accounting policies and certain pro forma adjustments to the combined historical financial information of the Company and StudyLink. The pro forma adjustments include:â€¢incremental amortization expense associated with the estimated fair value of identified intangible assets;â€¢incremental employee compensation expense for StudyLink employees; â€¢transaction costs; andâ€¢the estimated tax impact of the above items. Â Three Months Ended September 30, 2023 Â Â Nine Months Ended September 30, 2023 Â Â Actual Â Â Pro Forma Â Â Actual Â Â Pro Forma Â Â (in thousands) Â Revenue Â $ 123,323 Â Â $ 125,239 Â Â $ 302,549 Â Â $ 307,954 Â Net Income (Loss) Â $ 10,643 Â Â $ 10,217 Â Â $ (9,853) Â $ (11,383) Â Note 9. Goodwill and Acquired Intangible Assets GoodwillThe following table summarizes the changes in the carrying amount of goodwill as of the dates presented (in thousands): Â September 30, 2024 Â Â December 31, 2023 Â Beginning balance Â $ 121,646 Â Â $ 97,766 Â Goodwill related to acquisitions Â Â 31,881 Â Â Â 20,705 Â Foreign currency translation adjustment Â Â 2,765 Â Â Â 3,175 Â Ending balance Â $ 156,292 Â Â $ 121,646 Â Â 21 Â Â Acquired Intangible AssetsAcquired intangible assets subject to amortization consisted of the following (dollars in thousands): Â September 30, 2024 Â Â Â Â Â Â GrossCarryingValue* Â Â AccumulatedAmortization** Â Â Net CarryingAmount Â Â WeightedAverageRemainingLife(Years) Â Developed Technology Â $ 47,009 Â Â $ (25,391) Â $ 21,618 Â Â Â Â 5.04 Â Acquired Relationships Â Â 124,476 Â Â Â (19,599) Â Â 104,877 Â Â Â 10.41 Â Trade Name/Trademark Â Â 538 Â Â Â (67) Â Â 471 Â Â Â 3.44 Â Â $ 172,023 Â Â $ (45,057) Â $ 126,966 Â Â Â Â Â * Includes $1,577 thousand of foreign currency translation adjustments.** Includes $(319) thousand of foreign currency translation adjustments. Â December 31, 2023 Â Â Â Â Â GrossCarryingValue* Â Â AccumulatedAmortization** Â Â NetCarryingAmount Â Â WeightedAverageRemainingLife(Years) Â Developed Technology Â $ 39,624 Â Â $ (21,446) Â $ 18,178 Â Â Â Â 4.71 Â Acquired Relationships Â Â 104,007 Â Â Â (14,143) Â Â 89,864 Â Â Â Â 11.04 Â Trade Name/Trademark Â Â 136 Â Â Â â€” Â Â Â 136 Â Â Â 1.83 Â Â $ 143,767 Â Â $ (35,589) Â $ 108,178 Â Â Â Â Â * Includes $(750) thousand of foreign currency translation adjustments.** Includes $(41) thousand of foreign currency translation adjustments. Amortization expense for the three months ended September 30, 2024 and 2023 was $3.2 million and $2.8 million, respectively. Amortization expense for the nine months ended September 30, 2024 and 2023 was $9.1 million and $8.6 million, respectively. As of September 30, 2024, the estimated annual amortization expense of intangible assets for each of the next five years and thereafter is expected to be as follows (in thousands): Â EstimatedAmortizationExpense Â Remaining of fiscal year 2024 Â $ 3,302 Â Â 2025 Â Â 13,948 Â Â 2026 Â Â 14,006 Â Â 2027 Â Â 13,853 Â Â 2028 Â Â 13,636 Â Â 2029 Â Â 12,726 Â Thereafter Â Â 55,495 Â Â $ 126,966 Â Â Note 10. Debt 2024 Revolving Credit FacilityOn February 23, 2024, the Company entered into an Amended and Restated Credit Agreement for a five-year senior secured revolving credit syndication loan (2024 Revolving Credit Facility) with four banks for a total commitment of $125.0 million. The 2024 Revolving Credit Facility provides for an incremental facility in an amount equal to $50.0 million plus 100% of Consolidated Adjusted EBITDA based on the most recent consolidated financial information. In addition, the 2024 Revolving Credit Facility includes a $10.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2024 Revolving Credit Facility reduced by the amount of any letters of credit and 22 Â Â swingline borrowings outstanding from time to time. The 2024 Revolving Credit Facility is guaranteed by Flywireâ€™s current and future material domestic subsidiaries. The 2024 Revolving Credit Facility replaced the three-year senior secured revolving credit syndication loan (2021 Revolving Credit Facility) of $50.0 million entered into in July 2021, under which $50.0 million was available to Flywire as of December 31, 2023. Three of the lenders under the 2024 Revolving Credit Facility were existing lenders under the 2021 Revolving Credit Facility. In connection with the 2024 Revolving Credit Facility, the Company incurred debt issuance costs of $0.8 million. Debt issuance costs related to the 2024 Revolving Credit Facility are amortized on a straight-line basis over the contractual term of the agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. Debt issuance costs of $0.1 million related to the 2021 Revolving Credit Facility will continue to be amortized on a straight-line basis over the contractual term of the new agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. The exchange of the 2021 Revolving Credit Facility with the 2024 Revolving Credit Facility from the same lenders was accounted for as a modification. The 2024 Revolving Credit Facility consists of Alternate Base Rate (ABR) borrowings or Term Secured Overnight Financing Rate (SOFR) borrowings, at the Companyâ€™s option.ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon the Companyâ€™s consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to 2.5%. The 2024 Revolving Credit Facility incurs a commitment fee ranging from 0.25% to 0.35% based upon the Companyâ€™s consolidated total net leverage ratio as of the most recent consolidated financial information assessed on the average available commitment.The 2024 Revolving Credit Facility contains customary affirmative and negative covenants and restrictions typical for a financing of this type that, among other things, require the Company to satisfy certain financial covenants and restrict the Companyâ€™s ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, repurchase its stock and prepay certain indebtedness, create liens, enter into agreements with affiliates, modify the nature of its business, enter into sale-leaseback transactions, transfer and sell material assets and merge or consolidate. Non-compliance with one or more of the covenants and restrictions could result in the full or partial principal balance of the 2024 Revolving Credit Facility becoming immediately due and payable and termination of the commitments. The Company was in compliance with all covenants associated with the 2024 Revolving Credit Facility as of September 30, 2024.2021 Revolving Credit FacilityOn July 29, 2021, the Company entered into the 2021 Revolving Credit Facility with three banks for a total commitment of $50.0 million. The 2021 Revolving Credit Facility included a $5.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2021 Revolving Credit Facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. The 2021 Revolving Credit Facility was guaranteed by Flywireâ€™s material domestic subsidiaries.The 2021 Revolving Credit Facility consisted of ABR loans or Eurodollar Borrowings, at the Companyâ€™s option.On June 23, 2023, the Company executed the First Amendment to the 2021 Revolving Credit Facility to transition determination of the interest rate from the LIBOR benchmark rate to the SOFR benchmark rate effective June 30, 2023. As of September 30, 2024 and December 31, 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or the 2021 Revolving Credit Facility. Interest expense for each of the three months ended September 30, 2024 and 2023 was $0.1 million. Included in interest expense for the three months ended September 30, 2024 and 2023 is less than $0.1 million and $0.1 million, respectively, of amortization of debt issuance costs. Interest expense for the nine months ended September 30, 2024 and 2023 was $0.4 million and $0.3 million, respectively. Included in interest expense for each of the nine months ended September 30, 2024 and 2023 is $0.2 million of amortization of debt issuance costs. 23 Â Â Letter of Credit As of September 30, 2024 and December 31, 2023, the Company had an outstanding and unused letter of credit in the amount of approximately $2.7 million and $0.7 million, respectively, for the purpose of protecting a third-party service provider against default on payroll payments. The letter of credit may be terminated at any time by the Company upon notice. Note 11. Stockholdersâ€™ Equity Preferred StockThe Companyâ€™s current amended and restated certificate of incorporation, which was filed on May 28, 2021, authorizes the issuance of 10,000,000 shares of undesignated preferred stock with a par value of $0.0001 per share with rights and preferences, including voting rights, designated from time to time by the board of directors. Common StockThe Companyâ€™s current amended and restated certificate of incorporation authorizes the issuance of 2,000,000,000 shares of voting common stock with a par value of $0.0001 per share and 10,000,000 shares of non-voting common stock with a par value of $0.0001 per share. The voting and non-voting shares are identical, except that holders of voting common stock are entitled to one vote for each share on each matter properly submitted to the Companyâ€™s stockholders for their vote, while holders of non-voting common stock are not entitled to vote on such matters. Holders of voting common stock and non-voting common stock are entitled to receive any dividends as may be declared from time to time by the board of directors. Holders of the Company's voting common stock have no conversion rights while each share of non-voting common stock automatically converts into common stock on a one-to-one basis without the payment of additional consideration upon the transfer thereof in (i) a widespread public distribution, including pursuant to Rule 144 under the Securities Act, (ii) a transfer (including a private placement or a sale pursuant to Rule 144 under the Securities Act) in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for the purposes of the Bank Holding Company Act of 1956, as amended), (iii) an assignment to a single party (for example, a broker or investment banker) for the purposes of conducting a widespread public distribution, or (iv) to a party who would control more than 50% of the Company's voting securities without giving effect to the shares of non-voting common stock transferred by the holder. Other than in the event of such transfers, shares of non-voting common stock shall not be convertible into any other security.Share Repurchase ProgramOn August 6, 2024, the Company announced a share repurchase program of up to $150 million of outstanding voting and non-voting common stock for an indefinite period as part of the Companyâ€™s capital deployment strategy (Repurchase Program). Repurchases under the Repurchase Program may be made from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, in accordance with applicable securities laws and other restrictions, including Rule 10b-18. The timing, value and number of shares repurchased will be determined by the Company in its discretion and will be based on various factors, including an evaluation of current and future capital needs, current and forecasted cash flows, the Companyâ€™s capital structure, cost of capital and prevailing stock prices, general market and economic conditions, applicable legal requirements, and compliance with covenants in the Companyâ€™s credit facility that may limit share repurchases based on defined leverage ratios. The Repurchase Program does not obligate the Company to purchase a specific number of, or any, shares and may be modified, suspended or terminated at any time without notice at the Companyâ€™s discretion.During the three and nine months ended September 30, 2024, the Company repurchased 1,291,252 shares of its common stock for an aggregate amount, including commissions and accrued excise tax, of $23.1 million under the Repurchase Program. The repurchased shares are currently being held as treasury stock. As of September 30, 2024, 24 Â Â approximately $127.1 million of the originally authorized amount under the Repurchase Program remained available for future repurchases.All of the Companyâ€™s repurchases are subject to a one percent excise tax enacted by the Inflation Reduction Act of 2022 (the IRA). The amount of share repurchases subject to the excise tax are reduced by the fair market value of any shares issued during the taxable year. For the three and nine months ended September 30, 2024, the Company accrued $0.2 million of related excise tax pursuant to the IRA which is included in the cost of treasury stock on our condensed consolidated balance sheet.Treasury StockThe Company may issue treasury stock to cover the exercise of stock options and vesting of restricted stock units related to equity incentive plans. The Company issued 5,653 and 25,660 treasury shares at an average cost of $0.32 per share during the three and nine months ended September 30, 2024, respectively. The Company did not issue any treasury shares during the three and nine months ended September 30, 2023. The Company intends to issue treasury shares as long as an adequate number of those shares are available.Comprehensive Income (Loss)Comprehensive income (loss) includes all changes in equity during the period and is comprised of net income (loss) and other comprehensive income (loss). Accumulated other comprehensive income (AOCI) reported on the Company's condensed consolidated balance sheets for the period ending September 30, 2024 consists of foreign currency translation adjustment and the unrealized gains and losses, net of applicable taxes, on available-for-sale debt securities.The following table summarizes the changes in AOCI for the three months ended September 30, 2024 (in thousands): Â Â Unrealized Gains(Losses) on Available-for-sale DebtSecurities, net Â Â Foreign CurrencyTranslationAdjustment Â Â Estimated Tax(Expense)Benefit Â Â Total Â Beginning balance Â $ (53) Â $ 152 Â Â $ â€” Â Â $ 99 Â Other comprehensive income before reclassifications Â Â 702 Â Â Â 4,904 Â Â Â â€” Â Â Â 5,606 Â Less: Amount of gain (loss) reclassified from AOCI Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Net current period other comprehensive income Â Â 702 Â Â Â 4,904 Â Â Â â€” Â Â Â 5,606 Â Ending balance Â $ 649 Â Â $ 5,056 Â Â $ â€” Â Â $ 5,705 Â The following table summarizes the changes in AOCI for the nine months ended September 30, 2024 (in thousands): Â Â Unrealized Gainson Available-for-sale DebtSecurities, net Â Â Foreign CurrencyTranslationAdjustment Â Â Estimated Tax(Expense)Benefit Â Â Total Â Beginning balance Â $ â€” Â Â $ 1,320 Â Â $ â€” Â Â $ 1,320 Â Other comprehensive income before reclassifications Â Â 649 Â Â Â 3,736 Â Â Â â€” Â Â Â 4,385 Â Less: Amount of gain (loss) reclassified from AOCI Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Â â€” Â Â Net current period other comprehensive income Â Â 649 Â Â Â 3,736 Â Â Â â€” Â Â Â 4,385 Â Ending balance Â $ 649 Â Â $ 5,056 Â Â $ â€” Â Â $ 5,705 Â Changes in AOCI for the three and nine months ended September 30, 2023 consisted of foreign currency translation adjustment only. Refer to the Company's condensed consolidated statements of stockholdersâ€™ equity for the changes in AOCI for the three and nine months ended September 30, 2023. 25 Â Â Reserved Shares of Common Stock for Future IssuanceAs of September 30, 2024, the Company had reserved shares of

common stock for future issuance as follows: Â September 30, 2024 Â Issued and outstanding stock options Â 6,546,182 Â Issued and outstanding restricted stock units Â 6,366,410 Â Available for issuance under the 2021 Equity Incentive Plan Â 17,305,884 Â Available for issuance under Employee Stock Purchase Plan Â 4,598,941 Â Committed to settling employee retention Â 83,996 Â Available for conversion of non-voting common stock Â 1,873,320 Â Â 36,774,733 Â Â Note 12. Stock-Based Compensation Equity Incentive Plan In April 2021, the Companyâ€™s board of directors adopted, and in May 2021 its stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan). No further awards are being made under the Companyâ€™s 2009 Equity Incentive Plan, as amended (the 2009 Plan) or the Companyâ€™s 2018 Stock Incentive Plan (the 2018 Plan); however, awards outstanding under each of the 2009 Plan and 2018 Plan will continue to be governed by their existing terms. With the establishment of the 2021 Plan as further discussed below, upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares will become available for grant under the 2021 Plan. The 2021 Plan, 2018 Plan and 2009 Plan are collectively referred to as the â€œEquity Incentive Plansâ€.The 2021 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance awards and other forms of equity compensation (collectively, equity awards). A total of 26,116,754 shares of the Companyâ€™s common stock have been reserved for issuance under the 2021 Plan in addition to (i) any annual automatic evergreen increases in the number of shares of common stock reserved for issuance under the 2021 Plan and (ii) upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares of common stock will become available under the 2021 Plan.As of September 30, 2024, a total of 17,305,884 shares of the Company's common stock were available for future issuance under the 2021 Plan.Stock Options Stock options granted under the 2009 Plan, 2018 Plan and the 2021 Plan generally vest based on continued service over four years and expire within ten years from the date of grant. Any options that are canceled or forfeited before expiration become available for future grants. The Company did not grant any options to purchase shares of common stock during the three and nine months ended September 30, 2024.As of September 30, 2024, there was $4.6 million of total unrecognized compensation expense related to unvested stock options, which is expected to be recognized over a weighted-average period of 0.78 years.Restricted Stock Units Starting in 2021, the Company awarded restricted stock units to employees and certain non-employee board members under the 2021 Plan. During the three and nine months ended September 30, 2024, the Company awarded restricted stock units covering an aggregate of 459,475 and 3,756,852 shares of common stock, respectively. The fair value of each restricted stock unit is estimated based on the fair value of the Company's common stock on the date of the grant. The restricted stock units vest over the requisite service period, which range between one and four years from the 26 Â Â date of the grant, subject to the continued employment of the employees and service of the non-employee board members.As of September 30, 2024, there was $135.8 million of total unrecognized compensation expense related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.93 years. Employee Stock Purchase PlanIn April 2021, the Companyâ€™s board of directors adopted, and in May 2021 its stockholders approved, the 2021 Employee Stock Purchase Plan (ESPP), which became effective on May 28, 2021. The ESPP authorizes the issuance of shares of common stock pursuant to purchase rights granted to "eligible employees". A total of 5,082,470 shares of common stock have been reserved for future issuance under the ESPP, in addition to any annual automatic evergreen increases in the number of shares of common stock reserved for future issuance under the ESPP. The price at which common stock is purchased under the ESPP is equal to 85% of the fair market value of a share of common stock on the first or last day of the offering period, whichever is lower. Eligible employees can contribute up to 15% of their eligible compensation. Offering periods are generally 6 months long.As of September 30, 2024, a total of 4,598,941 shares of the Company's common stock were available for future issuance under the ESPP.The fair value of the ESPP offering during the three months ended September 30, 2024 was estimated at the start of the offering period using the Black-Scholes option-pricing model with the following assumptions: (i) expected term of 0.5 years, (ii) expected volatility of 49.80%, (iii) risk-free interest rate of 5.37% and (iv) expected dividend yield of 0%.As of September 30, 2024, the total unrecognized compensation expense related to the ESPP was $0.3 million, which is expected to be amortized over the next 3 months.Stock-Based Compensation CostsThe following table summarizes the stock-based compensation expense for (i) stock options and restricted stock units granted to employees and non-employee board members and (ii) ESPP shares that were purchased by employees that were recorded in the Companyâ€™s condensed consolidated statements of operations and comprehensive income (loss) (in thousands): Â Three Months EndedSeptember 30, 2024 Â Â Three Months EndedSeptember 30, 2023 Â Â Nine Months EndedSeptember 30, 2024 Â Â Nine Months EndedSeptember 30, 2023 Â Technology and development Â $ 3,146 Â Â $ 2,386 Â Â $ 8,569 Â Â $ 6,354 Â Selling and marketing Â Â 4,674 Â Â Â 3,053 Â Â Â 13,295 Â Â Â 8,784 Â General and administrative Â Â 8,672 Â Â Â 5,881 Â Â Â 26,532 Â Â Â 16,161 Â Total stock-based compensation expense Â $ 16,492 Â Â $ 11,320 Â Â $ 48,396 Â Â $ 31,299 Â On November 6, 2023, the Company entered into a Transition Agreement with its previous Chief Financial Officer (Prior CFO). Pursuant to the terms of the Transition Agreement (including the receipt by the Company of a release from the Prior CFO), the Company agreed to modify its Prior CFO's outstanding stock options and restricted stock units to (i) accelerate vesting for nine months from the date of the termination of the Prior CFOs employment with the Company (the Separation Date), and (ii) extend the exercise period of his vested nonqualified stock options from ninety days to one year following the Separation Date. To receive these benefits, the Prior CFO had to remain employed through March 31, 2024. As a result of this modification, the Company recognized additional compensation expense of $0 and $1.3 million during the three and nine months ended September 30, 2024, respectively. Note 13. Net Income (Loss) per Share Basic net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net income (loss) attributable to common stockholders is computed by adjusting net income (loss) attributable to common stockholders to reallocate undistributed earnings based on the potential impact of dilutive securities. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the diluted net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding, 27 Â Â including all potentially dilutive common shares, if the effect of such shares is dilutive. The dilutive effect of outstanding equity incentive awards is reflected in diluted net income (loss) per share by application of the treasury stock method.In periods in which the Company reports a net loss attributable to common stockholders, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders, since dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. The Company reported net income attributable to common stockholders for the three and nine months ended September 30, 2024 and for the three months ended September 30, 2023. The Company reported a net loss attributable to common stockholders for the nine months ended September 30, 2023; accordingly, basic net loss per share attributable to common stockholders was the same as diluted net loss per share attributable to common stockholders.The rights, including the liquidation and dividend rights, of the voting and non-voting common stock are identical, except with respect to voting rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net income (loss) per share attributable to common stockholders are, therefore, the same for both voting and non-voting common stock on both individual and combined basis.Basic and diluted net income (loss) per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts): Â Three Months Ended September 30, Â Â Nine Months Ended September 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Numerator: Â Â Â Â Â Â Â Â Â Â Â Â Net income (loss) Â $ 38,896 Â Â $ 10,643 Â Â $ 18,799 Â Â $ (9,853) Net income (loss) attributable to common stockholders â€“ Â Â Â basic and diluted Â $ 38,896 Â Â $ 10,643 Â Â $ 18,799 Â Â $ (9,853) Denominator: Â Â Â Â Â Â Â Â Â Â Â Â Weighted average common shares outstanding â€“ basic Â Â 124,887,591 Â Â Â 116,492,191 Â Â Â 124,204,873 Â Â Â 112,495,539 Â Effect of potentially dilutive stock options Â Â 4,104,795 Â Â Â 7,819,509 Â Â Â 4,676,879 Â Â Â â€“ Â Effect of potentially dilutive restricted common stock Â Â 162,624 Â Â Â 1,168,693 Â Â Â 439,786 Â Â Â â€“ Â Weighted average common shares outstanding â€“ diluted Â Â 129,155,010 Â Â Â 125,480,393 Â Â Â 129,321,537 Â Â Â 112,495,539 Â Net income (loss) per share attributable to commonÂ Â Â stockholders â€“ basic Â $ 0.31 Â Â $ 0.09 Â Â $ 0.15 Â Â $ (0.09) Net income (loss) per share attributable to commonÂ Â Â stockholders â€“ diluted Â $ 0.30 Â Â $ 0.08 Â Â $ 0.15 Â Â $ (0.09) Outstanding potentially dilutive securities, which were excluded from the diluted net income (loss) per share calculations because they would have been antidilutive were as follows as of the dates presented: Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Unvested restricted stock units Â Â 5,751,165 Â Â Â 28,757 Â Â Â 4,853,583 Â Â Â 4,484,511 Â Stock options to purchase common stock Â Â 879,642 Â Â Â 676,344 Â Â Â 849,262 Â Â Â 9,791,643 Â Employee stock purchase plan shares Â Â 171,130 Â Â Â â€“ Â Â Â 171,130 Â Â Â â€“ Â Â Â 6,801,937 Â Â Â 705,101 Â Â Â 5,873,975 Â Â Â 14,276,154 Â Â Note 14. Income Taxes The Companyâ€™s (benefit from) provision for income taxes during the interim periods is determined using an estimate of the Companyâ€™s annual effective tax rate, which is adjusted for certain discrete tax items during the interim period. The Company recorded an income tax (benefit) provision of $(8.3) million and $0.8 million for the three months ended September 30, 2024 and 2023, respectively. The income tax benefit for the three months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets. The benefit is augmented by income tax benefit primarily attributable to activity in the Company's current U.S. federal taxes offset by income tax expense attributable to the Companyâ€™s foreign operations and U.S. state taxes. The income tax provision for the three months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S. 28 Â Â state taxes. The Company recorded an income tax (benefit) provision of $(2.0) million and $2.3 million for the nine months ended September 30, 2024 and 2023, respectively. The income tax benefit for the nine months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets and was partially offset by income tax expense attributable to activity in the Company's foreign subsidiaries and current U.S. federal and state taxes. The income tax provision for the nine months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S. state taxes.The Companyâ€™s effective tax rate differs from the U.S. federal statutory rate primarily due to the change in valuation allowance in the U.S. The Company is open to future tax examinations from 2019 to the present; however, carryforward attributes that were generated prior to 2018 may still be adjusted upon examination by federal, state or local tax authorities to the extent they will be used in a future period.The Companyâ€™s management evaluates the realizability of the Companyâ€™s deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Companyâ€™s ability to generate sufficient future taxable income during the foreseeable future. As of September 30, 2024, the Company continues to maintain a full valuation allowance of the U.S. and United Kingdom net deferred tax assets. Note 15. Commitments and Contingencies Legal proceedings The Company is subject to various legal proceedings and claims from time to time, the outcomes of which are subject to significant uncertainty. The Company records an accrual for legal contingencies when it has determined that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, and the ability to make a reasonable estimate of the loss. If the occurrence of liability is probable, the Company will disclose the nature of the contingency, and if estimable, will provide the likely amount of such loss or range of loss.As of September 30, 2024, the Company was not a party to any litigation the outcome of which, the Company believes, if determined adversely to it, would individually or in the aggregate, have a material adverse effect on its financial position, results of operations, or cash flows.In the course of enhancing its sanctions compliance function, the Company initiated an internal review that identified issues related to the Companyâ€™s compliance with sanctions promulgated by the U.S. Treasury Departmentâ€™s Office of Foreign Assets Control (OFAC), including payments that may have originated from sanctioned jurisdictions or sanctioned persons. Although Flywire continues to evaluate whether these or other transactions constitute potential violations of sanctions (including whether certain of these payments may have been authorized by general licenses or license exemptions under the relevant sanctions regulations), Flywire has made voluntary submissions to OFAC to report the apparent violations and provide supplemental information. Flywire is currently engaging with OFAC to resolve these matters. Based upon the results of the internal investigation completed to date, the Company does not believe that the amount of any loss incurred as a result of this matter would be material to its business, financial condition, results of operations or cash flows.Indemnification In the ordinary course of business, the Company agrees to indemnify certain partners and clients against third-party claims asserting infringement of certain intellectual property rights, data privacy breaches, damages caused to property or persons, or other liabilities relating to or arising from the Companyâ€™s payment platform or other contractual obligations. In addition, the Company has entered into indemnification agreements with members of its board of directors and executive officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. To date, the Company has not incurred any material costs as a result of such indemnifications. The Company is not aware of any pending indemnification matters or claims, individually or in the aggregate, that are expected to have a material adverse effect on its financial position, results of operations, or cash flows and had not accrued any liabilities related to such obligations in its condensed consolidated financial statements for the periods ended September 30, 2024 and December 31, 2023. 29 Â Â Item 2. Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations You should read the following discussion and analysis of our financial condition and results of operations together with our condensed consolidated financial statements and the related notes appearing elsewhere in this Quarterly Report on Form 10-Q. Some of the information contained in this Quarterly Report on Form 10-Q includes forward-looking statements that involve risks and uncertainties. You should read the sections titled â€œSpecial Note Regarding Forward-Looking Statementsâ€ and â€œRisk Factorsâ€ for a discussion of important factors that could cause actual results to differ materially from the results described in or implied by the forward-looking statements contained in the following discussion and analysis. Our fiscal year end is December 31, and our fiscal quarters end on March 31, June 30, September 30, and December 31. Overview Flywire is a leading global payments enablement and software company. Our next-gen payments platform, proprietary global payment network and vertical-specific software help our clients get paid and help their customers pay with easeâ€”no matter where they are in the world. Our clients rely on us for integrated solutions that are both global and local, and combine tailored invoicing, flexible payment options, and highly personalized omni-channel experiences. We believe we make generational advances for our clients by transforming payments into a source of value and growth for their organizations while delighting their customers with payment experiences that are engaging, secure, fast, and transparent. Our Flywire Advantage is derived from three core elements: (i) our next-gen payments platform; (ii) our proprietary global payment network; and (iii) our vertical-specific software backed by our deep industry expertise. With our Flywire Advantage, we aim to power the transformation of our clientsâ€™ accounts receivable functions by automating paper and check-based business processes in addition to creating interactive, digital payment experiences for their customers. As a result, clients who implement our payments and software solutions can see increased digital payments and improved accounts receivable, higher enrollment in payment plans, and a reduction in customer support inquiries. We help our clients turn their accounts receivable functions into strategic, value-enhancing areas of their organizations. We reach clients through various channels, with our direct channel being our primary go-to-market strategy. Our industry-experienced sales and relationship management teams bring expertise and local reach, and our solution combines high-tech and high-touch functions backed by 24x7 multilingual customer support, resulting in high client and customer satisfaction. In addition, the value of our Flywire Advantage has been recognized, with global financial institutions and technology providers choosing to form channel partnerships with us. These partnerships promote organic referral and lead generation opportunities and enhance our indirect sales strategy. 30 Â Â The combination of our differentiated solution and efficient go-to-market strategy has resulted in strong and consistent client growth. â€¢Rapid domestic and international payments volume growth. We have grown our total payment volume by approximately 24% period-over-period from $8.9 billion during the three months ended September 30, 2023 to $11.0 billion during the three months ended September 30, 2024. We have grown our total payment volume by approximately 23% period-over-period from $18.6 billion during the nine months ended September 30, 2023 to $22.8 billion during the nine months ended September 30, 2024. â€¢Expanded global payments network. We have continued to add to the capabilities of our payment network by means of new local bank accounts and payment partners, and have expanded our global reach to over 240 countries and territories and more than 140 currencies. â€¢Enjoyable and personalized user experience. Our net promoter score of 62 in fiscal year 2022 demonstrates a strong affinity among our clients for our platform. â€¢Strong dollar-based net retention. For the year ended December 31, 2023, our annual net dollar-based retention rate was approximately 125%. We calculate the annual net dollar-based retention rate for a given year based on the weighted average of the quarterly net dollar-based retention rates for each quarter in that year. We calculate the quarterly net dollar-based retention rate for a given quarter by dividing the

revenue we earned in that quarter by the revenue we earned from the same clients in the corresponding quarter of the previous year. Our calculation of quarterly net dollar-based revenue rate for a given quarter only includes revenue from clients that were clients at the beginning of the corresponding quarter of the previous year. As of September 30, 2024, we serve over 4,000 clients around the world, excluding clients acquired from the Invoiced acquisition. In education, we serve more than 2,960 institutions. In healthcare, we power more than 100 healthcare systems, including four of the top 10 healthcare systems in the United States ranked by hospital size as of December 31, 2023. In our newer payment verticals of travel and B2B payments, we have a growing portfolio of more than 1,200 clients as of September 30, 2024. 31 Â Â Our success in building our client base around the world and expanding utilization by our clientsâ€™ customers has allowed us to achieve significant scale. We enabled over $24.0 billion and approximately $22.8 billion in total payment volume during the year ended December 31, 2023 and nine months ended September 30, 2024, respectively. We generated revenue of $403.1 million and $289.4 million for the years ended December 31, 2023 and 2022, respectively, and incurred net losses of $8.6 million and $39.3 million, respectively, for the same years. We generated revenue of $374.6 million and $302.5 million for the nine months ended September 30, 2024 and 2023, respectively, and incurred net income (loss) of $18.8 million and $(9.9) million, respectively, for the same periods. We believe that the growth of our business and our operating results will be dependent upon many factors, including our ability to add new clients, expand the usage of our solutions by our existing clients and their customers, integrate the businesses and technology platforms that we acquire and increase the breadth and depth of our payments and software capabilities by adding new solutions. While these areas present significant opportunities for us, they also pose challenges and risks that we must successfully address in order to sustain the growth of our business and improve our operating results. While we have experienced significant growth and increased demand for our solutions over recent periods, we may continue to incur losses in the short term and may not be able to achieve or maintain profitability in the future. Our marketing is focused on generating leads to develop our sales pipeline, building our brand and market awareness, scaling our network of partners and growing our business from our existing client base. We believe that these efforts will result in an increase in our client base, revenues, and improved margins in the long term. To manage any future growth effectively, we must continue to improve and expand our IT and financial infrastructure, our operating and administrative systems and controls, and our ability to manage headcount, capital, and processes in an efficient manner. Additionally, we face intense competition in our markets, and to succeed, we need to innovate and offer solutions that are differentiated from legacy payment solutions. We must also effectively hire, retain, train, and motivate qualified personnel and senior management. There are also circumstances beyond our control which can materially impact our business that we need to respond to, including, but not limited to fluctuations in exchange rates. If we are unable to successfully address these challenges, our business, operating results, and prospects could be adversely affected. We had 1,314 full-time FlyMates as of September 30, 2024, compared to 1,123 full-time FlyMates as of September 30, 2023, an increase of 17.0%. 2023 Follow-On Public Offering On August 9, 2023, we entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, we granted the underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option). The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). We received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of $10.9 million and other offering costs of $1.1 million. Recent Acquisition In August 2024, we acquired all of the issued and outstanding shares of Invoiced for an estimated total aggregate purchase price of approximately $52.3 million, consisting of approximately $47.8 million in cash consideration, net of cash acquired and up to $7.5 million of contingent consideration, with an estimated fair value of $4.5 million on the date of acquisition. The contingent consideration represents additional payments that we may be required to make in the future dependent on the successful achievement of revenue, cross-selling, product and security and IT milestones. Invoiced is a U.S.-based SaaS B2B company that provides accounts receivable software that automates all aspects of billing, collections, payments, reporting and forecasting within a single online platform. The acquisition of Invoiced was intended to accelerate our global expansion in our B2B vertical. Invoiced contributed $0.9 million in platform revenue during the three and nine months ended September 30, 2024. In November 2023, we acquired all of the issued and outstanding shares of StudyLink for an estimated total aggregate purchase price of approximately $35.5 million, consisting of approximately $32.8 million in cash consideration, net of cash acquired and up to $3.9 million of contingent consideration, with an estimated fair value of $2.7 million on the date of acquisition. The contingent consideration represents additional payments that we may be required to make in the 32 Â Â future dependent on the successful achievement of revenue, volume, cross-selling and engineering implementation milestones, a portion of which can be paid in the form of cash or shares of common stock, at our option, and is subject to exchange rate fluctuation adjustment between the U.S. Dollar and Australian Dollar. Additional payments in the form of shares of common stock will be made based on the continuing employment of a key employee; accordingly, the fair value of $2.4 million, approximately 84,000 shares of common stock, have been excluded from the purchase consideration. During the three and nine months ended September 30, 2024, we expensed $0.3 million and $0.9 million, respectively, in stock based compensation associated with retention of the key employee. StudyLink is an Australian-based SaaS education company that provides platforms to education providers to support their student admissions systems and processes, including features such as eligibility assessment, offer generation, recruitment agent and commission management and acceptance processing. The acquisition of StudyLink was intended to accelerate our growth in the Australian higher education market and enhance our value proposition to payers, universities and agents in the higher education ecosystem. StudyLink contributed $1.8 million and $5.5 million in platform revenue during the three and nine months ended September 30, 2024, respectively. Our Revenue Model We generate revenue from transactions and from platform and other fees as described below. Transaction revenue includes (i) fees earned from payment processing services provided to our clients. The fee is generally earned on each transaction through a rate applied to the total payment value of the transaction, which can vary based on the payment method, currency pairs being converted and the geographic region in which our clients and their customers reside. Payment processing services also include fixed fees per transaction, which generally relate to domestic payments processed. It also includes (ii) marketing fees from credit card service providers for marketing arrangements in which we perform certain marketing activities to increase the awareness of the credit card provider and promote certain methods of payments, which we consider to be ancillary to the payment processing solutions we provide to our clients. Platform and other revenues primarily include (i) fees earned for the utilization of our platforms to optimize cash collections and student application processing, which include revenue earned from software subscription fees and usage-based fees, (ii) fees for the establishment of payment plans on our payment platform, (iii) fees related to printing, mailing, and other services which we consider to be ancillary to the solutions we provide to our clients, (iv) commissions from insurance providers when an end-user purchases an insurance policy, and (v) revenue from interest earned on funds held for customers in interest-bearing accounts. Platform and other revenues has been referred to as platform and usage-based fee revenue in prior filings. Total Payment Volume To grow revenue from clients we must facilitate the use of our payment platform by our clients to process the amounts paid to them by their customers. The more our clients use our platform and rely upon our features to automate their payments, the more payment volume is processed on our solution. This metric provides an important indication of the value of the transactions that our clientsâ€™ customers are completing on our payment platform and is an indicator of our ability to generate revenue from our clients. We define total payment volume as the total amount paid to our clients on our payments platforms in a given period. Total payment volume is comprised of transaction payment volume and platform and other revenues payment volume. The following tables set forth the increase in our total payment volume, and the payment volume mix between transaction payment volume and platform and other revenues payment volume. Â Three Months Ended September 30, Â Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Transaction payment volume Â $ 8,776.1 Â Â $ 6,660.4 Â Â $ 2,115.7 Â Â Â Â 32 % Platform and other revenues payment volume Â Â 2,234.7 Â Â Â 2,206.1 Â Â Â Â 28.6 Â Â Â Â 1 % Total payment volume Â $ 11,010.8 Â Â $ 8,866.5 Â Â $ 2,144.3 Â Â Â Â 24 % Â Â Nine Months Ended September 30, Â Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Transaction payment volume Â $ 17,688.6 Â Â $ 13,514.9 Â Â $ 4,173.7 Â Â Â Â 31 % Platform and other revenues payment volume Â Â 5,139.6 Â Â Â Â 5,119.3 Â Â Â Â 20.3 Â Â Â Â 0 % Total payment volume Â $ 22,828.2 Â Â $ 18,634.2 Â Â $ 4,194.0 Â Â Â Â 23 % Â 33 Â Â Key Factors Affecting Our Performance Increased Utilization by Our Clients and Their Customers Our ability to monetize our payments platform and global payment network is an important part of our business model. Today, we charge a fee based on the total payment volume we process on behalf of our clients. Our revenue and payment volume increases as our clients process more transactions on our payment platform and more money is collected through our global payment network. Increased average size of the payments processed on our payment platform also increases our revenue. Our ability to influence clients to process more transactions on our platform will have a direct impact on our revenue. In addition, sustaining our growth requires continued adoption of our platform by new clients and further adoption of use cases such as payment plans, by our clientsâ€™ customers. Our ability to influence our clients to expand their customersâ€™ usage of our platform also depends on our ability to successfully introduce new solutions, such as our solutions to support payments by international education consultants and our B2B solutions. Mix of Business on Our Platform Our revenue is affected by several factors, including the amount of payment volume processed by us on behalf of our clients, the industry in which our clients operate, the currency in which payments are made and received, the method of payment and the number of payment plans initiated by our clientsâ€™ customers. For example, we recognize more transaction revenue as our clients engage in cross border payment flows which may increase or decrease depending on the industry in which our clients operate. We may experience shifts in the type of revenue we earn (transaction revenue or platform and other revenues) depending on the nature of the activity of our clients and our clientsâ€™ customers on our platform. Investment in Technology and Development and Sales and Marketing We make significant investments in both new solutions and existing solution enhancement. New solution features and functionality are brought to market through a variety of distribution and promotional activities. We plan to continue to adopt emerging technologies, expand our library of software integrations and invest in the development of more features. While we expect our expenses related to technology and development to increase, we believe these investments will contribute to long-term growth and profitability. Additionally, we plan to continue to expand efforts to market our payment platform and global payment network directly to our clients through comprehensive marketing initiatives. We are focused on the effectiveness of sales and marketing spending and will continue to be strategic in maintaining efficient client acquisition in the next quarters, including adjusting spending levels as needed in response to changes in the economic environment. Seasonality Our operating results and operating metrics are subject to seasonality and volatility, which could result in fluctuations in our quarterly revenues and operating results or in perceptions of our business prospects. We have experienced in the past, and expect to continue to experience, seasonal fluctuations in our revenue, which can vary by geographic corridor and vertical. For instance, our revenue has historically been largest in the third quarter driven by our education peak season. Some variability results from seasonal events including the timing of when our education clientsâ€™ customers make their tuition payments on our payment platform and the number of business days in a month or quarter. We also experience volatility in certain other metrics, such as transactions processed, total payment volume and payment mix. Economic Conditions and Resulting Consumer Spending Trends Changes in macro-level consumer spending for education, healthcare and travel trends, including as a result of inflation or fluctuations in foreign exchange rates could affect the amounts of volumes processed on our platform, thus resulting in fluctuations to our revenue streams. Impacts Resulting From Government Changes to International Student Visa Policies Revenue from our education clients, which primarily includes clients in the United States, Canada, U.K., Europe, and Asia Pacific/Australia, is affected by several factors, including policies enacted by government organizations around the world that cap the issuance of international student visas. The Canadian government previously announced it will set a cap on international student permit applications for the years 2024 and 2025. Australia has also recently delayed the 34 Â Â processing of international student visas and is proposing a cap on international students in 2025. Other governments where our client institutions are located may be considering similar limitations on the issuance of international student visas. This has and is expected in the near term to continue to adversely impact the growth of our business in the applicable regions. There is still a degree of uncertainty in terms of the impact the changes to international student visa policy will have on our Canadian and Australian education markets. We continue to see growth in new customers in both our Canada and Australia education markets, providing a lever to offset some of the expected decline in new incoming international student growth resulting from these government changes to international student visa policies. Our business continues to remain strong amid these visa-related policy shifts, benefiting from our increasingly global and diversified footprint across verticals, sub-sectors, countries, currencies and clients. Impact of Inflation Inflation did not have a material effect on our cash flows and results of operations during the three and nine months ended September 30, 2024. Diversified Mix of Clients We have a wide range of clients across our education, healthcare, travel and B2B verticals. Volumes and revenue from clients in education, our largest vertical, rely on international enrollments and student school preferences, which can fluctuate over time. Dynamic Changes to Client Communication and Product Solutions We initiated a series of refinements to our technology and personalization engine to optimize our clientsâ€™ ability to offer payment plans and communicate effectively and digitally with their customers. Similarly, we configured some of our education payment plan solutions for a very streamlined implementation in support of our clientsâ€™ requests for affordability solutions for their students that could be deployed with minimal IT involvement. While we continue to invest in our technology and product capabilities, our ability to continue providing streamlined and effective products through our technology platform may impact our ability to retain and win new clients in the future. We believe that our ability to help increase payment affordability has become more critical to our clients as the lack of affordability drives the need for more financial flexibility. Business Continuity We have a history of operating losses and while we have experienced significant revenue growth in recent years and achieved profitability on a GAAP basis in prior quarters, we are not certain whether or when we will obtain a high enough volume of revenue to sustain or increase our growth or achieve or maintain profitability in the future. We also expect our costs and expenses to increase in future periods, which could negatively affect our future operating results if our revenue does not increase. In particular, we intend to continue to invest in headcount, expend significant funds to further develop our solutions, including introducing new functionality, and to expand our marketing programs and sales teams to drive new client adoption, expand strategic partner integrations, and support international and industry expansion. Our operating results are also impacted by the mix of our revenue generated from our different revenue sources, which include transaction revenue and platform and other fee revenue. Changes in our revenue mix from quarter to quarter, including those derived from cross-border or domestic currency transactions, will impact our margins, and we may not be able to grow our gross margin adequately to achieve or sustain profitability. In addition, the mix of payment methods utilized by our clientsâ€™ customers may have an impact on our margins given that our costs associated with certain payment methods, such as credit cards, are higher than other payment methods accepted by our solutions, such as bank transfers. We are addressing operating losses by making continued improvements designed to create operating efficiencies and a focus on cost discipline. We believe these improvements along with strong gross margins and cash flows from operations will help us achieve our goal of generating positive annual GAAP net income in the future. With the ongoing conflict involving Israel, we continue to engage in active workforce planning to help Israeli FlyMates support the business without interruption and implement safety measures for FlyMates in Israel. Components of Results of Operations Revenue We generate revenue from transactions and from platform and other fees as described under â€œOur Revenue Modelâ€. 35 Â Â Payment Processing Services Costs Payment processing services costs consist of costs incurred to process payment transactions which include banking and credit card processing fees, foreign currency translation costs, partner fees, personnel-related expenses for our FlyMates who facilitate these payments and personnel related expenses for our FlyMates who provide implementation services to our clients. We expect that payment processing services costs will increase in absolute dollars but may fluctuate as a percentage of total revenue from period to period, as we continue to invest in scaling our processing operations and grow our revenue base. Technology and Development Technology and development includes (a) costs incurred in connection with the development of our solution and the improvement of existing solutions, including the amortization of software and website development costs incurred in developing our solution, which are capitalized, and acquired developed technology, (b) site operations and other infrastructure costs incurred, (c) amortization related to capitalized cost to fulfill a contract, (d) personnel-related expenses, including salaries, stock based compensation and other expenses, (e) hardware and software engineering, consultant services and other costs associated with our technology platform and products, (f) research materials and facilities, and (g) depreciation and maintenance expense. We believe delivering new functionality is critical to attract new clients and expand our relationship with existing clients. We expect to continue to make investments to expand our solutions in order to enhance our clientsâ€™ experience and satisfaction, and to attract new clients. We expect our technology and development expenses to increase in absolute dollars, but they may fluctuate as a percentage of total revenue from period to period as we expand our technology and development team to develop new solutions and enhancements to existing solutions. Selling and Marketing Selling and marketing expenses consist of personnel-related expenses, including stock-based compensation expense, sales commissions, amortization of acquired client relationship intangible assets, marketing program expenses, travel

related expenses and costs to market and promote our solutions through advertisements, marketing events, partnership arrangements, and direct client acquisition. We focus our sales and marketing efforts on generating awareness of our business, platform, and solutions, creating sales leads, and establishing and promoting our brand. We plan to continue investing in sales and marketing efforts by driving our go-to-market strategies, building our brand awareness, and sponsoring additional marketing events; however, we will adjust our sales and marketing spend level as needed, and this may fluctuate from period to period, in response to changes in the economic environment. General and Administrative General and administrative expenses consist of personnel-related expenses, including stock-based compensation expense for finance, risk management, legal and compliance, human resources and IT functions, costs incurred for external professional services, as well as rent, and facility and insurance costs. We expect to incur additional general and administrative expenses as we continue to invest in our planned growth of our business. We also expect to increase the size of our general and administrative functions to support the growth in the business, and to operate as a public company. As a result, we expect that our general and administrative expenses will increase in absolute dollars but may fluctuate as a percentage of total revenue from period to period. Interest Expense Interest expense consists of interest, amortization of debt issuance costs and unused commitment fees on our 2024 Revolving Credit Facility and 2021 Revolving Credit Facility. On February 23, 2024, we entered into our 2024 Revolving Credit Facility for a total commitment of $125.0 million. The 2024 Revolving Credit Facility replaced the 2021 Revolving Credit Facility of $50.0 million, which were entered into in July 2021, under which $50.0 million was available to Flywire as of December 31, 2023. As of September 30, 2024 and 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or 2021 Revolving Credit Facility. 36 Â Â Interest Income Interest income consists of interest on cash held in interest bearing operating accounts, including money market funds, and investments in available-for-sale debt securities. Gain (loss) from Remeasurement of Foreign Currency Gain (loss) from remeasurement of foreign currency consists of gains and losses from the remeasurement of foreign currency transactions into its functional currency. (Benefit from) Provision for Income Tax (Benefit from) provision for income taxes consists primarily of foreign and state income taxes. We have historically generated net operating losses (NOL) carryforwards for U.S. Federal and state tax purposes as we expand the scale of our business activities. Changes in the U.S. and foreign tax law may impact our overall (benefit from) provision for income taxes in the future. We have a valuation allowance on our net U.S. deferred tax assets, including federal and state NOLs and our net U.K. deferred tax assets, including NOL's. We expect to maintain these valuation allowances until it becomes more likely than not that the benefit of our deferred tax assets are realized through future taxable income generated in these jurisdictions. Results of Operations Comparison of results for the three months ended September 30, 2024 and 2023 All dollar amounts in the tables below are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. The following table sets forth our consolidated results of operations for periods presented: Â Three Months Ended September 30, Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Revenue Â $ 156.8 Â Â $ 123.3 Â Â $ 33.5 Â Â Â 27.2 % Payment processing services costs Â Â 54.6 Â Â Â 42.9 Â Â Â 11.7 Â Â Â 27.3 % Technology and development Â Â 16.7 Â Â Â 14.6 Â Â Â 2.1 Â Â Â 14.4 % Selling and marketing Â Â 34.2 Â Â Â 27.1 Â Â Â 7.1 Â Â Â 26.2 % General and administrative Â Â 31.1 Â Â Â 26.9 Â Â Â 4.2 Â Â Â 15.6 % Total costs and operating expense Â Â 136.5 Â Â Â 111.4 Â Â Â 25.1 Â Â Â 22.5 % Income from operations Â Â 20.3 Â Â Â 11.9 Â Â Â 8.4 Â Â Â 70.6 % Interest expense Â Â (0.1) Â Â (0.1) Â Â 0.0 Â Â Â Â â€” Â Interest income Â Â 5.0 Â Â Â 3.8 Â Â Â 1.2 Â Â Â 31.6 % Gain (loss) from remeasurement of foreign currency Â Â 5.5 Â Â Â (4.2) Â Â 9.7 Â Â Â (231.0)% Total other income (expense), net Â Â 10.3 Â Â Â (0.5) Â Â 10.8 Â Â Â (2160.0)% Income before (benefit from) provision for income taxes Â Â 30.6 Â Â Â 11.4 Â Â Â 19.2 Â Â Â 168.4 % (Benefit from) provision for income taxes Â Â (8.3) Â Â 0.8 Â Â Â (9.1) Â Â (1137.5)% Net income Â Â 38.9 Â Â Â 10.6 Â Â Â 28.3 Â Â Â 267.0 % Foreign currency translation adjustment Â Â 4.9 Â Â Â (2.6) Â Â 7.5 Â Â Â (288.5)% Unrealized gains on available-for-saleÂ Â debt securities, net of taxes Â Â 0.7 Â Â Â â€” Â Â Â 0.7 Â Â Â 100.0 % Comprehensive income Â $ 44.5 Â Â $ 8.1 Â Â $ 36.4 Â Â Â 449.4 % Revenue 37 Â Â Revenue was $156.8 million for the three months ended September 30, 2024, compared to $123.3 million for the three months ended September 30, 2023, an increase of $33.5 million or 27.2%. Revenue is comprised of transaction revenue and platform and other revenues as follows: Â Three Months Ended September 30, Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Transaction revenue Â $ 134.4 Â Â $ 104.6 Â Â $ 29.8 Â Â Â 28.5 % Platform and other revenues Â Â 22.4 Â Â Â 18.7 Â Â Â 3.7 Â Â Â 19.8 % Revenue Â $ 156.8 Â Â $ 123.3 Â Â $ 33.5 Â Â Â 27.2 % Transaction revenue was $134.4 million for the three months ended September 30, 2024, compared to $104.6 million for the three months ended September 30, 2023, an increase of $29.8 million or 28.5%. The increase in transaction revenue was primarily driven by growth in transaction payment volumes for the three months ended September 30, 2024 from both our existing clients and new clients added during the three months ended September 30, 2024 compared to three months ended September 30, 2023. We experienced strong growth in transaction payment volume across most regions and verticals during the period, excluding Canada, which decreased primarily due to Canadaâ€™s international student permit applications cap introduced earlier in calendar year 2024. Transaction payment volume increased approximately 32% during the three months ended September 30, 2024 to $8.8 billion compared to $6.7 billion during the three months ended September 30, 2023. Platform and other revenues were $22.4 million for the three months ended September 30, 2024, compared to $18.7 million for the three months ended September 30, 2023, an increase of $3.7 million or 19.8%. The increase in platform and other revenues was driven by the Invoiced and StudyLink acquisitions, an increase in healthcare platform products, revenue from interest earned on funds held for customers in interest-bearing accounts, offset by a decrease in revenue for printing and mailing and insurance products. Invoiced and StudyLink contributed $0.9 million and $1.8 million in platform and other revenues during the three months ended September 30, 2024, respectively. Payment Processing Services Costs Payment processing services costs were $54.6 million for the three months ended September 30, 2024, compared to $42.9 million for the three months ended September 30, 2023, an increase of $11.7 million or 27.3%. The increase in payment processing services costs is correlated with the increase in total payment volume of 24% over the same period. Technology and Development Technology and development expenses were $16.7 million for the three months ended September 30, 2024, compared to $14.6 million for the three months ended September 30, 2023, an increase of $2.1 million or 14.4%%. The increase in technology and development cost was primarily driven by an increase in personnel costs and stock-based compensation expense, offset by a decrease in amortization expense. Personnel costs were $10.6 million for the three months ended September 30, 2024 compared to $8.6 million for the three months ended September 30, 2023, an increase of $2.0 million or 23.3%. The increase in personnel costs was primarily driven by an increase in headcount within our technology and development teams. Stock-based compensation expense was $3.1 million for the three months ended September 30, 2024, compared to $2.4 million for the three months ended September 30, 2023, an increase of $0.7 million or 29.1%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Amortization of intangible assets was $1.4 million for the three months ended September 30, 2024, compared to $2.0 million for the three months ended September 30, 2023, a decrease of $0.6 million or 30.0%. The decrease in amortization expense was primarily due to a decrease in acquired technology related to a previous acquisition. Selling and Marketing Selling and marketing expenses were $34.2 million for the three months ended September 30, 2024, compared to $27.1 million for the three months ended September 30, 2023, an increase of $7.1 million or 26.2%. The increase in selling and marketing expenses was primarily driven by an increase in personnel costs, stock-based compensation expense, professional fees and amortization expense. Personnel costs were $16.1 million for the three months ended September 30, 2024, compared to $13.8 million for the three months ended September 30, 2023, an increase of $2.3 million or 16.7%. The increase in personnel costs was primarily driven by an increase in headcount within our selling and marketing teams. Stock-based compensation expense was $4.7 million for the three months ended September 30, 2024, compared to $3.1 million for the three months ended September 30, 2023, an increase of $1.6 million or 51.6%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Professional fees were $6.6 million for the three months ended September 30, 2024, compared to $5.5 million for the three months 38 Â Â ended September 30, 2023, an increase of $1.1 million or 20.0%. The increase in professional fees was due to increases in third party commissions. Amortization of intangibles was $2.1 million for the three months ended September 30, 2024, compared to $1.2 million for the three months ended September 30, 2023, an increase of $0.9 million or 75.0%. The increase in amortization expense was due to acquired intangible assets related to the StudyLink and Invoiced acquisitions. General and Administrative General and administrative expenses were $31.1 million for the three months ended September 30, 2024, compared to $26.9 million for the three months ended September 30, 2023, an increase of $4.2 million or 15.6%. The increase in general and administrative expenses was primarily driven by an increase in stock-based compensation expense and personnel costs. Stock-based compensation expense was $8.7 million for the three months ended September 30, 2024, compared to $5.9 million for the three months ended September 30, 2023, an increase of $2.8 million or 47.5%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Personnel costs were $11.7 million for the three months ended September 30, 2024, compared to $10.1 million for the three months ended September 30, 2023, an increase of $1.6 million or 15.8%. The increase in personnel costs was primarily driven by an increase in headcount. Interest Expense Interest expense remained constant at $0.1 million during each of the three months ended September 30, 2024 and 2023. As of September 30, 2024 and 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or 2021 Revolving Credit Facility. Interest expense consists primarily of amortization of debt issuance costs and unused commitment fees related to our 2024 Revolving Credit Facility and 2021 Revolving Credit Facility. Interest Income Interest income was $5.0 million for the three months ended September 30, 2024, compared to $3.8 million for the three months ended September 30, 2023, an increase of $1.2 million or 31.6%. The increase in interest income is primarily attributable to the increase in our cash balance associated with our Public Offering we completed in August and September of 2023. Gain (loss) from Remeasurement of Foreign Currency Gain (loss) from remeasurement of foreign currency was $5.5 million for the three months ended September 30, 2024, compared to $(4.2) million for the three months ended September 30, 2023, an increase of $9.7 million or 231.0%. The increase was primarily the result of the remeasurement of foreign currency transactions into the British pound sterling and impact of fluctuations in exchange rates during respective remeasurement periods. (Benefit from) Provision for Income Taxes (Benefit from) provision for income taxes was $(8.3) million during the three months ended September 30, 2024, compared to $0.8 million during the three months ended September 30, 2023, a decrease of $9.1 million or 1,137.5%.The income benefit for the three months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of our valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets. The benefit is augmented by income tax benefit primarily attributable to activity in our current U.S. federal taxes offset by income tax expense attributable to our foreign operations and U.S. state taxes. The income tax provision for the three months ended September 30, 2023 was primarily attributable to activity in our foreign subsidiaries and current U.S. state taxes. Our effective tax rate was (27.3)% for the three months ended September 30, 2024 compared to 5.8% for the three months ended September 30, 2023. Comparison of results for the nine months ended September 30, 2024 and 2023 All dollar amounts in the tables below are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. The following table sets forth our consolidated results of operations for periods presented: 39 Â Â Â Nine Months Ended September 30, Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Revenue Â $ 374.6 Â Â $ 302.5 Â Â $ 72.1 Â Â Â 23.8 % Payment processing services costs Â Â 136.1 Â Â Â 110.6 Â Â Â 25.5 Â Â Â 23.1 % Technology and development Â Â 49.3 Â Â Â 45.1 Â Â Â 4.2 Â Â Â 9.3 % Selling and marketing Â Â 96.1 Â Â Â 78.8 Â Â Â 17.3 Â Â Â 22.0 % General and administrative Â Â 94.6 Â Â Â 79.6 Â Â Â 15.0 Â Â Â 18.8 % Total costs and operating expense Â Â 376.1 Â Â Â 314.0 Â Â Â 62.1 Â Â Â 19.8 % Loss from operations Â Â (1.5) Â Â (11.5) Â Â 10.0 Â Â Â (87.0)% Interest expense Â Â (0.4) Â Â (0.3) Â Â (0.1) Â Â 33.3 % Interest income Â Â 16.6 Â Â Â 7.7 Â Â Â 8.9 Â Â Â 115.6 % Gain (loss) from remeasurement of foreign currency Â Â 2.1 Â Â Â (3.5) Â Â 5.6 Â Â Â (160.0)% Total other income (expense), net Â Â 18.2 Â Â Â 3.9 Â Â Â 14.3 Â Â Â 366.7 % Income (loss) before (benefit from) provision for income taxes Â Â 16.8 Â Â Â (7.6) Â Â 24.4 Â Â Â (321.1)% (Benefit from) provision for income taxes Â Â (2.0) Â Â 2.3 Â Â Â (4.3) Â Â (187.0)% Net income (loss) Â Â 18.8 Â Â Â (9.9) Â Â 28.7 Â Â Â (289.9)% Foreign currency translation adjustment Â Â 3.7 Â Â Â (0.5) Â Â 4.2 Â Â Â (840.0)% Unrealized gains on available-for-saleÂ Â debt securities, net of taxes Â Â 0.6 Â Â Â â€” Â Â Â 0.6 Â Â Â 100.0 % Comprehensive income (loss) Â $ 23.2 Â Â $ (10.4) Â $ 33.6 Â Â Â (323.1)% Revenue Revenue was $374.6 million for the nine months ended September 30, 2024, compared to $302.5 million for the nine months ended September 30, 2023, an increase of $72.1 million or 23.8%. Revenue is comprised of transaction revenue and platform and other revenues as follows: Â Nine Months Ended September 30, Â Â Â Â Â Â Â (dollars in millions) Â 2024 Â Â 2023 Â Â $ Change Â Â % Change Â Transaction revenue Â $ 314.9 Â Â $ 247.7 Â Â $ 67.2 Â Â Â 27.1 % Platform and other revenues Â Â 59.6 Â Â Â 54.8 Â Â Â 4.8 Â Â Â 8.8 % Revenue Â $ 374.6 Â Â $ 302.5 Â Â $ 72.1 Â Â Â 23.8 % Transaction revenue was $314.9 million for the nine months ended September 30, 2024, compared to $247.7 million for the nine months ended September 30, 2023, an increase of $67.2 million or 27.1%. The increase in transaction revenue was primarily driven by growth in transaction payment volumes for the nine months ended September 30, 2024 from both our existing clients and new clients added during the nine months ended September 30, 2024 compared to nine months ended September 30, 2023. We experienced strong growth in transaction payment volume across most regions and verticals during the period, excluding Canada, which decreased primarily due to Canadaâ€™s international student permit applications cap introduced earlier in calendar year 2024. Transaction payment volume increased approximately 31% during the nine months ended September 30, 2024 to $17.7 billion compared to $13.5 billion during the nine months ended September 30, 2023. Platform and other revenues were $59.6 million for the nine months ended September 30, 2024, compared to $54.8 million for the nine months ended September 30, 2023, an increase of $4.8 million or 8.8%. The increase in platform and other revenues was driven by the Invoiced and StudyLink acquisitions and revenue from interest earned on funds held for customers in interest-bearing accounts, offset by a decrease in revenue for printing and mailing and insurance products. Invoiced and StudyLink contributed $0.9 million and $5.5 million in platform and other revenues during the nine months ended September 30, 2024, respectively. Payment Processing Services Costs Payment processing services costs were $136.1 million for the nine months ended September 30, 2024, compared to $110.6 million for the nine months ended September 30, 2023, an increase of $25.5 million or 23.1%. The increase in payment processing services costs is correlated with the increase in total payment volume of 23% over the same period. 40 Â Â Technology and Development Technology and development expenses were $49.3 million for the nine months ended September 30, 2024, compared to $45.1 million for the nine months ended September 30, 2023, an increase of $4.2 million or 9.3%. The increase in technology and development cost was primarily driven by an increase in personnel costs, stock-based compensation expense and software and hosting expenses, partially offset by a decrease in amortization expense. Personnel costs were $30.9 million for the nine months ended September 30, 2024 compared to $27.9 million for the nine months ended September 30, 2023, an increase of $3.0 million or 10.8%. The increase in personnel costs was primarily driven by an increase in headcount within our technology and development teams. Stock-based compensation expense was $8.6 million for the nine months ended September 30, 2024, compared to $6.4 million for the nine months ended September 30, 2023, an increase of $2.2 million or 34.4%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Software and hosting expenses were $4.3 million for the nine months ended September 30, 2024, compared to $3.7 million for the nine months ended September 30, 2023, an increase of $0.6 million or 16.2%. The increase in software and hosting expenses was primarily due to additional software needs based on headcount growth. Amortization of intangible assets was $4.5 million for the nine months ended September 30, 2024, compared to $5.8 million for the nine months ended September 30, 2023, a decrease of $1.3 million or 22.4%. The decrease in amortization expense was primarily due to a decrease in acquired technology related to a previous acquisition. Selling and Marketing Selling and marketing expenses were $96.1 million for the nine months ended September 30, 2024, compared to $78.8 million for the nine months ended September 30, 2023, an increase of $17.3 million or 22.0%. The increase in selling and marketing expenses was primarily driven by an increase in personnel costs, stock-based compensation expense, amortization expense and professional fees. Personnel costs were $48.8 million for the nine months ended September 30, 2024, compared to $41.5 million for the nine months ended September 30, 2023, an increase of $7.3 million or 17.6%. The increase in personnel costs was primarily driven by an increase in headcount within our selling and marketing teams and commissions earned on sales during the period. Stock-based compensation expense was $13.3 million for the nine months ended September 30, 2024, compared to $8.8 million for the nine months ended September 30, 2023, an increase of $4.5 million or 51.1%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Amortization of intangibles was $5.9 million for the nine months ended September 30, 2024, compared to $3.8 million for the nine months ended September 30, 2023, an increase of $2.1 million or 55.3%. The increase in amortization expense was due to acquired intangible assets related to the StudyLink and Invoiced acquisitions. Professional fees were $15.4 million for the nine months ended September 30, 2024, compared to $14.1 million for the nine months ended September 30, 2023, an increase of $1.3 million or 9.2%. The increase in professional fees was due to increases in third party commissions. General and Administrative General and administrative expenses were $94.6

million for the nine months ended September 30, 2024, compared to $79.6 million for the nine months ended September 30, 2023, an increase of $15.0 million or 18.8%. The increase in general and administrative expenses was primarily driven by an increase in stock-based compensation expense and personnel costs, partially offset by a decrease in other costs. Stock-based compensation was $26.5 million for the nine months ended September 30, 2024, compared to $16.2 million for the nine months ended September 30, 2023, an increase of $10.3 million or 63.6%. The increase in stock-based compensation is attributable to equity grants awarded to existing and new FlyMates. Personnel costs were $36.8 million for the nine months ended September 30, 2024, compared to $30.8 million for the nine months ended September 30, 2023, an increase of $6.0 million or 19.5%. The increase in personnel costs was primarily driven by an increase in headcount. Other costs were $3.7 million for the nine months ended September 30, 2024, compared to $5.7 million for the nine months ended September 30, 2023, a decrease of $2.0 million or 35.1%. The decrease in other costs was primary due to hedging losses recorded during the nine months ended September 30, 2023 compared to the nine months ended September 30, 2024. Interest Expense Interest expense was $0.4 million for the nine months ended September 30, 2024, compared to $0.3 million for the nine months ended September 30, 2023, an increase of $0.1 million or 33.3%. As of September 30, 2024 and 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or 2021 Revolving Credit Facility. Interest expense consists primarily of amortization of debt issuance costs and unused commitment fees related to our 2024 Revolving Credit Facility and 2021 Revolving Credit Facility. 41 Â Â Interest Income Interest income was $16.6 million for the nine months ended September 30, 2024, compared to $7.7 million for the nine months ended September 30, 2023, an increase of $8.9 million or 115.6%. The increase in interest income is attributable to the increase in our cash balance associated with our Public Offering we completed in August and September 2023. Gain (loss) from Remeasurement of Foreign Currency Gain (loss) from remeasurement of foreign currency was $2.1 million for the nine months ended September 30, 2024, compared to $(3.5) million for the nine months ended September 30, 2023, an increase of $5.6 million or 160.0%. The increase was primarily the result of the remeasurement of foreign currency transactions into the British pound sterling and impact of fluctuations in exchange rates during respective remeasurement periods. (Benefit from) Provision for Income Taxes (Benefit from) provision for income taxes was $(2.0) million during the nine months ended September 30, 2024, compared to $2.3 million during the nine months ended September 30, 2023, a decrease of $4.3 million or 187.0%. The income tax benefit for the nine months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of our valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets and was partially offset by income tax expense attributable to activity in our foreign subsidiaries and current U.S. federal and state taxes. The income tax provision for the nine months ended September 30, 2023 was primarily attributable to activity in our foreign subsidiaries and U.S. state taxes. Our effective tax rate was (12.3)% for the nine months ended September 30, 2024, compared to (28.6)% for the nine months ended September 30, 2023. Key Operating Metrics and Non-GAAP Financial Measures To supplement our condensed consolidated financial statements, which are prepared in accordance with generally accepted accounting principles in the United States (GAAP), we use certain non-GAAP financial measures. The following table sets forth our key operating metrics and non-GAAP measures for the periods presented. All dollar amounts are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â (dollars in millions) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Total Payment Volume Â $ 11,010.8 Â Â $ 8,866.5 Â Â $ 22,828.2 Â Â $ 18,634.2 Â Revenue Â $ 156.8 Â Â $ 123.3 Â Â $ 374.6 Â Â $ 302.5 Â Revenue Less Ancillary Services Â $ 151.4 Â Â $ 116.8 Â Â $ 361.5 Â Â $ 285.3 Â Gross Profit Â $ 100.3 Â Â $ 78.4 Â Â $ 232.7 Â Â $ 185.4 Â Adjusted Gross Profit Â $ 101.9 Â Â $ 80.1 Â Â $ 237.3 Â Â $ 190.4 Â Gross Margin Â Â 64.0 % Â Â 63.6 % Â Â 62.1 % Â Â 61.3 % Adjusted Gross Margin Â Â 67.3 % Â Â 68.6 % Â Â 65.6 % Â Â 66.7 % Net Income (Loss) Â $ 38.9 Â Â $ 10.6 Â Â $ 18.8 Â Â $ (9.9) Adjusted EBITDA Â $ 42.2 Â Â $ 27.5 Â Â $ 61.2 Â Â $ 34.3 Â For the three months ended September 30, 2024, transaction revenue and platform and other revenues represented 85.7% and 14.3% of our revenue, respectively. For the three months ended September 30, 2024, transaction revenue and platform and other revenues represented 88.0% and 12.0% of our total revenue less ancillary services, respectively. For the three months ended September 30, 2023, transaction revenue and platform and other revenues represented 84.8% and 15.2% of our revenue, respectively. For the three months ended September 30, 2023, transaction revenue and platform and other revenues represented 88.4% and 11.6% of our total revenue less ancillary services, respectively. For the nine months ended September 30, 2024, transaction revenue and platform and other revenues represented 84.1% and 15.9% of our revenue, respectively. For the nine months ended September 30, 2024, transaction revenue and platform and other revenues represented 86.7% and 13.3% of our total revenue less ancillary services, respectively. For the nine months ended September 30, 2023, transaction revenue and platform and other revenues represented 81.9% and 18.1% of our revenue, respectively. For the nine months ended September 30, 2023, transaction revenue and platform and other revenues represented 86.2% and 13.8% of our total revenue less ancillary services, respectively. 42 Â Â For the three months ended September 30, 2024, our total payment volume was approximately $11.0 billion, consisting of $8.8 billion of total payment volume from transactions included in transaction revenue, and $2.2 billion of total payment volume from transactions included in platform and other revenues. For the three months ended September 30, 2023, our total payment volume was approximately $8.9 billion, consisting of $6.7 billion of total payment volume from transactions included in transaction revenue, and $2.2 billion of total payment volume from transactions included in platform and other revenues. For the nine months ended September 30, 2024, our total payment volume was approximately $22.8 billion, consisting of $17.7 billion of total payment volume from transactions included in transaction revenue, and $5.1 billion of total payment volume from transactions included in platform and other revenues. For the nine months ended September 30, 2023, our total payment volume was approximately $18.6 billion, consisting of $13.5 billion of total payment volume from transactions included in transaction revenue, and $5.1 billion of total payment volume from transactions included in platform and other revenues. Revenue Less Ancillary Services, Revenue Less Ancillary Services at Constant Currency, Adjusted Gross Profit, Adjusted Gross Margin, EBITDA, Adjusted EBITDA and Non-GAAP Operating Expenses We use non-GAAP financial measures to supplement financial information presented on a GAAP basis. We believe that excluding certain items from our GAAP results allows management to better understand our consolidated financial performance from period to period and better project our future consolidated financial performance as forecasts are developed at a level of detail different from that used to prepare GAAP-based financial measures. Moreover, we believe these non-GAAP financial measures provide our stakeholders with useful information to help them evaluate our operating results by facilitating an enhanced understanding of our operating performance and enabling them to make more meaningful period to period comparisons. There are limitations to the use of the non-GAAP financial measures presented here. Our non-GAAP financial measures may not be comparable to similarly titled measures of other companies. Other companies, including companies in our industry, may calculate non-GAAP financial measures differently than we do, limiting the usefulness of those measures for comparative purposes. We use supplemental measures of our performance which are derived from our consolidated financial information, but which are not presented in our consolidated financial statements prepared in accordance with GAAP. These non-GAAP financial measures include the following: â€¢Revenue Less Ancillary Services - Revenue Less Ancillary Services represents our consolidated revenue in accordance with GAAP less (i) pass-through cost for printing and mailing services and (ii) marketing fees. We exclude these amounts to arrive at this supplemental non-GAAP financial measure as we view these services as ancillary to the primary services we provide to our clients. â€¢Revenue Less Ancillary Services at Constant Currency - Revenue Less Ancillary Services at Constant Currency represents Revenue Less Ancillary Services adjusted to show presentation on a constant currency basis. The constant currency information presented is calculated by translating current period results using prior period weighted average foreign currency exchange rates. We analyze Revenue Less Ancillary Services on a constant currency basis to provide a comparable framework for assessing how the business performed excluding the effect of foreign currency fluctuations. â€¢Adjusted Gross Profit - Adjusted Gross Profit represents Revenue Less Ancillary Services, less cost of revenue adjusted to (i) exclude pass-through cost for printing services, (ii) offset marketing fees against costs incurred and (iii) exclude depreciation and amortization, including accelerated amortization on the impairment of customer set-up costs tied to technology integration, if applicable. Management believes this presentation supplements the GAAP presentation of gross profit with a useful measure of the gross profit of our payment-related services, which are the primary services we provide to our clients. â€¢Adjusted Gross Margin - Adjusted Gross Margin represents Adjusted Gross Profit divided by Revenue Less Ancillary Services. Management believes this presentation supplements the GAAP presentation of gross margin with a useful measure of the gross margin of our payment-related services, which are the primary services we provide to our clients. â€¢EBITDA - EBITDA represents our consolidated net income (loss) in accordance with GAAP adjusted to include (i) interest expense, (ii) interest income, (iii) (benefit from) provision for income taxes and (iv) depreciation and amortization. 43 Â Â â€¢Adjusted EBITDA - Adjusted EBITDA represents EBITDA further adjusted by excluding (i) stock-based compensation expense and related payroll taxes, (ii) the impact from the change in fair value measurement for contingent consideration associated with acquisitions, (iii) gain (loss) from the remeasurement of foreign currency, (iv) indirect taxes related to intercompany activity, (v) acquisition related transaction costs and (vi) employee retention costs, such as incentive compensation associated with acquisition activities. Management believes that the exclusion of these amounts to calculate Adjusted EBITDA provides useful measures for period-to-period comparisons of our business. â€¢Non-GAAP Operating Expenses - Non-GAAP Operating Expenses represents GAAP Operating Expenses adjusted by excluding (i) stock-based compensation expense and related payroll taxes, (ii) depreciation and amortization, (iii) acquisition related transaction costs, (iv) employee retention costs, such as incentive compensation associated with acquisition activities and (v) the impact from the change in fair value measurement for contingent consideration associated with acquisitions. These non-GAAP financial measures are not meant to be considered as indicators of performance in isolation from or as a substitute for revenue, gross margin or net income (loss) prepared in accordance with GAAP and should be read only in conjunction with financial information presented on a GAAP basis. Reconciliations of Revenue Less Ancillary Services, Adjusted Gross Profit, Adjusted Gross Margin, Revenue Less Ancillary Services at Constant Currency, EBITDA, Adjusted EBITDA and Non-GAAP Operating Expenses to the most directly comparable GAAP financial measure are presented below. We encourage you to review these reconciliations in conjunction with the presentation of the non-GAAP financial measures for each of the periods presented. In future fiscal periods, we may exclude such items and may incur income and expenses similar to these excluded items. Reconciliations of Non-GAAP Financial Measures The tables below provide reconciliations of Revenue Less Ancillary Services, Adjusted Gross Profit, Adjusted Gross Margin, Revenue Less Ancillary Services at Constant Currency, EBITDA, Adjusted EBITDA and Non-GAAP Operating Expenses to the most comparable GAAP figure on a consolidated basis for the periods presented. All dollar amounts are rounded and as a result, certain amounts may not recalculate using the rounded amounts provided. Revenue Less Ancillary Services, Adjusted Gross Profit and Adjusted Gross Margin: Â Three Months EndedSeptember 30, Â Â Nine Months EndedSeptember 30, Â (dollars in millions) Â 2024 Â Â 2023 Â Â 2024 Â Â 2023 Â Revenue Â $ 156.8 Â Â $ 123.3 Â Â $ 374.6 Â Â $ 302.5 Â Adjusted to exclude gross up for: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Pass-through cost for printing and mailing Â Â (4.2) Â Â (5.2) Â Â (11.4) Â Â (15.4) Marketing fees Â Â (1.2) Â Â (1.3) Â Â (1.7) Â Â (1.8) Revenue Less Ancillary Services Â $ 151.4 Â Â $ 116.8 Â Â $ 361.5 Â Â $ 285.3 Â Payment processing services costs Â Â 54.6 Â Â Â Â 42.9 Â Â Â 136.1 Â Â Â 110.6 Â Hosting and amortization costs within technology andÂ Â Â development expenses Â Â 1.9 Â Â Â 2.0 Â Â Â 5.8 Â Â Â 6.5 Â Cost of Revenue Â $ 56.5 Â Â $ 44.9 Â Â $ 141.9 Â Â $ 117.1 Â Adjusted to: Â Â Â Â Â Â Â Â Â Â Â Â Â Â Exclude printing and mailing costs Â Â (4.2) Â Â (5.2) Â Â (11.4) Â Â (15.4) Offset marketing fees against related costs Â Â (1.2) Â Â (1.3) Â Â (1.7) Â Â (1.8) Exclude depreciation and amortization Â Â (1.6) Â Â (1.7) Â Â (4.6) Â Â (5.0) Adjusted Cost of Revenue Â $ 49.5 Â Â $ 36.7 Â Â $ 124.2 Â Â $ 94.9 Â Gross Profit Â $ 100.3 Â Â $ 78.4 Â Â $ 232.7 Â Â $ 185.4 Â Gross Margin Â Â 64.0 % Â Â 63.6 % Â Â 62.1 % Â Â 61.3 % Adjusted Gross Profit Â $ 101.9 Â Â $ 80.1 Â Â $ 237.3 Â Â $ 190.4 Â Adjusted Gross Margin Â Â 67.3 % Â Â 68.6 % Â Â 65.6 % Â Â 66.7 % Â 44 Â Â Â Three Months Ended September 30, 2024 Â Three Months Ended September 30, 2023 Â (dollars in millions) Â Transaction Â Â Platform and other revenues Â Â Revenue Â Â Transaction Â Â Platform and other revenues Â Â Revenue Â $ 134.4 Â Â $ 22.4 Â Â $ 156.8 Â Â $ 104.6 Â Â $ 18.7 Â Â $ 123.3 Â Adjusted to exclude grossÂ Â Â up for: Â Pass-through cost forÂ Â Â printing and mailing Â Â â€” Â Â Â (4.2) Â Â (4.2) Â Â â€” Â Â Â (5.2) Â Â (5.2) Marketing fees Â Â (1.2) Â Â â€” Â Â Â (1.2) Â Â (1.3) Â Â â€” Â Â Â (1.3) Revenue Less AncillaryÂ Â Â Services Â $ 133.2 Â Â $ 18.2 Â Â $ 151.4 Â Â $ 103.3 Â Â $ 13.5 Â Â $ 116.8 Â Percentage of Revenue Â Â 85.7 % Â Â 14.3 % Â Â 100.0 % Â Â 84.8 % Â Â 15.2 % Â Â 100.0 % Percentage of Revenue LessÂ Â Â Ancillary Services Â Â 88.0 % Â Â 12.0 % Â Â 100.0 % Â Â 88.4 % Â Â 11.6 % Â Â 100.0 % Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â Â

part of the Companyâ€™s Repurchase Program. For additional information on our Repurchase Program, see Note 11 - Stockholdersâ€™ Equity in our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. During the three and nine months ended September 30, 2024, the Company repurchased 1,291,252 shares of its common stock for an aggregate amount, 46 Â Â including commissions and accrued excise tax, of $23.1 million under the Repurchase Program. The repurchased shares are currently being held as treasury stock. As of September 30, 2024, approximately $127.1 million of the originally authorized amount under the Repurchase Program remained available for future repurchases. On February 23, 2024, we entered into our 2024 Revolving Credit Facility for a total commitment of $125.0 million, which replaced the Revolving Credit Facility of $50.0 that was in effect as of December 31, 2023. On August 14, 2023 and September 12, 2023, we completed our follow-on public offering which resulted in aggregate net proceeds of $260.1 million, after underwriting discounts and commissions of $10.9 million and other issuance costs of $1.1 million. We believe that our existing cash will be sufficient to support our expected working capital needs and material cash requirements for at least the next 12 months from the issuance of these condensed consolidated financial statements. Our future capital requirements will depend on many factors, including our revenue growth rate, the timing and the amount of cash received from clients, the expansion of sales and marketing activities, the timing and extent of spending to support development efforts, the price at which we are able to purchase public cloud capacity, expenses associated with our international expansion, the introduction of platform enhancements, and the continuing market adoption of our platform. In the future, we may enter into arrangements to acquire or invest in complementary businesses, products, and technologies. In addition, we have, and may in the future, repurchase shares of our voting and non-voting common stock from time to time under our Repurchase Program. We may be required to seek additional equity or debt financing. In the event that we require additional financing, we may not be able to raise such financing on terms acceptable to us or at all. If we are unable to raise additional capital or generate cash flows necessary to expand our operations and invest in continued innovation, we may not be able to compete successfully, which would harm our business, results of operations, and financial condition. Cash Flows The following table sets forth a summary of our cash flow information for the periods presented: Â Nine Months Ended September 30, Â (in millions) Â 2024 Â Â 2023 Â Net cash provided by operating activities Â $ 132.9 Â Â $ 20.9 Â Net cash used in investing activities Â Â (205.6) Â Â (5.1) Net cash (used in) provided by financing activities Â Â (16.6) Â Â 270.7 Â Effect of exchange rate changes on cash and cash equivalents Â Â (0.3) Â Â 0.6 Â Net (decrease) increase in cash, cash equivalents Â $ (89.6) Â $ 287.0 Â Operating Activities Net cash provided by operating activities consists of net income (loss) adjusted for certain non-cash items and changes in other assets and liabilities. During the nine months ended September 30, 2024, net cash provided by operating activities of $132.9 million was primarily the result of net income of $18.8 million, adjusted for non-cash expenses of $53.4 million, which primarily included stock-based compensation expenses of $48.4 million and depreciation and amortization of $12.7 million, offset by $60.8 million related to changes in our operating assets and liabilities, net of acquisitions. During the nine months ended September 30, 2023, net cash provided by operating activities of $20.9 million was primarily the result of net loss of $9.9 million, adjusted for non-cash expenses of $43.7 million, which primarily included stock-based compensation expenses of $31.3 million, depreciation and amortization of $11.8 million and provision for uncollectible accounts of $0.5 million, offset by a deferred tax benefit of $0.9 million and $13.0 million related to changes in our operating assets and liabilities, net of acquisitions. Net cash provided by operating activities was $132.9 million during the nine months ended September 30, 2024, compared to $20.9 million during the nine months ended September 30, 2023. The increase of $112.1 million in our net cash provided by operating activities was primarily related to a net increase in our operating assets and liabilities, net of acquisitions of $60.8 million during the nine months ended September 30, 2024, compared to a net decrease of $13.0 million during the nine months ended September 30, 2023. This increase was driven by an increase in funds payable to clients of $79.2 million compared to the prior year period primarily as a result of the timing of payments to our clients in the applicable period. The timing of payments to our clients will vary from period to period based on when our clientâ€™s customer payment for a particular transaction is made and when we are contractually required to remit such payment to 47 Â Â our client. This net increase in cash provided by operating activities was also impacted by our operating cash flows from our net income (after adjustments for an increase in non-cash expenses of $9.7 million) which increased by $38.3 million for the nine months ended September 30, 2024, compared to the prior period, reflective of the growth in transaction payment volumes, from both our existing clients and new clients and an increase in interest income as a result of our higher cash balances, offset by increases in our costs and operating expenses, the largest of which was our payment processing services costs. Investing Activities During the nine months ended September 30, 2024, cash used in investing activities of $205.6 million was the result of purchase of short-term and long-term investments for $160.6 million, our acquisition of Invoiced for cash purchase consideration of $45.4 million, net of cash acquired, capitalization of internally developed software costs of $4.6 million, and purchase of property and equipment of $0.8 million, offset by the proceeds from the maturity and sale of short and long-term investments of $5.9 million. During the nine months ended September 30, 2023, cash used in investing activities of $5.1 million was the result of capitalization of internally developed software costs of $4.1 million and purchase of property and equipment of $0.9 million. Financing Activities During the nine months ended September 30, 2024, cash used in financing activities of $16.6 million was the result of common stock repurchase of $22.9 million and payments of debt issuance costs of $0.8 million, offset by proceeds from exercise of stock options of approximately $4.0 million and proceeds from issuance of stock under the ESPP of $3.1 million. During the nine months ended September 30, 2023, cash provided by financing activities of $270.7 million was the result of proceeds from issuance of common stock under public offering of $261.1 million, proceeds from exercise of stock options of $8.5 million and proceeds from issuance of stock under the ESPP of $2.7 million, offset by payments for contingent consideration of $1.2 million related to our acquisition of Cohort Solutions Pty Ltd. in 2022 and payments of costs related to public offering of $0.4 million. As of September 30, 2024 and 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility and the 2021 Revolving Credit Facility. Critical Accounting Policies Our condensed consolidated financial statements and the related notes thereto included elsewhere in this Quarterly Report on Form 10-Q are prepared in accordance with GAAP. The preparation of our condensed consolidated financial statements requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements, as well as the reported revenue generated, and reported expenses incurred during the reporting periods. Our estimates are based on our historical experience and on various other factors that we believe are reasonable under the circumstances, the results of which form the basis for making judgments about the carrying value of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. There have been no material changes to our critical accounting policies as compared to the critical accounting policies and estimates described in the Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations section of our Annual Report on Form 10-K for the year ended December 31, 2023. Recent Accounting Pronouncements We have reviewed all recently issued standards and have determined that, other than as disclosed in Note 1 - Business Overview and Summary of Significant Accounting Policies to our unaudited condensed consolidated financial 48 Â Â statements appearing elsewhere in this Quarterly Report on Form 10-Q, such standards are not expected to have a material impact on our consolidated financial statements or do not otherwise apply to our operations. Item 3. Quantitative and Qualitative Disclosures About Market Risk We have operations both within the United States and globally, and we are exposed to market risks in the ordinary course of our business, including foreign currency fluctuations and the effects of interest rate changes. Information relating to quantitative and qualitative disclosures about these market risks is described below. Interest Rate Risk We are exposed to interest rate risk relating to our cash and cash equivalents and available-for-sale debt securities. We hold cash in both non-interest and interest-bearing bank accounts. Our corporate investment portfolio consists primarily of money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government, and investments in available-for-sale corporate bonds, U.S. government obligations and asset-backed debt securities. An immediate 10% increase or decrease in interest rates would not have a material effect on our financial position, resulting of operations or cash flows. We are also exposed to interest rate risk related to our 2024 Revolving Credit Facility. Our 2024 Revolving Credit Facility consists of ABR borrowings or Term SOFR borrowings, at our option. ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon our consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to 2.5%. The 2024 Revolving Credit Facility incurs a commitment fee ranging from 0.25% to 0.35% based upon our consolidated total net leverage ratio as of the most recent consolidated financial information assessed on the average available commitment. As of September 30, 2024 and December 31, 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility and 2021 Revolving Credit Facility. An immediate 10% increase or decrease in interest rates would not have a material effect on our financial position, results of operations or cash flows. Information provided by the sensitivity analysis is not a prediction of future events and does not necessarily represent the actual changes that would occur. Foreign Currency Exchange Risk For our cross-border payments, we have short term foreign currency exchange exposure, typically between one and four days. Our cross-border payment service allows our clientâ€™s customers to use their local currency to pay our clients. When a clientâ€™s customer books a cross-border payment in the customerâ€™s local currency, we provide an amount to be paid to the client in that local currency based on the foreign exchange rate then in effect. The clientâ€™s customer then has a certain amount of time to complete paymentâ€”typically one to four daysâ€”that may differ depending on the payment method selected. When our clientâ€™s customer makes the payment and we process these funds to our clients through our global payment network, the actual exchange rate may differ from the exchange rate that was initially used to calculate the amount payable by the clientâ€™s customer due to foreign exchange rate fluctuations. The amount our clientâ€™s customers pay in their local currency is not adjusted for changes in foreign exchange rates between booking the transaction and the date the funds are paid and converted. If the value of the currency used by the clientâ€™s customer weakens relative to the currency in which funds are remitted to our clients, we may be required to cover the shortfall in remitted funds. This could have an unfavorable effect on our cash flows and operating results. We have been leveraging our in-house currency hedging algorithms since 2014, including entering into non-deliverable forward foreign currency contracts, to mitigate the volatility related to fluctuations in the foreign exchange rates. Our cash flows and operating results may also be impacted by fluctuations in foreign currency exchange rates between the U.S. Dollar and various currencies, in particular the British Pound. The value of our revenue and profits in local currencies may be worth more or less in U.S. Dollars due to a strengthening or weakening, respectively, of those currencies against the U.S. Dollar. For example, as the U.S. Dollar weakened against several currencies, including the British Pound, relative to the same quarter in the prior year, these foreign exchange impacts increased our reported 49 Â Â revenue in U.S. Dollars by approximately $1.9 million compared to the quarter ended September 30, 2023 on a constant currency basis. Fluctuations in foreign currency exchange rates may also impact the value of assets and liabilities denominated in currencies other than the functional currencies of our entities. Our reporting currency and the functional currency of our subsidiaries, with the exception of our U.K. and Australian subsidiaries, is the U.S. Dollar. The functional currency for our U.K. and Australian subsidiaries is the local currency, or British Pound and Australian Dollar, respectively. Financial statements of our foreign subsidiaries are translated from local currency into U.S. Dollars using exchange rates at the balance sheet date for assets and liabilities, and average exchange rates in effect during the period for revenue and expenses. Resulting translation adjustments are included as a component of accumulated other comprehensive income in our condensed consolidated balance sheets. Gains and losses from the remeasurement of foreign currencies into functional currencies are recognized in the condensed consolidated statements of operations and comprehensive income (loss). A potential change in foreign exchange rates of 10% from such remeasurement would have impacted income (loss) before income taxes by approximately $28.0 million and $19.9 million at September 30, 2024 and December 31, 2023, respectively. Inflation Risk Inflation did not have a material effect on our cash flows and results of operations during the three or nine months ended September 30, 2024. If our costs were to become subject to significant inflationary pressures, we may not be able to fully offset such higher costs through increase in prices of our product offerings. Item 4. Controls and Procedures Evaluation of Disclosure Controls and Procedures Our management, with the participation and supervision of our Chief Executive Officer and Chief Financial Officer (our Principal Executive Officer and Principal Financial and Accounting Officer, respectively), have evaluated the effectiveness of our disclosure controls and procedures as of September 30, 2024. The term â€œdisclosure controls and procedures,â€ as defined in Rules 13a 15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act), means controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized, and reported within the time periods specified in the SECâ€™s rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to provide reasonable assurance that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the companyâ€™s management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Based on such evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2024, our disclosure controls and procedures were effective at the reasonable assurance level. Changes in Internal Control over Financial Reporting There were no changes in our internal control over financial reporting identified in connection with the evaluation required by Rule 13a- 15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended September 30, 2024 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting. Inherent Limitations on Effectiveness of Controls Our management, including our Chief Executive Officer and Chief Financial Officer, believes that our disclosure controls and procedures and internal control over financial reporting are designed to provide reasonable assurance of achieving their objectives and are effective at the reasonable assurance level. However, management does not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent or detect 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, have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of a 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 controls. The design of any system of controls also is based in part upon certain assumptions about the 50 Â Â 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. Over time, controls may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate. Because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected. 51 Â Â PART II - OTHER INFORMATION Item 1. Legal Proceedings From time to time, we may be subject to legal proceedings and claims in the ordinary course of business, including patent, commercial, product liability, employment, class action, whistleblower, and other litigation and claims, as well as governmental and other regulatory investigations and proceedings. In addition, third parties may from time to time assert claims against us in the form of letters and other communications. We are not currently a party to any legal proceedings that we believe to be material, individually or in the aggregate, to our business or condensed consolidated financial statements. The results of any future litigation cannot be predicted with certainty, and regardless of the outcome, litigation can have an adverse impact on us because of defense and settlement costs, diversion of management resources, and other factors. In the course of enhancing our sanctions compliance function, we initiated an internal review that identified issues related to our compliance with sanctions, including payments that may have originated from sanctioned jurisdictions or sanctioned persons. Although Flywire continues to evaluate whether these or other transactions constitute potential violations of OFAC sanctions (including whether certain of these payments may have been authorized by general licenses or license exemptions under the relevant sanctions regulations), Flywire has made voluntary submissions to OFAC to report apparent violations and provide supplemental information. Flywire is currently engaging with OFAC to resolve these matters. Based upon the results of the internal investigation completed to date, we do not believe that the amount of any loss incurred as a result of this matter would be material to our business, financial condition, results of operations or cash flows. Item 1A. Risk Factors Investing in our common stock involves a high degree of risk. Before deciding whether to invest in shares of our common stock, you should consider carefully the risks and uncertainties described below, together with all of the other information in this Quarterly Report on Form 10-Q, including â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operationsâ€ and our condensed consolidated financial statements and the accompanying notes included elsewhere in this Quarterly Report on Form 10-Q. The risks and uncertainties described below are not the only ones we face. Additional risks and uncertainties that we are unaware of or that we deem immaterial may also become

important factors that adversely affect our business. If any of the following risks actually occur, our business, financial condition, liquidity, operating results, and prospects could be materially and adversely affected. In that event, the market price of our common stock could decline, and you could lose part or all of your investment. See â€œSpecial Note Regarding Forward-Looking Statements.â€ Risk Factors Summary The summary of risks below is intended to provide an overview of the risks we face and should not be considered a substitute for the more fulsome risk factors discussed immediately following this summary. Risks Related to Our Business and Industry â€¢We have a history of operating losses and may not achieve or sustain profitability in the future. â€¢We have a short operating history at our current scale in a rapidly evolving industry. â€¢We may experience quarterly fluctuations in operating results. â€¢We may be unable to retain our current clients, attract new clients, and increase the number of our clientsâ€™ customers that use our solutions or sell additional functionality to our clients. â€¢Efforts to attract new clients may be unsuccessful. â€¢We may be unable to expand our direct and channel sales capabilities, grow our marketing reach and increase sales productivity. â€¢We expect our revenue mix to vary over time, which could affect our gross profit, gross margin and results of operations. 52 Â Â â€¢Our business could be adversely affected if our clients and their customers are not satisfied with the timing or quality of implementation services provided by us or our partners. â€¢Our financial and operating results are subject to seasonality and cyclicality. â€¢We are exposed to fluctuations in foreign currency exchange rates that could materially and adversely affect our cash flows and results of operations. â€¢Certain of our key performance indicators are subject to inherent challenges in measurement. â€¢Our business depends, in large part, on our proprietary network of global, regional, and local banking partners and our relationships with other third parties. â€¢Our markets are highly competitive. â€¢The estimates of market opportunity and our ability to capture a meaningful share of this payment volume may prove to be inaccurate. â€¢Our education business may be adversely affected by decreases in enrollment or tuition, increased limitations on issuances of visas to international students or increased operating expenses for our clients. â€¢The healthcare industry is rapidly evolving. â€¢Our travel business may be sensitive to events affecting the travel industry in general. â€¢We may be unable to enter or expand into new verticals or sub-verticals, including our relatively new B2B payment vertical. â€¢There could be consolidation in the payment processing or enablement industry. â€¢We may be adversely impacted by worldwide global economic and political instability. Risks Related to Our Operations â€¢We may not be able to scale our business quickly enough to meet our growing client base. â€¢We enable the transfer of large sums of funds to our clients daily and are subject to the risk of errors. â€¢Volatility in the banking and financial services sectors may impact our bank partnerships and relationships, which could adversely affect our operations and liquidity. â€¢Our management of our operating funds and those of our clients may be reliant on a limited number of our banking partners and other financial institutions. â€¢We may be unable to maintain or expand our ability to offer a variety of local and international payments. â€¢Improper or unauthorized use of, disclosure of, or access to personal or sensitive data could harm our reputation. â€¢We may fail to adapt and respond effectively to rapidly changing technology, evolving industry standards, changing regulations, and changing business needs, requirements, or preferences. â€¢Changes to payment card networks fees or rules could harm our business. â€¢If we lose key members of our management team or are unable to attract and retain executives and employees we need to support our operations and growth, our business may be harmed. Risks Related to Our Legal, Regulatory and Compliance Landscape â€¢Payments and other financial services-related regulations and oversight are material to our business. 53 Â Â â€¢We are subject to governmental laws and requirements regarding economic and trade sanctions, AML, CFT and those applicable to a money service business (MSB). â€¢We are subject to governmental regulation and other legal obligations, particularly those related to privacy, data protection, information security, anti-corruption, anti-bribery, and similar laws. Risks Related to Being a Public Company â€¢We may fail to develop and maintain proper effective internal control over financial reporting. â€¢Estimates relating to our critical accounting policies may prove to be incorrect. â€¢We will continue to incur increased costs as a public company. Risks Related to Ownership of Our Common Stock â€¢Raising additional capital may cause dilution to our existing stockholders, restrict our operations, or require us to relinquish rights to our intellectual property on unfavorable terms. Risks Related to Our Business and Industry We have a history of operating losses and may not achieve or sustain profitability in the future. We were incorporated in 2009 and although we have generated net income in prior periods, we incurred a net loss in the year ended December 31, 2023, have incurred net losses in the past, and may continue to incur net losses in the future. We generated net losses of $8.6 million and $39.3 million for the years ended December 31, 2023 and 2022, respectively, and net income of $18.8 million during the nine months ended September 30, 2024. In addition, as of September 30, 2024, we had an accumulated deficit of $155.0 million. We have experienced significant revenue growth in recent periods and we are not certain whether or when we will obtain a high enough volume of revenue to sustain or increase our growth or achieve or maintain profitability in the future. We also expect our costs and expenses to increase in future periods, which could negatively affect our future operating results if our revenue does not increase. In particular, we intend to continue to invest in headcount, to expend significant funds to further develop our solutions, including introducing new functionality, and to expand our marketing programs and sales teams to drive new client adoption, expand strategic partner integrations, and support international and product expansion. Our operating results are also impacted by the mix of our revenue generated from our different revenue sources, which include transaction revenue and platform and other fee revenue. Changes in our revenue mix from quarter to quarter, including those derived from cross-border or domestic currency transactions, will impact our margins, and we may not be able to grow our gross margin adequately to achieve or sustain profitability. In addition, the mix of payment methods utilized by our clientsâ€™ customers may have an impact on our margins given that our costs associated with certain payment methods, such as credit cards, are higher than other payment methods accepted by our solutions, such as bank transfers. Due to the cross-border nature of much of our business, fluctuations in foreign currency exchange rates, slowdowns in international mobility and other regional considerations may affect our operating results. We will also face increased compliance and security costs associated with growth, the expansion of our client base, and being 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 increased operating expenses. We may incur significant losses in the future for several reasons, including the other risks described herein, and unforeseen expenses, difficulties, complications, delays, and other unknown events. If we are unable to achieve and sustain profitability, the value of our business and common stock may significantly decrease. If the assumptions we use to plan our business are incorrect or change in reaction to changes in our markets, or if we are unable to maintain consistent revenue or revenue growth, it may be difficult to achieve and maintain profitability. Our financial results from any prior quarterly or annual periods should not be relied upon as an indication of our future revenue or growth in revenue, gross profit or volume of payments processed. In addition, we expect to continue to expend substantial management time, financial and other resources on: â€¢sales, marketing, relationship management and client support, including an expansion of our sales organization, and new client support and payer retention initiatives; â€¢our technology infrastructure, including systems architecture, scalability, availability, performance, and security; 54 Â Â â€¢our technology development, including investments in our technology development team and the development of new solutions and new functionality; â€¢expanding into more international markets; â€¢attracting new clients and increasing the number of our clientsâ€™ customers that use our solutions; â€¢acquisitions or strategic investments; â€¢regulatory compliance and risk management; and â€¢general administration, including increased insurance, legal and accounting expenses associated with being a public company. These investments may not result in increased revenue growth in our business. If we are unable to increase our revenue at a rate sufficient to offset the expected increase in our costs, our business, financial position and operating results will be harmed, and we may not be able to achieve or maintain profitability over the long term. We have a short operating history at our current scale in a rapidly and significantly evolving industry and, as a result, our past results may not be indicative of future operating performance. We have a short history operating at our current scale in a rapidly and significantly evolving industry that may not develop in a manner favorable to our business. This relatively short operating history makes it difficult to assess our future performance with certainty. You should consider our business and prospects in light of the risks and difficulties we may encounter. Our future success will depend in large part upon our ability to, among other things: â€¢cost-effectively acquire new clients and retain existing clients; â€¢maintain and increase our market share; â€¢avoid pricing pressure on our solutions which would compress our margins; â€¢effectively market our solutions; â€¢enhance our existing solutions and develop new solutions; â€¢increase awareness of our brand and maintain our reputation; â€¢develop new technologies, adapt to technology changes and evolving industry standards and to incorporate new technologies, such as artificial intelligence, into our solutions; â€¢offer seamless experience for our clients and their customers, including all user facing attributes ranging fromthe user interface to client and customer support; â€¢anticipate and respond to microeconomic and macroeconomic changes; â€¢expand our solutions and geographic reach, including with respect to B2B and travel payments; â€¢our decision to exit certain markets, or our inability to process payments from certain jurisdiction we had previously served; â€¢anticipate and effectively respond to changing trends and the preferences of clients and their customers; â€¢compete effectively; â€¢avoid interruptions in our business from information technology (IT) downtime, cybersecurity breaches, or labor stoppages; â€¢effectively manage our growth; 55 Â Â â€¢effectively identify and manage risks, including foreign currency exchange risk; â€¢hire, integrate, and retain talented people at all levels of our organization; â€¢maintain the quality of our technology infrastructure; â€¢compliance with multiple, conflicting and changing governmental laws and regulations, including with respect to employment, tax, competition, workplace and environmental, social and governance (ESG) matters; â€¢global pandemics, such as COVID-19, or other public health emergencies; â€¢retain our existing proprietary global network of banking and other payment partners and add new banking and other payment partners to scale our business; and â€¢retain our existing technology partners that allow us to provide alternative payment methods and add new technology partners to scale our business. If we fail to address the risks and difficulties that we face, including those associated with the challenges listed above as well as those described elsewhere in this section titled â€œRisk Factorsâ€, our business and operating results will be adversely affected. If we are unable to retain our current clients, attract new clients and increase the number of our clientsâ€™ customers that use our solutions or sell additional functionality to our clients, our revenue growth and operating results will be adversely affected. To increase our revenue, in addition to acquiring new clients, we must continue to retain existing clients, increase the volume of payments made by our clientsâ€™ customers and sell additional functionality to our clients. We expect to derive a significant portion of our revenue from the renewal of existing clientsâ€™ contracts and sales of additional features and solutions to existing clients. As the market for our solutions matures, solutions evolve, and competitors introduce lower cost or differentiated products or services that are perceived to compete with our solutions, our ability to attract (and our clientsâ€™ ability to attract) new customers and maintain our current client base and clientsâ€™ customer usage could be hindered. As a result, we may be unable to retain existing clients or increase the usage of our solutions by them or their customers, which would have an adverse effect on our business, revenue, gross profit, gross margins, and other operating results, and accordingly, on the trading price of our common stock. As the market for our solutions matures, or as new or existing competitors introduce new products or services that compete with our solutions, we may experience pricing pressure. This competition and pricing pressure could have an adverse effect on our ability to retain existing clients or attract new clients at prices that are consistent with our pricing model, operating budget and expected operating margins. In particular, it has become more common in the education sector for competitors to offer generous revenue sharing arrangements for clients we target. Our business could be adversely affected if clients or their customers perceive that features incorporated into alternative products reduce the need for our solutions or if they prefer to use competitive services. If we are unable to attract new clients and increase the number of our clientsâ€™ customers that use our solutions, our revenue growth and operating results will be adversely affected. Further, in an effort to attract new clients and increase usage by their customers, we may need to offer simpler, lower-priced payment options, which may reduce our revenue. Our ability to sell additional functionality to our existing clients may require more sophisticated and costly sales efforts, especially for our larger clients with more senior management and established accounts receivable solutions. Similarly, the rate at which our clients deploy additional solutions from us depends on several factors, including general economic conditions, the availability of client technical personnel to implement our solutions, and the pricing of additional functionality. If our efforts to sell additional functionality to our clients are not successful, our business and growth prospects would suffer. Contracts with our clients generally have a stated initial term of three years, are not subject to termination for convenience and automatically renew for one-year subsequent terms. Our clients may negotiate terms less advantageous to us upon renewal, which may reduce our revenue. If our clients fail to renew their contracts, renew their contracts upon terms less favorable to us or at lower fee levels or fail to purchase new solutions from us, our revenue may decline or our future revenue growth may be constrained. In addition, certain of our clients are subject to requirements to issue requests for proposals (RFPs) to open up competition for their ongoing business notwithstanding their satisfaction with our solutions. In order to retain their business, we may be required to accept terms or pricing conditions less favorable to us than would be the case with automatic renewal of an existing contract. Should any of our clients terminate their 56 Â Â relationship with us after implementation has begun, we would not only lose our time, effort and resources invested in such implementation, but we would also have lost the opportunity to leverage those resources to build a relationship with other clients over that same period of time. We may experience quarterly fluctuations in our operating results, as well as our key metrics, due to a number of factors which make our future results difficult to predict and could cause our operating results to fall below expectations or our guidance. Our operating results, and key metrics, may fluctuate due to a variety of factors, many of which are outside of our control. As a result, comparing our operating results on a period-to-period basis may not be meaningful. Our past results should not be relied on as an indication of our future performance. If our operating results or key metrics fall below the expectations of investors or securities analysts or below any guidance we may provide to the market, the price of our common stock could decline substantially. Our operating results have varied in the past and are expected to continue to do so in the future. In addition to other risk factors listed in this section titled â€œRisk Factorsâ€, factors that may affect our quarterly operating results, business and financial condition include the following: â€¢demand for our solutions and the number, volume and timing of payments processed; â€¢timing of tuition payments; â€¢government restrictions or related limitations on the issuances of visas; â€¢market acceptance of our current and future solutions; â€¢our revenue mix in a particular quarter; â€¢the mix of payment methods and currencies utilized by our clientsâ€™ customers in a particular quarter; â€¢a slowdown in spending on IT and software by our current and/or prospective clients; â€¢sales cycles and performance of our direct and indirect sales force; â€¢budgeting and implementation cycles of our current or potential clients; â€¢foreign currency exchange rate fluctuations; â€¢the management, performance and expansion of our domestic and international operations; â€¢the rate of renewals of contracts with our clients; â€¢changes in the competitive dynamics of our markets; â€¢our ability to control and predict costs, including our operating expenses; â€¢clients delaying purchasing decisions, including in anticipation of new products or product enhancements by us or our competitors; â€¢the seasonality of our business; â€¢failure to successfully manage or integrate any acquisitions, including our most recent acquisitions of StudyLink and Invoiced; â€¢the outcome or publicity surrounding any pending or threatened lawsuits; â€¢general economic and political conditions in our domestic and international markets, including inflation and fluctuations in supply chains, and restrictions on cross-border travel or commerce; â€¢changes in the level of scrutiny applied by regulators and investors on our ESG program; 57 Â Â â€¢unexpected events, including those resulting from climate change, international or civil conflicts and wars, or other geopolitical events; â€¢expected or actual extended U.S. federal government shutdowns, partisan gridlock that results in the inability of Congress to take action or changes to government, which among other things could result in increased limitations on visa issuances and impact educational financial aid payments; and â€¢global pandemics, such as COVID-19, or other public health emergencies and the responses thereto. In addition, we may in the future experience fluctuations in our gross and operating margins due to changes in the mix of our domestic and international payments and the mix of payment methods, including an increase in the use of credit cards, and currencies used by our clientsâ€™ customers to make payments. Based upon the factors described above and those described elsewhere in this section titled â€œRisk Factorsâ€, we have a limited ability to forecast the amount and mix of future revenues and expenses, which may cause our operating results to fall below our estimates or the expectations of public market analysts and investors. We expect our revenue mix to vary over time, which could affect our gross profit, gross margin and results of operations. We expect our revenue mix to vary over time due to a number of factors. Shifts in our business mix from quarter to quarter could produce substantial variation in revenue recognized. Further, our gross profit, gross margins and results of operations could be affected by changes in revenue mix and costs, together with numerous other factors, including payment methods and currencies, pricing pressure from competitors, increases in credit card usage on our solutions and associated network fees, changes in payment volume across verticals and the portion of such payment volume for which we perform foreign exchange. Any one of these factors or the cumulative effects of certain of these factors may result in significant fluctuations in our gross profit, gross margin and results of operations. This variability and unpredictability could result in our failure to meet internal expectations or those of securities analysts or investors for a particular period. If we fail to meet or exceed such expectations for these or any other reasons, the market price of our common stock could decline. If our efforts to attract new clients and increase the number of our clientsâ€™ customers that use our solutions are unsuccessful, our revenue growth and operating results will be adversely affected. Our future growth and profitability will depend in large part upon the effectiveness and efficiency of our efforts to attract new clients and increase the number of our clientsâ€™ customers that

use our solutions. While we intend to dedicate resources to attracting new clients and increasing the number of our clientsâ€™ customers that use our solutions, our ability to do so depends in large part on the success of these efforts and the success of the marketing channels we use to promote our solutions. Our marketing channels include search engine optimization, search engine marketing, account-based direct marketing campaigns, industry events and association marketing relationships. If any of our current marketing channels become less effective, if we are unable to continue to use any of these channels, if the cost of using these channels were to significantly increase or if we are not successful in generating new channels, we may not be able to attract new clients in a cost-effective manner or increase the number of our clientsâ€™ customers that use our solutions. If we are unable to recover our marketing costs through increases in the number of clients and in the number of our clientsâ€™ customers that use our solutions, or if we discontinue our marketing efforts, it could have a material adverse effect on our business, prospects, results of operations, and financial condition. If we are unable to expand our direct and channel sales capabilities, grow our marketing reach and increase sales productivity, we may not be able to generate increased revenues. We believe that our future growth will depend on the continued development of our direct sales force and its ability to obtain new clients and to manage our existing client base. Our ability to increase our client base and achieve broader market acceptance of our solutions will depend to a significant extent on our ability to expand our sales and marketing organizations, and to deploy our sales and marketing resources efficiently. We intend to continue to increase our number of direct sales professionals and to expand our relationships with new strategic channel partners. These efforts will require us to invest significant financial and other resources. New hires require training and take time to achieve full productivity. Similarly, new channel partnerships often take time to develop and may never yield results, as they require new partners to understand the services and solutions we offer, and how to position our value within the market. We cannot be certain that recent and future new hires or partner relationships will become as productive as necessary or that we will be able to hire enough qualified individuals or build effective channel sales in the future. If we are unable to hire, develop, integrate, and retain talented and effective sales personnel, if our new and existing sales personnel are unable to achieve desired 58 Â Â productivity levels, or if our sales, channel strategy and marketing programs and advertising are not effective, we may not be able to expand our business and grow our revenue, which may harm our business, operating results and financial condition. Our business could be adversely affected if our clients or their customers are not satisfied with the timing or quality of implementation services provided by us or our partners. Our business depends on our ability to satisfy our clients and their customers with respect to our solutions as well as the services that are performed to help our clients and their customers use the features and functions of our solutions. Services are usually performed by us, and are also on occasion provided together with a third-party partner. If our clients or their customers are not satisfied with the functionality of our solutions or the services that we or a third-party partner provide, such dissatisfaction could damage our ability to retain our current clients or expand our clientsâ€™ or their customersâ€™ use of our solutions. In addition, any negative publicity and reviews that we may receive which is related to our client relationships may further damage our business and may invite enhanced regulatory scrutiny at the federal and state level in the United States as well as internationally. Our financial and operating results are subject to seasonality and cyclicality. Our financial and operating results are subject to seasonal trends. For example, the volume of education tuition processed typically increases in the northern hemisphere during the summer and early fall months, as well as at year end, as students and their families seek to pay tuition costs for the fall semester, the spring semester, or the entire academic year, respectively. We expect this seasonality of education tuition processing to continue and expect it to impact the amount of processing fees that we earn and the level of expenses we incur to generate tuition payment volume and process the higher volume activity in a particular fiscal quarter. We are exposed to fluctuations in foreign currency exchange rates that could materially and adversely affect our results of operations. A majority of the total payment volume we have historically processed is cross-border payments denominated in many foreign currencies, which subjects us to foreign currency risk. The strengthening or weakening of the U.S. dollar versus these foreign currencies impacts the translation of our net revenues generated in these foreign currencies into the U.S. dollar. For example, as the U.S. Dollar weakened against several currencies, including the British Pound, relative to the same quarter in the prior year, these foreign exchange impacts increased our reported revenue in U.S. Dollars by approximately $1.9 million compared to the quarter ended September 30, 2023 on a constant currency basis. In connection with providing our solutions in multiple currencies, we may face financial exposure if we are unable to implement appropriate hedging strategies, negotiate beneficial foreign exchange rates, or as a result of fluctuations in foreign exchange rates between the times that we set them. We also have foreign exchange risk on our assets and liabilities denominated in currencies other than the functional currency of our subsidiaries. We also incur expenses for employee compensation and other operating expenses at our non-U.S. locations in the local currency. Fluctuations in the exchange rates between the U.S. dollar and other currencies could result in the dollar equivalent of our expenses being higher which may not be offset by additional revenue earned in the local currency. This could have a negative impact on our reported results of operations. Periods of instability in the Eurozone, including fears of sovereign debt defaults, and stagnant growth generally, and of certain Eurozone member states in particular, have resulted in concerns regarding the suitability of a shared currency for the region, which could lead to the reintroduction of individual currencies for member states. If this were to occur, Euro-denominated assets and liabilities would be re-denominated to such individual currencies, which could result in a mismatch in the values of assets and liabilities and expose us to additional currency risks. As our international operations continue to operate and grow, our risks associated with fluctuation in currency rates will become greater, and we will continue to reassess our approach to managing this risk, such as using foreign currency forward and option contracts to hedge certain exposures to fluctuations in foreign currency exchange rates. Our use of such hedging practices may not offset any, or more than a portion, of the adverse effects of unfavorable movements in foreign exchange rates. In addition, currency fluctuations or a weakening U.S. dollar can increase the costs of our international operations, and the strengthening U.S. dollar could slow international demand as solutions priced in the U.S. dollar become more expensive. 59 Â Â Certain of our key performance indicators are subject to inherent challenges in measurement, and real or perceived inaccuracies in such metrics may harm our reputation and negatively affect our business. We track certain key performance indicators, including metrics such as total payment volume, revenue less ancillary services, adjusted gross profit, adjusted gross margin and adjusted EBITDA, with internal systems and tools and which may differ from estimates or similar metrics published by third parties due to differences in sources, methodologies, or the assumptions on which we rely. Our internal systems and tools have a number of limitations, and our methodologies for tracking these metrics may change over time, which could result in unexpected changes to our key performance indicators, including the metrics we publicly disclose, or our estimates. If the internal systems and tools we use to track these metrics undercount or overcount performance or contain algorithmic or other technical errors, the data we report may not be accurate. While these numbers are based on what we believe to be reasonable estimates for the applicable period of measurement, there are inherent challenges in measuring these metrics across our growing client base. If our key performance indicators are not accurate representations of our business, or if investors, clients or other stakeholders do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, our reputation may be significantly harmed, and our operating and financial results could be adversely affected. Our business depends, in large part, on our proprietary network of global, regional and local banking partners. To grow our business, we will need to maintain and expand our network of global, regional and local banking partners. Our proprietary network of strategic relationships with global, regional and local banking partners is a material asset to our business, which took more than a decade to build. Establishing and maintaining our strategic partner relationships, particularly with our banking partners entails extensive and highly specific efforts, with little predictability and various ancillary requirements. These partners and suppliers have contractual and regulatory requirements and conditions that we must satisfy and continue to comply with in order to continue and grow the relationships. For example, our financial institution partners generally require us to submit to an exhaustive security audit including adherence to AML policies and know-your customer (KYC) procedures. If we are not able to comply with those obligations or if our agreements with our banking partners or our network partners are terminated for any reason, we could experience service interruptions as well as delays and additional expenses in arranging new services, potentially interfering with our existing client relationships or making us less attractive to potential new clients. In addition, our existing banking partners may at any time and from time to time cease serving certain categories of payments due to perceived risk or similar reasons as well as payments originating from, or being paid to, certain high risk jurisdictions. These partners may also impose additional requirements on Flywire, or with respect to their own internal procedures, as a condition of processing such payments in partnership with us. If we cease to be able to process payments from corridors or within certain of our verticals, or we are unable to comply with new requirements or only at considerable expense, our client relationships and ability to grow our revenue could be adversely affected. Instability and volatility in the banking and financial services sectors, including bank failures, have increased and may in the future increase uncertainty in the global economy and the risk of a global recession. Volatility in the banking and financial services sectors may adversely impact our bank partnerships and could negatively impact our business. We may face difficulty establishing or maintaining banking relationships due to instability in the global banking system and increasing regulatory uncertainty and scrutiny. If these financial institutions are subject to suspension of operations, receivership, closure or similar action, or if our banking relationships become severely limited or unavailable in a certain country, there could be temporary delays in or unavailability of services in such country that are critical to our or our clients' operations. This could potentially lead to reduced use of our platform and lower payment volume which may adversely impact our business, operating results, and financial condition. We may not be able to attract new network partners to our existing network of global, regional and local banking partners, which could adversely affect our ability to expand to additional countries and territories and transact in additional currencies. In addition, our potential partners may choose to work with our competitorsâ€™ or choose to compete with our solutions directly, which could have an adverse effect on our business, financial position, and operating results. Further, many of our network partners have greater resources than we do and could choose to develop their own solutions to replace or compete with ours. If we are unsuccessful in establishing, growing, or maintaining our relationships with network partners, our ability to compete or to grow our revenue could be impaired, and our results of operations may suffer. Our growth depends in part on the success of our relationships with other (non-banking) third parties. We have established relationships with a number of other companies, including financial institutions, processors, other financial services suppliers, channel sales partners, providers of electronic health records (EHR) services, 60 Â Â implementation partners, technology and cloud-based hosting providers, and others. In order to grow our business, we will need to continue to establish and maintain relationships with these types of third parties, and negotiating and documenting relationships with them requires significant time and resources. Our competitors may be more effective in providing incentives to third parties to favor their products or services. If we are unsuccessful in establishing or maintaining our relationships with third parties, our ability to compete in the marketplace or to grow our revenues could be impaired and our operating results could suffer. Even if our strategic relationships are successful, we cannot assure you that these relationships will result in increased client usage of our solutions or increased revenues. The markets in which we participate are competitive, and if we do not compete effectively, our operating results could be harmed. The market for payments solutions is fragmented, competitive, and constantly evolving. Our competitors range from legacy payment methods, such as traditional bank wires, to integrated payment providers that focus on cross-border payments. With the introduction of new technologies and market entrants, we expect that the competitive environment will remain intense going forward. Our competitors that offer legacy payment methods or integrated cross-border payment platforms may develop products that compete with ours. Financial institutions that choose to enter into and compete in our market may have the operating flexibility to bundle competing solutions with other offerings, including offering them at a lower price or for no additional cost to clients as part of a larger sale. In addition, new entrants not currently considered to be competitors may enter the market through acquisitions, partnerships, or strategic relationships. Many of our domestic and foreign competitors have greater resources, experience or more developed customer relationships than we do. For example, foreign competitors may seek to leverage local or common language relationships to cater to potential customers of our clients. There are new market entrants with innovative revenue sharing and other pricing arrangements that are able to attract customers that we compete to serve. Our competitors vary in size, breadth, and scope of the solutions offered. Some of our competitors and potential competitors have greater name recognition, longer operating histories, more established client relationships, larger marketing budgets, and greater resources than us. Our competitors may be able to respond more quickly and effectively than we can to new or changing opportunities, technologies, standards, and client requirements. For example, an existing competitor or new entrant could introduce new technology that reduces demand for our solutions. For these reasons, we may not be able to compete successfully against our current or future competitors, and this competition could result in the failure of our solutions to continue to achieve or maintain market acceptance, any of which would harm our business, operating results, and financial condition. Our estimates of market opportunity and our ability to capture a meaningful share of this payment volume may prove to be inaccurate, and even if the market in which we compete achieves the forecasted growth, our business could fail to grow at similar rates, if at all. Our market opportunity estimates, including those we have generated ourselves and our ability to capture a meaningful share of this payment volume, are subject to significant uncertainty and are based on assumptions and estimates that may not prove to be accurate. The variables that go into the calculation of our market opportunity are subject to change over time, and there is no guarantee that any payment volumes covered by our market opportunity estimates will materialize in clients using our solutions as anticipated or generate any particular level of revenue for us. Any expansion in our market depends on a number of factors, including the cost, performance, and perceived value associated with our business and those of our competitors. Even if the market in which we compete meets the size estimates and growth forecasted, our business could fail to grow at similar rates, if at all. Our growth is subject to many factors, including our success in implementing our business strategy, which is subject to many risks and uncertainties. Our clients in the education sector may be adversely affected by decreases in enrollment, pressure on tuition costs, or increased operating expenses, which may reduce demand for our solutions. We are reliant on our education clients, including colleges, universities and other education-related organizations that include language schools, boarding schools, summer programs, and others, to drive enrollment at their schools and maintain tuition costs. Factors outside of our control will affect enrollments and tuition costs, including the following: â€¢Reduced enrollment in higher education due to lack of funding, increases to cost of attendance or other inflationary pressure. Some institutes of higher education may close or merge with other colleges and universities. Significant reductions in student funding, through grants or loans, may reduce enrollments and decrease the payment volume we process. Potential students may also be deterred by increases in the cost of attendance. 61 Â Â â€¢Government supported institutions may experience losses or reduction in public funding. Many of our clients rely considerably upon public funding or support, which may not always be available due to budget constraints. â€¢Changing perceptions about in-person classes. Students may reject the opportunity to attend courses in person, when online or virtual classes are offered as an option, due to growing familiarity and perceived convenience of remote learning or a lower price point for online classes. â€¢Our clientsâ€™ rankings, reputation and marketing efforts strongly affect enrollments, none of which we control. If we fail to maintain or add clients with strong, stable reputations and rankings, they will fail to achieve consistent enrollments. â€¢Declines in international student enrollment. Global conflict and restrictions on immigration or increased limitation on the award of student visas (such as those recently announced in Canada and Australia) has and may continue to negatively impact the cross-border education industry and schools that rely on foreign student populations. â€¢General economic conditions. Any contraction in the economy could be expected to reduce enrollment in higher education, whether by reducing funding, reducing corporate allowances for continuing education, general reductions in employment or savings or other factors. International cross-border transaction revenue represents a significant part of our revenue; international regulations and restrictions that inhibit cross-border travel and relocation of international students, as well as ongoing political friction between China and the U.S. that have slowed the growth of Chinese students studying in the U.S. and may have resulted in changes in Chinese student education destinations, have had and may continue to have an impact on our revenue growth. More recently, the Canadian government announced it will set a cap on international student permit applications for the years 2024 and 2025, motivated in part by housing shortages. Australia has also recently delayed the processing of international student visas. Other governments where our client institutions are located may be considering similar limitations on the issuance of international student visas. This has and could continue to adversely impact our business, operating results, and financial condition. In addition, some clientsâ€™ customers may find that higher education is an unnecessary investment during uncertain economic times and defer enrollment in educational institutions until the economy grows at a stronger pace, or they may turn to less costly forms of secondary education, thus decreasing our education payment volumes. A significant decrease in the payment volume and resulting revenue from clients and their customers in this market would have an adverse effect on our business, operating results and financial condition. The healthcare industry is rapidly evolving and the market for technology-enabled payment services that empower healthcare clients and their customers is relatively immature and unproven. If we are not successful in promoting the benefits of our solutions, our growth may be limited. The market for our payment solutions is subject to rapid and significant changes. The market for technology-enabled payment services that empower healthcare clients and their customers is characterized by rapid technological change, new product and service introductions, increasing patient financial responsibility, consumerism and engagement, the ongoing shift to value-based care and

reimbursement models, and the entrance of non-traditional competitors. In addition, there may be a limited-time opportunity to achieve and maintain a significant share of this market due in part to the rapidly evolving nature of the healthcare and technology industries and the substantial resources available to our existing and potential competitors. The market for technology-enabled payment services that empower healthcare clients and their customers is relatively new and unproven, and it is uncertain whether this market will achieve and sustain high levels of demand and market adoption. In order to remain competitive, we are continually involved in a number of projects to compete with these new market entrants by developing new solutions, growing our client base and penetrating new markets. Some of these projects include the expansion of our integration capabilities and the expansion of our mobile solutions. These projects carry risks, such as cost overruns, delays in delivery, performance problems and lack of acceptance by our clients. Our integration partners may also decide to develop and offer their own patient engagement solutions that are similar to our solutions. In addition, the decisions we make on allocation of engineering resources, reliance on, integration with or discontinuance of, legacy systems or those acquired in acquisition, or the pace at which we remain technologically current within our internal systems and customer payment platforms, may negatively affect the morale of our engineering teams and the payment experiences our clients wish to feature to their customers. We may lose engineering talent or healthcare clients as a result, which could have a material adverse effect on our business and results of operations. 62 Â Â Our success depends on providing high-quality payment solutions that healthcare clients use to improve their financial and operational performance, allowing them to collect payments and enhance their revenue lifecycle management objectives. If we cannot adapt to rapidly evolving industry standards and technology and increasingly sophisticated and varied healthcare client and customer payment needs, our existing technology could become undesirable, obsolete or harm our reputation. We must continue to invest significant resources in our personnel and technology in a timely and cost-effective manner in order to enhance our existing solutions and introduce new high-quality solutions that existing clients and potential new clients will want. Our operating results would also suffer if our innovations are not responsive to the needs of our existing clients or potential new clients, are not appropriately timed with market opportunity, are not effectively brought to market or significantly increase our operating costs. If our new or modified product and service innovations are not responsive to the preferences of healthcare clients and their customers, emerging industry standards or regulatory changes, are not appropriately timed with market opportunity or are not effectively brought to market, we may lose existing clients or be unable to obtain new clients and our results of operations may suffer. We believe demand for our payment solutions in the healthcare industry has been driven in large part by more patient responsibility for out-of-pocket spend, a trend towards higher deductibles for health care services, increased digitization in payments, and the tailoring of payment offers and increased patient engagement. Our success also depends to a substantial extent on the ability of our solutions to increase the volume of our clientsâ€™ customers payments, and our ability to demonstrate the value of our solutions to our clients. If our existing clients do not recognize or acknowledge the benefits of our solutions or our solutions do not drive payment volume, then the market for our solutions might not develop at all, or it might develop more slowly than we expect, either of which could adversely affect our operating results. A significant decrease in the payment volume and resulting revenue from our clients and their customers in the healthcare industry may have an adverse effect on our business, operating results and financial condition. In addition, we have limited insight into trends that might develop and affect our healthcare business. We might make errors in predicting and reacting to relevant business, legal and regulatory trends and healthcare reform, which could harm our business. If any of these events occur, it could materially adversely affect our business, financial condition or results of operations. Finally, our competitors, including major EHR providers, may have the ability to devote more financial and operational resources than we can to developing new technologies and services, including services that provide improved operating functionality, and adding features to their existing service offerings. Relationships with companies in the EHR space and business focused on revenue lifecycle management are critical to leverage if we are to add to our healthcare customer portfolio. However, intense competition and rising costs experienced by certain major EHR providers has resulted, in certain cases, in increased financial strain on these businesses, and in at least one notable instance, an action to seek bankruptcy protection. To the extent we have outstanding amounts owed to us by companies that seek bankruptcy protection or cease operations, it may become difficult for us to be paid in full in a timely manner, if at all. Many of these companies may offer products and services similar to ours and may have greater name recognition, longer operating histories, stronger and more dependent client relationships, larger marketing budgets, and greater resources than us. If successful, their development efforts could render our solutions less desirable, resulting in the loss of our existing clients or a reduction in the fees we generate from our solutions. Our business serving clients in the travel sector may be sensitive to events affecting the travel industry in general. Events like regional or larger scale conflicts, war or other military conflict, including the conflicts between Russia and Ukraine, and Israel and Hamas, terrorist attacks, mass shooting incidents, natural disasters, such as hurricanes, earthquakes, fires, droughts, floods and volcanic activity, including events resulting from climate change, and travel-related health events, such as the COVID-19 pandemic, have had a negative impact on the travel industry and affect travelersâ€™ behavior by limiting their ability or willingness to visit certain locations. In addition, the travel industry can be negatively impacted by adverse economic conditions in the United States and globally, including economic slowdown and inflation. We are not in a position to evaluate the net effect of these circumstances on our business as these events are largely unpredictable; however, we believe there has been negative impact to our business due to such events. Furthermore, in the longer term, our business might be negatively affected by financial pressures on or changes to the travel industry. For example, certain jurisdictions, particularly in Europe, have implemented or are considering implementing regulations intended to address the issue of â€œovertourismâ€ including by restricting access to city centers or popular tourist destinations or limiting accommodation offerings in surrounding areas, such as by restricting construction of new hotels or the renting of homes or apartments. Such regulations could adversely affect travel and the volume of travel related payments that we process for our clients. There are also recent reports in Europe of hostility towards tourists 63 Â Â that may depress international travel. The United States has implemented or proposed, or is considering, various travel restrictions and actions that could affect U.S. trade policy or practices, which could also adversely affect travel to or from the United States. If such events result in a long-term negative impact on the travel industry, such impact could have a material adverse effect on our business. The payment volume from our travel vertical represents less than 10% of our total payment volume. Because we seek to grow the payment volume and the revenue from this vertical in the future, failure to grow our payment volume and resulting revenue from this industry, may have an adverse effect on our business, operating results and financial condition. If we are unable to enter or expand new client verticals or sub-verticals, including our relatively new B2B payment vertical, or if our solutions for any new vertical fail to achieve market acceptance, our operating results could be adversely affected and we may be required to reconsider our growth strategy. Our growth strategy is influenced, in part, on our ability to expand into new client verticals and sub-verticals, including our relatively new B2B payment vertical. The B2B payment vertical represents a relatively new market for us, and we have limited prior experience with the key enterprise resource planning (ERP) platforms that are critical to the B2B payment vertical. Accordingly, our lack of experience in the B2B payment vertical and with the key ERP platforms may result in operational difficulties, which could cause a delay or failure to integrate and realize the benefits of entering into this vertical. In addition, B2B payments carry a higher risk profile than education or healthcare receivables, and we will be required to devote more resources to manage the increased risk inherent in these payments. Banking and other payment services partners may be more reluctant to support B2B payment flows, and countries with currency controls are less likely to permit payments of a B2B nature. The payment volume and resulting revenue from our B2B payment vertical represents, and is expected for the foreseeable future to represent, less than 10% of our total payment volume and revenue. We expect both the payment volume and the revenue from this vertical to grow over time. As such, failure to grow our payment volume and resulting revenue from our B2B payment vertical may have an adverse effect on our business, operating results and financial condition. We may be unable to identify new verticals or sub-verticals that meet our criteria for selecting industries that our solutions are ideally suited to address. In addition, our market validation process may not support entry into selected verticals due to our perception of the overall market opportunity or of the willingness of market participants within those verticals to adopt our solutions. Even if we choose to enter new verticals or sub-verticals, our market validation process does not guarantee our success. We may be unable to tailor our solutions for a new vertical or, in the event that we enter a new vertical by way of a strategic acquisition, we may be unable to leverage the acquired platform in time to take advantage of the identified market opportunity, and any delay in our time-to-market could expose us to additional competition or other factors that could impede our success. In addition, any solution we develop or acquire for a new vertical may not provide the functionality required by potential clients or their customers and, as a result, may not achieve widespread market acceptance within the new vertical. To the extent we choose to enter new verticals, whether organically or via strategic acquisition, we may invest significant resources to develop and expand the functionality of our solutions to meet the needs of customers in those verticals, which investments will occur in advance of our realization of revenue from them. Consolidation in the payment processing or enablement industry could have a material adverse effect on our business, financial condition and results of operations. Many payment processing or enablement industry participants are consolidating to create larger and more integrated financial processing systems with greater market power. We expect regulatory and economic conditions to result in additional consolidation in the healthcare industry in the future. As consolidation accelerates, the economies of scale of our clientsâ€™ organizations may grow. If a client experiences sizable growth following consolidation, it may determine that it no longer needs to rely on us and may reduce its demand for our solutions. In addition, as payment processing providers consolidate to create larger and more integrated systems with greater market power, these providers may try to use their market power to negotiate fee reductions for our solutions. Finally, consolidation may also result in the acquisition or future development by our clients of products and services that compete with our solutions. Any of these potential results of consolidation could have a material adverse effect on our business, financial condition and results of operations. We may be adversely affected by global economic and political instability. As we seek to continue to operate and expand our business, our overall performance will depend in part on worldwide economic and geopolitical conditions. Economies domestically and internationally have been affected from time to time by falling demand for a variety of goods and services, restricted credit, poor liquidity, reduced corporate 64 Â Â profitability, employment pressures in services sectors, volatility in the banking ecosystem or credit, equity and foreign exchange markets, bankruptcies, as well as war, terrorist activity, political or social unrest, civil strife and other geopolitical uncertainty, including the effects of ongoing United States-China and Canada-India diplomatic and trade friction, and the resulting impact on business continuity and travel, supply chain disruptions, inflation, security issues, and overall uncertainty with respect to the economy, including with respect to tariff and trade issues. To the extent that inflationary pressures and other global factors lead to an economic recession, demand for our solutions, our business and financial condition could be negatively impacted. In addition, from time to time we have reduced expenses and needed to restructure or reorganize certain portions of our operations in order to align our business with market conditions and our strategies, any of which can result in near term expense and harm to our growth prospects. For example, on February 24, 2022, Russian military forces invaded Ukraine, and continued conflict and disruption in the region is likely, and on October 7, 2023, Hamas terrorists infiltrated Israelâ€™s southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on the Israeli population and industrial centers located along Israelâ€™s border with the Gaza Strip and in other areas within the State of Israel. On October 8, 2023, Israel formally declared war on Hamas, and thereafter commenced military operations against Hamas and the armed conflict is ongoing as of the date of this filing, with Israel and Iran recently exchanging missile attacks, and the conflict intensifying in Lebanon. Although the length, impact and outcome of the ongoing conflicts in Ukraine and Israel are highly unpredictable, these conflicts could lead to significant market and other disruptions, including significant volatility in commodity prices and supply of energy resources, instability in financial markets, supply chain interruptions, political and social instability, changes in consumer or purchaser preferences as well as an increase in cyberattacks and espionage. We are actively monitoring the situations in Ukraine and Israel and assessing any potential impact on our business, but to date have not experienced any material impact. We have no way to predict the progress or outcome of the conflicts in Ukraine and Israel as the conflicts, and any resulting government reactions, continue to develop beyond our control and can quickly change. The extent and duration of the military action, sanctions and resulting market disruptions could be significant and could potentially have a substantial impact on the global economy and our business for an unknown period of time. As the adverse effects of these conflicts continue to develop and potentially spread, both in Europe, the Middle East and through the rest of the world, our customers, and customer behavior, may be negatively impacted, which could negatively affect sales and sales cycles and overall demand for our solutions. Further or prolonged impacts on the global economy could also cause businesses to curtail business expenses, which could hinder our ability to attract new clients or result in a decrease in payment volume. It is not possible to predict the ultimate broader consequences of these conflicts and any of the abovementioned factors could have a material adverse effect on our business, financial condition and results of operations, particularly to the extent the conflict escalates to involve additional countries, further economic sanctions and wider military conflicts. Any such disruptions could also magnify the impact of other risks described in this Quarterly Report on Form 10-Q. In addition, political instability or adverse political developments and new or continued economic deterioration in any of the countries in which we operate could harm our business, results of operations and financial condition. Inflation and interest rate increases have and may in the future result in decreased demand for our solutions, increases in our operating costs including our labor costs, constrained credit and liquidity, and volatility in financial markets and the banking ecosystem. During 2023, the United States Federal Reserve raised, and may in the future raise, interest rates in response to concerns over inflation risk. Although the Federal Reserve lowered interest rates by 50 basis points on September 18, 2024, interest rates remain elevated and there continues to be uncertainty in the changing market and economic conditions, including the possibility of additional measures that could be taken by the Federal Reserve and other government agencies, related to concerns over inflation risk. A sharp rise in interest rates could have an adverse impact on the fair market value of securities we may invest in as part of our portfolio investments, which could adversely affect our financial results. In addition, 2024 is a presidential election year in the U.S., and political conditions may contribute to economic uncertainty or volatility, irrespective of electoral outcomes, which could adversely affect our business, results of operations and financial condition. We have an office in Tel Aviv, Israel. Conditions in Israel, including attacks by Hamas and other terrorist organizations from the Gaza Strip as well as Iran, and Israelâ€™s war against them, may affect our operations. Because we have an office in Tel Aviv, Israel, our business and operations are directly affected by economic, political, geopolitical and military conditions in Israel. Since the establishment of the State of Israel in 1948, a number of armed conflicts have occurred between Israel and its neighboring countries and terrorist organizations active in the region. These conflicts have involved missile strikes, hostile infiltrations and terrorism against civilian targets in various parts of Israel, which have negatively affected business conditions in Israel. 65 Â Â On October 7, 2023, Hamas terrorists infiltrated Israelâ€™s southern border from the Gaza Strip and conducted a series of attacks on civilian and military targets. Hamas also launched extensive rocket attacks on Israeli population and industrial centers located along Israelâ€™s border with the Gaza Strip and in other areas within the State of Israel. On October 8, 2023, Israel formally declared war on Hamas, and thereafter commenced military operations against Hamas in Gaza and the armed conflict is ongoing as of the date of this filing, and has resulted in extensive deaths, injuries and kidnapping of civilians and soldiers. Moreover, the clash between Israel and Hezbollah in Lebanon, and the drone attacks by Iran on Israel and Israelâ€™s military response, may escalate in the future into a greater regional conflict. Although we currently do not expect the ongoing conflict to materially affect our business, financial condition and results of operations, there can be no assurances that further unforeseen events will not have a material adverse effect on our business, financial condition and results of operations in the future. The Israel Defense Force (IDF), the national military of Israel, is a conscripted military service, subject to certain exceptions. Since October 7, 2023, the IDF has called up more than 350,000 of its reserve forces to serve. It is possible that there will be further military reserve duty call-ups in the future, which may affect our business due to a shortage of skilled labor and loss of institutional knowledge, and necessary mitigation measures we may take to respond to a decrease in labor availability, such as overtime and third-party outsourcing, for example, may have unintended negative effects and adversely impact our business, financial condition and results of operations. Shelter-in-place and work-from-home measures, government-imposed restrictions on movement and travel and other precautions taken to address the ongoing conflict may temporarily disrupt our employeesâ€™ ability to effectively perform their daily tasks. It is currently not possible to predict the duration or severity of the ongoing conflict or its effects on our business, operations and financial conditions. The ongoing conflict is rapidly evolving and developing, and could disrupt our business and operations, interrupt our sources and availability of supply and hamper our ability to raise additional funds or sell our securities, among others. Risks Related to Our Operations We may not be able to scale our business quickly enough to meet our growing client base, and if we are not able to grow efficiently, our operating results could be harmed. As usage of our solutions grows and we sign additional clients and technology partners, we will need to devote additional resources to improving and maintaining our infrastructure and global payments network and integrating with third-party applications to maintain the performance of our solutions. In addition, we will need to appropriately scale our internal business systems, including client support, our 24x7 multilingual support to clientsâ€™ customers and risk and compliance operations, to serve our growing client base. Any failure of or delay in these efforts could result in interruptions to our solutions,

impaired system performance, and reduced client satisfaction, resulting in decreased sales to clients, lower renewal rates by existing clients, the issuance of service credits, or requested refunds, all of which could hurt our revenue growth. If sustained or repeated, these performance issues could reduce the attractiveness of our solutions to clients and their customers and could result in lost client opportunities and lower renewal rates, any of which could hurt our revenue growth, client loyalty, and our reputation. Even if we are successful in these efforts to scale our business, they will be expensive and complex, and require the dedication of significant management time and attention. We could also face inefficiencies or service disruptions as a result of our efforts to scale our internal infrastructure. We cannot be sure that the expansion and improvements to our internal infrastructure will be effectively implemented on a timely basis, if at all, and such failures could adversely affect our business, operating results, and financial condition. We enable the transfer of large sums of funds to our clients daily, and are subject to the risk of errors, which could result in financial losses, damage to our reputation, or loss of trust in our brand, which would harm our business and financial results. For the year ended December 31, 2023, we processed over $24.0 billion in payments on our solutions, compared to approximately $18.1 billion for the year ended December 31, 2022. For the nine months ended September 30, 2024, we processed approximately $22.8 billion in payments on our solutions. We have grown rapidly and seek to continue to grow, and our business is subject to the risk of financial losses as a result of chargebacks for client-related losses, credit losses, operational errors, software defects, service disruption, employee misconduct, security breaches, or other similar actions or errors in our solutions. As a provider of accounts receivable and other payment solutions, we enable the transfer of 66 Â Â funds to our clients from their customers. Software errors in our solutions, including as a result of ordinary course updates to our software and systems, and operational errors by our FlyMates and business partners may also expose us to losses. In our business model, subject to certain exceptions, we function as a merchant of record in connection with the receipt of payments by our clientsâ€™ customers, which subjects us to chargeback risk in the event a clientâ€™s customer cancels or otherwise does not receive the services for which such customer paid. Although our client contracts allow us to pass such chargeback risk to our client, if a client has gone out of business, we are unable to collect on the chargeback and will bear the economic loss, which can negatively impact our business. Moreover, our trustworthiness and reputation are fundamental to our business. As a global payments enablement and software company, the occurrence of any credit losses, operational errors, software defects, service disruption, employee misconduct, security breaches, or other similar actions or errors in our solutions could result in financial losses to our business and our clients, loss of trust, damage to our reputation, or termination of our agreements with strategic partners, each of which could result in: â€¢loss of clients or a reduction in use of our solutions by our clientsâ€™ customers; â€¢lost or delayed market acceptance and acquisition of new clients; â€¢legal claims against us; â€¢regulatory enforcement action; or â€¢diversion of our resources, including through increased service expenses or financial concessions, and increased insurance costs. There can be no assurance that the insurance we maintain to cover losses resulting from our errors and omissions will cover all losses or our coverage will be sufficient to cover our losses. If we suffer significant losses or reputational harm as a result, our business, operating results, and financial condition could be adversely affected. Our management of our operating funds and client funds may be reliant on a limited number of our banking partners and other financial institutions. As to certain verticals that we may choose to serve, as well as in selected geographical locations, our network of banking and other financial institution partners may be limited. As a result, although we seek to distribute financial and credit risk among multiple financial institutions, from time to time there may be a concentration of operating funds or client fund flows among a more limited number of financial institution partners. These partners are generally heavily regulated by national and local governments, and in some locations may be involved in a multitude of related businesses or part of larger, higher-profile financial conglomerates. These partners and suppliers are often subject to strict regulatory requirements and enforcement actions or may experience failures to satisfy capital adequacy conditions that result in a suspension of operations, seizure of assets or closure, which could materially impact the safeguarding of our operating funds or client funds. If we are not able to access our own funds or if client funds were in any way impacted, we could be adversely impacted, including by experiencing reputational damage and claims for restitution, potentially interfering with our existing client relationships or making us less attractive to potential new clients. Our marketable securities portfolio is subject to credit, liquidity, market, and interest rate risks that could cause its value to decline significantly and materially adversely affect our business, financial condition, results of operations, and prospects. We maintain an investment portfolio of marketable securities. These investments are subject to general credit, liquidity, market, and interest rate risks that can affect the income that we receive from our investments, the net realizable value of our investments, and our ability to sell them, which may be exacerbated by market downturns or events that affect global financial markets. As a result, we may experience a significant decline in value or loss of liquidity of our investments, which could materially adversely affect our business, financial condition, results of operations, and prospects. We attempt to mitigate these risks through diversification of our investments and continuous monitoring of our portfolioâ€™s overall risk profile, but the value of our investments may nevertheless decline. To the extent that we increase the amount of our security investments in the future, these risks could be exacerbated. Volatility in the banking and financial services ecosystems may impact our bank partnerships and relationships, which could adversely affect our operations and liquidity. 67 Â Â Instability and volatility in the banking and financial services ecosystems, including limited liquidity, defaults, non-performance or other adverse developments that affect the banking ecosystem, or concerns or rumors about any such events or other similar risks, has and may in the future increase uncertainty in the global economy and the risk of a recession. Volatility in the banking and financial services sectors may impact our bank partnerships and relationships, which could adversely affect our operations and liquidity. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high-quality debt securities issued by the U.S. government. Our access to our cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds or impaired by the financial institutions with which we have arrangements directly, if such financial institutions are facing liquidity constraints or failures. We regularly maintain cash balances at third-party financial institutions in excess of the Federal Deposit Insurance Corporation (FDIC) insurance limit. A failure of a depository institution to return these deposits, or if a depository institution is subject to other adverse conditions in the financial or credit markets, could further impact access to our invested cash or cash equivalents and could adversely impact our operating liquidity, financial performance and ability to recover or repay client funds. If one or more of our bank partners were to fail and enter receivership proceedings, we may not be able to withdraw our or our clients' funds in excess of FDIC insurance limits, or may not be able to withdraw such funds in a timely manner, which could adversely affect our brand, business and results of operations, and may lead to regulatory or other claims or litigation, which may be costly to address. In addition, investor concerns regarding the U.S. or international financial systems could result in less favorable commercial financing terms, including higher interest rates or costs and tighter financial and operating covenants, or systemic limitations on access to credit and liquidity sources, thereby making it more difficult for us to acquire financing on acceptable terms or at all. Any material decline in available funding or our ability to access our cash and cash equivalents could adversely impact our ability to meet our operating expenses, result in breaches of our contractual obligations or result in violations of federal or state wage and hour laws, any of which could have material adverse impacts on our operations and liquidity. If we are unable to maintain or expand our ability to offer a variety of local and international payment methods for our clients to make available to their customers, or if we fail to continue to grow and develop preferred payment choices, our business may be materially and adversely affected. The continued growth and development of our proprietary global payments network will also depend on our ability to anticipate and adapt to changes in client and customer behavior. For example, behavior may change regarding the use of credit and debit card transactions, including the relative increased use of cash, crypto-currencies, other emerging or alternative payment methods and credit card systems that may include strong regional preferences that we or our processing partners do not adequately support. Any failure to timely integrate emerging payment methods into our solutions, anticipate behavior changes, or contract with payment processing partners that support such emerging payment technologies could cause our clients to use our solutions less, resulting in a corresponding loss of revenue, in the event such methods become popular among their customers. The number and variety of the payment methods we offer or currencies we are able to service may not meet client expectations, or the costs borne by our clientsâ€™ customers in completing payments may become unsuitable. Accordingly, we may need to change our pricing strategies or reduce our prices, which could harm our revenue, gross profit, and operating results. We utilize a number of payment providers to clear and settle transactions for our clients, including payments providers such as China UnionPay Co. Ltd. and Adyen N.V. If the services provided by these partners become unavailable due to extended outages or interruptions or because they are no longer available on commercially reasonable terms or prices, or due to regulatory restrictions or for any other reason, our expenses could increase and our ability to process certain payments could be materially interrupted, all of which could harm our business, financial condition, and results of operations. In addition, our agreements with these providers include certain terms and conditions. These providers have broad discretion to change their terms of service and other policies with respect to our business, and those changes may be unfavorable to us. Therefore, we believe that maintaining successful partnerships with these payment providers is critical to our success. 68 Â Â We, our strategic partners and our clients obtain and process large amounts of personal and sensitive data. Any real or perceived improper or unauthorized use of, disclosure of, or access to such data could harm our reputation as a trusted brand, as well as have a material adverse effect on our business. We, our strategic partners and our clients, and the third-party vendors that we use, obtain and process large amounts of sensitive data, including personally identifiable information, also referred to as â€œpersonal data,â€ and other potentially sensitive data related to our clients, their customers and each of their transactions, as well as a variety of such data relating to our own workforce and internal operations. We face risks, including to our reputation as a trusted brand, in the handling and protection of this data, and these risks will increase as our business continues to expand to include new solutions and technologies. We are responsible for data security for ourselves and for third parties with whom we partner and under the rules and regulations established by the payment networks, such as Visa, Mastercard and American Express, and debit card networks and by industry regulations and standards that may be promulgated by organizations such as the National Automated Clearing House Association (NACHA), which manages the governance of the Automated Clearing House (ACH) network in the United States. These third parties include our distribution partners and other third-party service providers and agents. We and other third parties collect, process, store and/or transmit personal and sensitive data, such as names, addresses, social security numbers, credit or debit card numbers and expiration dates, driverâ€™s license numbers and bank account numbers. We have ultimate liability to the payment networks and to our customers for our failure or the failure of third parties with whom we contract to protect this data in accordance with Payment Card Industry Data Security Standard (PCI DSS) and network requirements. The loss, destruction or unauthorized modification or disclosure of merchant or cardholder data by us or our contracted third parties could result in significant fines, sanctions, claims, litigation and proceedings or actions against us by the payment networks, governmental entities, clients, client customers or others and damage our reputation. Similarly, there are existing regulatory regimes designed to protect the privacy of categories of personal or otherwise sensitive data. Relevant U.S. federal privacy laws include the Family Educational Rights and Privacy Act (FERPA), the Gramm-Leach-Bliley Act (GLBA), and Health Insurance Portability and Accountability Act (HIPAA). We also are subject to stringent contractual obligations relating to the handling of such data, including obligations that are more restrictive than legally required. For example, under HIPAA, the information we collect during the payment experience may include protected health Information (PHI), and as such, we are considered a â€œbusiness associateâ€ of the U.S. healthcare clients we serve, and we are required to enter into a business associate agreement (BAA) with these clients. The BAAs largely mirror some of the statutory obligations contained in HIPAA, but many contain additional contractual undertakings that give these clients additional remedies in the event of a breach of our obligations to protect the confidentiality of the clientâ€™s PHI or otherwise meet our contractual obligations. Privacy laws impose a variety of compliance burdens on us and our clients, such as requiring notice to individuals of privacy practices, providing individuals with certain rights to prevent the use and disclosure of protected information, and also imposing requirements for safeguarding and proper destruction of personal information through the issuance of data security standards or guidelines. Privacy laws grant audit rights to our regulators and those of our clients. Any unauthorized disclosure of PHI or other data we are obligated to protect by regulation or contract could result in significant fines, sanctions, or requirements to take corrective action and could materially adversely affect our reputation and business. Threats may derive from human error, fraud, or malice on the part of employees or third parties, or from accidental technological failure. For example, certain of our FlyMates have access to personal and sensitive data that could be used to commit identity theft or fraud. Concerns about security increase when we transmit information electronically because such transmissions can be subject to attack, interception, or loss. Also, computer viruses can be distributed and spread rapidly over the Internet and could infiltrate our systems or those of our contracted third parties. Denial of service or other attacks could be launched against us for a variety of purposes, including interfering with our solutions or to create a diversion for other malicious activities. These and other types of actions and attacks could disrupt our delivery of solutions or make them unavailable. Any such actions or attacks against us or our contracted third parties could impugn our reputation, force us to incur significant expenses in remediating the resulting impacts, expose us to uninsured liability, result in the loss of our bank sponsors or our ability to participate in the payment networks, increase our risk of regulatory scrutiny and the costs associated with such scrutiny, subject us to lawsuits, fines or sanctions, distract our management, or increase our costs of doing business. We and our contracted third parties could be subject to security breaches by hackers. Our encryption of data and other protective measures may not prevent unauthorized access to or use of personal and sensitive data. A breach of a system may subject us to material losses or liability, including payment network fines, assessments and claims for unauthorized purchases with misappropriated credit, debit or card information, impersonation, or other similar fraud claims. A misuse of such data or a cybersecurity breach could harm our reputation and deter clients and their customers 69 Â Â from using electronic payments generally and our solutions specifically, thus reducing our revenue. In addition, any such misuse or breach could cause us to incur costs to correct the breaches or failures, expose us to uninsured liability, increase our risk of regulatory scrutiny and the costs associated with such scrutiny, subject us to lawsuits, and result in the imposition of material penalties and fines under state and federal laws or by the payment networks. The insurance coverage we maintain to cover cyber risks may be insufficient to cover all losses. In addition, a significant cybersecurity breach of our systems or communications could result in payment networks prohibiting us from processing transactions on their networks or the loss of our bank sponsors that facilitate our participation in the payment networks, either of which could materially impede our ability to conduct business. Additionally, it is also possible that unauthorized access to sensitive customer and business data may be obtained through inadequate use of security controls by our customers, suppliers or other vendors. While we are still not currently aware of any impact that the SolarWinds supply chain attack had on our business, the scope of the attack is still undetermined. Therefore, there is residual risk that we could experience a security breach arising from the SolarWinds supply chain attack. We have administrative, technical, and physical security measures in place, and we have policies and procedures in place to both evaluate the security protocols and practices of our vendors and to contractually require service providers to whom we disclose personal data to implement and maintain privacy and security measures. However, we cannot provide assurance that the contractual requirements related to security and privacy that we impose on our service providers will be followed, or that those requirements, or our internal measures, will be adequate to prevent the unauthorized use or disclosure of data. If our privacy protection or security measures or those of the previously mentioned third parties are inadequate or are breached as a result of third-party action, employee or contractor error, malfeasance, malware, phishing, hacking attacks, system error, software bugs or defects in our solutions, trickery, process failure, or otherwise, and, as a result, there is improper disclosure of, or someone obtains unauthorized access to or extract funds or sensitive information, including personally identifiable information, on our systems or our partnersâ€™ systems, or if we suffer a ransomware or advanced persistent threat attack, or if any of the foregoing is reported or perceived to have occurred, our reputation and business could be damaged. Recent high-profile security breaches and related disclosures of personal and sensitive data by large institutions suggest that the risk of such events is significant, even if privacy protection and security measures are implemented and enforced. If personal or sensitive information is lost or improperly disclosed or threatened to be disclosed, we could incur significant costs associated with remediation and the implementation of additional security measures, including costs to deploy additional personnel and protection technologies, train employees, and engage third-party experts and consultants. In addition, we may incur significant liability and financial loss and may be subject to regulatory scrutiny, investigations, proceedings, and penalties and our reputation may be harmed. Additional risks will emerge to the extent we incorporate artificial intelligence in our solutions. Artificial intelligence algorithms or automated processing of data may be flawed, and datasets may be insufficient or may use third party artificial intelligence with unclear intellectual property rights or interests. Inappropriate or controversial data practices by us or others could subject us to lawsuits, regulatory investigations, legal and financial liability, or reputational harm. Additionally, our use of artificial intelligence may create additional cybersecurity risks or increase cybersecurity risks, including risks of security breaches and incidents. Under our terms of service and our contracts with strategic partners and clients, if there is a breach of payment information that we store, we could be liable for their losses and related expenses. Additionally, if our own confidential business information were improperly disclosed, our business could be materially and adversely affected. A core aspect of our business is the reliability and security of our

solutions. Any perceived or actual breach of security, regardless of how it occurs or the extent of the breach, could have a significant impact on our reputation as a trusted brand, cause us to lose existing partners or clients, prevent us from obtaining new partners, clients or customers, require us to expend significant funds to remedy problems caused by breaches and implement measures to prevent further breaches, and expose us to legal risk and potential liability including those resulting from governmental or regulatory investigations, class action litigation, and costs associated with remediation, such as fraud monitoring and forensics. Any actual or perceived security breach at a company providing services to us or our clients could have similar effects. We cannot be certain that our insurance coverage will be adequate for data handling or data security liabilities actually incurred, that insurance will continue to be available to us on economically reasonable terms, or at all, or that any insurer will not deny coverage as to any future claim. The successful assertion of one or more large claims against us that exceed available insurance coverage, or the occurrence of changes in our insurance policies, including premium increases or the imposition of large deductible or co-insurance requirements, could have a material adverse effect on our business, including our financial condition, operating results, and reputation. 70 Â Â Cyberattacks and security vulnerabilities can disrupt our business and harm our competitive position. Cyber incidents have been increasing in sophistication and frequency and can include third parties gaining access to employee or customer data using stolen or inferred credentials, computer malware, viruses, spamming, phishing attacks, ransomware, card skimming code, and other deliberate attacks and attempts to gain unauthorized access. Providers of payment and accounts receivable software have frequently been targeted by such attacks and due to the wars in the Ukraine and Gaza and continued political uncertainty involving Russia and Ukraine, and Israel and Hamas, respectively, and potentially other regions of Europe and the Middle East, there is an increased likelihood that escalation of tensions could result in cyberattacks that could either directly or indirectly impact our operations. Because of this, we face additional cybersecurity challenges, including threats to our own IT infrastructure or those of our clients, our customersâ€™ clients, and/or third-party providers, that may take a variety of forms ranging from stolen bank accounts, business email compromise, client employee fraud, account takeover, or check fraud, to â€œmega breachesâ€ targeted against payment and accounts receivable software, which could be initiated by individual or groups of hackers or sophisticated cyber criminals using any of the methods described above. A cybersecurity incident or breach could result in disclosure of confidential information and intellectual property, or cause production downtimes and compromised data. We have in the past experienced cybersecurity incidents of limited scale, and we may in the future experience other data security incidents or breaches affecting personally identifiable information or other confidential business information. We may be unable to anticipate or prevent techniques used in the future to obtain unauthorized access or to sabotage systems because they change frequently and often are not detected until after an incident has occurred. As we increase our client base and our brand becomes more widely known and recognized, third parties may increasingly seek to compromise our security controls or gain unauthorized access to our sensitive corporate information or our clientsâ€™ (or our clientsâ€™ customersâ€™) data. In February 2024, Change Healthcare (a part of UnitedHealth Group (UHG)) reported that it had been subject to a cyberattack, which resulted in electronic payments and medical claims not being processed by UHG through its claims clearinghouse. Providers that we serve have now come back online or have switched to other methods of submission in response to this cyberattack and its lingering effects. As a result, adverse effects of this cyberattack are not expected to continue impacting businesses involved in patient payments in the third and fourth quarter of 2024. Any continuation of these or other impacts caused by this or other cyberattacks may negatively affect our financial position, results of operations and cash flows. Our business policies and internal security controls may not keep pace with these evolving threats. Despite the internal control measures, and security procedures we employ to safeguard our systems, we may still be vulnerable to a security breach, intrusion, or loss or theft of personal or sensitive data, which may harm our business, reputation and future financial results. The lost revenue and containment, remediation, investigation, legal and other costs could be significant and may exceed our insurance policy limits or may not be covered by insurance at all. Further, we may be subject to regulatory enforcement actions and litigation that could result in financial judgments or the payment of settlement amounts and disputes with insurance carriers concerning coverage. In addition, sufficient insurance coverage may become increasingly expensive to maintain as incidents increase globally. Our risk management efforts may not be effective to prevent fraudulent activities by our customers, FlyMates or other third parties, which could expose us to material financial losses and liability and otherwise harm our business. Our software provides payment facilitation solutions for a large number of our clients and their customers. We are responsible for performing KYC reviews of our clients, sanctions screening their customers, and monitoring transactions for fraud. We have been and may continue to be targeted by parties who seek to commit acts of financial fraud using techniques such as stolen identities and bank accounts, compromised business email accounts, employee or insider fraud, account takeover, false applications, and fake invoicing. We may suffer losses from acts of financial fraud committed by our clients, our clientsâ€™ customers and purported customers, our FlyMates and payment partners or third parties. The techniques used to perpetrate fraud are continually evolving and we may not be able to identify all risks created by new solutions or functionality. Our risk management policies, procedures, techniques, and processes may not be sufficient to identify all of the risks to which we are exposed, to enable us to prevent or mitigate the risks we have identified, or to identify additional risks to which we may become subject in the future. Furthermore, our risk management policies, procedures, techniques, and processes may contain errors or our FlyMates or agents may commit mistakes or errors in judgment as a result of which we may suffer large financial losses. The software-driven and highly automated nature of our solutions could enable criminals and those committing fraud to steal significant amounts of money accessing our solutions. As greater numbers of our clients' customers use our solutions, and we serve clients in industries that are at higher risk for fraudulent activity, our exposure to material risk losses from a single client, or from a small number of 71 Â Â clients, will increase. In addition, our clients or their customers may suffer losses from acts of financial fraud by third parties posing as us through account takeover, credential harvesting, use of stolen identities and various other techniques, which could harm our reputation, consume significant time of our compliance, security and client relations teams to investigate and remediate, or prompt us to reimburse our clients for such losses in order to maintain client business relationships. Our current business, the changing and uncertain economic, geopolitical and regulatory environment, and our anticipated domestic and international growth will continue to place significant demands on our risk management and compliance efforts. As our business grows and becomes more complex, we will need to continue developing and improving and investing in our risk management infrastructure, policies, procedures, techniques, and processes. As techniques used to perpetrate fraud on our solutions evolve, we may need to modify our solutions to mitigate fraud risks. As our business grows and becomes more complex, we may be less able to forecast and carry appropriate reserves in our books for fraud related losses. Further, these types of fraudulent activities targeting our solutions can also expose us to civil and criminal liability, governmental and regulatory sanctions as well as potentially cause us to be in breach of our contractual obligations to our clients and partners. If we fail to adapt and respond effectively to rapidly and significantly changing technology, evolving industry standards, changing regulations, and changing business needs, requirements, or preferences, or if we fail to continue to grow and develop our payments solutions, our business may be materially and adversely affected. Our future success depends in large part on the continued growth and development of our payments solutions. If such activities are limited, restricted, curtailed or degraded in any way, or if we fail to continue to grow and develop our payments solutions, our business may be materially and adversely affected. The market for payments enablement solutions is relatively new and subject to changes in technology, regulatory regimes, industry standards, payment methods, regulations and client and customer needs. Rapid and significant technological changes, evolving industry standards, changing regulations and business needs continue to confront the verticals in which we operate, including developments in digital banking, open banking, mobile financial apps, as well as developments in cryptocurrencies and in tokenization (e.g., replacing sensitive data such as payment card information) with symbols (tokens) to keep the data safe), blockchain, and artificial intelligence, including machine learning. The success of our business will depend, in part, on our ability to adapt and respond effectively to these changes through methods which include launching new solutions and incorporating new technologies, such as generative artificial intelligence, into our solutions. The success of any new product and service, or any enhancements or modifications to existing solutions, depends on several factors, including the timely completion, introduction, and market acceptance of such solutions, enhancements, and modifications. Our engineering and software development teams operate in different locations across the globe (including teams in Spain, Romania, the United States, Israel and Australia), which can create logistical challenges. If we are unable to effectively coordinate with our global technology and development teams to enhance our solutions, add new payment methods or develop new solutions that keep pace with technological and regulatory changes to achieve market acceptance, or if new technologies emerge that are able to deliver competitive solutions that are more effective, secure, convenient or cost effective than our solutions, our business, operating results, and financial condition would be adversely affected. Furthermore, modifications to our existing solutions or technology will increase our technology and development expenses. Any failure of our solutions to operate effectively with existing or future network solutions and technologies could reduce the demand for our solutions, result in clients or clients' customer dissatisfaction and adversely affect our business. Artificial intelligence presents risks and challenges that can impact our business including by posing security risks to our confidential information, proprietary information, and personal data. Issues in the development and use of artificial intelligence, combined with an uncertain regulatory environment, may result in reputational harm, liability, or other adverse consequences to our business operations. As with many technological innovations, artificial intelligence presents risks and challenges that could impact our business. We may adopt and integrate generative artificial intelligence tools into our systems for specific use cases reviewed by legal and information security. Our vendors may incorporate generative artificial intelligence tools into their offerings without disclosing this use to us, and the providers of these generative artificial intelligence tools may not meet existing or rapidly evolving regulatory or industry standards with respect to privacy and data protection and may inhibit our or our vendorsâ€™ ability to maintain an adequate level of service and experience. If we, our vendors, or our third-party partners experience an actual or perceived breach or privacy or security incident because of the use of generative artificial intelligence, we may lose valuable intellectual property and confidential information and our reputation and the public perception of the effectiveness of our security measures could be harmed. Further, bad actors around the world use increasingly sophisticated methods, including the use of artificial intelligence, to engage in illegal activities involving the theft and 72 Â Â misuse of personal information, confidential information, and intellectual property. Any of these outcomes could damage our reputation, result in the loss of valuable property and information, and adversely impact our business. Changes to payment card networks fees or rules could harm our business. We are required to comply with Mastercard, American Express, and Visa payment card network operating rules and the rules of other regional card (such as China UnionPay or Japan Credit Bureau (JCB)) or payment providers, in connection with our solutions. We have agreed to reimburse our merchant acquirers for any fines they are assessed by payment card networks as a result of any rule violations by us. We may also be directly liable to the payment card networks for rule violations. The payment card networks set and interpret the card operating rules. The payment card networks could adopt new operating rules or interpret or reinterpret existing rules that we or our processors might find difficult or even impossible to follow, or costly to implement. For example, the card networks could adopt new rules or reinterpret existing rules to substantially modify how we offer credit card payment methods to our clients, or impose new fees or costs (including demanding a cash reserve from Flywire) that could negatively impact our margins. Card networks also could modify security or fraud detection methodologies that could have a downstream impact on our business, and force us to change our solutions, payment experience or security protocols, which may increase our operating costs. We also may seek to introduce other card-related solutions in the future, which would entail additional operating rules. As a result of any violations of rules, new rules being implemented, or increased fees, we could lose our ability to offer certain cards as a payment method to our clientsâ€™ customers, or such payments could become prohibitively expensive for us or for our clients. Additionally, from time to time, card networks, including Visa and Mastercard, increase the fees that they charge processors. We could attempt to pass these increases along to our clients and their customers, but this strategy might result in the loss of clients to our competitors who do not pass along the increases. If competitive practices prevent us from passing along the higher fees to our clients and their customers in the future, we may have to absorb all or a portion of such increases, which may increase our operating costs and reduce our profit margins. If we are unable to offer credit cards as a payment method to our clientsâ€™ customers, our business would be adversely affected. If we do not or cannot maintain the compatibility of our solution with evolving software solutions used by our clients, or the interoperability of our solutions with those of our third-party payment providers, payment networks and key software vendors, our business may be materially and adversely affected. Our solutions integrate with ERP systems, such as Ellucian Company, L.P. in education, Epic Systems Corporation in healthcare, Rezdy Pty Ltd in travel and Oracle Corporation in B2B payments. We automatically synchronize suppliers, clients, client customers, invoices, and payment transactions between our solutions and these systems. This two-way sync eliminates duplicate data entry and provides the basis for managing cash-flow through an integrated solution for accounts receivable, and payments. In addition, we are subject to certain standard terms and conditions with these partners. These partners have broad discretion to change their terms of service and other policies, and those changes may be unfavorable to us. Therefore, we believe that maintaining successful partnerships with these providers is critical to our future success. We also rely on our proprietary global payment network comprised of leading global, regional and local banks and technology and payment partners. If we do not or cannot maintain the interoperability of their products or services or the products or our key software vendors that are integral to our solutions, our business may be materially and adversely affected. These third parties periodically update and change their systems, and although we have been able to adapt our solutions to their evolving needs in the past, there can be no guarantee that we will be able to do so in the future. In particular, if we are unable to adapt to such changes, we may not be able to utilize these strategic partners and we may lose access to large numbers of clients as a result. If any of the third party software providers change the features of their application programming interfaces (APIs), discontinue their support of such APIs, restrict our access to their APIs, or alter the terms governing their use in a manner that is adverse to our business, we will not be able to provide synchronization capabilities, which could significantly diminish the value of our solutions and harm our business, operating results, and financial condition. If we fail to maintain, protect and enhance our brand, our ability to expand our client base will be impaired and our business, operating results, and financial condition may suffer. We believe that further developing, maintaining, protecting and enhancing our brand domestically and on a global basis is important to support the marketing and sale of our existing and future solutions to new clients and to attracting additional and strategic partners. Successfully further developing, maintaining and enhancing our brand will depend largely on the effectiveness of our marketing and demand generation efforts, our ability to provide reliable and seamless 73 Â Â solutions that continue to meet the needs of our clients and their customers at competitive prices, our ability to maintain our clientsâ€™ trust, our ability to continue to develop new functionality, solutions, and our ability to successfully differentiate solutions from competitive solutions. Our brand promotion activities may not generate client awareness or yield increased revenue, and even if they do, any increased revenue may not offset the expenses we incur in building our brand. If we fail to successfully promote and maintain our brand or if we incur excessive expenses in this effort, our business could suffer. The introduction and promotion of new solutions, as well as the promotion of existing solutions, may be partly dependent on our visibility on third-party advertising platforms, such as Google, LinkedIn, Facebook, or X. Changes in the way these platforms operate or changes in their advertising prices, data use practices or other terms could make the maintenance and promotion of our products and services and our brands more expensive or more difficult. If we are unable to market and promote our brands on third-party platforms effectively, our ability to acquire new clients would be materially harmed. Harm to our brand can arise from many sources, including failure by us or our partners and service providers to satisfy expectations of service and quality; inadequate protection or misuse of sensitive information; fraud committed by third parties using our solutions; compliance failures and claims; litigation, regulatory and other claims; errors caused by us or our partners; and misconduct by our partners, service providers, or other counterparties. In addition, negative statements about us can cause and have caused a decline in the market price of our common stock, divert our managementâ€™s attention and resources, and could cause other adverse impacts to our business. Partners with whom we maintain relationships could engage in behavior or use their platforms to communicate directly with our clients and their customers in a manner that reflects poorly on our brand and such behavior or communications may adversely affect us. Further, negative publicity or commentary regarding the partners who are, or are perceived to be, affiliated with us may also damage our reputation, even if the negative publicity or commentary is not directly related to us. Any negative publicity about the industries we operate in or our company, the quality and reliability of our solutions, our risk management processes, changes to our products and services, our ability to effectively manage and resolve customer complaints, our privacy, data protection, and information security practices, litigation, regulatory activity, policy positions, and the experience of our customers with us, our products or services could adversely affect our reputation and the confidence in and use of our solutions. If we do not successfully maintain, protect or enhance our brands, our business could be materially and adversely affected. If we lose key members of our management team or are unable to attract and retain executives and employees we need to support our operations and growth, our business may be harmed. Our success and future growth depend upon the continued services of our management team and other key employees. Our Chief Executive Officer, Michael Massaro, and our President and Chief Operating Officer, Rob Orgel, are critical to our overall management, as well as the continued

development of our solutions, strategic partnerships, culture, relationships with financial institutions, and strategic direction. From time to time, there may be changes in our management team resulting from the hiring or departure of executives and key employees, which could disrupt our business. Our senior management and key employees are employed on an at-will basis. We appointed Cosmin Pitigoi as our new Chief Financial Officer effective March 2024. This or other changes in our senior management may be disruptive to our business, and, if we are unable to manage an orderly transition, our business may be adversely affected. We currently have â€œkey personâ€ insurance on our Chief Executive Officer, Michael Massaro, but not for any other members of our management team. Certain of our key employees have been with us for a long period of time and have fully vested stock options or other long-term equity incentives that are or may become valuable and are publicly tradable subject to Rule 144 limitations, which may reduce the incentive for each of these key employees to remain at our Company. We cannot ensure that we will be able to retain the services of any members of our senior management or other key employees or that we would be able to timely replace members of our senior management or other key employees should any of them depart. The loss of our Chief Executive Officer, or our President and Chief Operating Officer, or one or more of our senior management, or other key employees could harm our business, and we may not be able to find adequate replacements. The failure to attract and retain additional qualified personnel could prevent us from executing our business strategy and growth plans. To execute our business strategy, we must attract and retain highly qualified personnel. Competition for executive officers, software developers, compliance and risk management personnel and other key employees in our industry and locations is intense and increasing, especially in the U.S., where wage inflation has been increasing. We compete with many other companies for software developers with high levels of experience in designing, developing, and managing payment systems, as well as for skilled legal and compliance and risk operations professionals. Many of the companies with which we compete for experienced personnel have greater resources than we do and can frequently offer such 74 Â Â personnel substantially greater compensation than we can offer. If we fail to identify, attract, develop and integrate new personnel, or fail to retain and motivate our current personnel, our growth prospects would be adversely affected. If we cannot maintain our company culture as we grow, our success and our business may be harmed. We believe our culture has been a key contributor to our success to date and that the critical nature of the solutions that we provide promotes a sense of greater purpose and fulfillment in our FlyMates. Any failure to preserve our culture could negatively affect our ability to retain and recruit personnel, which is critical to our growth, and to effectively focus on and pursue our corporate objectives. As we grow and develop the infrastructure of a public company, we may find it difficult to maintain these important aspects of our culture. If we fail to maintain our culture, our business and competitive position may be adversely affected. Our sales cycles may be long and vary. We devote significant resources to establish relationships with new clients and deepen relationships with existing clients. The sales cycles of our solutions tend to vary depending on the client industry sector which may make forecasting more complex and uncertain. In addition, sales and sale cycles may be based in part or entirely on factors, or perceived factors, not directly related to the features of our solutions, including, among others, a client or prospective clientâ€™s projection of business growth, uncertainty about economic conditions (including as a result of increased inflationary conditions, recession concerns and the escalation of hostilities between Russia and Ukraine, and Israel and Hamas), capital budgets, anticipated cost savings from the implementation of our solution, potential preference for internally-developed software solutions, perceptions about our business and solutions, more favorable terms offered by potential competitors, and previous technology investments. Mid-market and large enterprises tend to have more complex operating environments than smaller businesses, making it often more difficult and time-consuming for us to demonstrate the value of our solutions to prospective clients. The decision to use our solutions may also be an enterprise-wide decision, and require us to provide greater levels of education regarding the use and benefits of our solutions, which may result in additional time, effort, and money spent on our sales cycle without any assurance that our efforts will be successful in generating any sales. Often, major hospital systems and national or state higher education systems will solicit service offers by issuing RFPs, which are generally a time- and resource-intensive process, with no assurances of being selected as a vendor after the RFP process is completed. Additionally, large enterprises typically have longer implementation cycles, especially hospital and education systems, require greater product functionality and scalability and a broader range of services, demand that vendors take on a larger share of risks, sometimes require longer testing periods that delay general availability of our solutions, and expect greater payment flexibility from vendors. All of these factors can add further risk to business conducted with these clients. If we fail to realize an expected sale from a large end-client in a particular quarter or at all, our business, operating results, and financial condition could be materially and adversely affected. In addition, we may face unexpected deployment challenges with enterprise clients. It may be difficult to deploy our software solutions if a client has unexpected database, hardware or software technology issues, or if a client insists on a more customized or unique solution that is time intensive or that we have little prior experience in delivering. Decisions on timing of deployments may also be impacted by cost and availability of personnel. Any difficulties or delays in the initial implementation could cause clients to reject our solutions or lead to the delay or non-receipt of future orders, in which case our business, operating results and financial condition would be harmed. We typically incur significant upfront costs in our client relationships, and if we are unable to develop or grow these relationships over time, we are unlikely to recover these costs and our operating results may suffer. We devote significant resources to establish relationships with new clients and deepen relationships with existing clients. Our sales cycle for our solutions can be variable, typically ranging from three to nine months from initial contact to contract execution. However, there is potential for our sales cycle to extend beyond three to nine months. During the period of our sales cycle, our efforts involve educating our clients about the use, technical capabilities and benefits of our solutions. Our operating results depend in substantial part on our ability to deliver a successful client experience and persuade our clients to grow their relationship with us over time. As we expect to grow rapidly, our client acquisition costs could outpace our build-up of recurring revenue, and we may be unable to reduce our total operating costs through economies of scale such that we are unable to achieve or maintain profitability. Any increased or unexpected costs or unanticipated delays, including delays caused by factors outside of our control, could cause our operating results to suffer. 75 Â Â If we fail to offer high-quality client support, or if our support is more expensive than anticipated, our business and reputation could suffer. Our clients and their customers rely on our support services to resolve issues and realize the full benefits provided by our solutions. High-quality support is also important for the expansion of the use of our solutions with existing clients and their customers. We provide multilingual support over chat, email or via telephone. The number of our clients, and the number of their customers utilizing our solutions, has grown significantly and such growth, as well as any future growth, will put additional pressure on our client service organization. If we do not help our clients and their customers quickly resolve issues and provide effective ongoing support, or if our support personnel or methods of providing support are insufficient to meet the needs of our clients and their customers, our ability to retain clients and their customers and acquire new clients and customers could suffer, and our reputation with existing or potential clients could be harmed. Providing an exceptional client experience requires significant time and resources from our client service team. Therefore, failure to scale our client service organization adequately may adversely impact our business results and financial condition. In addition, as we continue to operate and grow our operations and continue to expand to new jurisdictions, we need to be able to provide efficient client service that meets our clientsâ€™ needs globally at scale. In geographies where we sell through our channel partners, if we are unable to provide a high quality client experience tailored to the language and culture of the applicable jurisdiction, our business operations and reputation may suffer. We may require additional capital to support the growth of our business, and this capital might not be available on acceptable terms, if at all. We have funded our operations since inception primarily through equity and debt financings, sales of our solutions, and fees. We cannot be certain when or if our operations will generate sufficient cash to fully fund our ongoing operations or the growth of our business. We intend to continue to make investments to support our business, which may require us to engage in equity or debt financings to secure additional funds. Additional financing may not be available on terms favorable to us, if at all. If adequate funds are not available on acceptable terms, we may be unable to invest in future growth opportunities, which could harm our business, operating results, and financial condition. If we incur additional debt, the debt holders would have rights senior to holders of common stock to make claims on our assets, and the terms of any debt could restrict our operations, including our ability to pay dividends on our common stock. Furthermore, if we issue additional equity securities, stockholders will experience dilution, and the new equity securities could have rights senior to those of our common stock. Because our decision to issue securities in the future will depend on numerous considerations, including factors beyond our control, we cannot predict or estimate the amount, timing, or nature of any future issuances of debt or equity securities. As a result, our stockholders bear the risk of future issuances of debt or equity securities reducing the value of our common stock and diluting their interests. Our business could be harmed as a result of the risks associated with our acquisitions. As part of our business strategy, we have in the past and intend to continue to seek to acquire or invest in businesses, products or technologies that could complement or expand our business, enhance our technical capabilities or otherwise offer growth opportunities by providing us with additional intellectual property, client relationships and geographic coverage. 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 such acquisitions are completed. In addition, we can provide no assurances that we will be able to find and identify desirable acquisition targets or that we will be successful in entering into a definitive agreement with any one target. In addition, even if we reach a definitive agreement with a target, there is no assurance that we will complete any future acquisition or if we do acquire additional businesses, we may not be able to integrate them effectively following the acquisition or effectively manage the combined business following the acquisition. Any acquisitions we undertake or have recently completed, including the acquisition of StudyLink in November 2023, and Invoiced in August 2024, will likely be accompanied by business risks which may include, among other things: â€¢the effect of the acquisition on our financial results, strategic position or reputation; â€¢the failure of an acquisition to result in expected benefits, which may include benefits relating to enhanced revenues, technology, human resources, costs savings, operating efficiencies, goodwill and other synergies; 76 Â Â â€¢the difficulty, cost and management effort required to integrate the acquired businesses, including costs and delays in implementing common systems and procedures and costs and delays caused by communication difficulties; â€¢the assumption of certain known or unknown liabilities of the acquired business, including litigation-related liabilities; â€¢the reduction of our cash available for operations and other uses, the increase in amortization expense related to identifiable assets acquired, potentially dilutive issuances of equity securities or the incurrence of debt; â€¢a lack of experience in new markets, new geographies, new business culture, products or technologies or an initial dependence on unfamiliar distribution partners; â€¢the possibility that we will pay more than the value we derive from the acquisition; â€¢the impairment of relationships with our clients, clients' customers, partners or suppliers or those of the acquired business; and â€¢the potential loss of key employees of the acquired business. These factors could harm our business, results of operations or financial condition. In addition to the risks commonly encountered in the acquisition of a business or assets as described above, we may also experience risks relating to the challenges and costs of closing a transaction. The risks described above may be exacerbated as a result of managing multiple acquisitions at once. Systems failures and resulting interruptions in the availability of our solutions could harm our business. Our systems and those of our service providers and partners have experienced from time to time, and may experience in the future, service interruptions or degradation because of hardware and software defects or malfunctions, distributed denial-of-service and other cyberattacks, insider threats, human error, earthquakes, hurricanes, floods, fires, and other natural disasters, including events resulting from climate change, war or other military conflict, including an escalation of the conflicts between Russia and Ukraine, and Israel and Hamas, respectively, power losses, disruptions in telecommunications services, fraud, computer viruses or other malware, or other events. Some of our systems are not fully redundant, and our disaster recovery planning may not be sufficient for all possible outcomes or events. In addition, as a provider of payments solutions targeted to highly regulated clients in industries such as education and healthcare, we are subject to heightened scrutiny by regulators that may require specific business continuity, resiliency and disaster recovery plans, and more rigorous testing of such plans, which may be costly and time-consuming to implement, and may divert our resources from other business priorities. A prolonged interruption in the availability, speed, or functionality of our solutions or payment methods could materially harm our business. Frequent or persistent interruptions in our solutions could cause current or potential clients and their customers to believe that our systems are unreliable, leading them to switch to our competitors or to avoid or reduce the use of our solutions, and could permanently harm our reputation and brand. Moreover, if any system failure or similar event results in damages to our clients or their customers and business partners, these clients, customers or partners could seek significant compensation or contractual penalties from us for their losses, and those claims, even if unsuccessful, would likely be time-consuming and costly for us to address. We have undertaken and continue to make certain technology and network upgrades and redundancies which are designed to improve the reliability of our solutions. These efforts are costly and time-consuming, involve significant technical risk and may divert our resources from new features and solutions, and there can be no guarantee that these efforts will succeed. Because we are a regulated payments institution in certain jurisdictions, frequent or persistent interruptions could lead to regulatory scrutiny, significant fines and penalties, and mandatory and costly changes to our business practices, and ultimately could cause us to lose existing licenses that we need to operate or prevent or delay us from obtaining additional licenses that may be required for our business. We use public cloud hosting with Amazon Web Services (AWS) and depend on AWSâ€™ ability to protect their data centers against damage or interruption from natural disasters, power or telecommunications failures, criminal acts, and similar events. Our operations depend on protecting the cloud infrastructure hosted by AWS by maintaining the configuration, architecture, and interconnection specifications, as well as the information stored in these virtual data 77 Â Â centers and transmitted by third-party internet service providers. In limited occasions, we have experienced service disruptions in the past, and may experience interruptions or delays in our solutions in the future. We may also incur significant costs for using alternative equipment or taking other actions in preparation for, or in reaction to, events that damage the data storage services we use. Although we have disaster recovery plans that utilize various data storage locations, any incident affecting our data storage or internet service providersâ€™ infrastructure that may be caused by fire, flood, severe storm, earthquake, power loss, telecommunications failures, unauthorized intrusion, computer viruses and disabling devices, natural disasters, war or other military conflict, including an escalation of the conflict between Russia and Ukraine, terrorist attacks, negligence, and other similar events beyond our control could negatively affect our solutions. Additionally, in July 2024, a software update by CrowdStrike Holdings, Inc., a cybersecurity technology company, caused widespread crashes of Windows systems into which it was integrated, including certain Windows systems used by our vendors and customers. As of the date of this Quarterly Report on Form 10-Q, we have not experienced any significant impacts as a result of the CrowdStrike software update, but we could in the future experience similar software-induced interruptions to our operations. Any prolonged service disruption affecting our solutions could damage our reputation with current and potential clients, expose us to liability, cause us to lose clients, or otherwise harm our business. In the event of damage or interruption to our solutions, our insurance policies may not adequately compensate us for any losses that we may incur. In addition, we may experience financial losses due to a number of factors, including: â€¢third party disruptions, including potential outages at network providers and other suppliers; â€¢supply chain impacts, including shortages of goods, raw materials, increased prices or delays in shipment; â€¢challenges to the availability and reliability of our network due to changes to normal operations; â€¢increased cyber and payment fraud risk, as cybercriminals attempt DDoS related attacks, phishing scams and other disruptive actions, given the shift to online banking, e-commerce and other online activity, as well as more FlyMates working remotely; and â€¢system failures or outages, including any potential disruptions due to significantly increased global demand on certain cloud-based systems, could compromise our ability to provide our solutions in a timely manner, which could harm our ability to conduct business or delay our financial reporting. Such failures could adversely affect our operating results and financial condition. Our solutions are accessed by many of our clients and their customers, often at the same time. As we continue to expand the number of clients that we serve and solutions that we are able to offer to our clients and their customers, we may not be able to scale our technology to accommodate the increased capacity requirements, which may result in interruptions or delays in service. In addition, the failure of data centers, internet service providers, or other third-party service providers to meet our capacity requirements could result in interruptions or delays in access to our solutions or impede our ability to grow our business and scale our operations. If our third-party infrastructure service agreements are terminated, or there is a lapse of service, interruption of internet service provider connectivity, or damage to data centers, we could experience interruptions in access to our solutions as well as delays and additional expense in arranging new facilities and services. We also rely on components, applications, and services supplied by third parties, including payment service providers and merchant acquirer partners which subjects us to risks. If these third parties experience operational interference or disruptions, breach their agreements with us, fail to perform their obligations and meet our expectations, or experience a cybersecurity incident, our operations could be disrupted or otherwise negatively affected, which could result in client dissatisfaction, regulatory scrutiny, and damage to our reputation and brand, and materially and adversely affect our business. In addition, we are continually improving and upgrading our systems and technologies. Implementation of new systems and technologies is complex, expensive, and time-consuming. If we fail to timely and successfully implement new systems and technologies, or improvements or upgrades to existing information systems and technologies, or if such systems and technologies do not operate as intended, this

could have an adverse impact on our business, internal controls (including internal controls over financial reporting), results of operations, and financial condition. Risks Related to Our Legal, Regulatory and Compliance Landscape We currently handle cross-border and domestic payments and plan to expand our solutions to new clients, to accept and settle payments in new countries and in new currencies, and to increase our global network to allow 78 Â Â us to offer local and alternative payment methods, creating a variety of operational challenges; additionally, our domestic and international operations subject us to increased risks, which could harm our business. Our business is subject to risks inherent in conducting business globally, including cross-border payments and domestic payments in the United States and certain other markets. Our handling of domestic and cross-border payments to our clients generates a significant portion of our revenues, with a substantial portion of such revenues coming from payments processed from Asia (including India, China and Korea). We expect that international revenues will continue to account for a significant percentage of total net revenues for the foreseeable future, and that in particular, the proportion of our revenue from Asia will continue to increase. Current events, including the possibility of renegotiated trade deals and international tax law treaties, United States-China and Canada-India diplomatic and trade friction, heightened tensions between China and Taiwan and the escalation of the conflicts between Russia and Ukraine, and Israel and Hamas, respectively, create a level of uncertainty, and potentially increased complexity, for multinational companies. These uncertainties could have a material adverse effect on our business and our results of operations and financial condition. In addition, international operations are subject to various risks which could have a material adverse effect on those operations or our business as a whole, including: â€¢foreign currency exchange rate volatility; â€¢adverse economic conditions in the United States and globally, including economic slowdown, inflation, recession concerns and the disruption, volatility and tightening of credit and capital markets; â€¢risks related to compliance with multiple complex, potentially conflicting and changing governmental laws and regulations; â€¢local licensing and reporting obligations or the imposition of currency controls which make it impossible or increasingly difficult for our clients to collect payments from international customers; â€¢local regulatory and legal obligations related to privacy, data protection, data localization, and user protections; â€¢the need to localize our solutions, including offering clients and their customers the ability to transact business in the local currency and adapting our solutions to local preferences, in markets in which we may have limited or no experience; â€¢trade barriers and changes in trade regulations; â€¢the impact of government sanctions on our ability to offer services in a region, such as sanctions issued by the U.S. and other countries against Russia; â€¢difficulties in developing, staffing, and managing a large number of varying foreign operations as a result of distance, language, and cultural differences; â€¢stringent local labor laws and regulations; â€¢limitations on the repatriation of cash, including imposition or increase of withholding and other taxes on remittances and other payments by foreign subsidiaries; â€¢diplomatic friction, political or social unrest, war or other military conflict, including an escalation of the conflict between Russia and Ukraine, and between Israel and Hamas, respectively, economic instability, repression, or human rights issues; â€¢natural disasters, global pandemics such as COVID-19 or other public health emergencies, acts of war, and terrorism; â€¢compliance with U.S. laws and foreign laws prohibiting corrupt payments to government officials, such as the Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act, and other local anti-corruption laws; â€¢compliance with U.S. and foreign laws designed to combat money laundering and the financing of terrorist activities; 79 Â Â â€¢retaliatory tariffs and restrictions limiting free movement of currency and an unfavorable trade environment, including as a result of political conditions and changes in the laws in the United States and elsewhere and as described in more detail below; â€¢antitrust and competition regulations; â€¢expanded compliance with potentially conflicting and changing laws of taxing jurisdictions where we conduct business and applicable U.S. tax laws as they relate to international operations, the complexity and adverse consequences of such tax laws, and potentially adverse tax consequences due to changes in such tax laws or levels of enforcement, including the Inflation Reduction Act of 2022, which includes a minimum corporate tax which could result in an additional tax liability in a given year; â€¢expected or actual extended federal government shutdowns, partisan gridlock that results in the inability of Congress to take action or changes to government policy; â€¢national or regional differences in macroeconomic growth rates; and â€¢increased difficulties in collecting accounts receivable. Foreign operations may also expose us to political, social, regulatory and economic uncertainties affecting a country or region, or to political hostility to investments by foreign or private equity investors. Many financial markets are not as developed or as efficient as those in the United States, and as a result, liquidity may be reduced and price volatility may be higher in those markets than in more developed markets. The legal and regulatory environment may also be different, particularly with respect to bankruptcy and reorganization, and may afford us less protection as a creditor than we may be entitled to under U.S. law. Financial accounting standards and practices may differ, and there may be less publicly available information in respect of such companies. Restrictions imposed or actions taken by foreign governments could include exchange controls, seizure or nationalization of foreign deposits and adoption of other governmental restrictions which adversely affect the prices of securities or the ability to repatriate profits. For instance, we process a substantial amount of payments from China. The Chinese government imposes controls on the convertibility of the Renminbi the currency of China, into foreign currencies and, in certain cases, the remittance of currency out of China. The Chinese government may at its discretion further restrict access in the future to foreign currencies for current account transactions, or impose regulatory requirements that may require modifications to our business model for our clients' payors located in China. In addition, income received by us from sources in some countries may be reduced by withholding and other taxes. Any such taxes paid by us will reduce the net income or return from such investments. While we will take these factors into consideration in making investment decisions, including when hedging positions, no assurance can be given that we will be able to fully avoid these risks or generate sufficient risk-adjusted returns. Violations of the complex foreign and U.S. laws, rules and regulations that apply to our cross-border operations may result in fines, criminal actions, or sanctions against us, our officers, or FlyMates; prohibitions on the conduct of our business; and damage to our reputation. Although we have implemented policies and procedures designed to promote compliance with these laws, there can be no assurance that our FlyMates, contractors, or agents will not violate our policies. These risks are inherent in our cross-border operations and expansion, may increase our costs of doing business internationally, and could harm our business. Payments and other financial services-related regulations and oversight are material to our business. Our failure to comply could materially harm our business. The local, state, and federal laws, rules, regulations, licensing schemes, and industry standards in the United States and other jurisdictions in which we operate that govern our business include, or may in the future include, those relating to consumer finance and consumer protection, cross-border and domestic money transmission, foreign exchange, payments services (such as money transmission, payment processing, and settlement services), AML and CFT, escheatment, international sanctions regimes, and compliance with the PCI DSS. These laws, rules, regulations, licensing schemes, and standards are enforced by multiple authorities and governing bodies in the United States, including the Department of the Treasury, the Federal Deposit Insurance Corporation, the SEC, Consumer Financial Protection Bureau (CFPB), the Federal Trade Commission, self-regulatory organizations, and numerous state and local regulators and law enforcement agencies. Our clients also have their own regulatory obligations, and they expect our solutions to comply with the regulatory requirements that are applicable to their businesses. For additional discussion about the regulatory environment that we and our clients operate in, please see "Businessâ€“Regulation and Industry Standards" in our Annual 80 Â Â Report on Form 10-K for the year ended December 31, 2023. As we expand into new jurisdictions, the number of foreign laws, rules, regulations, licensing schemes, and standards governing our business will expand as well. In addition, as our business and solutions continue to develop and expand, we may become subject to additional laws, rules, regulations, licensing schemes, and standards. We may not always be able to accurately predict the scope or applicability of certain laws, rules, regulations, licensing schemes, or standards to our business, particularly as we expand into new areas of operations, which could have a significant negative effect on our existing business and our ability to pursue future plans. Certain of our subsidiaries are registered with the U.S. Department of the Treasuryâ€™s Financial Crimes Enforcement Network (FinCEN). Our subsidiary Flywire Global Corp. has obtained licenses to operate as a money transmitter (or the statutory equivalent) in 44 U.S. jurisdictions, and is in the process of applying for a license in, to the best of our knowledge, all U.S. states and territories where such licensure or registration is required in order to be able to offer additional business lines in the future. As a licensed money transmitter, we are (and in the states where we are awaiting licensure, will be) subject to obligations and restrictions with respect to the investment of client funds, reporting requirements, bonding requirements, minimum capital requirements, and inspection by state regulatory agencies concerning various aspects of our business. Evaluation of our compliance efforts, as well as the questions of whether and to what extent our solutions are considered money transmission, are matters of regulatory interpretation and could change over time. In addition, there are substantial costs involved in maintaining and renewing our licenses, certifications, and approvals, and we could be subject to fines or other enforcement action if we are found to violate disclosure, reporting, AML, CFT, capitalization, corporate governance, or other requirements of such licenses. If we fail to predict how a U.S. law or regulation or a law or regulation from another jurisdiction in which we operate will be applied to us, we could be subject to additional licensure requirements and/or administrative enforcement actions. This could also require changes to the manner in which we conduct some aspects of our business or potential product changes, and require us to pay fines, penalties, or compensation to clients for past non-compliance. At the federal level, we are registered as a MSB with FinCEN. For additional discussion of the requirements of our MSB registration, please see "Business â€“ Regulation and Industry Standards" in our Annual Report on Form 10-K for the year ended December 31, 2023. At the state level, we rely on various exemptions from state money transmitter licensing requirements, and regulators may find that we have violated applicable laws or regulations because we are not licensed or registered as a money transmitter in all of the U.S. jurisdictions we service. We believe, based on our business model, that we have valid exemptions from licensure under various state money transmission laws, either expressly as a payment processor or agent of the payee, or pursuant to common law as an agent of the payee. While we believe we have defensible arguments in support of our positions under the state money transmission statutes, we have not expressly obtained confirmation of such positions from the state banking departments who administer the state money transmission statutes. It is possible that certain state banking departments may determine that our activities are not exempt. Any determination that we are in fact required to be licensed under the money transmission statute of a state where we are not yet licensed may require substantial expenditures of time and money to remediate and could lead to liability in the nature of penalties or fines, costs, legal fees, reputational damage or other negative consequences. We could be required to cease operations in some or all of the U.S. jurisdictions we service and where we are not yet licensed, which determination would have a materially adverse effect on our business, including our financial condition, operating results, and reputation. In the past, certain competitors have been found to violate laws and regulations related to money transmission, and they have been subject to fines and other penalties by regulatory authorities. The adoption of new money transmitter or MSB statutes in jurisdictions or changes in regulatorsâ€™ interpretation of existing state and federal money transmitter or MSB statutes or regulations could subject us to new registration or licensing requirements. There can be no assurance that we will be able to obtain or maintain any such licenses in all of the jurisdictions we service, and, even if we were able to do so, there could be substantial costs and potential product changes involved in maintaining such licenses, which could have a material and adverse effect on our business. These factors could impose substantial additional costs, involve considerable delay to the development or provision of our solutions, require significant and costly operational changes, or prevent us from providing our solutions in any given market. The regulatory environment in which we operate is subject to constant change, and new regulations could make aspects of our business as currently conducted no longer possible. In the future, as a result of the regulations applicable to our business, we could be subject to investigations and resulting liability, including governmental fines, restrictions on our business, or other sanctions, and we could be forced to cease conducting certain aspects of our business with residents of certain jurisdictions, be forced to change our business practices in certain jurisdictions, or be required to obtain additional licenses or regulatory approvals. For example, because a majority of voters in the U.K. approved an exit from the E.U. (commonly referred to as Brexit), we were required to obtain a license from a member state of the European Economic Area (EEA) which would allow us to continue 81 Â Â to provide our solutions to clients located in the EEA under a principle known as â€œpassportingâ€. We were able to obtain a license as an authorized payment institution from the Bank of Lithuania in September 2019 and subsequently obtained the right to passport our solutions to other EEA member states. Government agencies may impose new or additional rules on money transmission, which may increase our costs of doing business, including, but not limited to regulations that: â€¢prohibit, restrict, and/or impose taxes or fees on money transmission transactions in, to or from certain countries or with certain governments, individuals, and entities; â€¢impose additional client identification and client due diligence requirements; â€¢impose additional reporting or recordkeeping requirements, or require enhanced transaction monitoring; â€¢limit the types of entities capable of providing money transmission services, or impose additional licensing or registration requirements; â€¢impose minimum capital or other financial requirements; â€¢limit or restrict the revenue that may be generated from money transmission, including revenue from the transaction value associated with the payment method used by our clientsâ€™ customers and platform-related fees for access to our solutions and invoice and payment plan fees; â€¢require enhanced disclosures to our money transmission clients or their customers; â€¢require the principal amount of money transmission transactions originated in a country to be invested in that country or held in trust until paid; â€¢limit the number or principal amount of money transmission transactions that may be sent to or from a jurisdiction, whether by an individual or in the aggregate; and â€¢restrict or limit our ability to process transactions using centralized databases, for example, by requiring that transactions be processed using a database maintained in a particular country or region. We are subject to governmental laws and requirements regarding economic and trade sanctions, AML and CFT that could impair our ability to compete in international markets or subject us to criminal or civil liability if we violate them. We are currently required to comply with U.S. economic and trade sanctions administered OFAC and we have processes in place to comply with the OFAC regulations as well as similar requirements in the foreign jurisdictions in which we already operate. As part of our compliance efforts, we scan our clients and their customers against watch lists promulgated by OFAC and certain other international agencies. Our application can be accessed from nearly anywhere in the world, and if our service is accessed from a sanctioned country or otherwise accessed or used in violation of applicable trade and economic sanctions, we could be subject to fines or other enforcement actions. In the course of enhancing our sanctions compliance function, we initiated an internal review that identified issues related to our compliance with sanctions, including payments that may have originated from sanctioned jurisdictions or sanctioned persons. We have made voluntary submissions to OFAC to report the apparent violations and to provide supplemental information. Flywire is currently engaging with OFAC to resolve these matters. Although the internal investigation completed to date suggests that any loss incurred as a result of this matter would not be material to our business, if OFAC ultimately concludes any violation has occurred in connection with these or other transactions, it could result in penalties, fines, costs, and restrictions on our ability to do business, which could also harm our operating results. We are also subject to various AML and CFT laws and regulations around the world that prohibit, among other things, our involvement in transferring the proceeds of criminal or terrorist activities. In the United States, most of our solutions are subject to AML laws and regulations, including the BSA, and similar laws and regulations. The BSA, among other things, requires MSBs to develop and implement risk-based AML programs, to report large cash transactions and suspicious activity, and in some cases, to collect and maintain information about clients who use their services and maintain other transaction records. Regulators and third-party auditors have identified gaps in how similar businesses have implemented AML programs, and we could likewise be subject to significant fines, penalties, inquiries, audits, 82 Â Â investigations, enforcement actions, and criminal and civil liability if our AML program is found to be insufficient by a regulator. Our business operations in other parts of the world such as the U.K., Lithuania, Canada, Australia, Hong Kong, New Zealand, Indonesia and Singapore are subject to similar laws and requirements. Regulators in the United States and globally continue to increase their scrutiny of compliance with these obligations, which may require us to further revise or expand our compliance program, including the procedures we use to verify the identity of our clients and to monitor transactions on our system, including payments to persons outside of the United States. Regulators regularly re-examine the transaction volume thresholds at which we must obtain and keep applicable records or verify identities of clients, and any change in such thresholds could result in greater costs for compliance. Similarly, as a condition to doing business with us, our banking and other strategic partners also impose ongoing obligations on us related to AML and CFT and sanctions screening. Any failure on our part to maintain the necessary processes and policies to comply with these regulations and requirements, or to adapt our processes and policies to changes in laws, would subject us to penalties, fines, or loss of key relationships which would have a material adverse effect on our business and results of operations. Furthermore, government sanctions imposed with respect to Russia's invasion of Ukraine in early 2022 are impacting our ability to offer our services in the region, and additional sanctions could be imposed in the future. Further instability or tension in Russia, Ukraine, and the surrounding region could also cause us to adjust our operating model, which would increase our costs of operations. Any actual or perceived failure to comply with governmental regulation and other legal obligations, particularly those related to privacy, data protection, and information security, could harm our business. Compliance with such laws could also result in additional costs and liabilities to us or inhibit sales of our solutions. Our clients and their customers store personal and business information, financial information and other sensitive information through our solutions. In addition, we collect, store, and process personal and business information and other data from and about actual and prospective clients, their customers, our FlyMates and our service providers and other business partners, as well as

their personnel. Our handling of data is subject to a variety of laws and regulations, including regulation by various government agencies, such as the U.S. Federal Trade Commission (FTC), and various state, local, and foreign agencies. Our data handling is also subject to contractual obligations and industry standards. The U.S. federal and various state and foreign governments have adopted or proposed limitations on the collection, distribution, use, and storage of data relating to individuals and businesses, including the use of contact information and other data for marketing, advertising, and other communications with individuals and businesses. In the United States, various laws and regulations apply to the collection, processing, disclosure, and security of certain types of data, including the Electronic Communications Privacy Act, the Computer Fraud and Abuse Act, the Gramm Leach Bliley Act, FERPA, HIPAA, and the now in question E.U.-U.S. and Swissâ€"U.S. Privacy Shield protections, as well as state laws relating to privacy and data security. Additionally, the FTC and many state attorneys general are interpreting federal and state consumer protection laws as imposing standards for the online collection, use, dissemination, and security of data. For example, California enacted the California Consumer Protection Act (CCPA), which took effect on January 1, 2020 and became enforceable by the California Attorney General on July 1, 2020, and broadly defines personal information. The CCPA creates new individual privacy rights for consumers (as that term is broadly defined) and places increased privacy and security obligations on entities handling personal data of consumers or households. The CCPA requires covered companies to provide certain disclosures to California consumers about its data collection, use and sharing practices, provide such consumers with ways to opt-out of certain sales or transfers of personal information, provides for civil penalties for violations, and allows for a new private right of action for data breaches that has resulted in an increase in data breach litigation. It remains unclear, however, how the CCPA will be interpreted. As currently written, it will likely impact our business activities and exemplifies the vulnerability of our business to not only cyber threats but also the evolving regulatory environment related to personal data and protected health information. On August 24, 2022, the California Attorney General announced the entry of a final judgment enforcement action resulting in a fine and settlement under the CCPA, as the defendant was ordered to pay a $1.2 million penalty and, among other things, implement a monitoring and reporting program to demonstrate its ongoing compliance with the CCPA. Additionally, the California Privacy Rights Act (CPRA), which was passed in November 2020 and became effective on January 1, 2023, imposed additional obligations on companies covered by the legislation and significantly modified the CCPA, including by expanding consumersâ€™ rights with respect to certain sensitive personal information. The CPRA also created a new state agency that will be vested with authority to implement and enforce the CCPA and the CPRA. The effects of the CCPA and the CPRA are potentially significant and may require us to modify our data collection or processing practices and policies and to incur substantial costs and expenses in an effort to comply and increase our potential exposure to regulatory enforcement and/or litigation. 83 Â Â The laws and regulations relating to privacy and data security are evolving, can be subject to significant change, and may result in ever-increasing regulatory and public scrutiny and escalating levels of enforcement and sanctions. The CCPA, in particular, has prompted a number of proposals for new federal and state-level privacy legislation, which could increase our potential liability and adversely affect our business. Several states in the U.S. have proposed or enacted laws that contain obligations similar to the CCPA and CPRA that have taken effect or will take effect in coming years. The U.S. federal government also is contemplating federal privacy legislation. The effects of recently proposed or enacted legislation potentially are far-reaching. Such legislation may add additional complexity, variation in requirements, restrictions and potential legal risk, require additional investment of resources in compliance programs, impact strategies and the availability of previously useful data and could result in increased compliance costs and/or changes in business practices and policies. Many of the foreign jurisdictions where we or our clients operate or conduct business, including the E.U., have laws and regulations dealing with the collection, use, storage, and disclosure and other handling (collectively, processing) of personal information, which in some cases are more restrictive than those in the U.S. In addition to regulating the processing of personal information within the relevant jurisdictions, these legal requirements often also apply to the processing of personal information outside these jurisdictions, where there is some specified link to the relevant jurisdiction. For example, we have multiple offices in Europe and serves clients and their customers throughout the E.U., where the General Data Protection Regulation (GDPR) went into effect in 2018. The GDPR, which is also the law in Iceland, Norway, Liechtenstein, andâ€"to a large degreeâ€"the U.K., has an extensive global reach and imposes robust obligations relating to the processing of personal information, including documentation requirements, greater control for data subjects (e.g., the â€œright to be forgottenâ€ and data portability), security requirements, notice requirements, restrictions on sharing personal information, data governance obligations, data breach notification requirements, and restrictions on the export of personal information to most other countries. The solutions that we currently offer subject us to many of these laws and regulations in many of the foreign jurisdictions where we operate or conduct business, and these laws and regulations may be modified or subject to new or different interpretations, and new laws and regulations may be enacted in the future. Legal developments have created compliance uncertainty regarding some transfers of personal information from the U.K. and EEA to locations where we or our clients operate or conduct business, including the United States and potentially Singapore, particularly with respect to cross-border transfers. Under the GDPR, such transfers can take place only if certain conditions apply or if certain data transfer mechanisms are in place. In July 2020, the Court of Justice of the E.U. ruled in its â€œSchrems IIâ€ decision (C-311/18), that the Privacy Shield, a transfer mechanism used by thousands of companies to transfer data between those jurisdictions and United States (and also used by us), was invalid and could no longer be used due to the strength of United States surveillance laws. In September 2020, the Federal Data Protection and Information Commissioner of Switzerland (where the law has a similar restriction on the export of personal information) issued an opinion concluding that the Swiss-U.S. Privacy Shield Framework does not provide an adequate level of protection for data transfers from Switzerland to the United States pursuant to Switzerlandâ€™s Federal Act on Data Protection. We and our clients continue to use alternative transfer strategies, including the European Commissionâ€™s Standard Contractual Clauses (SCCs), while the authorities interpret the Schrems II decision and the validity of alternative data transfer mechanisms. The SCCs, though previously approved by the European Commission, have faced challenges in European courts (including being called into question in the Schrems II decision), and may be further challenged, suspended or invalidated for transfers to some or all countries. For example, guidance regarding Schrems II issued by the European Data Protection Board (which is comprised of representatives from every E.U. member stateâ€™s top data protection authority) have cast serious doubt on the validity of SCCs for most transfers of personal information to the United States. At present, there are few if any viable alternatives to the Privacy Shield and the SCCs, so such developments may necessitate further expenditures on local infrastructure, changes to internal business processes, changes to clients and clients' customer facing solutions, or may otherwise affect or restrict our sales and operations. On June 4, 2021, the European Commission released the final Implementing Decision on SCCs (New SCCs) for the transfer of personal data from the E.U. to â€œthird countriesâ€ such as the US. The New SCCs will repeal and replace the existing SCCs (dating from 2001, 2004 and 2010) and address the entry into force of the GDPR) and the July 2020 decision of the CJEU in Schrems II, which invalidated the E.U.-U.S. Privacy Shield. The New SCCs broadly follow the draft implementing decision on standard contractual clauses (Draft SCCs) issued by the European Commission on November 12, 2020, but there are some material differences. The Draft SCCsâ€™ significant and extensive new requirements for data importers that act as controllers (for example, obligations to give notice to data subjects and to notify personal data breaches to EU authorities) remain, but have been aligned more closely with the GDPR requirements. While the New SCCs are not immediately in force, compliance with them will be required for new transfer agreements entered into from late September 2021. SCCs then in effect were required to be replaced with the New SCCs by December 27, 2022. 84 Â Â On July 10, 2023, the European Commission formally approved the new EU-U.S. Data Privacy Framework (the â€œFrameworkâ€), under which European entities will now be able to transfer personal data to Framework participants in the U.S. without having to put in place additional data protection safeguards or use the Standard Contractual Clauses for data transfers. We are in the process of evaluating how we may self-certify as a participating organization with the U.S. Department of Commerce. E.U. data protection authorities have the power to impose administrative fines for violations of the GDPR of up to a maximum of â‚¬20 million or 4% of a corporate familyâ€™s total worldwide global turnover for the preceding fiscal year, whichever is higher. Such penalties are in addition to any civil litigation claims by clients, data subjects or other third parties. We believe that the solutions that we currently offer subject us to the GDPR and other laws and regulations relating to privacy, data protection, and information security, and these may be modified or subject to new or different interpretations in the future. We will need to take steps to address compliance obligations in this rapidly evolving legal environment, but we cannot assure you that we will be able to implement changes in a timely manner or without significant disruption to our business, or that such steps will be effective, and we may face the risk of liability and loss of business. In addition, further to the U.K. exit from the E.U. on January 31, 2020, the GDPR ceased to apply in the U.K. at the end of the transition period on December 31, 2020. However, as of January 1, 2021, the U.K.â€™s European Union (Withdrawal) Act 2018 incorporated the GDPR (as it existed on December 31, 2020 but subject to certain U.K. specific amendments) into U.K. law (referred to as the U.K. GDPR). The U.K. GDPR and the U.K. Data Protection Act 2018 set out the U.K.â€™s data protection regime, which is independent from but aligned to the E.U.â€™s data protection regime. Non-compliance with the U.K. GDPR may result in monetary penalties of up to Â£17.5 million or 4% of worldwide revenue, whichever is higher. Like the GDPR, the U.K. GDPR restricts personal data transfers outside the U.K. to countries not regarded by the U.K. as providing adequate protection (this means that personal data transfers from the U.K. to the EEA remain free flowing). On June 28, 2021, the European Commission adopted an adequacy decision under the GDPR, thereby recognizing that the U.K.â€™s data protection system continues to provide the same protections with respect to personal data as when it was an EU member state, and enabling the continued exchange of personal data between the E.U. and the U.K. The adequacy decision facilitates the implementation of the E.U.-U.K. Trade Cooperation Agreement, which foresaw the need for bilateral data flow and continued cooperation. The adequacy decision does, however, include a â€˜sunset clauseâ€™, limiting its duration to four years, at which point the European Commission will need to once again review the safeguards in place in the U.K.â€™s post-Brexit legal system and decide if the adequacy decision may be renewed. This lack of clarity on future U.K. laws and regulations and their interaction with E.U. laws and regulations could add legal risk, uncertainty, complexity and cost to our handling of E.U. personal information and our privacy and data security compliance programs. It is possible that over time the U.K. Data Protection Act 2018 could become less aligned with the GDPR, which could require us to implement different compliance measures for the U.K. and the E.U. and result in potentially enhanced compliance obligations for E.U. personal data. In Asia, there has been an increase in both regulation and enforcement of privacy laws. The Act on Protection of Personal Information originally enacted in June 2020 by the Japanese government, was amended and came into effect on April 1, 2022 (Amended APPI). Since the passage of the Amended APPI, a number of implementing regulations and supporting documents have been released, addressing the requirements for transferring personal data outside Japan, notifying security breaches and creating pseudonymous information exempt from certain obligations under the Amended APPI. We have taken steps to address compliance obligations that apply to us under the Amended APPI, but cannot assure you that such steps will be effective, and we may face the risk of increased costs, liability and loss of business. China (home to the most online users in the world) passed its DSL and its PIPL in 2021. The DSL applies to a wide range of data processing activities including, but not limited to, processing personal information. With extraterritorial scope and severe fines and penalties, these laws are set to impose an increasingly complex and comprehensive legal framework for processing personal information when doing business in China. The PIPL is enforced and administered by the Cyberspace Administration of China and relevant state and local government departments. The law draws from the GDPR, with heavy penalties up to the greater of 5% of the previous yearâ€™s revenue (possibly global) or $7.7 million. Chinese authorities have demonstrated a willingness to impose significant fines for violations of PIPL and other privacy laws, as evidenced by enforcement actions against Alibaba Group Holding Ltd and Didi Global Inc. in 2022. As a reaction to data security concerns, in 2022, the Australian parliament approved a bill to amend the country's privacy legislation, significantly increasing the maximum penalties for companies and data controllers who suffer large-scale data breaches to the greater of: (i) AU$50 million, (ii) three times the value of any benefit obtained through the 85 Â Â misuse of information, and (iii) 30% of a company's adjusted turnover in the relevant period. Previously, the penalty for severe data exposures was AU$2.22 million, considered by the current parliament to be wholly inadequate to incentivize companies to improve their data security mechanisms. The Office of the Australian Information Commissioner has new regulatory tools and flexibility that should, together with an ongoing focus on funding enforcement, see a more proactive regulator with capacity and capability to investigate and litigate more privacy incidents in Australia. We have taken steps to address compliance obligations that apply to us under the Amended APPI, the DSL, the PIPL and applicable Australian regulations, but cannot assure you that such steps will be effective, and we may face the risk of increased costs, liability and loss of business. In addition to government regulation, privacy advocates and industry groups may propose new and different self-regulatory standards that, if adopted, may apply to us, or which clients or clients' customers may require us to adopt. Because the interpretation and application of privacy and data protection laws, regulations, rules, and other standards are still uncertain, it is possible that these laws, rules, regulations, and other actual or alleged legal obligations, such as contractual or self-regulatory obligations, may be interpreted and applied in a manner that is inconsistent with our existing data management practices or the functionality of our solutions. If so, in addition to the possibility of fines, lawsuits and other claims, we could be required to fundamentally change our business activities and practices or modify our software, which could have an adverse effect on our business. Any failure or perceived failure by us to comply with laws, regulations, policies, legal, or contractual obligations, industry standards, or regulatory guidance relating to privacy or data security, may result in governmental investigations and enforcement actions, litigation, fines and penalties, or adverse publicity, and could cause our clients and partners to lose trust in us, which could have an adverse effect on our reputation and business. We expect that there will continue to be new proposed laws, regulations, and industry standards relating to privacy, data protection, marketing, consumer communications, and information security, and we cannot determine the impact such future laws, regulations, and standards may have on our business. Future laws, regulations, standards, and other obligations or any changed interpretation of existing laws or regulations could impair our ability to develop and market new functionality and maintain and grow our client base and increase revenue. Future restrictions on the collection, use, sharing, or disclosure of data, or additional requirements for express or implied consent of our clients, partners, or end users for the use and disclosure of such information could require us to incur additional costs or modify our solutions, possibly in a material manner, and could limit our ability to develop new functionality. If we are not able to comply with these laws or regulations, or if we become liable under these laws or regulations, we could be directly harmed, and we may be forced to implement new measures to reduce our exposure to this liability. This may require us to expend substantial resources or to discontinue certain solutions, which would negatively affect our business, financial condition, and operating results. In addition, the increased attention focused upon liability issues as a result of lawsuits and legislative proposals could harm our reputation or otherwise adversely affect the growth of our business. Furthermore, any costs incurred as a result of this potential liability could harm our operating results. We are subject to anti-corruption, anti-bribery, and similar laws, and non-compliance with such laws can subject us to criminal or civil liability and harm our business. We are subject to the FCPA, the U.K. Bribery Act, U.S. domestic bribery laws, and other anti-corruption laws. Anti-corruption and anti-bribery laws have been enforced aggressively in recent years and are interpreted broadly to generally prohibit companies, their employees, and their third-party intermediaries from authorizing, offering, or providing, directly or indirectly, improper payments or benefits to recipients in the public sector. These laws also require that we keep accurate books and records and maintain internal controls and compliance procedures designed to prevent any such actions. We maintain operations and serve clients in several countries around the world. Although we do not target government entities as clients, some of our clients may receive funding or other support from local, state, provincial or national governments. As we maintain and seek to increase our international cross-border business and expand operations abroad, we may engage with business partners and third-party intermediaries to market our services and to obtain necessary permits, licenses, and other regulatory approvals. In addition, we or our third-party intermediaries may have direct or indirect interactions with officials and employees of government agencies or state-owned or affiliated entities. We can be held liable for the corrupt or other illegal activities of these third-party intermediaries, our FlyMates, representatives, contractors, partners, and agents, even if we do not explicitly authorize such activities. While we maintain policies and training programs for our FlyMates related to anti-corruption, anti-bribery and gift giving, and include representations regarding legal compliance in our contracts with vendors and strategic partners, there can be no assurances that these policies, training programs or contractual provisions will be observed or enforceable. We cannot assure you that all of our FlyMates and agents will not take actions in violation of our policies and applicable law, for which we may be ultimately held responsible. As we increase our international business, our risks under these laws may increase. 86 Â Â Detecting, investigating, and resolving actual or alleged violations of anti-corruption laws can require a significant diversion of time, resources, and attention from senior management. In addition, noncompliance with anti-corruption or anti-bribery laws could subject us to whistleblower complaints, investigations, sanctions, settlements, prosecution, enforcement actions, fines, damages, other civil or criminal penalties, injunctions, suspension or debarment from contracting with certain persons, reputational harm, adverse media coverage, and other collateral consequences. If any subpoenas are received or investigations are launched, or governmental or other sanctions are imposed, or if we do not prevail in any possible civil or criminal proceeding, our business, operating results, and financial condition could be materially harmed. In addition,

responding to any action will likely result in a materially significant diversion of managementâ€™s attention and resources and significant defense costs and other professional fees. In February 2022, following Russiaâ€™s invasion of Ukraine, the United States and other countries announced sanctions against Russia. The sanctions by the United States and other countries against Russia to date include restrictions on selling or importing goods, services or technology in or from affected regions, travel bans and asset freezes impacting connected individuals and political, military, business and financial organizations in Russia, severing Russiaâ€™s largest bank from the U.S. financial system, barring some Russian enterprises from raising money in the U.S. market and blocking the access of Russian banks to financial markets. The United States and other countries could impose wider sanctions and take other actions should the conflict further escalate. While it is difficult to anticipate the impact the sanctions announced to date may have on us, any further sanctions imposed or actions taken by the United States or other countries, and any retaliatory measures by Russia in response, could increase our costs, reduce our sales and earnings or otherwise have an adverse effect on our operations. If we fail to adequately protect our proprietary rights, our competitive position could be impaired and we may lose valuable assets, generate less revenue and incur costly litigation to protect our rights. Our success is dependent, in part, upon protecting our proprietary technology. We rely on a combination of copyrights, trademarks, service marks, trade secret laws, the domain name dispute resolution mechanism, confidentiality procedures, and contractual provisions to establish and protect our proprietary rights. However, effective protection of intellectual property rights is expensive, both in terms of application and maintenance costs, as well as the costs of defending and enforcing those rights, and the steps we take to protect our intellectual property may be inadequate. We do not have patents covering any of our technology and do not actively pursue patents. Any of our trademarks, or other intellectual property rights may be challenged or circumvented by others, or narrowed or invalidated through administrative process or litigation. There can be no guarantee that others will not independently develop similar solutions or duplicate any of our solutions. 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 our solutions and use information that we regard as proprietary to create solutions that compete with ours. We pursue registration of copyrights, trademarks, and domain names in the United States and in certain jurisdictions outside of the United States, but doing so may not always be successful or cost-effective. We may be unable or, in some instances, choose not to obtain legal protection for our intellectual property, and our existing and future intellectual property rights may not provide us with competitive advantages or distinguish our solutions from those of our competitors. The laws of some foreign countries may not protect our intellectual property rights to the same extent as the laws of the United States, and effective intellectual property protection and mechanisms may be uncertain or unavailable in those jurisdictions. We may need to expend additional resources to defend our intellectual property in such countries, and the inability to do so could impair our business or adversely affect our international expansion. Particularly given the international nature of the Internet, the rate of growth of the Internet, and the ease of registering new domain names, we may not be able to detect unauthorized use of our intellectual property or take prompt enforcement action. Furthermore, the growing use of generative artificial intelligence presents an increased risk of unintentional and/or unauthorized disclosure or use of our intellectual property rights. We endeavor to enter into agreements with our FlyMates, consultants and contractors and with parties with whom we do business in order to acquire intellectual property rights developed as a result of service to us, as well as to limit access to and disclosure of our proprietary information. No assurance can be given that our intellectual property related agreements with our FlyMates, consultants, contractors clients, their customers, or strategic partners and others will be effective in controlling access to and distribution of our solutions and proprietary information, potentially resulting in the unauthorized use or disclosure of our trade secrets and other intellectual property, including to our competitors, which could cause us to lose any competitive advantage resulting from this intellectual property. Further, these agreements do not prevent our competitors or partners from independently developing technologies that are substantially equivalent or superior to our solutions. In addition, individuals not subject to invention assignment agreements may make adverse ownership claims to our current and future intellectual property. 87 Â Â To protect our intellectual property rights, we may be required to spend significant resources to monitor, protect and defend these rights. Litigation may be necessary in the future to enforce our intellectual property rights and to protect our trade secrets. Such litigation 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 proprietary technology 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 solutions, impair the functionality of our solutions, delay introductions of new features, integrations, and capabilities, result in our substituting inferior or more costly technologies into our solutions, or injure our reputation. In addition, we may be required to license additional technology from third parties to develop and market new features, integrations, and capabilities, and we cannot be certain that we could license that technology on commercially reasonable terms or at all, and our inability to license this technology could harm our ability to compete. We may in the future be subject to intellectual property disputes, which are costly and may subject us to significant liability and increased costs of doing business. We may in the future become subject to intellectual property disputes. Lawsuits are time-consuming and expensive to resolve and they divert managementâ€™s time and attention. We cannot predict the outcome of lawsuits and cannot assure you that the results of any such actions will not have an adverse effect on our business, operating results, or financial condition. During litigation, we may become subject to provisional rulings, including preliminary injunctions requiring us to cease some or all of our operations. We may decide to settle legal disputes on terms that are unfavorable to us. Furthermore, such disputes, even those without merit, may subject us to an unfavorable judgment that we may not choose to appeal or that may not be reversed upon appeal. In such a situation, we could be required to pay substantial damages or license fees to third party patent owners. In addition, we may also be required to modify, redesign, reengineer, or rebrand our solutions, or stop making, licensing, or providing solutions that incorporate the asserted intellectual property. Alternatively, we may enter into a license agreement to continue practices found to be in violation of a third partyâ€™s rights. If we are required, or choose to enter into, royalty or licensing arrangements, such arrangements may not be available on reasonable terms or at all. In addition, we may also be contractually obligated to indemnify our clients in the event of infringement of a third partyâ€™s intellectual property rights. Our use of â€œopen sourceâ€ software could negatively affect our ability to offer and sell access to our solutions and subject us to possible litigation. We use open source software in our solutions and expect to continue to use open source software in the future. There are uncertainties regarding the proper interpretation of and compliance with open source licenses, and there is a risk that such licenses could be construed in a manner that imposes unanticipated conditions or restrictions on our ability to use such open source software, and consequently to provide or distribute our solutions. Although use of open source software has historically been free, recently several open source providers have begun to charge license fees for use of their software. If our current open source providers were to begin to charge for these licenses or increase their license fees significantly, this would increase our research and development costs and have a negative impact on our results of operations and financial condition. Additionally, we may from time to time face claims from third parties claiming ownership of, or seeking to enforce the terms of, an open source license, including by demanding release of source code for the open source software, derivative works or our proprietary source code that was developed using, or that is distributed with, such open source software. These claims could also result in litigation and could require us to make our proprietary software source code freely available, require us to devote additional research and development resources to change our solutions or incur additional costs and expenses, any of which could result in reputational harm and would have a negative effect on our business and operating results. In addition, if the license terms for the open source software we utilize change, we may be forced to reengineer our solutions or incur additional costs to comply with the changed license terms or to replace the affected open source software. Further, use of certain open source software can lead to greater risks than use of third-party commercial software, as open source licensors generally do not provide warranties or controls on the origin of software or indemnification for third party infringement claims. Although we have implemented policies to regulate the use and incorporation of open source software into our solutions, we cannot be certain that we have not incorporated open source software in our solutions in a manner that is inconsistent with such policies. 88 Â Â Indemnity and liability provisions in various agreements potentially expose us to substantial liability for intellectual property infringement, data protection, and other losses. Our agreements with some of our technology partners and certain clients include indemnification provisions under which we agree to indemnify them for losses suffered or incurred as a result of claims of intellectual property infringement, data protection, damages caused by us to property or persons, or other liabilities relating to or arising from our solutions or other contractual obligations. Some of these indemnity agreements provide for uncapped liability and some indemnity provisions survive termination or expiration of the applicable agreement. Large indemnity payments could harm our business, operating results, and financial condition. We may incur substantial liability, and we may be required to cease use of certain functions of our solutions, as a result of intellectual property related claims. Any dispute with a client or technology partner with respect to these obligations could have adverse effects on our relationship with that client or technology partner and other existing or new clients or technology partners, and harm our business and operating results. In addition, although we carry insurance, our insurance may not be adequate to indemnify us for all liability that may be imposed, or otherwise protect us from liabilities or damages with respect to claims alleging compromises of client or clients' customer data, and any such coverage may not continue to be available to us on acceptable terms or at all. New or revised tax regulations, unfavorable resolution of tax contingencies or changes to enacted tax rates could adversely affect our tax expense. As a multinational organization, we may be subject to taxation in several jurisdictions around the world with increasingly complex tax laws, the application, interpretation and enforcement of which can be uncertain. Changes in tax laws or their interpretations could result in changes to enacted tax rates and may require complex computations to be performed that were not previously required, significant judgments to be made in interpretation of the new or revised tax regulations and significant estimates in calculations, as well as the preparation and analysis of information not previously relevant or regularly produced. Future changes in enacted tax rates could negatively affect our results of operations. For example, the Inflation Reduction Act of 2022 includes a minimum tax equal to fifteen percent of the adjusted financial statement income of certain corporations as well as a one percent excise tax on share buybacks, effective for tax years beginning in 2023. When effective, it is possible that the minimum tax could result in an additional tax liability over the regular federal corporate tax liability in a given year based on differences between book and taxable income (including as a result of temporary differences). The vast majority of states have considered or adopted laws that impose tax collection obligations on out-of-state companies. States where we have nexus may require us to calculate, collect, and remit taxes on sales in their jurisdiction. Additionally, the Supreme Court of the United States ruled in South Dakota v. Wayfair, Inc. et al (Wayfair) that online sellers can be required to collect sales and use tax despite not having a physical presence in the buyerâ€™s state. In response to Wayfair, or otherwise, states or local governments may enforce laws requiring us to calculate, collect, and remit taxes on sales in their jurisdictions. We may be obligated to collect and remit sales and use tax in states in which we have not collected and remitted sales and use tax. A successful assertion by one or more states requiring us to collect taxes where we historically have not or presently do not do so could result in substantial tax liabilities, including taxes on past sales, as well as penalties and interest. The imposition by state governments or local governments of sales tax collection obligations on out-of-state sellers could also create additional administrative burdens for us, put us at a perceived competitive disadvantage if they do not impose similar obligations on our competitors, and decrease our future sales, which could adversely affect our business and operating results. Relevant foreign taxing authorities may disagree with our determinations as to whether we have established a taxable nexus, often referred to as a â€œpermanent establishmentâ€, or the income and expenses attributable to specific jurisdictions. In addition, these authorities may take aggressive tax recovery positions that the funds flows we process are subject to value added tax or goods and services tax. If disagreements with relevant taxing authorities on other unknown matters were to occur, and our position was not sustained, we could be required to pay additional taxes, interest and penalties, which could result in one-time tax charges, higher effective tax rates, reduced cash flows and lower overall profitability of our operations. Our tax returns and positions are subject to review and audit by federal, state, local and international taxing authorities. An unfavorable outcome to a tax audit could result in higher tax expense, thereby negatively affecting our results of operations and cash flows. We have recognized estimated liabilities on the balance sheet for material known tax exposures relating to deductions, transactions and other matters involving some uncertainty as to the proper tax treatment of the item. These liabilities reflect what we believe to be reasonable assumptions as to the likely final resolution of each issue if raised by a taxing authority. While we believe that the liabilities are adequate to cover reasonably expected tax risks, there can be no assurance that, in all instances, an issue raised by a tax authority will be finally resolved at a 89 Â Â financial amount no more than any related liability. An unfavorable resolution, therefore, could negatively affect our financial position, results of operations and cash flows in the current and/or future periods. Our ability to use our net operating losses (NOL) to offset future taxable income may be subject to certain limitations. As of September 30, 2024, we had U.S. federal NOL carryforwards of approximately $50.7 million and state NOL carryforwards of approximately $78.2 million. The federal and material state NOL carryforwards will begin to expire in 2030 and 2024, respectively. In general, under Sections 382 and 383 of the United States Internal Revenue Code of 1986, as amended (Code), a corporation that undergoes an â€œownership changeâ€ is subject to limitations on its ability to utilize its pre-change NOLs and other tax attributes such as research tax credits to offset future taxable income. An â€œownership changeâ€ pursuant to Section 382 of the Code generally occurs if one or more stockholders or groups of stockholders who own at least 5% of the companyâ€™s stock increase their ownership by more than 50 percentage points over their lowest ownership percentage within a rolling three-year period. Future changes in our stock ownership, many of which are outside of our control, could result in an ownership change under Sections 382 or 383 of the Code. Furthermore, our ability to utilize NOLs of companies that we may acquire in the future may be subject to limitations. During 2022, the Company completed a Section 382 study and as a result of the ownership changes identified, $1.6 million of Flywireâ€™s NOLs and $0.2 million of Simpleeâ€™s NOLs will expire unutilized, assuming sufficient taxable income is generated in the future. The Company completed its refresh of the Section 382 study as of June 30, 2024, and there is no additional limitations in using Federal and State NOL carryforwards. Under the Tax Cuts and Jobs Act enacted in 2017 as modified by the Coronavirus Aid, Relief, and Economic Security Act enacted in 2020, U.S. federal NOL carryforwards generated in taxable periods beginning after December 31, 2017 may be carried forward indefinitely, but the deductibility of such NOL carryforwards in taxable years beginning after December 31, 2020 is limited to 80% of taxable income. In addition, federal NOLs arising in tax years ending after December 31, 2017 can be carried forward indefinitely, but carryback is generally prohibited. NOLs generated in tax years beginning before January 1, 2018 will not be subject to the taxable income limitation, and NOLs generated in tax years ending before January 1, 2018 will continue to have a two-year carryback and twenty-year carryforward period. Deferred tax assets for NOLs will need to be measured at the applicable tax rate in effect when the NOL is expected to be utilized. Similar rules may apply under state tax laws. The changes in the carryforward/carryback periods as well as the new limitation on use of NOLs may significantly impact our valuation allowance assessments for NOLs generated after December 31, 2017. Risks Related to Being a Public Company As a public company, we are obligated to develop and maintain proper and effective internal control over financial reporting, and if we fail to develop and maintain an effective system of disclosure controls and internal control over financial reporting, our ability to produce timely and accurate financial statements or comply with applicable laws and regulations could be impaired. As a public company, we are subject to the reporting requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act), the Sarbanes-Oxley Act of 2002 (Sarbanes-Oxley Act), the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (Dodd-Frank), the listing requirements of The Nasdaq Global Select Market (Nasdaq), and other applicable securities rules and regulations. Compliance with these rules and regulations will increase our legal and financial compliance costs, make some activities more difficult, time consuming, or costly, and increase demand on our systems and resources. The Exchange Act requires, among other things, that we file annual, quarterly, and current reports with respect to our business and operating results. The Sarbanes-Oxley Act requires, among other things, that we maintain effective disclosure controls and procedures and internal control over financial reporting. It may require significant resources and management oversight to maintain and, if necessary, improve our disclosure controls and procedures and internal control over financial reporting to meet this standard. As a result, managementâ€™s attention may be diverted from other business concerns, which could adversely affect our business and operating results. To comply with these requirements, we may need to hire more employees in the future or engage outside consultants, which would increase our costs and expenses. As a "large accelerated" filer, we are required, pursuant to Section 404 of the Sarbanes-Oxley Act (Section 404), to furnish a report by management on, among other things, the effectiveness of our internal control over financial reporting. Effective internal control over financial reporting is necessary for us to provide reliable financial reports and, together with adequate disclosure controls and procedures, are designed to prevent fraud. Any failure to implement required new or improved controls, or difficulties encountered in their implementation, could cause us to fail to meet our reporting 90 Â Â obligations. Ineffective internal controls could also cause investors to lose confidence in our reported financial information, which could have a negative effect on the trading price of our common stock. This assessment includes disclosure of any

material weaknesses identified by our management in our internal control over financial reporting and our independent registered public accounting firm will be required to issue an opinion on the effectiveness of our internal control over financial reporting. We expect to incur significant expenses and devote substantial management effort toward ensuring compliance with the auditor attestation requirements of Section 404. Furthermore, we will also have to file a more expansive proxy statement and are subject to shorter filing deadlines, which will require additional time and expense as well. An independent assessment of the effectiveness of our internal controls could detect problems that our managementâ€™s assessment might not. Undetected material weaknesses in our internal controls could lead to financial statement restatements and require us to incur the expense of remediation. We are required to disclose changes made in our internal control and procedures on a quarterly basis. To comply with the requirements of being a public company, we have undertaken and expect to need to continue to undertake various actions, such as implementing new internal controls and procedures, hiring risk professionals, accounting and internal audit staff, and engaging outside consultants, which will increase our operating expenses. We are actively engaged in the ongoing costly and challenging process of complying with Section 404. We may not be able to complete our evaluation, testing, and any required remediation in a timely fashion. During the evaluation and testing process, if we identify material weaknesses in our internal control over financial reporting, we will be unable to assert that our internal control over financial reporting is effective. If we are unable to assert that our internal control over financial reporting is effective, or if our independent registered public accounting firm is unable to express an opinion on the effectiveness of our internal control, including as a result of a material weakness, we could lose investor confidence in the accuracy and completeness of our financial reports, which could cause the price of our common stock to decline, and we may be subject to investigation or sanctions by the SEC. In addition, if we are unable to continue to meet these requirements, we may not be able to remain listed on Nasdaq. Increased scrutiny from investors and others or changes in regulations regarding our environmental, social, governance, or sustainability responsibilities could result in additional costs or risks and adversely impact our reputation, employee retention, and willingness of partners, clients or our clientsâ€™ customers to do business with us. Investor advocacy groups, certain institutional investors, investment funds, other market participants, stockholders, and consumer groups have focused increasingly on ESG or â€œsustainabilityâ€ practices of companies. These parties have placed increased importance on the implications of the social cost of their investments. We have convened a cross-functional working group to further enhance our commitment to sustainability and ESG, and recognize the importance of communicating our progress on ESG to our stakeholders. As part of its responsibilities, our ESG working group is assessing opportunities for communicating progress on our priority initiatives. However, if our ESG practices do not meet (or are viewed as not meeting) investor or other industry stakeholder expectations and standards, which continue to evolve, our brand, reputation and employee retention may be negatively impacted, including based on an assessment of our ESG practices. Any sustainability report that we publish or sustainability disclosure we make may include our policies and practices on a variety of social and ethical matters, including corporate governance, community involvement, environmental compliance, employee health and safety practices, cybersecurity and privacy, human capital management, and workforce equity, inclusion and diversity. It is possible that stakeholders may not be satisfied with our ESG practices or the speed of their adoption. We could also incur additional costs and require additional resources to monitor, report, and comply with various ESG practices. Also, our failure, or perceived failure, to meet the standards included in any sustainability disclosure could negatively impact our reputation, employee retention, and the willingness of our partners, clients or our clientsâ€™ customers to do business with us. In addition, increasing governmental interest in, and public awareness of, the impacts and effects of climate change and greater emphasis on sustainability by federal, state, and international governments could lead to further regulatory efforts to address the carbon impact of housing and travel. In particular, the current regulatory landscape regarding climate change (including disclosure requirements and requirements regarding energy and water use and efficiency), both within the United States and in many other locations where we operate worldwide, is evolving at a pace, and is likely to continue to develop in ways, that require our business to adapt. Many U.S. states, either individually or through multi-state regional initiatives, have begun to address greenhouse gas emissions, including disclosure requirements relating thereto, and some U.S. states have also adopted various ESG-related efforts, initiatives and requirements. As a result, 91 Â Â governments may enact new laws and regulations and/or view matters or interpret laws and regulations differently than they have in the past, including laws and regulations which are responsive to ESG trends or otherwise seek to reduce the carbon emissions relating to travel and set minimum energy efficiency requirements, which could materially adversely affect our business, results of operations, and financial condition. The legislative landscape continues to be in a state of constant change as well as legal challenge with respect to these laws and regulations, making it difficult to predict with certainty the ultimate impact they will have on our business in the aggregate. We will continue to incur increased costs as a result of operating as a public company, and our management will be required to devote substantial time to compliance with our public company responsibilities and corporate governance practices. As a public company, we will continue to incur significant legal, accounting, and other expenses as a result of operating as a public company, which increased during 2023 as a result of becoming a "large accelerated" filer. The Sarbanes-Oxley Act, Dodd-Frank, the listing requirements of the Nasdaq, and other applicable securities rules and regulations impose various requirements on public companies. Our management and other personnel devote a substantial amount of time to compliance with these requirements and interacting with public company investors and securities analysts. These obligations and constituents require significant attention from our management team and could divert their attention away from the day-to-day management of our business, which could harm our business, operating results, and financial condition. Moreover, these rules and regulations will increase our legal and financial compliance costs and will make some activities more time-consuming and costly. We cannot predict or estimate the amount of additional costs we will incur as a public company or the specific timing of such costs. Risks Related to Ownership of Our Common Stock The price of our common stock may be volatile or may decline regardless of our operating performance and you may not be able to resell your shares at or above the price you paid for them. An active or liquid market in our common stock may not be sustainable. The market price of our common stock may fluctuate significantly in response to numerous factors, many of which are beyond our control, including: â€¢overall performance of the equity markets; â€¢our operating performance and the performance of other similar companies; â€¢delays in the roll out of new solutions; â€¢changes in our projected operating results that we provide to the public, our failure to meet these projections or changes in recommendations by securities analysts that elect to follow our common stock; â€¢regulatory actions with respect to our payment solutions; â€¢regulatory or legal developments in the United States and other countries; â€¢the level of expenses related to our solutions; â€¢announcements of acquisitions, strategic alliances or significant agreements by us or by our competitors; â€¢developments or disputes concerning patent applications, issued patents or other intellectual property or proprietary rights; â€¢recruitment or departure of key personnel; â€¢the economy as a whole and market conditions in our industry; â€¢political or social unrest, war or other military conflict, including an escalation of the conflict between Russia and Ukraine, or between Israel and Hamas (or other combatants in the region), respectively, economic instability, repression, or human rights issues; â€¢variations in our financial results or the financial results of companies that are perceived to be similar to us; â€¢financing or other corporate transactions, or inability to obtain additional funding; 92 Â Â â€¢restrictions that negatively impact international travel, study or commerce; â€¢changes in the structure of payment systems; â€¢effects of ongoing United States-China and Canada-India diplomatic and trade friction; â€¢trading activity by a limited number of stockholders who together beneficially own a majority of our outstanding common stock; â€¢the expiration of market standoff or contractual lock-up agreements; â€¢the size of our market float; and â€¢any other factors discussed in this Quarterly Report on Form 10-Q and our other SEC filings. In addition, the stock markets have experienced extreme price and volume fluctuations that have affected and continue to affect the market prices of equity securities of many companies. Concerns over economic recession, high interest rate and inflation, supply chain delays and disruptions, policy priorities of the U.S. presidential administration and Congress, trade wars, unemployment, or prolonged government shutdown may contribute to increased volatility and diminished expectations for the economy and markets. Additionally, concern over geopolitical issues may also contribute to prolonged market volatility and instability. For example, the conflict between Russia and Ukraine could lead to disruption, instability and volatility in global markets and industries. The U.S. government and other governments in jurisdictions have imposed severe economic sanctions and export controls against Russia and Russian interests, have removed Russia from the SWIFT system, and have threatened additional sanctions and controls. The full impact of these measures, as well as potential responses to them by Russia, is unknown. Our business and operations could be negatively affected by any pending or future securities litigation or stockholder activism. From time to time, we may be subject to securities class actions, derivative suits or other securities-related legal actions. In the past, securities class action litigation have often been brought against a company following a decline in the market price of its securities. In addition, stockholder activism, which could take many forms and arise in a variety of situations, has been increasing recently, and new universal proxy rules could significantly lower the cost and further increase the ease and likelihood of stockholder activism. This risk is especially relevant for us because technology companies have experienced significant stock price volatility in recent years. Volatility in our stock price or other reasons may in the future cause us to become the target of securities litigation or stockholder activism. Securities litigation and stockholder activism, including potential proxy contests, could result in substantial costs, including significant legal fees and other expenses, and divert our management and board of directorsâ€™ attention and resources from our business. Additionally, securities litigation and stockholder activism could give rise to perceived uncertainties as to our future, adversely affect our relationships with customers and business partners, adversely affect our reputation, and make it more difficult to attract and retain qualified personnel. Our stock price could also be subject to significant fluctuation or otherwise be adversely affected by the events, risks and uncertainties of any securities litigation and stockholder activism. Any claims or litigation, even if fully indemnified or insured, could adversely affect our relationships with customers and business partners, damage our reputation, decrease customer demand for our services and make it more difficult to attract and retain qualified personnel, making it more difficult for us to compete effectively. In addition, lawsuits or legal claims involving us may increase our insurance premiums, deductibles or co-insurance requirements or otherwise make it more difficult for us to maintain or obtain adequate insurance coverage on acceptable terms, if at all. Furthermore, while we maintain insurance for certain potential liabilities, such insurance does not cover all types and amounts of potential liabilities and is subject to various exclusions, as well as caps on amounts recoverable. Even if we believe that a claim is covered by insurance, insurers may dispute our entitlement to recovery for a variety of potential reasons, which may affect the timing and, if the insurers prevail, the amount of our recovery. Our exposure under these matters may also include our indemnification obligations, to the extent that we have any, to current and former officers and directors against losses incurred in connection with these matters, including reimbursement of legal fees and other expenses. As a result, pending or future lawsuits involving us, or our officers or directors, could have a material adverse effect on our business, reputation, financial condition, results of operations, liquidity and the trading price of our common stock. 93 Â Â Raising additional capital may cause dilution to our existing stockholders, restrict our operations or require us to relinquish rights to our intellectual property on unfavorable terms to us. Until such time, if ever, as we can generate substantial revenue, we may finance our cash needs through a combination of equity offerings, government or private party grants, debt financings and strategic partnership agreements. We may seek additional capital through a variety of means, including through strategic partnership arrangements, public or private equity or debt financings, third-party funding and marketing and distribution arrangements, as well as other strategic alliances and licensing arrangements or any combination of these approaches. However, disruptions in the capital markets, particularly with respect to financial technology companies, could make any financing more challenging, and there can be no assurance that we will be able to raise capital on commercially reasonable terms or at all. To the extent that we raise additional capital through the sale of equity or convertible debt securities, your ownership interest will be diluted, and the terms may include liquidation preferences or other rights, powers or preferences that may adversely affect your rights as a stockholder. To the extent that debt financing is available, and we choose to raise additional capital in the form of debt, such debt financing may involve agreements that include covenants limiting or restricting our ability to take certain actions, such as incurring additional debt, making capital expenditures or declaring dividends. If we raise additional capital pursuant to collaborations, licensing arrangements or other strategic partnerships, such agreements may require us to relinquish rights to our technologies. If we are unable to raise additional funds through equity or debt financing or through collaborations or strategic partnerships when needed, we may be required to delay, limit, reduce or terminate the development of our solutions or commercialization efforts. We may allocate our cash and cash equivalents in ways that you and other stockholders may not approve. Our management has broad discretion in the application of our cash and cash equivalents. Because of the number and variability of factors that determine our use of our cash and cash equivalents, their ultimate use may vary substantially from their currently intended use. Our management might not apply cash and cash equivalents in ways that ultimately increase the value of your investment. The failure by our management to apply these funds effectively could harm our business. Pending their use, we may invest our cash and cash equivalents in short-term, investment-grade, interest-bearing securities. These investments may not yield a favorable return to our stockholders. If we do not invest or apply our cash and cash equivalents in ways that enhance stockholder value, we may fail to achieve expected financial results, which could cause our stock price to decline. We cannot guarantee that our repurchase program will be fully implemented or that it will enhance stockholder value, and share repurchases could affect the price of our common stock. In August 2024, we announced that our Board of Directors authorized a share repurchase program, or the Repurchase Program, pursuant to which we may, from time to time, purchase shares of our Voting and Non-voting common stock for an aggregate purchase price not to exceed $150 million. Repurchases under the Repurchase Program may be made through a variety of methods and are subject to market and business conditions, levels of available liquidity, cash requirements for other purposes, regulatory, and other relevant factors. The timing, pricing, and size of share repurchases will depend on a number of factors, including price, corporate and regulatory requirements, and general market and economic conditions. The Repurchase Program does not obligate us to repurchase any minimum dollar amount or number of shares, and may be suspended or discontinued by our Board of Directors at any time, which may result in a decrease in the price of our common stock. Repurchases under the Repurchase Program will decrease the number of outstanding shares of our common stock and therefore could affect the price of our common stock and increase its volatility. The existence of the Repurchase Program could also cause the price of our common stock to be higher than it would be in the absence of such a program and could reduce the market liquidity for our common stock. Repurchases under the Repurchase Program will diminish our cash reserves, which could impact our ability to further develop our business and service our indebtedness. There can be no assurance that any share repurchases will enhance stockholder value because the market price of our common stock may decline below the levels at which we repurchased such shares. Any failure to repurchase shares after we have announced our intention to do so may negatively impact our reputation and investor confidence in us and may negatively impact our common stock price. Although the Repurchase Program is intended to enhance long-term stockholder value, short-term price fluctuations could reduce the programâ€™s effectiveness. If securities or industry analysts do not publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline. 94 Â Â The trading market for our common stock depends in part on the research and reports that securities or industry analysts publish about us or our business. If industry analysts cease coverage of us, the trading price for our common stock would be negatively affected. If one or more of the analysts who cover us downgrade our common stock or publish inaccurate or unfavorable research about our business, our common stock price would likely decline. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, demand for our common stock could decrease, which might cause our common stock price and trading volume to decline. Sales of substantial amounts of our common stock in the public markets could cause the market price of our common stock to decline. The price of our common stock could decline if there are substantial sales of our common stock, particularly sales by our directors, executive officers and significant stockholders, or if there is a large number of shares of our common stock available for sale and the market perceives that sales will occur. We had a total of 122,575,857 shares of our voting common stock and 1,873,320 shares of our non-voting common stock outstanding as of September 30, 2024. Other than shares held by directors, executive officers and other affiliates that are subject to volume limitations under Rule 144 under the Securities Act and various vesting agreements, these shares of common stock generally are freely tradable without restrictions or further registration under the Securities Act. Certain of our stockholders will have rights, subject to some conditions, to require us to file registration statements covering their shares or to include their shares in registration statements that we may file for ourselves or our stockholders, subject to market standoff and lock-up agreements. We registered shares of common stock that we have issued and may issue under our equity incentive plans. These shares will be able to be sold freely in the public market upon issuance, subject to securities laws. The market price of the shares of our common stock could decline as a result of the sale of a substantial number of our shares of common stock in the public market or the perception in the market that the holders of a large number of shares intend to sell their shares. The concentration of our stock ownership will likely limit your ability to influence corporate matters, including the ability to influence the outcome of director elections and other matters requiring stockholder approval. As of September 30, 2024, our current executive officers, directors and the holders of more than 5% of our outstanding voting and non-voting common stock, in the aggregate, beneficially owned a significant percentage of our outstanding voting and non-voting common stock. As a result, these stockholders,

acting together, will have significant influence over all matters that require approval by our stockholders, including the election of directors and approval of significant corporate transactions. Corporate actions might be taken even if other stockholders oppose them. This concentration of ownership might also have the effect of delaying or preventing a change of control of our company that other stockholders may view as beneficial. We do not intend to pay dividends on our common stock and, consequently, your ability to achieve a return on your investment will depend on appreciation in the price of our common stock. We have never declared or paid any cash dividend on our common stock and do not currently intend to do so for the foreseeable future. We currently anticipate that we will retain future earnings for the development, operation and expansion of our business and do not anticipate declaring or paying any cash dividends for the foreseeable future. In addition, our senior secured revolving credit syndication loan currently prohibits us from paying dividends on our equity securities, and any future debt financing arrangement may contain terms prohibiting or limiting the amount of dividends that may be declared or paid on our common stock. Any return to stockholders will therefore be limited to the appreciation of their stock. Therefore, the success of an investment in shares of our common stock will depend upon any future appreciation in their 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. Delaware law and provisions in our amended and restated certificate of incorporation and amended and restated bylaws could make a merger, tender offer or proxy contest difficult, thereby depressing the trading price of our common stock. Our status as a Delaware corporation and the anti-takeover provisions of the Delaware General Corporation Law (DGCL) may discourage, delay or prevent a change in control by prohibiting us from engaging in a business combination with an interested stockholder for a period of three years after the person becomes an interested stockholder, even if a change of control would be beneficial to our existing stockholders. In addition, our amended and restated certificate of 95 Â Â incorporation and amended and restated bylaws contain provisions that may make the acquisition of our company more difficult, including the following: â€¢a classified board of directors with three-year staggered terms, which could delay the ability of stockholders to change the membership of a majority of our board of directors; â€¢the ability of our board of directors to issue shares of preferred stock and to determine the price and other terms of those shares, including preferences and voting rights, without stockholder approval, which could be used to significantly dilute the ownership of a hostile acquiror; â€¢the exclusive right of our board of directors to elect a director to fill a vacancy created by the expansion of our board of directors or the resignation, death or removal of a director, which prevents stockholders from being able to fill vacancies on our board of directors; â€¢a prohibition on stockholder action by written consent, which forces stockholder action to be taken at an annual or special meeting of our stockholders; â€¢the requirement that a special meeting of stockholders may be called only by a majority vote of our entire board of directors, the chairman of our board of directors or our chief executive officer, which could delay the ability of our stockholders to force consideration of a proposal or to take action, including the removal of directors; â€¢the requirement for the affirmative vote of holders of at least 66 2/3% of the voting power of all of the then-outstanding shares of the voting stock, voting together as a single class, to amend the provisions of our amended and restated certificate of incorporation or our amended and restated bylaws, which may inhibit the ability of an acquiror to effect such amendments to facilitate an unsolicited takeover attempt; and â€¢advance notice procedures with which stockholders must comply to nominate candidates to our board of directors or to propose matters to be acted upon at a stockholdersâ€™ meeting, which may discourage or deter a potential acquiror from conducting a solicitation of proxies to elect the acquirorâ€™s own slate of directors or otherwise attempting to obtain control of us. In addition, as a Delaware corporation, we are subject to Section 203 of the DGCL. These provisions may prohibit large stockholders, in particular those owning 15% or more of our outstanding voting stock, from merging or combining with us for a certain period of time. A Delaware corporation may opt out of this provision by express provision in its original certificate of incorporation or by amendment to its certificate of incorporation or bylaws approved by its stockholders. However, we have not opted out of this provision. These and other provisions in our amended and restated certificate of incorporation, amended and restated bylaws and Delaware law could make it more difficult for stockholders or potential acquirors to obtain control of our board of directors or initiate actions that are opposed by our then-current board of directors, including delay or impede a merger, tender offer or proxy contest involving our company. The existence of these provisions could negatively affect the price of our common stock and limit opportunities for you to realize value in a corporate transaction. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware and the federal district courts of the United States will be the exclusive forum for substantially all disputes between us and our stockholders, which could limit our stockholdersâ€™ ability to obtain a favorable judicial forum for disputes with us or our directors, officers or FlyMates. Our amended and restated certificate of incorporation provides that the Court of Chancery of the State of Delaware is the exclusive forum for any derivative action or proceeding brought on our behalf, any action asserting a breach of fiduciary duty, any action asserting a claim against us arising pursuant to the DGCL, our certificate of incorporation or our bylaws or any action asserting a claim against us that is governed by the internal affairs doctrine. This provision would not apply to claims brought to enforce a duty or liability created by the Exchange Act or any other claim for which the federal courts have exclusive jurisdiction. Our amended and restated certificate of incorporation provides further that the federal district courts of the United States will be the exclusive forum for resolving any complaint asserting a cause of action arising under the Securities Act. These choices of forum provisions may limit a stockholderâ€™s ability to bring a claim in a judicial forum that it finds favorable for disputes with us or our directors, officers or other FlyMates and may discourage these types of lawsuits. Furthermore, the enforceability of similar choice of forum provisions in other companiesâ€™ certificates of incorporation has been challenged in legal proceedings, and it is possible that a court could find these types of provisions to be inapplicable or unenforceable. While the Delaware courts have determined that such choice of forum 96 Â Â provisions are facially valid, a stockholder may nevertheless seek to bring a claim in a venue other than those designated in the exclusive-forum provisions, and there can be no assurance that such provisions will be enforced by a court in those other jurisdictions. If a court were to find the exclusive-forum provision contained in our amended and restated certificate of incorporation to be inapplicable or unenforceable in an action, we may incur additional costs associated with resolving such action in other jurisdictions, which could harm our business. Item 2. Unregistered Sales of Equity Securities and Use of Proceeds Repurchases of Equity Securities The following table summarizes the repurchases of voting common stock during the three months ended September 30, 2024 (in thousands, except shares and per share amounts): Period Â Total Number ofShares Purchased (1) Â Â Average Price Paidper Share (2) Â Â Total Number ofShares Purchased asPart of PubliclyAnnounced Plans orPrograms Â Â Approximate DollarValue of Shares thatMay Yet BePurchased Underthe Plans orPrograms Â July 1, 2024 - July 31, 2024 Â Â â€” Â Â $ â€” Â Â Â â€” Â Â $ â€” Â August 1, 2024 - August 31, 2024 Â Â 896,555 Â Â $ 17.78 Â Â Â 896,555 Â Â $ 134,055 Â September 1, 2024 - September 30, 2024 Â Â 394,697 Â Â $ 17.58 Â Â Â 394,697 Â Â $ 127,117 Â Total Â Â 1,291,252 Â Â Â Â Â Â 1,291,252 Â Â Â Â (1) All shares were repurchased in open market transactions pursuant to a share repurchase program to repurchase up to $150 million of our outstanding voting and non-voting common stock for an indefinite period (the Repurchase Program). The Repurchase Program was authorized by our board of directors and publicly announced on August 6, 2024. Repurchases under the Repurchase Program may be made from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Exchange Act, in accordance with applicable securities laws and other restrictions, including Rule 10b-18. For additional information on our Repurchase Program, see Note 11 - Stockholdersâ€™ Equity in our condensed consolidated financial statements included elsewhere in this Quarterly Report on Form 10-Q. (2) Average price paid per share includes related commissions, but excludes the 1% excise tax accrued on our share repurchases as a result of the Inflation Reduction Act of 2022. Item 3. Defaults Upon Senior Securities Not applicable. Item 4. Mine Safety Disclosures Not applicable. Item 5. Other Information Rule 10b5-1 Trading PlansDuring the period covered by this Quarterly Report on Form 10-Q, other than as set forth below, no director or officer of the Company â€œadoptedâ€ or terminated a â€œRule 10b5-1 trading arrangementâ€ or â€œnon-Rule 10b5-1 trading arrangementâ€ as each term is defined in Item 408(a) of Regulation S-K.On September 11, 2024, Peter Butterfield, our General Counsel and Chief Compliance Officer, adopted a trading arrangement for the sale of shares of our common stock (a "Rule 10b-5 Trading Plan") that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Butterfield's Rule 10b-5 Trading Plan provides for the sale of up to 104,956 shares of common stock pursuant to the terms of the plan. The plan is effective through January 12, 2026 unless earlier terminated in accordance with the terms of the plan. Â 97 Â Â Â 98 Â Â Item 6. Exhibits Â ExhibitNumber Description 3.1 Â Amended and Restated Certificate of Incorporation of Flywire Corporation, incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on June 1, 2021. 3.2 Â Amended and Restated Bylaws of Flywire Corporation, incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K filed on March 19, 2024. 31.1* Â Certification of Principal Executive Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. 31.2* Â Certification of Principal Financial Officer Pursuant to Rules 13a-14(a) and 15d-14(a) under the Securities Exchange Act of 1934, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. 32.1* Â Certification of Principal Executive Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. 32.2* Â Certification of Principal Financial Officer Pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. 101.INS Â Inline XBRL Instance Document â€“ the instance document does not appear in the Interactive Data File because XBRL tags are embedded within the Inline XBRL document. 101.SCH Â Inline XBRL Taxonomy Extension Schema with embedded linkbase documents. 104 Â Cover Page Interactive Data File (embedded within the Inline XBRL document) * Filed herewith 99 Â Â SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized. FLYWIRE CORPORATION Date: November 7, 2024 By: /s/ Michael Massaro Michael Massaro Chief Executive Officer and Director Â (Principal Executive Officer) Â Â Â Â Date: November 7, 2024 By: /s/ Cosmin Pitigoi Cosmin Pitigoi Â Â Â Chief Financial Officer (Principal Financial and Accounting Officer) Â 100 EX-31.1 2 flyw-ex31_1.htm EX-31.1 EX-31.1 Exhibit 31.1 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Michael Massaro, certify that: 1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 30, 2024 of Flywire Corporation; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the 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) 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; and 5. 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): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: November 7, 2024 Â By: /s/ Michael Massaro Michael Massaro Chief Executive Officer and Director Â Â Â (Principal Executive Officer) Â EX-31.2 3 flyw-ex31_2.htm EX-31.2 EX-31.2 Exhibit 31.2 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO RULES 13a-14(a) AND 15d-14(a) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002 I, Cosmin Pitigoi, certify that: 1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 30, 2024 of Flywire Corporation; 2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report; 3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report; 4. The registrantâ€™s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have: (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared; (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles; (c) Evaluated the effectiveness of the 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) 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; and 5. 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): (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrantâ€™s ability to record, process, summarize and report financial information; and (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrantâ€™s internal control over financial reporting. Date: November 7, 2024 Â By: /s/ Cosmin Pitigoi Cosmin Pitigoi Chief Financial Officer Â Â Â (Principal Financial and Accounting Officer) Â Â Â Â Â Â EX-32.1 4 flyw-ex32_1.htm EX-32.1 EX-32.1 Exhibit 32.1 CERTIFICATION OF PRINCIPAL EXECUTIVE OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Flywire Corporation (the â€œCompanyâ€) on Form 10-Q for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that: (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company. Date: November 7, 2024 Â By: /s/ Michael Massaro Michael Massaro Chief Executive Officer and Director Â Â (Principal Executive Officer) EX-32.2 5 flyw-ex32_2.htm EX-32.2 EX-32.2 Exhibit 32.2 CERTIFICATION OF PRINCIPAL FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002 In connection with the Quarterly Report of Flywire Corporation (the â€œCompanyâ€) on Form 10-Q for the quarter ended September 30, 2024 as filed with the Securities and Exchange Commission on the date hereof (the â€œReportâ€), I certify, pursuant to 18 U.S.C. Â§ 1350, as adopted pursuant to Â§ 906 of the Sarbanes-Oxley Act of 2002, that: (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company. Date: November 7, 2024 Â By: /s/ Cosmin Pitigoi Cosmin Pitigoi Chief Financial Officer Â Â (Principal Financial and Accounting Officer) Â GRAPHIC 6 img47551599_0.jpg GRAPHIC begin 644 img47551599_0.jpg M_]C_X 02D9)1@ ! @ 0 ! #_VP!# @&!@<&!0@'!P<)"0@*#!0-# L+ M#!D2$P\4'1H?'AT:'!P@)"XG(" (L(QP<*#7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U-76U]C9VN'BX^3EYN?HZ>KQ\O/T]?;W^/GZ_\0 'P$ P$! 0$! M 0$! 0 $" P0%!@<("0H+_\0 M1$

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"4VBVSW$EM=QQ>0UQ$S*O[Z,8R5PQ]1PV#S4 MA\0PI#=/+:7,+VP5GCE,:DJV=K9W;0.#U(QCFE[&?8%5AT9L45A6WB./4+K3 M19JI@N9)HY-V"5*+G@J2I^H)%;M*<)0TD5"<9ZQ"BBJ]W? V=@JM>7<"KUU2&PE5P\S*J/N3!+=/EW;R/<+BJ]K

'++L'M(=T;5%1V]Q!=P+/;31S1-G;)&P93@XX M(]ZDJ2]SY_\ $7_(S:K_-?DW_H9K-K2\1?\C-JO_7Y-_P"AFLVO=A*/E*G MQOU"BBBJ)"BBB@ HHHH]N_P#(DZ?_-M/_1C5TEK/I\/_!AZ+\CY\\1_P# (SZM_U^S?^AFLRM/Q'_R,^K?]?LW_M_*&:S*]Z'PH^.J?&_4****HD**** "BBB@#W'X?_/(D:=_VU_\1C5TMK/IL/__H^B_(^9J***^E/F0HHHH ****.M"BBB@#W/X??\B-IW_;7__&O6EXD_P"16U?_ *\IO_0#6;\/O^1&T[_MK_Z-_M>M+Q)_R*VK_]>4W_*.:^=G_+P_7]3Z2G_NZ_P_H?.U%%%?3GS84444 %%% M% !1110!].UP/Q<_Y%2U_P"OY/\ T"2N^K@?BY_R*EK__?R?^@25\S@_P"/ M'U/H\9_ EZ'C\%%%%?5'S 4444 %%%% !6KX9_P"1KT?_*_H?_0Q656KX9_Y M&O1_^OZ' P!#%14^!^A=/XUZGTA7F?Q<_P"8/_VV_P#:=~5FYG\7/^8/_P!M MO_:=?.Y9_O4?G^3/H,Q_W:7R_'F=%%%%26'S 4444 %%%% !73?#[_D>-._[_M:_HMZYFNF^'W_(\=_VU_]%O6&*_@3]'^1MAOXT/5?F>Y4445\8?7!1110 M 4444 %%%% !1110 4444 %5;2PBLYKN6_G+74WG/N(P#M"\>V%%6JPO$5]/ M:3.0'%5YH86= @9\[@3L)P=QY.2.U-TWPW%;.:<89SMD>[%VPB?*]P8,J@D< MJ,_=!^%4H-8U"UN8/MDC_09MERZM<(L3R(FS:SC VGENP^E)/XHO)M+U!H+18 M+NV,/RW4AJ[8!&^-3Z_PX]S73RUGHGV_/_Y^-BMUW_+_(V/[LR1N:5@+F2 MY*DC!9U*D'CIAC_C4:>'8!:O;R7EY,AC6)/,=?W:*00!A1GH.3D^]9W]M:G; MZMJ!N8XVBA,$$5O', OFR, <9)C!QDGG/__A-6F\070G2S73XC?&X,#)]I/E@ M^7Y@(;9DC'^R.:GEK+9_UO\ ]7S4F]5_7](MWFAV]X\\AFGCDEDBEWH5RC1_M=

(R"/SS35T&'^TXKZ2ZNH5B=GC20J0I((/.W=CD\$X'ITJC/XFO(=Y.D@",P MI(KW&&#RX&T@X)Y.1_2M;2[^2_BG\Z!89H)FAD19-ZY&#D' R,$=A4M581 MN]OEY2\'>G*5NOS_^"7J***YS<**** "BBB@#,TO_)".M_\ 7ZO_*3P MUIUF:7_R$=;_.OU?_2>&M.@ HHHH **** "BBB@ HHHH S+_Y"M.]?J_^MD\:-=9FE_P#(1UO_*_5_P#2>&M.@ HHHH **** "BBB@ HHHH M@ HHHH **** "BBB@#,T# D'2_\ 7[=_^E$E:=9F@?\ (.E_Z_;O_P!*)*TZ M "BBB@ HHHH **** "BBB@#,TO\ Y".M P#7ZO\ Z3PUIUF:7_R$=;_Z_5_] M)X:TZ "BBB@ HHHH \#\0 \(RZK_P!?DW_H9K-K2\0 \C+]O_7Y_Z&:S:]\PH^.J?&_4****HD**** "BBB@#V[P#_P B3I_ &T_]&-7 M25S?@'_D2=/_.VG_HQJZ2O$J_Q)>K/I\V P8>B_(^?/$?_"_^K\}_7[-_MZ&:S*T_$?_(SZM_U^S? ^AFLRO>A*/FZGQOU"BBBJ)"BBB@ HHHH]Q^'_\ MR)&G?]M?_1C5TMK/IL/_"CZ+\CYFHHH MKZ4^9"BBB@ HHHH **** /<_A]_R(VG?]M?_$;],7B3_D5M7_Z\IO_T UF_M_#[_)$;3O\ MK_Z->M+Q)_R*VK_/7E-_Z.:^=G_O#]?U/I*?\ NZ_P_H?_MU%%%%?3GS84444 %%%% !1110!]Q/Q<_P"14M?^OY/_$"2N^K@?BY_R*EK_M_P!?R?\ H$E?,X/^'/U/H\9_ EZ'C%%%%?5'S 4444 %%%% !6KX9_Y&O1_^ MOZ'_#%95:OAG_D:]'_.OZ'_T,5%3X'Z%T_C7J?2%>9_%S_F#_/;;_P!I MUZ97F?Q<_P"8/_VV_P#:=?.Y9_O4?G^3/H,Q_P!VE\OS1YG1117UA\P%%%% M!1110 5TWP^_Y'C3O^VO_HMZYFNF^'W_"/&G?\ ,?_T6]88K^!/I?Y&V&_C M0]5^9[E1117QA]<%%%% !1110 4444 %%%% !1110 5!-.07$]O.*FZ2WM3T4TVMA-7W*EYIEG]# W4 E(C>,9)'RMC<.# ['JH\..8%G!A ME;[0@24OO;_]:"UAMC*8DVF:0R/R3EB_,H*FHI(?\D9=5_P"OR;_TUFUZ\?A1\K4^-^H44451(4444 %%%% M'M?@+_D2]\^ VC_*,:NCKG/_7__")>G_\;3_T8U=`7DU/C?J?38?^%'T7 MY'S'_.(O^1FU7_K\F_\0S6,6EXB_P"1FU7_*_)O-0S6;7M0^%'S53XWZA1 M115$A1110 4444 >W> ?^1)T_P#[:?\ HQJZ2N;_\(DZ?_P!M/_1C5TE>_M)5_B2]6?3X?^_##T7Y'SYXC_Y&?

5O^OV;_P!#-9E:?B/__)&?5O\ K]F_]#-9 ME>]#X4?-U/C?J%%%%42%%%% !1110!['C_D2-_[:_P#HQJZ6N:^'_P#R M)&G?]M?_$8U=+7@5OXDO5GTV'_A1]%^1\$4445]*?,A1110 4444 %%%% ' MN?P^_P"1&T[_+:_^C7K2\2?\BMJ_P#UY3?^@&LWX??\B-IW_;7__&O6EXD M_P"16U?_*\IO_0#7U3P:_^M^_1C5T=>_M)5_B2]6?3X?^@25WU<#\7/^14M?^OY/_0)*^9P?\>/J?1XS^!+T M/&****^J/F HHHH **** "M7PS_R>C_/7]#_Z&*RJU?#/_"_>C_\ 7]#_M_ABHJ?_0NG\:]3Z0KS/XN?\P?_+;?^TZ],KS/XN?\P?\ [;?^TZ^=RS_> MH_/\F709C_NTOE^:/,Z***^L/F HHHH **** "NF^'W_"/&G?\ ,?_T6]_.[:_\ HMZPQ7\"?H_R-L_&AZK\SW*BBBOC#ZX**** "BBB@ H MHHH **** "BBB@ HHHH **RO$.L_V%I@O/+B?,T<7[Z,RD7*J M:=XKMKJTEGN510D_D(UFS723G:&_=E5W-@$YPQ@HK&NO%D6EJMPUQ M)(C1&8"*%W(4'&6P/D&>/FQR#Z4#Q+91J3-KJ32 ME^"/12\ A:?_ %/O>K_.PH_P"%I\ 4& \FO\ ["O.J*?L8=B?KV(_F_!?MY'HO."T_^H-Y?_&%>=4>QAV#Z]B/YOP7^1[AX8U__(2/ M39+S[ ]GV3&+9YF_. #G.!ZUM5Q?PR_Y%NX_Z_&] 2NTKC])*32/;P\W.E& M4MV>!^(?^1EU7_K\F_\0S6,6EXA_P"1EU7_ *_)O-0S6,7J1^%'S=3XWZA1 M115$A1110 4444 >W> ?^1)T_P#[:?\ HQJZ2N;_\(DZ?_P!M/_1C5TE>_M)5_B2]6?3X?^_##T7Y'SYXC_Y&?

5O^OV;_P!#-9E:?B/__)&?5O\ K]F_]#-9 ME>]#X4?-U/C?J%%%%42%%%% !1110![C_D2-_[:_P#HQJZ6N:^'_P#R M)&G?]M?_$8U=+7@5OXDO5GTV'_A1]%^1\$4445]*?,A1110 4444 %%%% ' MN?P^_P"1&T[_+:_^C7K2\2?\BMJ_P#UY3?^@&LWX??\B-IW_;7__&O6EXD M_P"16U?_*\IO_0#6;\/O^1&T[_MK_Z-_M>M+Q)_R*VK_]>4W_*.:^=G_+P_7]3Z2G_NZ_P_H?.U%%%?3GS84444 %%%% !1110!].UP/Q<_Y%2U_P"OY/\ T"2N^K@?BY_R*EK__?R?^@25\S@_P"/ M'U/H\9_ EZ'C%%%%?5'S 4444 %%%% !6KX9_Y M&O1_^OZ' P!#%95:OAG_)&O1_^ MOZ'_#%95:OAG_D:]'_.OZ'_T,5%3X'Z%T_C7J?2%>9_%S_F#_/;;_P!I MUZ97F?Q<_P"8/_VV_P#:=?.Y9_O4?G^3/H,Q_W:7R_'F=%%%%26'S 4444 %%%% !73?#[_D>-._[_M:_HMZYFNF^'W_(\=_VU_\1C5TMK/IL/_"CZ+\CYFHHH MKZ4^9"BBB@ HHHH **** /<_A]_R(VG?]M?_1KUI>)/^16U M?_KRF_\0#6,\/O^1&T[_MK_.C7K2\2?\BMJ_\UY3?^@&OC9_[P_7]3Z2G M_NZ_P_H?.U%%%?3GS84444 %%%% !1110!].UP/Q<_Y%2U_Z_D_] DKQJX'X MN?(J6O_7\G_H$E2_X?^/'U/H\9_EZ'C%%%%?5'S 4444 %%%% !6KX9_Y M&O1_^OZ' P!#%95:OAG_)&O1_\K^C^A_]#%14^!^A=/XUZGTA7F?Q<_Y@_\VV_JUZ97F?Q<_Y@_P#VV_\ .=?.Y9_O4?G^3/H,Q_W:7R_'F=%%%?6'S 4 M444 %%%% !73?#[_)'C3O\ MK_Z+>N9KOAG]R/&G?]M?\ 76]88K^!/T?Y M&V&_C0]5^9[E1117QA]<%%%% !1110 4444 %%%% !1110 53U6Q_M/2+RP\ MSROM,+Q,]N[;N&,XXS5#7=6ETVYL(4NK.TCN&=9SW$I660/(-CQHP'F*&;.#D$#GVS6JH2E&ZZF?MHQE,L13^%+F^CD-] MJ433?9T@B:"U.;J% <.*P+1-5'<<9]:D@\,W0OI+JZU"*5I+R.[81VQ0;E39 M@?.>"]?3'>KR>(+9[A4&%P(6E,"W)5?+,@_AZ[NQ&<8SWJ&+Q1:R6QN'M;N& M,V[7,9D5/WJ*/FVX8\(CZXI>RGV_KJ];.FD8FLS. M7#/;,]RY8@K\XVD;SZY]JO)X;V:BMW]KSMO%NMOE^D'E;]. X2%#< M0(\%Q-AC(83Q-[E\LN""&P!@>Y[$#K5"7QM:S6%Q+I\+2SQJGJA~LJS!+:.V]WD CF64 8RRERC+Y\1 M*XP.2P/H*[BR\ [[#!]HBCBF\M=\<9RJ"(:[!6;=^:),2QO;>UNH98!)B@&YX M\J6X V[]QY/)4$>],E\46T(E=[*]$$3.C3!%*91L-_%GCKR.@]>*2HSMHANK M"]VS&M.@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH \;\< P#(Y7___&S /1:USM=%XY_Y*__P"V?_HM M:YVNR/PH*8Q\67J_P PHHHJC(**** "BBB@#U3X:?\(N7'_7VW_H"5VE>?5^_GTF$_@-1]#P/Q#_P C+]O_%^3?^AF MLVM+Q#_R_NJ_]?DW_H9K-KTX_"CYVI\;]0HHHJB0HHHH ****/:_ 7_ ")> MG\ ;3_T8U='7.> O^1+T \[:?^C&KHZ\FI\;]3Z;#_,*/HOR/G_Q%_P C M J0_%^3?^AFLVM+Q%_R,VJ_]?DW_H9K-KVH?"CYJI\;]0HHHJB0HHHH **** M*/;O/_)7>_?^1)T \[:?^C&KI*\2K_$EZL^GP_P#! MAZ+\CY\\1\(SZM_P!?LW_H9K,K3\1 \C/JW_7[_Z&:S*]Z'PH^.J?&_4* M****HD**** "BBB@#W'X?_P#(D:=_VU_]&-72US7P_P#^1(T[_MK_.C&KI:\M"M_$EZL^FP_*/HOR/F:BBBOI3YD**** "BBB@ HHHH]S^'W_(C:=_VU_\ M1KUI>)/^16U?_KRF_P#0#6;\/O\ D1M._P"VO_HUZTO$G_(K:O\ ]>4W_H!K MYV?^\/U_4^DI_P"[K_#^A\[4445].?-A1110 4444 %%%% 'T[7 _%S_)%2 MU_Z_D_\0)*[ZN!^+G_(J6O_%_)_P"@25\S@_X\?4^CQG\"7H>,4445]4?, M!1110 4444 %:OAG_D:]'_Z_H?\ T,5E5]^&?^1KT?_K^A_P#0Q45/@?H73^->I)(5YG\7 M/^8/_!MO_:=>F5YG\7/^8/__MO:=.Y9_O4? C^3/H,Q_W:7R_'F=%%%?6 M6'S 4444 %%%% !73?#[_D>-._[_P#HMZYFNF^'W_(\=_VU_\1,UABOX$_M_1_D;8;^_#U7YGN5%%%?&'UP4444 %%%% !1110 4444 %%%% !1110 5P-W M>F36]5-Q>:VL4$@"I8.=]+CDMV XOG>(K2:\ABMTU""X),,CS*AA[$' MJ/IZ5,CGQ<$>9+U[7Z,K:GJC1:'I<6EWTKK=RB+[5(=TF,\Y/K3X&NM&\56FF MB_N;NVNHF8BY?>RL_>0?PZ5$_A: [A\/6$$$D,WEY^TG"L#C*=&,I.[_X)Y!XP_P"1OOO^V?\ Z+6N?RH&W(WWW_&S_M /1:US]6CP,1_&GZO\PHHHIF04444 %%%% 'H'PR_P"8I_VR_P#9Z[^N ^&7 M_4_[9?^SUW]0]SZ+ ? [O'Y_FSQWQQ_R.%___L__1:USU=#XX_Y'"___.V? M_HM:YZMX['A8C^-/U?YA1113,@HHHH *****/4OAM_R+MQ_U]M_Z_E=C7'?# M;_D7;C_K[;_T!*[&L);GTN$_@-1]#QOQS_P_CE?\ _;/__ -%K7.UT7CG_)*K M_P#*^V?\ Z+6N=KJC*/Q\67J_S"BBBJ,@HHHH ***** /5/AI_R+EQ_U]M_MZ_E=E7&_#3_D7+C_*^V_P#0%KLJY*GQ,^DPG\"/H>#>(\ D9-4_P"OR7_T M,UG56M^(/^1DU3_K\E_ 0S6=7?'9'SM3XWZA1115$A1110 4444 >K?#+_D6 M[C_K_T!*[2N+^&7_(MW'_7XW_H"5VE>?5^-GTF$_@-1]#P/Q#_P_R_NJ_]?DW M_H9K-K2\0_(RZK_P!?DW_H9K-KTX_"CYVI\;]0HHHJB0HHHH ****/:_ M7_(EZ?\ ]M/_$8U='7.> O^1+T__MI_Z;_NCKR:GQOU/IL/_"CZ+\CY_P#$ M7_(S:K_U^3?^AFLVO:A*/FJGQOU"BBBJ"BBB M@ HHHH]N_\B3I_P#VT_\ 1C5TEK/I\/ M_!AZ+\CY\\1_C/JW_7[_Z&:S*]Z'PH^.J?&_ M4****HD**** "BBB@#W'X?_(D:=_VU_P#1C5TMK+Q^_P BMJ___Y&3 M?^=&0GQ9_[P_7]3Z2G_NZ_P_Z'SM1117TY\V%%%% !1110 4444 ?3M<#\7/ M^14M?^OY/_0)*[ZN!^+G_(J6O_7\G_H$E?,X/^'/U/H\9_EZ'C%%%%?5'S M4444 %%%% !6KX9_Y&O1_^OZ' P!#%95:OAG_D:]'_Z_H?\ T,5%3X'Z%T_C M7J?2%>9_%S_F# _;_VG7IE>9_%S_F#_P#;_.VG7SN6?[U'Y_DSZ#,?]VE\ MOS1YG1117UA\P%%%% !1110 5TWP^_Y'C3O^VO\Z+>N9KIOA]_R/&G?]M?_M $6]88K^!/T?Y&V&_C0]5^9[E1117QA]<%%%% !1110 4444 %%%% !1110 5P-W M>F36]5-Q>:VL4$@"I8.=]+CDMV XOG>(K2:\ABMTU""X),,CS*AA[$' MJ/IZ5,CGQ<$>9+U[7Z,K:GJC1:'I<6EWTKK=RB+[5(=TF,\Y/K3X&NM&\56FF MB_N;NVNHF8BY?>RL_>0?PZ5$_A: [A\/6$$$D,WEY^TG"L#C*=&,I.[_X)Y!XP_P"1OOO^V?\ Z+6N?RH&W(WWW_&S_M /1:US]6CP,1_&GZO\PHHHIF04444 %%%% 'H'PR_P"8I_VR_P#9Z[^N ^&7 M_4_[9?^SUW]0]SZ+ ? [O'Y_FSQWQQ_R.%___L__1:USU=#XX_Y'"___.V? M_HM:YZMX['A8C^-/U?YA1113,@HHHH *****/4OAM_R+MQ_U]M_Z_E=C7'?# M;_D7;C_K[;_T!*[&L);GTN$_@-1]#QOQS_P_CE?\ _;/__ -%K7.UT7CG_)*K M_P#*^V?\ Z+6N=KJC*/Q\67J_S"BBBJ,@HHHH ***** /5/AI_R+EQ_U]M_MZ_E=E7&_#3_D7+C_*^V_P#0%KLJY*GQ,^DPG\"/H>#>(\ D9-4_P"OR7_T M,UG56M^(/^1DU3_K\E_ 0S6=7?'9'SM3XWZA1115$A1110 4444 >K?#+_D6 M[C_K_T!*[2N+^&7_(MW'_7XW_H"5VE>?5^-GTF$_@-1]#P/Q#_P_R_NJ_]?DW M_H9K-K2\0_(RZK_P!?DW_H9K-KTX_"CYVI\;]0HHHJB0HHHH ****/:_ M7_(EZ?\ ]M/_$8U='7.> O^1+T__MI_Z;_NCKR:GQOU/IL/_"CZ+\CY_P#$ M7_(S:K_U^3?^AFLVO:A*/FJGQOU"BBBJ"BBB M@ HHHH]N_\B3I_P#VT_\ 1C5TEK/I\/ M_!AZ+\CY\\1_C/JW_7[_Z&:S*]Z'PH^.J?&_ M4****HD**** "BBB@#W'X?_(D:=_VU_P#1C5TMK+Q^_P BMJ___Y&3 M?^=&0GQ9_[P_7]3Z2G_NZ_P_Z'SM1117TY\V%%%% !1110 4444 ?3M<#\7/ M^14M?^OY/_0)*[ZN!^+G_(J6O_7\G_H$E?,X/^'/U/H\9_EZ'C%%%%?5'S M4444 %%%% !6KX9_Y&O1_^OZ' P!#%95:OAG_D:]'_Z_H?\ T,5%3X'Z%T_C M7J?2%>9_%S_F# _;_VG7IE>9_%S_F#_P#;_.VG7SN6?[U'Y_DSZ#,?]VE\ MOS1YG1117UA\P%%%% !1110 5TWP^_Y'C3O^VO\Z+>N9KIOA]_R/&G?]M?_M $6]88K^!/T?Y&V&_C0]5^9[E1117QA]<%%%% !1110 4444 %%%% !1110 53U6Q_M/2+RP\ MSROM,+Q,]N[;N&,XXS5#7=6ETVYL(4NK.TCN&=9SW$I660/(-CQHP'F*&;.#D$#GVS6JH2E&ZZF?MHQE,L13^%+F^CD-] MJ433?9T@B:"U.;J% <.*P+1-5'<<9]:D@\,W0OI+JZU"*5I+R.[81VQ0;E39 M@?.>"]?3'>KR>(+9[A4&%P(6E,"W)5?+,@_AZ[NQ&<8SWJ&+Q1:R6QN'M;N& M,V[7,9D5/WJ*/FVX8\(CZXI>RGV_KJ];.FD8FLS. M7#/;,]RY8@K\XVD;SZY]JO)X;V:BMW]KSMO%NMOE^D'E;]. X2%#< M0(\%Q-AC(83Q-[E\LN""&P!@>Y[$#K5"7QM:S6%Q+I\+2SQJGJA~LJS!+:.V]WD CF64 8RRERC+Y\1 M*XP.2P/H*[BR\ [[#!]HBCBF\M=\<9RJ"(:[!6;=^:),2QO;>UNH98!)B@&YX M\J6X V[]QY/)4$>],E\46T(E=[*]$$3.C3!%*91L-_%GCKR.@]>*2HSMHANK M"]VS&M.@ HHHH **** "BBB@ H MHHH **** "BBB@ HHHH \;\< P#(Y7___&S /1:USM=%XY_Y*__P"V?_HM M:YVNR/PH*8Q\67J_P PHHHJC(**** "BBB@#U3X:?\(N7'_7VW_H"5VE>?5^<;_M/^1*]=?_&:S*]Z'PH^.J?&_4* M****HD**** "BBB@#W'X?_P#(D:=_VU_]&-72US7P_P#^1(T[_MK_.C&KI:\M"M_$EZL^FP_*/HOR/F:BBBOI3YD**** "BBB@ HHHH]S^'W_(C:=_VU_\ M1KUI>)/^16U?_KRF_P#0#6;\/O\ D1M._P"VO_HUZTO$G_(K:O\ ]>4W_H!K MYV?^\/U_4^DI_P"[K_#^A\[4445].?-A1110 4444 %%%% 'T[7 _%S_)%2 MU_Z_D_\0)*[ZN!^+G_(J6O_%_)_P"@25\S@_X\?4^CQG\"7H>,4445]4?, M!1110 4444 %:OAG_D:]'_Z_H?\ T,5E5]^&?^1KT?_K^A_P#0Q45/@?H73^->I)(5YG\7 M/^8/_!MO_:=>F5YG\7/^8/__MO:=.Y9_O4? C^3/H,Q_W:7R_'F=%%%?6 M6'S 4444 %%%% !73?#[_D>-._[_P#HMZYFNF^'W_(\=_VU_\1,UABOX$_M_1_D;8;^_#U7YGN5%%%?&'UP4444 %%%% !1110 4444 %%%% !1110 5P-W M>F36]5-Q>:VL4$@"I8.=]+CDMV XOG>(K2:\ABMTU""X),,CS*AA[$' MJ/IZ5,CGQ<$>9+U[7Z,K:GJC1:'I<6EWTKK=RB+[5(=TF,\Y/K3X&NM&\56FF MB_N;NVNHF8BY?>RL_>0?PZ5$_A: [A\/6$$$D,WEY^TG"L#C*=&,I.[_X)Y!XP_P"1OOO^V?\ Z+6N?RH&W(WWW_&S_M /1:US]6CP,1_&GZO\PHHHIF04444 %%%% 'H'PR_P"8I_VR_P#9Z[^N ^&7 M_4_[9?^SUW]0]SZ+ ? [O'Y_FSQWQQ_R.%___L__1:USU=#XX_Y'"___.V? M_HM:YZMX['A8C^-/U?YA1113,@HHHH *****/4OAM_R+M

M)K.6VMX(//NKEB(XR^P8 R23@X ^AZTN1Z%<\=2_15#3=2-\UQ#- 8+]V<)- M'NW 9&00W&01[#Z5?I-.S&FFKH****0PHHJO?WL6G6$]Y/GRH4+M@9.!Z4) M7 L45CVVL7/VVVM[^P6U^UJQ@*S^820,E6&!@XYXR/>H/^$D?R/MXL?^)5YO ME_:/.&_[VW=LQ]W/OGVK3V4KV,_:QM6! MNS@#@Y/'L/>HSX@6>WT\V%N9Y[Y2T<;OL"A? O%FP<8Z< \TO9R'[2)M450TS M4C?B>.6$P7-M)Y0< Y&#D8_.H+?Q!.YLI;G3_(L[Y@MO+YP9LL,KO7 VY]B:OV4B?:1-VBL M"?Q"B7EW%8>9H]G(T[AU2U6UFMK?[21'+YJO'SDJ< Y!&""!U%7I*?8GGCL;-%8 MEKKMRUQ9+>Z>+:&^XMW$^]L[2P#K@;20#T+5%XDE1+R[AT_S-.LI&CGG,VU MSM^\43!R![D>U'L9WL+VL;7.@HI%8.@93E2,@TM9F@4444 %%%9=YJD\>HC3 M[&T6YN?*\Y_,E\M$7.!S@G)(Z8JHQNOK#'J!U"#[/-8())41_,#(02"IP,YP1R!S5>R MGV(]K'N;%%8]MK%R;VUM[^P6V^UAC 5G\PD@9*L,#!QSQD>]1RZ]6VAO+*_=S[YQSBCV,[V_R#VL;7-RBBBLS0**** "BBB@ HHH MH **** "BBB@ HHHH *"< FBB@#F89WU,^2XU**\BBCDS!:+:2X!'1G;;@GV MZ"K1>33M1U)GM;B5;HJ\1AC+@D+M*G'W3]<"MRBE;2QDJ;6M]=SG+A)=(\)) MISVJQ+11129M[1;27 (Z,[;<$^W05.3-I\VJQ-:7$INW,D) MAC+*V5"X)'"G([XKH:*5M+&*IM:WU_K_ #.>O1)8>%$TTVJQ-.UH8AY$+. V MW')'2I3JTT.A+.);6%TTZ!8@DENXP(QDJ/85N44WK=]QJFU\+V5C%T2*-9 M99I)+]>^E ,LTUM)$N!T5=R@ #/3K6U1105"/*K!11106%([;$9L$X&< 9)I M:* .7LYGU._BN]4CO(]CY%[06*Z%G) M$NY[L/O,@/0%_GQCUX].],M%%([$>56"BBB@L*1VV(S8)P,X R32T4 H17>JQWD>Q\VUF+.;9&>@9VVX+?H*>PGLH=8LC9W,LMW+(\#11ED8.H'+= M%P>N<5TU%.YBJ3777NG0" MT#6XBE!DCO8'42;1D#'!QG!_"MVBB_4/9=+Z6L8&@0:E%J6JO>B(+),""D3* M'.U>5R3\O;ZUOT44-EPARJP4444BPIDLGE0O)L9]BEMJC)..P'K3Z* .6TZ5 M]1U&&^U5+Q9E;_1[4656"BBBD4%,ED\J%Y-C/L4MM49)QV M]:?10!RNG2OJ.HPWVK)>+,K?Z-:"SF$!39([FWTO5=)^QW, MEQ=2RF%DC)C82<@E^BXSSDCIWKK**OF\C%4G;?4YKQ*[Q>'SID=K=W$S1(%, M%NSKP1U(''2EUA!K%G870L[IH+:YW30/$R2,NT@X4X)'(X[C-=)11S#=*]]= M+6,+0K,Q_/SN8*>5!X["MVBBI;N7"/*K!1112*"HKF M8V]K+, (WE,:%A'&,LV!T]:EHH Y;27:_P!2BO\ 51=_:QD6]N+.98K<'_:* M %L=6/'I47$]^2VZ&V=UPK#/('7 /%:-_J,TGARZN[*VNO\MA M%$\++)NZ#Y<9]ZUJ*3DFK,I0:=T^EBKIMHMCIMM:H,"*,+SU)QR3[YJU112; MN[EQ7*DD%%%%(85%/2][V]U'X?OM ^QW+74TLHCD6(F(J[E@V_H >0 M3GVKLJ*U]IKL8JD[:O4YKQ3<,-.6PBL[V>7=$^Z&V=UPK@GD#&< \4:P[:I# MIT_V6^%BLY>=4A=)T(!VD#[X&>NWG%=+124{):#=.[>NEK&%X<@D@?4"D,\= ME),'@-RIKCYBV[YB,XQNY_#%;M%%3*7,[EPCRJP4445)057OKEK2QGN$@D MG:"PBC&6<^@%** .6T4F[U._U0W;Z@05AB^Q31PVRGJ S(!DCJQ/L*JR0 M74?A^^T# [%56"BBBI*"J]QE[+2WK^)QU_&4&&T=U"AP2"0.#@=*Z>BA54G%VV&Z;: MEKN5[*[6^MEG2*>(,2-D\1C88]5/-6***R=KZ&BOU"BBBD,*YWQ)J6H0SP6% ME'<0K,I:.]CM9)_*7IA0BGYC[\"NBHJH2497:N3)-JR=CDYM.B70+$:5;W"WM[Q(DD#)),V[<0]'YN MP'(YSQ72T5I[;?\ KH74NL:G/:ZE#J%OI,$FT016,[F[(/5F5" GH >>]=G13]LN;FMZ M>7IH_6^XO9/EM?\ X/\ 7_ V&H044J"%(X!&/T[4ZBBL#8**** "N=\0:A?+ M=Q:?:KYZ5T5%7"2C*[5R9Q:G'?ZI]K?4"&6&+[%-'#;*1R S M(!DCJQ/L*CU,SZEY;)I^H1:M%,I2)M[VWRM]XD_NR,_P#7WA1117.;A1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 % M%%% !1110 45GZAK>G:7*L=Y<>4[KN4;&;(_ &JG_"7Z%_S_ '_D)_\ XFE= M&4JU*+LY)/U-NBL3_A+]"_Y_O_(3_P#Q-'_"7Z%_S_? ^0G_^)HNA?6*\Z^] M&W16)_PE^A?_P! Y"?_ .)H_P"$OT+_)_O_(3_/Q-%T'UBC_.OO1MT5B? M\)?H7_/]_P"0G_\ B:/^$OT+_G^_\@O_/$T?0?6*\ .OO1MT5A_P#"7Z%_ MS_? ^07_^)H_X2_0O^?[_,@O_P#$T?0?6*\Z^]&Y16'_P)?H7_#_?^07_ M /B:/^$OT+_G^_\ (+__!-.X?6*\Z^]&Y16'_PF&A?_W_)!?_P")H_X3 M#0?^?[_R"_\ \3!CC@?__/Y!D_\ B:+,/K%'^=?>C>HK!_X3/P__ ,__/Y!D_\ B:/^ M$S\/_P#/_P#^09/_ (FBS#ZQ1_G7WHWJ*P?^$T\/_P#00_\ (,G _,31_P) MGX?_ .@A_P"09/\ XFCE8?6*\Z^]&]16#_PFGA__H(? ^09/_B:/^$T\/_\ M00_\@R?_!-'*^P?6*\/Z^]&]16#_P)IX?_.@A_P"09/\ XFD_X33P_P#] M!#_R#)_\31ROL'UBC_.OO1OT5@?\)IX?_P"@A_Y!D_\ B:/^$U\/_P#00_\ M(,G _,31ROL'UBC_ #K[T;]%8'_":^'_ /H(?^09/_B:/^$U\/?]!#_R#)_\ M33Y9=@^L4?YU]Z-^BL#_ (37P]_T$/\ R#)_\31_PFOA[_H(?^09/_B:.678 M/K%'^=?>C?HK_X37P]_T$/_"#)_P#$T?\ ":^'O^@A_P"09/\ XFCDEV#Z MQ1_G7WHWZ*P/^$U\/?\ 00_\@R?_!-/@\7Z%CO2K6F70*KF21?E"RNRC]!0U85R MY17-2.S?V_AUKVYN]/BF^V&#SWA98HU$OE[F!D]B?O#K4IU: [709+VUO=-U6 M;SDCG:U4I&/>T44312P'L&#,2W<9PO3ISQ8U"ZNQ>6]C8M!',CR>;,A=55=H/R MAE))+#N.] +4T:*Q/[7NH+1WN%B9[6[6"Z;-2%*D#YU!/R_?4D$G !^M&I:O M<6L&IS1-;QQ6@C02S*2H1\H#+W'?FCS VZ*YT:S,N@ZCJ$>KZ3J!MXR MR26L9$:$#/S_ +UL]NXJ71=7DO[R2 :EIVI1K'O,U@NU8SG 5OG?D\D* M.M@N;M%8^M3:K;.-#)8W-E'%)+'"4GM6D;+-C.1(O'/3'XT^:?4H+_3+=KBT9 M9MXN"+=@6(&?E^?Y?QW4 S5HK&L-9DEO-2@O5CB6V9GB=>H'G/U% M41X@O?\ A&[G4)A:VDJ72Q RJ2D2,Z@%_F'(5N>0,BC<.MOD=/16,HMXU];2 M2G5-/U%0^T26*;57CH?WC\\^HK2H **** "BL[5-=TW1?*_M"Y\GSL[/D9LX MQGH#ZBL[_A.O#?\ T$?_ ")_P#$U:IS:ND92K4HNTI)/U.BHKG?^$ZI-_\ M01_\@2?_!-'_"=>&_\ H(_^0)/_ (FG[*I_*_N%]9H_SK[T=%17.__"=>& M_P#H)?\ D"3_ .)H_P"$Z\-_]!+_,@2?_$T>RJ?RO[@^LT? YU]Z.BHKG?\ MA._#?_02_P#($G_Q-'_"=^&_^@E_Y_D_^)H]C4_E?W!]9H_SK[T=%17._P#" M=^&_^@E_Y_D_^)I/^$[\-?\ 02_\@2?_!-'L:G\K^K/K-'^=?>CHZ*YW_A. M_#?_ $$O_($G_P 32?_"=^&O^@E_P"0)/\ XFCV-3^5_<'UFC_.OO1T=%CHZ M*YS_ (3SPU_T$O\ R!)_\31_PGGAK_H)?^0)/_B:?L:G\K^K/K-'^=?>CHZ* MYS_A//#7_02_\@2?_$T?\)YX:_Z"7_D"3_XFCV-7^5_<'UFC_.OO1T=%CHZ*YO_A/ M?#/_ $$O_($G_P 31_PGOAG_*"7_D"3_P")H]A5_E?W!]9H_P Z^]'245S? M_">^&?\ H)?^0)/_ (FC_A/?#/\ T$O_ "!)_P#$T>PJ_P K^X/K-'^=?>CI M**YO_A/?#/\ T$O_ "!)_P#$T?\ "?>&?^@G_P"0)/\ XFCV%7^5_<'UFC_. MOO1TE%&?^@G_ .0)/_B:/^$^\,?]!/\ \@2?_$T_J]7^5_

CI:*YK_A/_ Q_T$__ "!+_P#$T?\ "?\ AC_H)_\ D"7_.)H M^KUOY']S#ZS1_G7WHZ6BN:_X3_PQ_P!!/_R!+_\ $T?\)_X8_P"@G_Y E_\ MB:/JJ;^1_&/^@G_Y E_^)H_X6!X8_P"@G_Y E_\ MB:/JJ;^1_%_^@G_Y+R__ !-'_"P/"_\ T$__ "7E M_P#B:/JU;^1_%_\ H)_^2\O_ ,32?\+ \+_]!/\ M\EY?_B:/JU;^1_MT8U<=1II.]_34]H MHKSW2OBI93835+1[=O\ GI%\Z_EU'ZUW&GZE9:K;"XL;E)XLXW(>A]".U95< M-5H_'&QM2Q%*K\#N6J***P-@HHHH **** "BBB@ HHHH **** (9;6WG8--! M%(0, N@./SIG]G6/_/E;_P#?I?\ "K-% N5/H5O[.L?^? *W_ ._2_P"%']G6 M/_/E;_\ ?I?*LT4"Y8]BM_9UC_SY6__ 'Z7_"C^SK')\?_OTO^%6:* Y M8]BM_9UC_P ^5O\ ]^E_PH_LZQ_Y\K?_ +]+_A5FB@.6/8K?V=8_\^5O_P!^ ME_PH_LVQ_P"? *W_[]+_A5FB@.6/8K?V;8_\ /E;_ /?I?*/[-L?^?*W_P"_ M2_X59HH#ECV*W]FV/_/E;_\ ?I?*/[-L?^ GRM_^_2_X59HH#ECV*O]FV/_ M #Y6W_?I?*/[-L?^?*V_P"_2_X5:HH#ECV*O]FV/_/E;? \ ?I?*/[-L?\ MGRMO^_2_X5:HH#ECV*O]FV/_ #Y6W_?I?*/ M[-L/^? *V_P"_2_X5:HH#ECV*O]FV'_/E;?\ ?I?*/[-L/\ GRMO^_2_X5:H MH#ECV*O]FV'_ #Y6W_?I?*/[-L/^?*V_P"_2_X5:HH#ECV*O]FV'_/E;?\ M?I?*/[,L/\ GRMO^_2_X5:HH#ECV*O]F6'_ #Y6W_?I?*/[,L/^?*V_P"_M2_X5:HH#ECV*O]F6'_/C;?\ ?I?*/[,L/\ GQMO^_2_X5:HH#ECV*O]F6'_M #XVW_?I?*/[,L/^?&V_P"_2_X5:HH#ECV*O]F6'_/C;?\ ?I?*/[,L/\ MGQMO^_2_X5:HH#ECV*O]F6'_ #XVW_?I?*/[,L/^?&V_P"_2_X5:HH#ECV* MO]F6'_/C;?\ ?I?*/[,L/\ GQMO^_2_X5:HH#ECV*O]F6'_ #XVW_?I?*/ M[,T__GQMO^_2_P"%6]*+ARQ[%7^S-/\ ^?&V_P"_2_X4?V9I_P#SXVW_'Z7 M_"K5%%PY8]BK_9FG_P#/C;?]^5_PH_LS3_\ GQMO^_*_X5:HHN'+'L5?[,T_ M_GQMO^_*_P"%']F:? _SXVW_?E?\ "K5%.XQ5_LS3_/GQMO\ ORO^%*NG M6*.KI96ZLIR"(E!!_*K-%%V'+'L%%%%(H*9-$D\,D3C*.I5A['BGT4/4#*M- M-OHYK?[5]"306W^I2. QL?E*C>=Q# <'L%&>:33M/U*P?RS?VDEGOD<1BT99/ MF8MC?YA'!/\ =_*M:B@#"31+Y=^R&_MS<+=?:4F%JP0'S-^"GF9)/\0JY] MBOKBT\J^N[>2031R*\%NT8PK!L$%VZXZY[]*T:* ,ZUTI;35[N]CE.RY5%8$DL#[Y&1ZY/>I(M/\M+Y?.".E7Z* V,Z#2PMA=6]U*)Y+LLUPX3:&+ +P,G Y/3K4"Z)(GAXZ:+S= M<$[VN9(\[GW;BQ4$=^V:V** ,I]/U&\TZ[M+^]M7\Y-B/!:M'L]<@R-G]*M& MR_XFJ7RR 8A,3IM^]R"#G/;G\ZMT4 5;ZS^V1Q)OV>7-'+G&<[6!Q^.*BN[* MXN-3L;J.XBCBMRQ>-H2S/D8X;<,?D:OT4 8MWX>6Z\O_ $DIB=WDPG^LB?:I+G1Y);&ZAAN4CDENEN4=XMRJ596 (##(^7U'6M:BC;^OZ[5;*. M_C1Q?W-M.Q/RF"W:(_>X+MG]*M444 %%%% $,]K;W.W[1;Q2[?N^8@;'TS47 M]E:=_P ^%K_WY7_"K=%.[$XI]"I_96G?\^%K_P!^5_PH_LK3O^?"U_[\K_A5 MNBCF8N6/8J?V5IW_ #X6O_?E?*/[*T[_GPM?^_*_P"%6Z*.9ARQ[%3^RM._ MY\+7_ORO^%']E:=_SX6O_?E? *MT4Q4_LK3 MO^?"U_[\K_A1_96G?\^%K_WY7_"K=%'_^XQ4_LK3O^?"U_P"_*_X4G]DZ M=_T#[7_ORO\ A5RN=C%E<2S_ &@E[\WV $QYL85QMQGD+M)]F/K1S/N'+&U M[&M_9.G?] ^U_P"_*_X4?V3IW_0/M?\ ORO^%Q&<9!JS:WVI7*1B>[6)1'<2L]OMDRJE0N&9 #U;D*,X[]:.9VW M'R*]K&U_9.G?] ^U_P"_*_X4?V3IW_0/M?\ ORO^%4-'E>YU&XGFGS-]G@5H MN, [=Q(&,XRQJJVKSF'SDOEWL#YT>Q2+8&15R3C@J"WWCS@^E-N5[7$HQ>MC M9_LG3O\ H'VO_?E?*/[)TW_ *![K_WY7_"LN+5WAO >[Q39;Y=D[A0) JIQ MD8!^8OTZ[?:JZ:E?S6!N5O"-EC#-A40AY7+<'@\< 8&.M'-+N'+'L;G]DZ;_ M - ^_U_[\K_A1_9.F_P#0/M?^_*_X53L)2B:O(L8'.!@@.Y&1CIZC-/FEW%RQ[&O_ &3IO_0/M/\ MORO^%']DZ;_T#[3_ +\K_A5*\O+U-7:QA+?O$29&"@[%!._\3A0,_P!_VK*L M=8U:.!I+FXM51EAS)#++YHB+O@]8U"D#/!+8XS[BE)]0<8KH=%_9.F_\ 0/M/ M^_*_X4?V3IO_ $# [3_ORO^%8UG>W5_G/JN:7 6!!R>*?-+O_%:XN6/8V?[)TW_H'VG_ M 'Y7_"C^R=_Z!]I_P!^5_PJY11S2[ARKL4_[)TW_H'VG_?E?*/[)TW_H'V MG_?E? *N44ZIX@O;EI8+*R>9C&%&&YMO;"C@?G M7I]%;4<54HMN#W,JV&IU4E-,'+:5\M TS:[VYO)1_'GZ5TZ(L:!$ M4*H& JC %.HK.I5G4=YNYI3I0IJT'%8****S+*"BBB@ HHHH **** "BBB@ HH MHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB@ HHHH ****"BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH ****"BBB@ HHHH **** M"BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH * M*** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHH MH **** "BBB@ HHHH **** "BBB@ HHHH *A-M$;M;HJ3,J%%8L< $@G Z= MA^5344 1);Q)<23A3YK@!F+$\#H!GIU[5+110 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4 M44 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% M!1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 % M%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !111 M0 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110 4444 %%%% !1110

link:definitionLink 995915 - Disclosure - Investments (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink 995925 - Disclosure - Allowance for Credit Losses - Summary of Allowance For Doubtful Accounts (Details) link:presentationLink link:calculationLink link:definitionLink 995935 - Disclosure - Fair Value Measurements - Schedule of Fair Value Assets and Liabilities Measured on Recurring Basis (Details) link:presentationLink link:calculationLink link:definitionLink 995945 - Disclosure - Fair Value Measurements - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 995955 - Disclosure - Fair Value Measurements - Summary of Weighted Average Fair Value the Preferred Stock Warrant Liability (Details) link:presentationLink link:calculationLink link:definitionLink 995965 - Disclosure - Fair Value Measurements - Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 995975 - Disclosure - Fair Value Measurements - Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 995985 - Disclosure - Fair Value Measurements - Summary of Changes in the Carrying Value of the Contingent Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 995995 - Disclosure - Derivative Instruments - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996005 - Disclosure - Accrued Expenses and Other Current Liabilities - Schedule of Accrued expenses and other current liabilities (Details) link:presentationLink link:calculationLink link:definitionLink 996015 - Disclosure - Property And Equipment, Net - Schedule of Property Plant and Equipment ,Net (Details) link:presentationLink link:calculationLink link:definitionLink 996025 - Disclosure - Property and Equipment, net - Schedule of Property Plant and Equipment, Net (Parenthetical) (Details) link:presentationLink link:calculationLink link:definitionLink 996035 - Disclosure - Property And Equipment, Net - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996045 - Disclosure - Property And Equipment, Net - Summary of Company Property and Equipment, Net Based on Geography (Details) link:presentationLink link:calculationLink link:definitionLink 996055 - Disclosure - Business Combinations - Summary of Purchase Consideration (Details) link:presentationLink link:calculationLink link:definitionLink 996065 - Disclosure - Business Combinations - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996075 - Disclosure - Business Combinations - Summary of Fair Value Of the Assests Acquired and Liabilities Assumed (Details) link:presentationLink link:calculationLink link:definitionLink 996085 - Disclosure - Business Combinations - Schedule of Estimated Fair Value of the Identified Intangible Assets (Details) link:presentationLink link:calculationLink link:definitionLink 996095 - Disclosure - Business Combinations - Summary of Unaudited Pro Forma Financial Information (Details) link:presentationLink link:calculationLink link:definitionLink 996105 - Disclosure - Goodwill and Acquired Intangible Assets -Summary of Changes in the Carrying Amount of Goodwill (Details) link:presentationLink link:calculationLink link:definitionLink 996115 - Disclosure - Goodwill And Acquired Intangible Assets - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996125 - Disclosure - Goodwill and Acquired Intangible Assets - Summary of Acquired Intangible Assets Subject to Amortization (Details) link:presentationLink link:calculationLink link:definitionLink 996135 - Disclosure - Goodwill And Acquired 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link:presentationLink link:calculationLink link:definitionLink 996245 - Disclosure - Net Income (Loss) Per Share - Schedule of Antidilutive Excluded from Computation of Earnings Per Share (Details) link:presentationLink link:calculationLink link:definitionLink 996255 - Disclosure - Income Taxes - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996265 - Disclosure - Leases - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996275 - Disclosure - Leases - Schedule of Supplemental Balance Sheet (Details) link:presentationLink link:calculationLink link:definitionLink 996285 - Disclosure - Leases - Schedule of Supplemental Cash Flow (Details) link:presentationLink link:calculationLink link:definitionLink 996295 - Disclosure - Leases - Schedule of Future Minimum Lease Payments for Non cancelable Operating Leases (Details) link:presentationLink link:calculationLink link:definitionLink 996305 - Disclosure - Leases - Schedule of Components of Operating Lease Expense (Details) link:presentationLink link:calculationLink link:definitionLink 996315 - Disclosure - Employee Benefit Plan - Additional Information (Details) link:presentationLink link:calculationLink link:definitionLink 996325 - Disclosure - Subsequent Events (Additional Information) (Details) link:presentationLink link:calculationLink link:definitionLink Statement [Line Items]Statement [Line Items]Cash Acquired in Excess of Payments to Acquire BusinessLess: cash acquiredLiabilities, Fair Value Disclosure [Abstract]Financial Liabilities:Partner D.Partner D [Member]Partner DDebt Instrument [Axis]Debt InstrumentIncrease (Decrease) in Accounts ReceivableAccounts receivablePlan Name [Domain]Plan NameAcquired Relationships [Member]Acquired Relationships [Member]Acquired Relationships [Member]Additional compensation expense recognizedDeferred Compensation Arrangement with Individual, Allocated Share-Based Compensation ExpenseNAV [Member]NAV [Member]Shares of common stock issued as considerationShares of Common Stock Issued As ConsiderationShares of Common Stock Issued As ConsiderationSchedule of Stockholders' Equity Note, Warrants or Rights [Table Text Block]Schedule of Warrants to Purchase the Classes of Preferred StockEntity Address, Postal Zip CodeEntity Address, Postal Zip CodeSummary of Valuation Allowance [Table Text Block]Summary of Changes in Valuation AllowanceBusiness Combinations Policy [Policy Text Block]Business CombinationsRevenue, Remaining Performance Obligation, AmountRevenue, Remaining Performance Obligation, AmountEstimated Tax (Expense) Benefit [Member]Estimated Tax (Expense) Benefit [Member]Estimated Tax (Expense) BenefitFair Value, Recurring and Nonrecurring [Table]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Table]Entity Incorporation, State or Country CodeEntity Incorporation, State or Country CodeBusiness acquisition transaction costsBusiness Combination, Acquisition Related CostsPeter Butterfield [Member]Peter Butterfield [Member]Peter Butterfield [Member]Holdback payments payable considerationHoldback Payments Payable ConsiderationHoldback Payments Payable ConsiderationNumber of operating segmentsNumber of Operating SegmentsBusiness Combination Disclosure [Text Block]Business Combinations2028Finite-Lived Intangible Asset, Expected Amortization, Year Four2025Business Acquisition, Contingent Consideration [Line Items]Other Comprehensive Income (Loss), Tax [Abstract]Other comprehensive income (loss):Foreign Exchange Forward [Member]Foreign Exchange Forward [Member]Shares, OutstandingBalance, SharesBalance, SharesFair Value Hierarchy and NAV [Axis]Fair Value Hierarchy and NAVSchedule of Recognized Identified Assets Acquired and Liabilities Assumed [Table Text Block]Summary of Fair Value Of the Assets Acquired and Liabilities AssumedReplace Revolving Credit FacilityReplace Revolving Credit FacilityUnderwriting discount and commissionsUnderwriting Discount and CommissionsUnderwriting Discount and CommissionsFair Value, Inputs, Level 2 [Member]Level 2 [Member]Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items]Share Based Compensation Arrangement By Share Based Payment Award [Line Items]Business Combination Acquisition Personnel CostsBusiness Combination Acquisition Personnel CostsSwingline Sub Facility Included In BorrowingSwingline Sub Facility Included In BorrowingSwingline Sub Facility Included In BorrowingInvestment A [Member]Investment A [Member]Investment ANoncompete Agreements [Member]Non-Compete Agreement [Member]Long-Term Debt, Type [Domain]Long-term Debt, TypeTotal purchase considerationTotal purchase consideration, net of cash acquiredBusiness Combination, Consideration TransferredNet assets, less cash acquiredAccumulated Depreciation and Amortization Included Foreign Currency Translation AdjustmentsAccumulated Depreciation and Amortization Included Foreign Currency Translation AdjustmentsAccumulated Depreciation and Amortization Included Foreign Currency Translation AdjustmentsRevenue, Remaining Performance Obligation, PercentagePercentage RevenueRevenue, Remaining Performance Obligation, PercentageNon Voting Common Stock Converted To SharesNon Voting Common Stock Converted To SharesNon-Voting Common Stock Converted to Shares of Common StockBusiness Combination Contingent Consideration Liability PayableBusiness Combination Contingent Consideration Liability PayableBusiness Combination Contingent Consideration Liability PayableDerivative Instruments and Hedging Activities Disclosures [Line Items]Derivative Instruments And Hedging Activities Disclosures [Line Items]Commitments and Contingencies Disclosure [Text Block]Commitments and ContingenciesRestructuring Cost [Table]Issuance of common stock under public offering, net of underwriter discounts and commissions, SharesIssuance of common stock under public offering, net of underwriter discounts and commissions, SharesIssuance of common stock under public offering, net of underwriter discounts and commissions, SharesFair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table Text Block]Summary of Changes in the Carrying Value of the Contingent ConsiderationInvestment D [Member]Investment D [Member]Investment DProduct and Service [Axis]Product and ServiceDeferred Income Tax Liabilities, Net, TotalDeferred Income Tax Liabilities, NetDeferred tax liabilitiesFinite-Lived Intangible Assets by Major Class [Axis]Finite-Lived Intangible Assets by Major ClassDepreciation, Depletion and Amortization, TotalDepreciation, Depletion and AmortizationDepreciation and amortizationWPM Group Limited [Member]WPM Group Limited [Member]WPM Group Limited [Member]Schedule of Other Operating Cost and Expense, by Component [Table Text Block]Schedule of Cost and Operating ExpensesCommon stock repurchased, ShareStock Repurchased During Period, SharesCommon stock repurchasedCommon stock repurchasedCommon stock repurchasedFair Value Disclosures [Table]Fair Value Disclosures [Table]Fair Value Disclosures [Table]Aggregate Fair ValueInvestment Owned, Fair Value, Beginning BalanceInvestment Owned, Fair Value, Ending BalanceInvestment Owned, Fair ValueDocument InformationDocument Information [Table]Concentration Risk Benchmark [Axis]Concentration Risk BenchmarkInterest expenseInterest Expense, NonoperatingInterest Expense, Nonoperating, TotalEquity [Text Block]Stockholder's EquityRevenue from Contract with Customer [Text Block]Revenue and RecognitionExcise tax on stock buybacksExcise tax on stock buybacksExcise tax on stock buybacksSale of Stock [Domain]Sale of StockCash and Cash Equivalents [Domain]Debt Securities, Available-for-Sale, Unrealized Loss Position, Fair Value [Table Text Block]Schedule Of Gross Unrealized Losses And Fair Values For Available-For-Sale Debt SecuritiesDisclosure of accounting policy for stock split.Stock Split [Policy Text Block]Stock SplitOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Gain (Loss) Arising During Period, Net of TaxOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Gain (Loss) Arising During Period, Net of TaxPercentage of revenue from customers.Percentage Of Revenue From CustomersPercentage of revenue from customersFair Value Measurement Inputs and Valuation Techniques [Line Items]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]Entity Central Index KeyEntity Central Index KeyDebt Securities, Available-for-Sale [Line Items]Debt Securities, Available-for-Sale, Unrealized Loss Position [Abstract]Gross Unrealized LossesTerm loan.Term Loan [Member]Term LoanIncrease (Decrease) in Operating Capital [Abstract]Changes in operating assets and liabilities, net of acquisitions:Europe, the Middle East and Africa (EMEA) [Member]Europe, the Middle East and Africa (EMEA) [Member]EMEAAdvertising expenseAdvertising ExpenseFair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table]Fair Value Liabilities Measured On Recurring Basis Unobservable Input Reconciliation [Table]Common Stock, Shares, Issued, TotalCommon Stock, Shares, IssuedCommon Stock, Shares, IssuedShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table]Schedule Of Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Table]Fair Value Measurement Inputs and Valuation Techniques [Table]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Table]Increase (Decrease) in Prepaid Expense and Other Assets, TotalIncrease (Decrease) in Prepaid Expense and Other AssetsPrepaid expenses, other current assets and other assetsPreferred StockPreferred Stock [Member]Gain (Loss) on Sale of Assets and Asset Impairment ChargesGain on the sale of the fixed assetsIncome Statement [Abstract]Other Countries MemberOther Countries [Member]Other countries [Member]Entity Address, State or ProvinceEntity Address, State or ProvinceOrganization, Consolidation and Presentation of Financial Statements Disclosure and Significant Accounting Policies [Text Block]Business Overview and Summary of Significant Accounting PoliciesStock Issued During Period, Value, Employee Stock Purchase PlanIssuance of common stock under employee stock purchase planOther Expenses, TotalOther ExpensesOther ExpensesIncome (loss) before (benefit from) provision for income taxesIncome (Loss) from Continuing Operations before Income Taxes, Noncontrolling InterestPreferred Stock Shares Issued and OutstandingPreferred Stock Shares Issued And OutstandingPreferred Stock Issued and OutstandingAsia and Pacific (APAC) [Member]Asia and Pacific (APAC) [Member]APACSeries E-1 Preferred Stock [Member]Series E1 Preferred Stock [Member]Series E-1 Preferred Stock [Member]Concentration Risk Type [Domain]Concentration Risk TypeCustomer [Axis]CustomerCustomer Concentration Risk [Member]Customer Concentration RiskPayment of purchase considerationPayment of Purchase ConsiderationPayment of purchase consideration.Issuance of common stock upon settlement of restricted stock units, sharesIssuance of common stock upon release of restricted stock units, sharesIssuance of common stock upon release of restricted stock units, sharesDebt Securities, Available-for-Sale, Unrealized Loss Position, TotalDebt Securities, Available-for-Sale, Unrealized Loss PositionTotalSeries E-2 Preferred Stock [Member]Series E2 Preferred Stock [Member]Series E-2 Preferred Stock [Member]2027Finite-Lived Intangible Asset, Expected Amortization, Year Three2024Liability Class [Axis]Liability ClassCommon stock, par or stated value per share, non-voting right.Common Stock Par Or Stated Value Per Share Non Voting RightCommon Stock Par Or Stated Value Per Share Non Voting RightCommon Stock Par Or Stated Value Per Share Non Voting RightInvestments Classified by Contractual Maturity Date [Table Text Block]Schedule Of Available-For-Sale Debt Securities By Remaining Contractual Maturity DateUnbilled receivables, net of allowance of $27and $27, respectivelyUnbilled receivable net currentUnbilled Receivable Net CurrentPayment of long-term debt issuance costsPayments of Debt Issuance CostsProvision for Income TaxProvision For Income Tax MemberProvision For Income Tax [Member]Amortization of Debt Issuance CostsAmortization of debt issuance costsTreasury Stock Common SharesTreasury Stock, Common, SharesAgency bondAgency Bond [Member]Agency Bond MemberCoverCover [Abstract]Subsequent Event [Line Items]Comprehensive Income, Policy [Policy Text Block]Comprehensive Income (Loss)Net income (loss) per share attributable to common stockholders - basicEarnings Per

Share, Basic, TotalEarnings Per Share, BasicLessee, Operating Lease, Option to ExtendOption to extend the leaseIncome Tax Contingency [Line Items]Income Tax Contingency [Line Items]Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair Value [Abstract]Fair ValueOperating Lease, Lease Income [Abstract]Debt Securities, Available-for-Sale, Accumulated Gross Unrealized Gain, before TaxGross Unrealized GainsAccrued excise tax related to common stock repurchaseAccrued Excise Tax Related To Common Stock RepurchaseAccrued Excise Tax Related To Common Stock RepurchaseDebt Securities, Available-for-Sale, Amortized Cost, Excluding Accrued Interest, after Allowance for Credit Loss, Current, TotalDebt Securities, Available-for-Sale, Amortized Cost, Excluding Accrued Interest, after Allowance for Credit Loss, CurrentEstimated Fair ValueLessee operating and finance leases disclosure text block.Lessee Operating And Finance Leases Disclosure [Text Block]LeasesIncome Tax Contingency [Table]Income Tax Contingency [Table]Operating Expenses [Abstract]Costs and operating expenses:Provision for expected credit lossesProvision for expected credit lossesRemining Performance Obligations Remaining to be Recognized Over the Next YearRemining Performance Obligations Remaining to be Recognized Over the Next YearRemining Performance Obligations Remaining to be Recognized Over the Next YearAccounts Receivable, Allowance for Credit Loss, WriteoffWrite-offs, net of recoveriesWrite-offs, net of recoveriesInvestments, Debt and Equity Securities [Abstract]Selling and Marketing Expense [Member]Selling and Marketing ExpenseSeries C Convertible Preferred Stock [Member]Series C Convertible Preferred Stock [Member]Series C Convertible Preferred Stock [Member]Derivative Instruments and Hedging Activities Disclosure [Text Block]Derivative InstrumentsRepayment on revolving credit facilityLine of Credit Facility, Average Outstanding AmountLine of Credit Facility, Average Outstanding AmountShare-Based Payment Arrangement, ExpenseShare-based Payment Arrangement, ExpenseAdvertising Cost [Policy Text Block]Advertising CostsContingent Consideration Classified as Equity, Fair Value DisclosureFair value of contingent considerationSchedule of Business Acquisitions, by Acquisition [Table Text Block]Summary of Purchase ConsiderationAccumulated deficitRetained Earnings (Accumulated Deficit), Ending BalanceRetained Earnings (Accumulated Deficit), Beginning BalanceRetained Earnings (Accumulated Deficit), TotalRetained Earnings (Accumulated Deficit)Plan Name [Axis]Plan NameTreasury BillUS Treasury Bill Securities [Member]Supplemental Cash Flow Elements [Abstract]Supplemental disclosures of cash flow and noncash informationAssets, Current [Abstract]Current assets:Issued and outstanding stock optionsReserved shares of common stock for future issuanceCommon Stock, Capital Shares Reserved for Future IssuanceUnited States (U.S.) [Member]UNITED STATESU SPartner A.Partner A [Member]Partner AInvestment Type [Axis]Investment TypeDeferred Costs, Capitalized, Prepaid, and Other Assets Disclosure [Table Text Block]Deferred CostsNet cash provided by operating activitiesNet cash used in operating activitiesNet Cash Provided by (Used in) Operating ActivitiesProduct and Service [Domain]Product and ServiceAccumulated Other Comprehensive Income (Loss), Net of Tax, TotalAccumulated Other Comprehensive Income (Loss), Net of TaxAccumulated other comprehensive incomeContractual termLessee, Operating Lease, Term of ContractShare-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual TermsRemaining contractual term (in years)Debt Instrument [Line Items]Debt Instrument [Line Items]Lease extension, dateLessee Operating Lease Extension Commence DateLessee Operating Lease Extension Commence DateSchedule of Business Acquisitions by Acquisition, Contingent Consideration [Table]Schedule Of Business Acquisitions By Acquisition Contingent Consideration [Table]Property, Plant and Equipment, Net, Ending BalanceProperty, Plant and Equipment, Net, Beginning BalanceProperty, Plant and Equipment, NetProperty and equipment, netProperty, Plant and Equipment, NetLessee, Operating Lease, Liability, to be Paid, Year Four2026Temporary Equity [Table Text Block]Schedule of Convertible Preferred Stock and Redeemable Convertible Preferred StockNet Cash Provided by (Used in) Operating Activities [Abstract]Cash flows from operating activities:Not Designated as Hedging Instrument [Member]Not Designated as Hedging Instrument [Member]Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block]Schedule of Fair Value Assets and Liabilities Measured on Recurring BasisCommon stock, par or stated value per shareCommon Stock, Par or Stated Value Per ShareCommon Stock, Par or Stated Value Per ShareStock Options to Purchase Common Stock [Member]Measurement Input Type [Domain]Measurement Input TypeBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than Goodwill, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Intangible Assets, Other than GoodwillIdentifiable intangible assetsStatement of Cash Flows [Abstract]Antidilutive Securities, Name [Domain]Antidilutive Securities, NameRestricted stock awards.Restricted Stock Awards [Member]Restricted Stock Awards [Member]Capitalized Computer Software, Net, Ending BalanceCapitalized Computer Software, Net, Beginning BalanceCapitalized Computer Software, Net, TotalCapitalized Computer Software, NetCarrying value of internal use softwareCapitalized computer softwareRestricted Stock [Member]Restricted Stock [Member]Unvested Restricted Stock [Member]Acquired Finite-Lived Intangible Assets [Line Items]Acquired Finite Lived Intangible Assets [Line Items]Risk-free interest raterisk-free interest raterisk-free interest rateEquity Components [Axis]Equity ComponentsFinite-Lived Intangible Assets, Foreign Currency Translation Gain (Loss)Foreign Currency translation adjustmentsForeign Currency translation adjustmentsRatio of non-voting common stock into common stock shares.Ratio Of Non-Voting Common Stock Into Common Stock SharesRatio Of Non-Voting Common Stock Into Common Stock SharesEntity Address, Address Line OneEntity Address, Address Line OneIssuance Of Treasury Stock ValueIssuance Of Treasury Stock ValueAsset Acquisition [Policy Text Block]Asset Acquisition Policy [Text Block]Asset AcquisitionSchedule of Earnings Per Share, Basic and Diluted [Table Text Block]Schedule of Earnings Per Share Basic and Diluted Attributable to Common StockholdersCommon stock, shares, issued, non-voting right.Common Stock Shares Issued Non Voting RightCommon Stock Shares Issued Non Voting RightEmployee-related Liabilities, Current, TotalEmployee-related Liabilities, CurrentAccrued employee compensation and related taxesPercentage of weighted average probability of successful achievementPercentage Of Weighted Average Probability Of Successful AchievementPercentage of weighted average probability of successful achievement.Intangible Asset, Finite-Lived [Table]Schedule Of Finite Lived Intangible Assets [Table]Schedules of Concentration of Risk, by Risk Factor [Table Text Block]Summary of Accounts Receivable And Funds ReceivableHedging Designation [Domain]Hedging DesignationComputer equipment and softwareComputer Equipment [Member]Property, Plant and Equipment [Line Items]Property Plant And Equipment [Line Items]Series B1-NV Preferred Stock [Member]Series B1 N V Preferred Stock [Member]Series B1-NV Preferred Stock [Member]Subsequent Event Type [Axis]Business Combination, Contingent Consideration, Liability, Measurement InputBusiness Combination, Contingent Consideration, Liability, Measurement InputCapitalisation costCapitalisation costCapitalisation costNonoperating Income (Expense)Total other income (expense), netSchedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]Schedule of Antidilutive Excluded from Computation of Earnings Per ShareLine of Credit Facility, Maximum Borrowing CapacitySecured revolving credit, total commitmentShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest RateRisk-free interest rateUnamortized Debt Issuance ExpenseUnamortized Debt Issuance ExpenseInvestments in Debt and Marketable Equity Securities (and Certain Trading Assets) Disclosure [Text Block]Investment2026Finite-Lived Intangible Asset, Expected Amortization, Year Two2023Amendment FlagAmendment FlagROMANIAROMANIACorporate Debt Securities [Member]Corporate bondsDebt Instrument, Name [Domain]Debt Instrument, NameSOFRSecured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member]Receivables [Abstract]Net Income (Loss)Derivative instrument not designated as hedging instrument, Gain LossShare-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in PeriodNumber of Shares , ExercisedIssuance of common stock upon exercise of stock options, SharesContingent Consideration [Member]Contingent Consideration [Member]Contingent Consideration [Member]Fair Value of Shares of Common Stock Excluded from the Purchase ConsiderationFair Value of Shares of Common Stock Excluded from the Purchase ConsiderationTotal costs and operating expensesOperating Costs and ExpensesSummary of aggregate fair value of preferred stock warrants.Schedule Of Aggregate Fair Value Of Preferred Stock Warrants Table [Text Block]Summary of Aggregate Fair Value of Preferred Stock WarrantsVariable Rate [Domain]Research and Development Expense [Member]Research and Development Expense [Member]Technology and development Expense [Member]Non recurring benefit.Non Recurring BenefitNon Recurring BenefitBusiness Acquisition, Pro Forma RevenueBusiness Acquisition, Pro Forma RevenueCustomer [Domain]CustomerSchedule of Debt [Table Text Block]Schedule of Company's Outstanding DebtWpm [Member]WPM [Member]WPM.Lessee operating lease liability at present value.Lessee Operating Lease Liability At Present ValueLease liability, at present valueEquity Component [Domain]Equity ComponentClient B.Client B [Member]Client BStatistical Measurement [Domain]Statistical MeasurementGeneral and Administrative Expense, TotalGeneral and Administrative ExpenseGeneral and administrativeProceeds from Sale of Property, Plant, and Equipment, TotalProceeds from Sale of Property, Plant, and EquipmentProceeds from sale of property plant and equipmentLong-Lived Assets Held-for-Sale, Name [Domain]Long Lived Assets Held-for-sale, NameTrademarks [Member]Stock option granted under plan, expiration periodShare-Based Compensation Arrangement by Share-Based Payment Award, Expiration PeriodFurniture and Fixtures [Member]Furniture and FixturesTreasury StockTreasury Stock, Common [Member]Disaggregation of Revenue [Table]Disaggregation Of Revenue [Table]Debt instrument refinanced amount.Debt Instrument Refinanced AmountDebt Instrument Refinanced AmountDeferred Revenue, Current, TotalDeferred Revenue, CurrentDeferred revenueDeferred revenue - currentPreferred Stock, Shares Issued, TotalPreferred Stock, Shares IssuedPreferred Stock, Shares IssuedCash paid for amounts included in the measurement of operating lease liabilitiesOperating Lease, PaymentsProceeds from exercise of stock optionsProceeds from Stock Options ExercisedDebt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Amortized Cost [Abstract]Amortized CostAccounts Receivable, Credit Loss Expense (Reversal)Provision for expected credit lossesProvision for uncollectible accountsProvision for expected credit lossesSimplee [Member]Simplee member.Payables and Accruals [Abstract]Series B1 Preferred Stock [Member]Series B1 Preferred Stock [Member]Series B1 Preferred Stock [Member]Acquired Intangible assetsFinite-Lived Intangible Assets AcquiredEstimated Fair ValuesStock Issued During Period, Shares, Employee Stock Purchase PlansIssuance of common stock under employee stock purchase plan, sharesShort-Term InvestmentsShort-term investmentsTotal short-term investmentsDeferred Revenue, Noncurrent, TotalDeferred Revenue, NoncurrentDeferred revenue - non-currentPrepaid Expense and Other Assets, CurrentPrepaid expenses and other current assetsPreferred Stock, Liquidation Preference, ValueLiquidation PreferenceClass of Stock [Domain]Class of StockOther Comprehensive Income (Loss), Net of TaxOther comprehensive income (loss)Total other comprehensive income (loss)Total other comprehensive income (loss)Issued and outstanding stock optionsIssued and outstanding stock options [Member]Issued and outstanding stock options [Member]Property And Equipment MemberProperty and Equipment [Member]Property and Equipment [Member]Schedule of Finite-Lived Intangible Assets [Table Text Block]Summary of Acquired Intangible Assets Subject to AmortizationComprehensive income (loss)Comprehensive Income (Loss), Net of Tax, Attributable to ParentFunds payable to clientsOther Payables CurrentOther Payables CurrentCommon Stock, Shares, Outstanding, Ending BalanceCommon Stock, Shares, Outstanding, Beginning BalanceCommon Stock, Shares, OutstandingCommon Stock, Shares, OutstandingFinite-Lived Intangible Assets, Major Class Name [Domain]Finite-Lived Intangible Assets, Major Class NameFair Value Measurement, Policy [Policy Text Block]Fair Value MeasurementsContingent Consideration by Type [Axis]Contingent Consideration by TypeSchedule of Components of Income Tax Expense (Benefit) [Table Text Block]Schedule of Components of Company's Provision for Income TaxesAccounting Pronouncements Not Yet AdoptedAccounting Pronouncements Not Yet Adopted Policy [Text Block]Accounting Pronouncements Not Yet AdoptedContingent consideration fair value.Contingent Consideration Fair ValueContingent considerationAcquired Finite-Lived Intangible Assets, Weighted Average Useful LifeWeighted-Average Estimated Amortization PeriodsPreferred Stock, Par or Stated Value Per SharePreferred Stock, Par or Stated Value Per SharePreferred Stock, Par or Stated Value Per ShareRevenue Benchmark [Member]Revenue BenchmarkDisclosure of accounting policy for impact of covid-19.Impact Of Covid19 [Policy Text Block]Impact of COVID-19Repayments of lines of creditRepayments of Lines of CreditAntidilutive Securities [Axis]Antidilutive SecuritiesOther comprehensive income before reclassificationsOther Comprehensive Income (Loss), Financial Liability, Fair Value Option, Unrealized Gain (Loss) Arising During Period, TaxLessee operating lease commence date.Lessee Operating Lease Commence DateTerm of contract Commence dateSchedule of Common Stock Outstanding Roll Forward [Table Text Block]Summary of Outstanding Common Stock WarrantsProperty, Plant and Equipment, DisposalsProperty, Plant and Equipment, DisposalsProperty, Plant and Equipment, DisposalsCash Common Stock Excluded from Purchase Consideration SharesCommon Stock Excluded from Purchase Consideration SharesCommon Stock Excluded from Purchase Consideration SharesShare-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block]Summary of Restricted Stock ActivityVoting Common StockVoting Common Stock [Member]Voting common stock.Finite-Lived Intangible Assets [Line Items]Finite Lived Intangible Assets [Line Items]Internal Use Software, Policy [Policy Text Block]Software Developed for Internal UseEntity Interactive Data CurrentEntity Interactive Data CurrentDebt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, Year OneDue within one yearFinite-Lived Intangible Assets, Remaining Amortization PeriodWeighted Average Remaining Life (Years)Lease Expiration DateTerm of contract End datePayment for Debt Extinguishment or Debt Prepayment CostDebt Prepayment CostDocument Quarterly ReportDocument Quarterly ReportRemining Performance Obligations Remaining To Be Recognized after One Year through Year TwoRemining Performance Obligations Remaining To Be Recognized after One Year through Year TwoRemining Performance Obligations Remaining To Be Recognized after One Year through Year TwoRelated Party Transaction [Domain]Cash and cash equivalentsCash, Cash Equivalents, Restricted Cash and Restricted Cash Equivalents, TotalCash, Cash Equivalents, Restricted Cash, and Restricted Cash EquivalentsCash, cash equivalents and restricted cashCash and cash equivalents, beginning of periodCash and cash equivalents, end of periodStatement of Financial Position Location, Balance [Axis]Balance Sheet LocationLeasesLeases of Lessee Disclosure [Text Block]Statistical Measurement [Axis]Statistical MeasurementSeries D Preferred Stock [Member]Series D Preferred Stock2029Finite-Lived Intangible Asset, Expected Amortization, Year Five2026Total Estimated Purchase ConsiderationTotal Estimated Purchase ConsiderationTotal Estimated Purchase ConsiderationAdditional Contingent Consideration PaymentsAdditional Contingent Consideration PaymentsAdditional Contingent Consideration PaymentsProduct development member.Product Development [Member]Product DevelopmentOperating lease expenseOperating Lease, CostAssets, Fair Value DisclosureFinancial AssetsTotal financial assetsTotal operating lease expenseLease, CostProceeds from the issuance of stock under Employee Stock Purchase PlanProceeds FromThe Issuance Of Common Stock Under ESPPProceeds FromThe Issuance Of Common Stock Under ESPPOther comprehensive income before reclassificationsOther Comprehensive Income (Loss), Foreign Currency Translation Adjustment, TaxOther Comprehensive Income (Loss), Foreign Currency Translation Adjustment, TotalDisaggregation of Revenue [Table Text Block]Summary of Revenue Disaggregated by Geographical AreaSelling and Marketing Expense, TotalSelling and Marketing ExpenseSelling and marketingLessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]Schedule of Future Minimum Lease PaymentsAdditional compensation expense recognizedAdditional Compensation Expense Recognized [Member]Additional Compensation Expense Recognized [Member]Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table]Finite Lived Intangible

Assets Acquired As Part Of Business Combination [Table]Commercial paperCommercial Paper [Member]Finite-Lived Intangible Assets, Gross, TotalFinite-Lived Intangible Assets, GrossGross Carrying Value*Acquisitions of businesses, net of cash acquiredPayments to Acquire Businesses, Net of Cash Acquired, TotalPayments to Acquire Businesses, Net of Cash AcquiredPayment for acquisitionFair value of preferred stockFair Value Of Preferred StockFair value of preferred stockOut-of-period AdjustmentOut-of-period Adjustment policyOut-of-period Adjustment policyUnrecognised compensation expense, expected to be recognised over a weighted average periodShare-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for RecognitionEffect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing OperationsEffect of exchange rates changes on cash and cash equivalentsResearch and Development Expense, Policy [Policy Text Block]Technology and DevelopmentMarket Price Of Risk Adjustment For Revenue [Member]Market Price Of Risk Adjustment For Revenue.Statement of Income Location, Balance [Axis]Income Statement LocationCash and Cash Equivalents [Axis]Allowance for Credit Losses [Text Block]Allowance for Credit LossesAssetsTotal assetsExpected termShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected TermRemaining contractual term (years)Statement of Other Comprehensive Income [Abstract]Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, SettlementsContingent consideration paidIssuance of Treasury Stock ShareIssuance of Treasury Stock ShareSchedule of Long-Term Debt Instruments [Table]Debt Instrument [Table]Impairment of Long-Lived Assets to be Disposed ofProceeds from write offs of property plant and equipmentAccrued expenses and other current liabilities.Accrued Expenses And Other Current LiabilitiesAccrued expenses and other current liabilitiesUnused Letter Of CreditUnused Letter Of CreditBusiness Acquisition [Line Items]Business Acquisition [Line Items]Committed to settling employee retention [Member]Committed to settling employee retention [Member]Measurement Input Probability Of Successful Achievement [Member]Measurement Input Probability Of Successful Achievement [Member]Probability of successful achievement [Member]Recently Adopted Accounting PronouncementsNew Accounting Pronouncements, Policy [Policy Text Block]Entity Address, City or TownEntity Address, City or TownAccumulated Other Comprehensive Income (Loss)AOCI Attributable to Parent [Member]Percentage Required of Voting Securities of The Without Giving Effect To The Shares of Non-Voting Common Stock Transferred By The HolderPercentage Required of Voting Securities of The Without Giving Effect To The Shares of Non-Voting Common Stock Transferred By The HolderPercentage Required of Voting Securities of The Without Giving Effect To The Shares of Non-Voting Common Stock Transferred By The HolderAssets, Fair Value Disclosure [Abstract]Financial Assets:CANADACANADAForeign Currency Translation AdjustmentForeign currency translation adjustment.No Client [Member]No Clients [Member]No Clients [Member]Security Owned and Sold, Not yet Purchased Fair Value, Security Name [Domain]Debt Instrument, Face AmountDebt Instrument, Face AmountRestructuring Cost and Reserve [Line Items]Net Income (Loss) Attributable to Parent [Abstract]Numerator:Increase (Decrease) in Deferred Liabilities, TotalIncrease (Decrease) in Deferred LiabilitiesDecrease in Deferred Tax LiabilityDeferred Offering CostsDeferred Charges, Policy [Policy Text Block]Debt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, Year OneDue within one yearComputer Software, Intangible Asset [Member]Computer Software, Intangible AssetNonvoting Common Stock [Member]Nonvoting Common StockShare-Based Payment Arrangement [Text Block]Stock-Based CompensationConstruction in Progress [Member]Construction in progressSeries A Preferred Stock [Member]Series A Preferred Stock [Member]Fair Value Disclosures [Line Items]Fair Value Disclosures Line Items [Line Items]Fair Value Disclosures Line Items [Line Items]Proceeds from Sale of Long-Term InvestmentsProceeds from sale of long-term investmentsWeighted-average discount rateOperating Lease, Weighted Average Discount Rate, PercentAccumulated Other Comprehensive Income (Loss) [Line Items]Other Assets [Member]Other AssetsFair Value Disclosures [Abstract]Allowance for unbilled receivables currentAllowance For Unbilled Receivables CurrentAllowance For Unbilled Receivables CurrentDeferred revenueBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Deferred RevenueBusiness Combination, Pro Forma Information, Revenue of Acquiree since Acquisition Date, ActualBusiness combination, pro forma information, revenue of acquiree since acquisition date, actualBusiness Acquisition, Pro Forma Information [Table Text Block]Summary of Unaudited Pro Forma Financial InformationRemaining Performance Obligation including deferred revenueRemaining Performance Obligation including deferred revenueRemaining Performance Obligation including deferred revenueProceeds from issuance of common stock under public offering, net of underwriter discounts and commissionsProceeds from issuance of common stock under public offering, net of issuance costsProceeds from issuance of common stock under public offering, net of issuance costsStock Issued During Period, Value, Stock Options ExercisedIssuance of common stock upon exercise of stock optionsLiabilities, Current [Abstract]Current liabilities:Intangible Assets, Finite-Lived, Policy [Policy Text Block]Intangible Assets, NetNon-Recurring Benefit (Valuation allowance)Tax Credit Carryforward, Valuation AllowanceContinuing Employment of Key Employees [Member]Continuing Employment of key Employees [Member].Continuing Employment Of Key Employees [Member]Revolving Credit Facility includes an incremental facilityRevolving Credit Facility includes an incremental facilityAccounts Receivable [Member]Accounts ReceivableCash and Cash Equivalents [Member]Cash and Cash EquivalentsLoan And Security AgreementLoan and Security Agreement [Member].Loan And Security Agreement [Member]Document TypeDocument TypeEmerging Growth Company Status [Policy Text Block].Emerging Growth Company Status [Policy Text Block]Emerging Growth Company StatusFinancial Support for Nonconsolidated Legal Entity [Table]Financial Support For Nonconsolidated Legal Entity [Table]Stock repurchased and subsequently retiredStock repurchased and subsequently retiredStock Repurchased and Retired During Period, SharesTitle of 12(b) SecurityTitle of 12(b) SecurityUS Government Debt Securities [Member]U.S. Government obligationsCash and Cash Equivalents, at Carrying Value, Ending BalanceCash and Cash Equivalents, at Carrying Value, Beginning BalanceCash and Cash Equivalents, at Carrying Value, TotalCash and Cash Equivalents, at Carrying ValueCash and cash equivalentsBasis of presentation and principles of consolidation policy text block.Basis Of Presentation And Principles Of Consolidation Policy [Text Block]Basis of Presentation and Principles of ConsolidationStatement of Financial Position Location, Balance [Domain]Balance Sheet LocationLessee, Operating Lease, Liability, to be Paid, Year Five2027Schedule of Components of Operating Lease ExpenseLease, Cost [Table Text Block]Statement of Stockholders' Equity [Abstract]Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability ValueEnding balanceBeginning balanceSummary of Significant Accounting Policies [Policy Text Block]Summary of Significant Accounting Policies [Policy Text Block]Summary of Significant Accounting PoliciesDocument Fiscal Period FocusDocument Fiscal Period FocusResearch and Development Expense, TotalResearch and Development ExpenseTechnology and developmentProduct Liability Contingency [Table]Common stock, option granted to purchase additional sharesCommon Stock, Option Granted to Purchase Additional SharesCommon Stock, Option Granted to Purchase Additional SharesPartner Type of Partners' Capital Account, Name [Domain]Partner Type of Partners' Capital Account, NameSchedule of Goodwill [Table Text Block]Summary of Changes in the Carrying Amount of GoodwillForeign Currency Contracts, Liability, Fair Value DisclosureForeign exchange contractsForeign exchange contractsAccounts Receivable, Allowance for Credit Loss [Table Text Block]Summary of Allowance for Credit LossesProperty, Plant and Equipment, Gross, Ending BalanceProperty, Plant and Equipment, Gross, Beginning BalanceProperty, Plant and Equipment, Gross, TotalProperty, Plant and Equipment, GrossProperty, Plant and Equipment, GrossCash, FDIC insured amountCash, FDIC Insured AmountAccrued expenses and other current liabilitiesBusiness combination recognized identifiable assets acquired and liabilities assumed current liabilities accrued expenses and other liabilities.Business Combination Recognized Identifiable Assets Acquired And Liabilities Assumed Current Liabilities Accrued Expenses And Other LiabilitiesAOCI Including Portion Attributable to Noncontrolling Interest, before TaxBeginning balanceEnding balanceTwo Thousand And Twenty One Plan [Member]Two Thousand And Twenty One Plan [Member]2021 Plan [Member]Disclosure of accounting policy for initial public offering.Initial Public Offering [Policy Text Block]Initial Public OfferingAmount paid in excess of fair value recorded in purchase accounting classified as financing cash flowsBusiness Combination Change In Contingent Consideration Liability fair Value Purchase Accounting Adjustments Classified As Financing Cash FlowsBusiness Combination Change In Contingent Consideration Liability fair Value Purchase Accounting Adjustments Classified As Financing Cash FlowsSubsequent Event Type [Domain]Debt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Fair ValueTotal InvestmentLeasesLessee, Leases [Policy Text Block]Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]Summary of Fair Value of Warrants Using Black Scholes ModelDebt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 10Due after ten yearsTemporary Equity, by Class of Stock [Table]Temporary Equity By Class Of Stock [Table]Fair Value, off-Balance-Sheet Risk [Table]Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer12 Months or LongerFinancial Instruments [Domain]United Kingdom ("U.K.") [Member]UNITED KINGDOMUnited Kingdom [Member]Sale of Stock [Axis]Sale of StockNet Cash Provided by (Used in) Investing Activities [Abstract]Cash flows from investing activities:Investments [Domain]InvestmentsDeferred tax benefitDeferred Income Taxes and Tax Credits, TotalDeferred Income Taxes and Tax CreditsSeries of Individually Immaterial Business Acquisitions [Member]Issuance of common stock under public offering, net of underwriter discounts and commissions, ValueIssuance of common stock under public offering, net of underwriter discounts and commissions, ValueIssuance of common stock under public offering, net of underwriter discounts and commissions, ValueIncome Tax Disclosure [Text Block]Income TaxesForeign Currency Contract, Asset, Fair Value DisclosureForeign exchange contractsSchedule of Effective Income Tax Rate Reconciliation [Table Text Block]Schedule of Reconciliation of U.S. Federal Statutory Rate to Effective Rate Series B Preferred Stock [Member]Series B Preferred Stock [Member]Adjustments to additional paid in capital Reclassification of warrant liabilities.Adjustments To Additional Paid In Capital Reclassification Of Warrant LiabilitiesAdjustments To Additional Paid In Capital Reclassification Of Warrant LiabilitiesCommon stock repurchased, ValueCommon stock repurchased, ValueStock Repurchased During Period, ValueCredit Facility [Domain]Credit FacilityIssuance of Series F-1 redeemable convertible preferred stock, net of issuance costs of $265Stock Issued During Period, Value, OtherRevenue RecognizedDeferred Revenue, Revenue RecognizedFinite-Lived Intangible Assets, Net, Ending BalanceFinite-Lived Intangible Assets, Net, Beginning BalanceFinite-Lived Intangible Assets, NetNet Carrying AmountDebt Securities, Available-for-Sale [Table]Trade Name/Trademark [Member]Trade Names [Member]Business Combination Change In Contingent Consideration Liability ,Fair Value, Purchase Accounting Adjustments Classified As Operating Cash FlowsBusiness Combination Change In Contingent Consideration Liability ,Fair Value, Purchase Accounting Adjustments Classified As Operating Cash FlowsAmount paid in excess of fair value recorded in purchase accounting classified as operating cash flowsSchedule of Finite-Lived Intangible Assets Acquired as Part of Business Combination [Table Text Block]Schedule of Estimated Fair Value of the Identified Intangible AssetsOther accrued expenses and current liabilitiesOther Accrued Liabilities, CurrentPartner F member.Partner F [Member]Partner FPayment processing services costs.Payment Processing Services CostsPayment processing services costsProvision For Income Tax DomainProvision For Income Tax [Domain]Provision For Income TaxLiabilities and Equity [Abstract]Liabilities and Stockholders' EquityShare Repurchase Program, Excise TaxShare Repurchase Program, Excise TaxDocument Period End DateDocument Period End DateNet cash (used in) provided by financing activitiesNet Cash Provided by (Used in) Financing ActivitiesDebt Instrument, Interest Rate, Basis for Effective RateDebt instrument, interest rate descriptionEmployee Benefits and Share-Based CompensationShare Based CompensationPercentage of tax provisionEffective Income Tax Rate Reconciliation, PercentEffective Income Tax Rate Reconciliation, Percent, TotalStockholders' Equity Note [Abstract]Restricted stock units awarded to covering an aggregate of shares of common stockStock Issued During Period, Shares, Restricted Stock Award, GrossImpact of InflationImpact of Inflation PolicyImpact of Inflation PolicyAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountAntidilutive Securities Excluded from Computation of Earnings Per Share, AmountDebt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year One Through FiveDue after one year through five yearsLetter Of Credit Sub Facility Included In BorrowingsLetter Of Credit Sub Facility Included In BorrowingsLetter Of Credit Sub Facility Included In BorrowingsStock-based compensationAPIC, Share-based Payment Arrangement, Increase for Cost Recognition, TotalAPIC, Share-Based Payment Arrangement, Increase for Cost RecognitionAccrued expenses and other current liabilitiesAccrued Liabilities, Currentaccrued expenses and current liabilitiesLessee, Operating Lease, Liability, to be Paid, after Year FiveThereafterRestricted Cash MemberRestricted Cash [Member]Restricted Cash(Benefit from) provision for income taxesIncome Tax Expense (Benefit)Total income tax provision (benefit)Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]Debt Securities, Available-for-Sale [Abstract]Fair ValueCosts incurred in connection with public offeringCosts incurred in connection with public offeringCosts incurred in connection with public offeringClient Relationships [Member]Client relationships memberDerivative Instruments and Hedging Activities Disclosures [Table]Derivative Instruments And Hedging Activities Disclosures [Table]Trading SymbolTrading SymbolBusiness Combinations [Abstract]Variable Rate [Axis]Total stockholders' equityEquity, Attributable to ParentBalanceBalancePartner Concentration Risk [Member]Partner Concentration Risk [Member]Partner Concentration RiskCommitments And Contingencies Disclosure [Line Items]Commitments And Contingencies Disclosure [Line Items]Commitments And Contingencies Disclosure [Line Items]Long-Lived Tangible Asset [Axis]Long-Lived Tangible AssetOther Liabilities, Noncurrent, TotalOther Liabilities, NoncurrentOther liabilitiesShare-Based Payment Arrangement [Policy Text Block]Stock-based CompensationDerivative Instrument [Axis]Derivative InstrumentCash consideration, net of cash acquiredPayments to Acquire Businesses, GrossCash consideration, net of cash acquiredCohort GoCohort Go [Member]Cohort Go [Member]Common stock, shares, outstanding, non-voting right.Common Stock Shares Outstanding Non Voting RightCommon Stock Shares Outstanding Non Voting RightIssued and outstanding restricted stock unitsRestricted Stock Units (RSUs) [Member]Restricted Stock Units (RSUs) [Member]Increase (Decrease) in Deferred RevenueDeferred revenueVariable lease expenseVariable Lease, CostProperty, Plant and Equipment [Table]Schedule Of Property Plant And Equipment [Table]Goodwill, TotalGoodwillEnding balanceBeginning balanceGoodwillConvertible Preferred Stock and Redeemable Convertible Preferred Stock Text Block.Convertible Preferred Stock And Redeemable Convertible Preferred Stock [Text Block]Convertible Preferred Stock and Redeemable Convertible Preferred StockUnrecognised compensation expense related to unvested RSUs, RSAs and ESPPShare-based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount, TotalShare-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, AmountSelling, General and Administrative Expenses, Policy [Policy Text Block]Selling and MarketingShare Repurchase Program [Axis]Summary of the Stock Based Compensation Expense for Stock Options, RSAs, RSUs and Employee Stock Purchase Plan Granted to EmployeesShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]Measurement Input, Discount Rate [Member]Discount rate [Member]Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in EarningsChange in fair valueGoodwill, Impairment Loss, Net of TaxGoodwill impairmentTemporary Equity [Line Items]Temporary Equity [Line Items]Measurement Input Type [Axis]Measurement Input TypeGeographical [Axis]GeographicalDebt Securities, Available-for-Sale, Accumulated Gross Unrealized Loss, before TaxGross Unrealized LossesGross Unrealized LossesLeases [Abstract]Technology-Based Intangible

Assets [Member]Developed Technology [Member]Area of LandArea of landUse of Estimates, Policy [Policy Text Block]Use of EstimatesProceeds from Issuance of Long-term Debt, TotalProceeds from Issuance of Long-Term DebtProceeds from issuance of long-term debtShares repurchase Including Commissions and Accrued Excise Tax, AmountShares repurchase Including Commissions and Excise Tax, AmountShares repurchase Including Commissions and Excise Tax, AmountConcentration Risk, PercentageConcentration risk, percentagePartner G.Partner C [Member]Partner CSchedule of Business Acquisitions, by Acquisition [Table]Schedule Of Business Acquisitions By Acquisition [Table]Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend RateExpected dividend yieldContract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]Summary of Contract with Customer, Contract Asset, Contract Liability, and ReceivableAvailable for conversion of non-voting common stockAvailable for conversion of non voting stock [Member]Available for conversion of non voting stock [Member]Security Exchange NameSecurity Exchange NameIncrease (Decrease) in Unbilled ReceivablesUnbilled receivablesLearning Information Systems Pty Ltd.Learning Information Systems Pty Ltd [Member]Learning Information Systems Pty Ltd [Member]Fair Value by Liability Class [Domain]Fair Value by Liability ClassBusiness Acquisition, Acquiree [Domain]Business Acquisition, AcquireeVoting And Non Voting Common Stock [Member]Voting And Non Voting Common Stock [Member]Voting And Non Voting Common Stock [Member]Series F-1 redeemable convertible preferred stockSeries F1 Redeemable Convertible Preferred Stock [Member]Series F1 Redeemable Convertible Preferred StockUnbilled Receivables, CurrentUnbilled receivablesUnbilled receivables, net of allowance of $XX and $27, respectivelyLong-Lived Tangible Asset [Domain]Long-Lived Tangible AssetClass of Stock [Axis]Class of StockAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Ending BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, Beginning BalanceAccumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment, TotalAccumulated Depreciation, Depletion and Amortization, Property, Plant, and EquipmentAccumulated depreciation property, plant, and equipmentLess: Accumulated depreciation and amortizationAccumulated Depreciation, Depletion and Amortization, Sale or Disposal of Property, Plant and EquipmentAccumulated depreciation sale of property plant and equipmentAccumulated depreciation sale of property plant and equipmentInvoiced [Member]Invoiced [Member]Invoiced [Member]Property, Plant and Equipment included Foreign Currency Translation AdjustmentProperty, Plant and Equipment included Foreign Currency Translation AdjustmentProperty, Plant and Equipment included Foreign Currency Translation AdjustmentFair Value Disclosures [Text Block]Fair Value MeasurementsLessee, Operating Lease, Liability, to be Paid, Year Three2025Subsequent Event [Member]MaximumMaximum [Member]Total liabilities and stockholders' equityLiabilities and EquityDebt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10Due after five years through ten yearsCompany recognized ROU assetsROU assetsOperating Lease, Right-of-Use AssetSimplificare Inc [Member].Simplificare Inc [Member]Simplificare Inc [Member]2009 Plan.Two Thousand Nine Plan [Member]2009 Plan [Member]Financial Liabilities Fair Value DisclosureTotal financial liabilitiesNet income (loss) per share attributable to common stockholders - dilutedNet income (loss) per share attributable to common stockholders - dilutedEarnings Per Share, DilutedEarnings Per Share, Diluted, TotalMinimum tax on global adjusted, percentageMinimum Tax On Global Adjusted Financial StatementMinimum Tax On Global Adjusted Financial StatementLeasehold Improvements [Member]Leasehold ImprovementsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, LiabilitiesTotal liabilities assumedEntity Ex Transition PeriodEntity Ex Transition PeriodBusiness Combination, Contingent Consideration Arrangements, Change In Contingent Consideration Liability Fair Value [Abstract]Business Combination, Contingent Consideration Arrangements, Change In Contingent Consideration Liability Fair Value [Abstract]Investment C [Member]Investment C [Member]Investment CLiabilitiesTotal liabilitiesCommon Stock, Voting RightsCommon Stock, Voting RightsFair Value Hierarchy and NAV [Domain]Fair Value Hierarchy and NAVAssets, CurrentTotal current assetsLine of Credit Facility, Interest Rate DescriptionLine of Credit Facility, Interest Rate DescriptionNet Cash Provided by (Used in) Investing ActivitiesNet cash used in investing activitiesShare-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Weighted Average Volatility RateExpected volatilityAgency bondAgency Securities [Member]Stock Issued During Period, Shares, New IssuesStock shares issued during the period sharesRealized Investment Gains (Losses), TotalRealized Investment Gains (Losses)Sale of Long-Term investmentsPayment for Contingent Consideration Liability, Financing ActivitiesContingent consideration paid for acquisitionsPayment processing services costs member.Payment Processing Services Costs [Member]Payment Processing Services CostsStock option granted under plan, vesting periodShare-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting PeriodEntity Filer CategoryEntity Filer CategoryGoodwill and Intangible Assets Disclosure [Text Block]Goodwill and Acquired Intangible AssetsProperty, Plant and Equipment [Abstract]Invoiced Inc.Invoiced Inc [Member]Invoiced Inc [Member]Available for issuance under the 2021 Equity Incentive PlanTwo thousand and twenty one employee stock purchase plan.Two Thousand And Twenty One Employee Stock Purchase Plan [Member]2021 Employee Stock Purchase Plan [Member]Partner B.Partner B [Member]Partner BAccrued vendor liabilitiesAccrued vendor liabilities.Accrued Vendor LiabilitiesAccrued vendor liabilitiesNet income (loss) attributable to common stockholders - dilutedNet income (loss) attributable to common stockholders - dilutedNet Income (Loss) Available to Common Stockholders, Diluted, TotalNet Income (Loss) Available to Common Stockholders, DilutedAmount Withdrawn On Revolving Credit FacilityAmount Withdrawn On Revolving Credit FacilityAmount Withdrawn On Revolving Credit FacilityNonoperating Income (Expense) [Abstract]Other income (expense):Derivative, Notional AmountDerivatives, Notional amountCurrent Fiscal Year End DateCurrent Fiscal Year End DateProceeds from the maturity and sale of short-term and long-term investmentsProceeds from the Maturity and Sale of Short-Term and Long-Term InvestmentsProceeds From the Maturity and Sale of ShortTerm and LongTerm InvestmentsFair Value, Assets and Liabilities Measured on Recurring and Nonrecurring Basis [Line Items]Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis [Line Items]Business Combination, Consideration Transferred, Liabilities IncurredEstimated fair value of contingent considerationProperty, Plant and Equipment, Policy [Policy Text Block]Property and EquipmentLess - present value discountOperating lease present value discountOperating lease present value discountShare-based Payment Arrangement, Noncash Expense, TotalShare-Based Payment Arrangement, Noncash ExpenseStock-based compensation expenseEffect of potentially dilutive stock optionsEffect of potentially dilutive stock optionsEffect of potentially dilutive stock optionsSchedule of Accrued expenses and other current liabilities [Table Text Block]Schedule of Accrued expenses and other current liabilities [Table Text Block]Schedule of Accrued expenses and other current liabilitiesRelated Party Transaction [Axis]Revenue Recognition [Abstract]Issuance CostsAdjustments to Additional Paid in Capital, Stock Issued, Own-share Lending Arrangement, Issuance CostsAdjustments to Additional Paid in Capital, Stock Issued, Own-share Lending Arrangement, Issuance CostsFunds receivable from payment partnersFunds Receivables From Payment PartnersFunds Receivables From Payment PartnersSchedule of Supplemental Balance SheetSupplemental Balance Sheet InformationSupplemental balance sheet informationUnited States and Canada (Americas) [Member]United States and Canada (Americas) [Member]AmericasGoodwill, Foreign Currency Translation Gain (Loss)Foreign currency translation adjustmentSINGAPORESINGAPOREProvision For Income Tax AxisProvision For Income Tax [Axis]Provision For Income TaxCommitted to Settling Earn-out LiabilitiesCommitted to Settling Earn-Out Liabilities [Member]Committed to Settling Earn-Out Liabilities [Member]Entity Registrant NameEntity Registrant NameUnrealized Gains on Available-for-sale Debt SecuritiesUnrealized Gains (Losses) on Available-for-Sale Debt Securities [Member]Unrealized Gains (Losses) on Available-for-Sale Debt Securities [Member]Debt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated Loss, TotalDebt Securities, Available-for-Sale, Unrealized Loss Position, Accumulated LossTotalTotalBusiness Combination, Contingent Consideration, Liability, TotalBusiness Combination, Contingent Consideration, LiabilityBusiness acquisition contingent consideration liabilityCompensation and Employee Benefit Plans [Text Block]Employee Benefit PlanIssuance Of Common Stock For Vested Restricted Stock UnitsIssuance Of Common Stock For Vested Restricted Stock UnitsIssuance of common stock for restricted stock unitsIssuance of common stock upon settlement of restricted stock unitsNumber of reportable segmentsNumber of Reportable SegmentsSchedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table]Schedule Of Share Based Compensation Arrangements By Share Based Payment Award [Table]Funds receivable.Funds Receivable [Member]Funds ReceivableNet Income (Loss) Per ShareEarnings Per Share [Text Block]Debt Instrument, Maturity DateDebt Instrument, Maturity DateEntity Emerging Growth CompanyEntity Emerging Growth CompanyMoney Market Funds [Member]Money Market FundsWeighted average common shares outstanding - basicWeighted Average Number of Shares Outstanding, BasicWeighted Average Number of Shares Outstanding, Basic, TotalPercentage of excise tax on net share repurchasePercentage Of Excise Tax On Net Share RepurchasePercentage Of Excise Tax On Net Share RepurchaseAmount of contingent consideration liability, Personnel CostsBusiness Combination, Contingent Consideration Arrangements, Change in Amount of Contingent Consideration, LiabilityChange in fair value of contingent considerationSpread Adjustments [Member]Spread Adjustments [Member]Common Stock, Shares AuthorizedCommon Stock, Shares AuthorizedShare Repurchase Program [Domain]Property, Plant and Equipment, Useful LifeEstimated Useful LifeOther comprehensive income (loss) before reclassificationsOther Comprehensive Income (Loss), before Reclassifications, Net of TaxProceeds from issuance of common stock under employee stock purchase planCommon stock repurchasedProceeds from Issuance of Common StockContingent Consideration PaymentsContingent Consideration Payments Concentration Risk Type [Axis]Concentration Risk TypeFair Value, Inputs, Level 1 [Member]Level 1 [Member]Increase (Decrease) in Accounts Payable and Accrued Liabilities, TotalIncrease (Decrease) in Accounts Payable and Accrued LiabilitiesAccounts payable, accrued expenses and other current liabilitiesDebt Disclosure [Abstract]Description of contingent considerationDescription of contingent considerationAmortization of Intangible Assets, TotalAmortization of Intangible AssetsAmortization of Intangible AssetsFinancial Instrument [Axis]Financial Support for Nonconsolidated Legal Entity [Line Items]Financial Support For Nonconsolidated Legal Entity [Line Items]General and Administrative Expense [Member]General and Administrative ExpensePrepaid expenses and other current assetsBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, Prepaid Expense and Other AssetsRevenue [Policy Text Block]Revenue RecognitionLong-Lived AssetsLong-lived assetsBusiness Combinations and Other Purchase of Business Transactions, Policy [Policy Text Block]Business AcquisitionShare-Based Payment Arrangement [Abstract]Impairment or Disposal of Long-Lived Assets, Policy [Policy Text Block]Impairment of Long-Lived AssetsCollaborative Arrangement and Arrangement Other than Collaborative [Table]Schedule Of Collaborative Arrangements And Noncollaborative Arrangement Transactions [Table]Funds receivable from payment partnersOther Receivables, Net, CurrentOther Receivables, Net, Current, TotalBusiness Acquisition, Pro Forma Net Income (Loss)Business Acquisition, Pro Forma Net Income (Loss)Business Acquisition, Pro Forma Net LossSchedule of Accumulated Other Comprehensive Income (Loss) [Table Text Block]Schedule of Changes in Accumulated Other Comprehensive Income (loss)Remining Performance Obligations Remaining To Be Recognized Over The Next Three To Five YearsRemining Performance Obligations Remaining To Be Recognized Over The Next Three To Five YearsRemining Performance Obligations Remaining To Be Recognized Over The Next Three To Five YearsDebt Securities, Available-for-Sale, TotalDebt Securities, Available-for-SaleEstimated Fair ValueAccounting Policies [Abstract]Series C Preferred Stock [Member]Series C Preferred Stock [Member]Share-Based Payment Arrangement, Option, Activity [Table Text Block]Summary of Stock Option ActivityInvestment B [Member]Investment B [Member]Investment BPayment Processing Services Costs [Policy Text Block]Payment Processing Services Costs Policy [Text Block]Payment Processing Services CostsDefined Benefit Plans and Other Postretirement Benefit Plans Disclosures [Abstract]Follow On Public OfferingFollow On Public Offering [Member]Follow On Public Offering [Member]Income Tax Disclosure [Abstract]Equity, Attributable to Parent [Abstract]Stockholders' equity:Debt obligation from foreign entityForeign Government Debt [Member]Client AClient A [Member]Client AInterest Income, OtherInterest incomeCash and Cash Equivalents, Restricted Cash and Cash Equivalents, Policy [Policy Text Block]Cash Equivalents and Restricted CashUnrecognized compensation expens amortisation periodUnrecognized compensation expens amortisation periodStatement [Table]Statement [Table]Segment Reporting, Policy [Policy Text Block]Segment InformationProperty, Plant and Equipment [Table Text Block]Schedule of Property Plant and Equipment, NetSchedule of Common Stock reserved future issuance.Schedule of Common Stock reserved future issuance [Table Text Block]Summary of Reserved Shares of Common StockSubsequent Event [Table]Preferred Stock, Shares AuthorizedPreferred Stock, Shares AuthorizedDebt Securities, Available-for-Sale, Allowance for Credit Loss [Table Text Block]Schedule Of Gross Unrealized Losses And Fair Values For Available-For-Sale Debt SecuritiesEntity File NumberEntity File NumberAsset-Backed Securities [Member]Asset-backed SecuritiesNet (decrease) increase in cash and cash equivalentsCash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate EffectRemining performance obligations remaining to be recognized over the next 2 to 5 yearsRemining Performance Obligations Remaining to be Recognized Over the next Two to Five YearsRemining performance obligations remaining to be recognized over the next two to five yearsEarnings Per Share [Abstract]Finite-Lived Intangible Asset, Expected Amortization, after Year FiveThereafterPartner Type [Axis]Partner TypeRevenue Remaining Performance Obligation Paid Over Next Years PercentageRevenue Remaining Performance Obligation Paid Over Next Years PercentageRevenue Remaining Performance Obligation Paid Over Next Years PercentageStatement of Financial Position [Abstract]Net Income (Loss) Per Share [Policy Text Block]Net Income Loss Per Share Policy [Text Block]Net Income (Loss) Per ShareInterest Expense, TotalInterest Expense, Operating and NonoperatingInterest ExpenseInterest expenseIPO [Member]IPOIncome (loss) from operationsOperating Income (Loss)Capitalized Computer Software, AmortizationAmortization expense related to internal use softwareShares issued, price per shareShares Issued, Price Per ShareDerivative Asset, TotalDerivative AssetDerivatives, Asset notional amountAccrued income and other non-employee related taxesAccrued Income Taxes, CurrentAccrued income taxes payableAvailable for issuance under Employee Stock Purchase PlanEmployee Stock Purchase Plan MemberEmployee Stock Purchase Plan MemberEntity Shell CompanyEntity Shell CompanyAccrued Investment Income ReceivableAccrued Interest ReceivableAccrued Interest ReceivableUnbilled Receivable, NetUnbilled Receivable, NetUnbilled receivables, netPayments of costs related to public offeringPayments of costs related to public offeringPayments of costs related to public offeringPayments of costs related to public offeringAccrued Professional Fees, CurrentAccrued professional servicesEffect of potentially dilutive restricted common stockEffect of potentially dilutive restricted common stockEffect of potentially dilutive restricted common stockFair Value Measurement Inputs and Valuation Techniques [Table Text Block]Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent ConsiderationDisclosure Stockholder S Equity Deficit Additional Information Details Line ItemsDisclosure Stockholder S Equity Deficit Additional Information Details [Line Items]Disclosure - Stockholder's Equity (Deficit) - Additional Information (Details) [Line Items]Entity Tax Identification NumberEntity Tax Identification NumberAssets [Abstract]AssetsEntity Current Reporting StatusEntity Current Reporting StatusNet income (loss) attributable to common stockholders - basicNet Income (Loss) Available to Common Stockholders, Basic, TotalNet Income (Loss) Available to Common Stockholders, BasicDebt Securities, Available-for-Sale, Realized Gain (Loss), TotalDebt Securities, Available-for-Sale, Realized Gain (Loss)Realized gains or losses on the short-term

investmentsInternal-use softwareSoftware Development [Member]Software DevelopmentImpact of the Conflict between Israel and HamasImpact of the Conflict between Israel and Hamas PolicyImpact of the Conflict between Israel and Hamas PolicyProperty, Plant and Equipment Disclosure [Text Block]Property and Equipment, netLine of Credit Facility, Interest Rate During PeriodLine of Credit Facility, Interest Rate During PeriodLong-Term Debt, Type [Axis]Long-term Debt, TypeSubsequent Events [Abstract]Debt DiscountDebt DiscountBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, AssetsTotal assets acquiredGeographical [Domain]GeographicalDocument Fiscal Year FocusDocument Fiscal Year FocusEmployee Stock Purchase Plan Shares (Member)Employee stock purchase plan shares [Member]Employee stock purchase plan shares [Member]Foreign Currency Translation Adjustment [Member]Foreign Currency Translation Adjustment [Member]Foreign Currency Translation AdjustmentAsset Acquisition, Contingent Consideration, Liability, TotalAsset Acquisition, Contingent Consideration, LiabilityContingent considerationPreferred stock, $0.0001 par value; 10,000,000 shares authorized as of September 30, 2024 and December 31, 2023; and no shares issued and outstanding as of September 30, 2024 and December 31, 2023Preferred Stock, Value, Issued, Ending BalancePreferred Stock, Value, Issued, Beginning BalancePreferred Stock, Value, Issued, TotalPreferred Stock, Value, IssuedPurchase of property and equipment in accounts payableCapital Expenditures Incurred but Not yet PaidDebt Securities, Available-for-Sale, Maturity, Allocated and Single Maturity Date, Amortized CostTotal investmentsFinite-Lived Intangible Assets, Accumulated AmortizationAccumulated AmortizationExcise tax cost of treasury stockTreasury Stock, Value, Acquired, Cost MethodLong-Term InvestmentsLong-term investmentsTotal long-term investmentsLess Amount of gain (loss) reclassified from AOCILess Amount of gain (loss) reclassified from AOCIDebt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year One Through FiveDue after one year through five yearsBusiness Acquisition [Axis]Business AcquisitionLong-Lived Asset, Held-for-Sale, Type [Axis]Long Lived Assets Held-for-sale by Asset TypeCity Area CodeCity Area CodeReclassification, Comparability Adjustment [Policy Text Block]ReclassificationSchedule of Supplemental Cash FlowSchedule of Cash Flow, Supplemental Disclosures [Table Text Block]Measurement Input Performance Period [Member]Measurement Input Performance Period [Member]Performance period [Member]Non-voting common stock, $0.0001 par value; 10,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 1,873,320 shares issued and outstanding as of September 30, 2024 and December 31, 2023Common stock value non-voting right.Common Stock Value Non Voting RightLiabilities, CurrentTotal current liabilitiesDerivative Contract [Domain]Derivative ContractBusiness acquisition goodwill expected tax deductible amountBusiness Acquisition, Goodwill, Expected Tax Deductible AmountCommon stock shares authorized non-voting right.Common Stock Shares Authorized Non Voting RightCommon Stock Shares Authorized Non Voting RightCommon Stock Shares Authorized Non Voting RightGoodwill and Intangible Assets, Policy [Policy Text Block]GoodwillPercentage of voting securities, Right To PurchasePercentage of voting securities, Right To PurchasePercentage of voting securities, Right To PurchaseDebt Securities, Available-for-Sale, Amortized Cost, Maturity, Allocated and Single Maturity Date, after Year 10Due after ten yearsOrganization, Consolidation and Presentation of Financial Statements [Abstract]Local Phone NumberLocal Phone NumberClient CClient C [Member]Preferred Stock, Shares Outstanding, Ending BalancePreferred Stock, Shares Outstanding, Beginning BalancePreferred Stock, Shares OutstandingPreferred Stock, Shares OutstandingAntidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]Issuance of Series F-1 redeemable convertible preferred stock, net of issuance costs of $265, sharesStock Issued During Period, Shares, OtherIssuance of convertible preferred stock upon net exercise of warrants, sharesAdditional Paid in Capital, Ending BalanceAdditional Paid in Capital, Beginning BalanceAdditional Paid in Capital, TotalAdditional Paid in CapitalAdditional paid-in capitalDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 Months, Accumulated LossLess than 12 MonthsLess than 12 MonthsForeign Agency SecuritiesForeign Agency Securities (Member)Foreign Agency Securities (Member)Hedging Designation [Axis]Hedging DesignationPurchase of InvestmentsPurchase of InvestmentsPurchase of short-term and long-term investmentsFair Value Measurement Inputs and Valuation Techniques [Abstract]Series E redeemable convertible preferred stockSeries E Redeemable Convertible Preferred Stock [Member]Series E Redeemable Convertible Preferred Stock [Member]Income Tax, Policy [Policy Text Block]Income TaxesSchedule of Income before Income Tax, Domestic and Foreign [Table Text Block]Schedule of Components of Loss Before Provision for Income TaxesCommitments and Contingencies Disclosure [Abstract]Treasury voting common stock, 3,580,637 and 2,315,045 shares as of September 30, 2024 and December 31, 2023, respectively, held at costTreasury Stock, Value, Ending BalanceTreasury Stock, Value, Beginning BalanceTreasury Stock, Value, TotalTreasury Stock, ValueConvertible Preferred Stock [Member]Convertible Preferred Stock [Member]Debt Issuance Costs, Net, TotalDebt Issuance Costs, NetDebt Issuance Costs, NetLess unamortized debt issuance costsSchedule of Deferred Tax Assets and Liabilities [Table Text Block]Schedule of Company's Deferred Tax Assets and LiabilitiesOperating Lease, Liability, CurrentCurrent portion of operating lease liabilitiesTemporary Equity Disclosure [Abstract]Document Information:Document Information [Line Items]Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, TotalOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of TaxForeign currency translation adjustmentForeign currency translation adjustmentOther Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of TaxDebt Instrument, Interest Rate, Stated PercentageDebt Instrument, Interest Rate, Stated PercentageConvertible Preferred Stock, Shares Issued upon ConversionConvertible Preferred Stock, Shares Issued upon ConversionRetained Earnings [Member]Accumulated DeficitAmortization of Debt Issuance Costs and Discounts, TotalAmortization of Debt Issuance Costs and DiscountsAmortization of Debt Issuance Costs and DiscountsOver-Allotment Option [Member]Over-Allotment OptionPayments to Acquire Property, Plant, and Equipment, TotalPayments to Acquire Property, Plant, and EquipmentPurchases of property and equipmentBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Assets, ReceivablesAccounts receivableDebt Securities, Available-for-Sale, Amortized Cost, Excluding Accrued Interest, before Allowance for Credit Loss, CurrentGross Amortized CostDocument Transition ReportDocument Transition ReportInvoiced Inc Acquisition [Member]Invoiced Inc Acquisition [Member]Invoiced Inc Acquisition [Member]Authorized share repurchase programShare Repurchase Program, Authorized, AmountAuthorized share repurchase programOther Income (Expense), Net [Policy Text Block]Other Income (Expense), Net [Policy Text Block]Other Income (Expense), NetShare-Based Compensation Arrangement by Share-Based Payment Award, Purchase Price of Common Stock, PercentShare based compensation arrangement by share based payment award price at which common stock is purchased,PercentLessee, Operating Lease, Liability, to be Paid, Year Two2024Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Deferred Tax LiabilitiesDeferred tax liabilitiesAntidilutive Security, Excluded EPS Calculation [Table]Schedule Of Antidilutive Securities Excluded From Computation Of Earnings Per Share [Table]Debt Securities, Available-for-Sale, Fair Value, Maturity, Allocated and Single Maturity Date, after Year 5 Through 10Due after five years through ten yearsDerivative Liability, Statement of Financial Position [Extensible Enumeration]Platform Revenue [Member]Platform Revenue [Member]Platform Revenue [Member]Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]Fair Value Liabilities Measured On Recurring Basis Unobservable Input Reconciliation [Line Items]Concentration Risk, Credit Risk, Policy [Policy Text Block]Concentrations of Credit Risk, Financial Instruments and Significant ClientsRemaining of fiscal year 2024Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year2018 Plan.Two Thousand and Eighteen Plan [Member]2018 Plan [Member]MinimumMinimum [Member]Platform And Other Revenues [Member]Platform And Other Revenues [Member]Platform And Other Revenues [Member]Common Stock [Member]Common Stock [Member]Common StockShare-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]Business Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Cash and EquivalentsCashAmortization of deferred contract costs.Amortization Of Deferred Contract CostsAmortization of deferred contract costsAdditional Paid-in Capital [Member]Additional Paid-in CapitalAccounts payable and accrued expensesBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Current Liabilities, Accounts PayableForeign Currency Transactions and Translations Policy [Policy Text Block]Foreign Currency Translation and TransactionsAdjustments 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]Short-Term Investments [Member]Short-term investmentsStatement of Income Location, Balance [Domain]Income Statement Location2023 Follow-On Public Offering2023 Follow-On Public Offering Policy2023 Follow-On Public OfferingLessee, Operating Lease, Liability, to be Paid, Year One2023 (remaining nine months)Disclosure of accounting policy for preferred stock warrant liability.Preferred Stock Warrant Liability Policy [Text Block]Preferred Stock Warrant LiabilityOther Assets, Noncurrent, TotalOther Assets, NoncurrentOther assetsEstimated fair value of contingent considerationEstimated Fair Value Of Contingent ConsiderationEstimated Fair Value Of Contingent ConsiderationOffering costs related to public offering included in accounts payable, accrued expenses and other current liabilitiesOffering costs related to public offering included in accounts payable, accrued expenses and current liabilitiesOffering costs related to public offering included in accounts payable, accrued expenses and current liabilitiesInvestment, Issuer Name [Domain]Paid-in-Kind InterestNon-cash interest expenseIncrease (Decrease) in Other Operating Liabilities, TotalIncrease (Decrease) in Other Operating LiabilitiesOther liabilitiesFair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, PurchasesAdditionsSecurity Owned and Sold, Not yet Purchased, at Fair Value [Axis]Unrealized gains on available-for-sale debt securities, net of taxesDebt Securities, Available-for-Sale, Unrealized Gain (Loss), TotalDebt Securities, Available-for-Sale, Unrealized Gain (Loss)Unrealized gains (losses) on available-for-sale debt securities, netUnrealized losses on available-for-sale debt securities, netProceeds from Sale of Debt Securities, Available-for-SaleSales of available-for-sale debt securitiesGoodwill and Intangible Assets Disclosure [Abstract]Entity Common Stock, Shares OutstandingEntity Common Stock, Shares OutstandingDisaggregation of Revenue [Line Items]Disaggregation Of Revenue [Line Items]Goodwill related to acquisitionsGoodwill, Acquired During PeriodDebt Securities, Available-for-Sale, Continuous Unrealized Loss Position, Less than 12 MonthsLess than 12 Months2025Finite-Lived Intangible Asset, Expected Amortization, Year One2022Increase decrease in contingent consideration.Increase Decrease In Contingent ConsiderationContingent considerationDepreciation, Amortization and Accretion, Net, TotalDepreciation, Amortization and Accretion, NetDepreciation and amortization expenseCommon Stock Warrants [Policy Text Block]Common Stock Warrants Policy [Text Block]Common Stock WarrantsAcquired relationships [Member]Customer Relationships [Member]Business acquisition transaction costsBusiness Acquisition, Transaction CostsVoting common stock, $0.0001 par value; 2,000,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 126,156,494 shares issued and 122,575,847 shares outstanding as of September 30, 2024; 123,010,207 shares issued and 120,695,162 shares outstanding as of December 31, 2023Common Stock, Value, Issued, Ending BalanceCommon Stock, Value, Issued, Beginning BalanceCommon Stock, Value, Issued, TotalCommon Stock, Value, IssuedPartner E [Member]Partner E [Member]Partner ECollaborative Arrangement and Arrangement Other than Collaborative [Line Items]Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]Schedule of Disclosure on Geographic Areas, Long-Lived Assets in Individual Foreign Countries by Country [Table Text Block]Summary of Company Property and Equipment, Net Based on GeographyShare Repurchase Program [Member]Share Repurchase Program [Member]Share Repurchase Program [Member]Revenue and integration targets milestone [Member].Revenue And Integration Targets Milestone [Member]Revenue And Integration Targets Milestone [Member]Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]Schedule of Estimated Annual Amortization Expense Of Intangible AssetsTransactions MemberTransactions [Member]Transactions [Member]Increase (Decrease) in Other Accounts PayableFunds payable to clientsDervative instrument not designated as hedging instrument, Gain LossGain (Loss) on Foreign Currency Derivative Instruments Not Designated as Hedging InstrumentsUndiscounted lease Payments, TotalTotal undiscounted lease payments Undiscounted lease PaymentsUndiscounted lease PaymentsRevenue volatility [Member]Revenue volatility .StudyLink [Member]StudyLink [Member]StudyLink [Member]Other Long-Term Investments [Member]Long-term investmentsEstimated fair valueEstimated Fair ValueEstimated fair value.Contingent Consideration Type [Domain]Contingent Consideration TypeCorresponding lease liabilityLease liabilitiesOperating Lease, LiabilityOperating Lease, Liability, TotalOther offering costs.Other Offering CostsOther offering costsDebt Securities, Available-for-Sale [Table Text Block]Schedule Of Estimated Fair Value Of Available-For-Sale Debt Securities Included Within Short-Term And Long-Term InvestmentsInvestment, Issuer Name [Axis]Defined contribution saving plans, matching contributions during the period.Defined Contribution Saving Plans Matching Contributions During PeriodDefined contribution saving plans, matching contributions during the periodCommitments and ContingenciesCommitments and contingencies (Note 15)Debt Securities, Available-for-Sale, Continuous Unrealized Loss Position, 12 Months or Longer, Accumulated Loss12 Months or LongerWeighted average common shares outstanding - dilutedWeighted Average Number of Shares Outstanding, DilutedWeighted Average Number of Shares Outstanding, Diluted, TotalRedeemable Convertible Preferred Stock [Member]Redeemable Convertible Preferred Stock [Member]Accounts receivable, net of allowance of $384 and $507, respectivelyAccounts Receivable, after Allowance for Credit Loss, Current, TotalAccounts Receivable, after Allowance for Credit Loss, CurrentAccounts receivable, netExpected volatilityExpected volatilityJoinder And Second Amendment To Loan And Security AgreementJoinder and Second Amendment to Loan and Security Agreement [Member].Joinder And Second Amendment To Loan And Security Agreement [Member]Concentration Risk Benchmark [Domain]Concentration Risk BenchmarkEntity Small BusinessEntity Small BusinessImpact of the Conflict between Russia and UkraineImpact of the Conflict between Russia and Ukraine policyImpact of the Conflict between Russia and Ukraine policyDebt Instrument, Basis Spread on Variable RateInterest rateDebt Disclosure [Text Block]DebtRepayments of DebtRepayments of DebtCapitalization of internally developed softwareCapitalization of internally developed softwareCapitalization of internally developed softwareRevenues, TotalRevenuesRevenueForeign Currency Transaction Gain (Loss), before Tax, TotalGain (Loss), Foreign Currency Transaction, before TaxGain (loss) from remeasurement of foreign currencyGain(loss) from remeasurement of foreign currencyDerivatives, Liability Notional AmountDerivative Liability, TotalDerivative LiabilityPreferred stock warrant liabilityOperating Leases, Rent Expense, TotalOperating Leases, Rent ExpenseRent expenseInternal-Use Software [Member]Internal-Use Software [Member]Internal-use softwareTechnology and development member.Technology And Development [Member]Technology And DevelopmentBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, Net, TotalBusiness Combination, Recognized Identifiable Assets Acquired and Liabilities Assumed, NetNet assets acquiredCredit Facility [Axis]Credit FacilityRevolving Credit Facility [Member]Revolving Credit FacilitySummary of weighted average of fair value the preferred stock warrant liability.Summary Of Weighted Average Of Fair Value The Preferred Stock Warrant Liability Table [Text Block]Summary of Weighted Average of Fair Value the Preferred Stock Warrant LiabilityCommon Stock, Conversion BasisCommon Stock Issuable Upon ConversionStock Options [Member]Stock Options [Member]Accretion (Amortization) of Discounts and Premiums, InvestmentsAccretion of discounts on investments, net of amortization of premiumsAccretion of discounts on investments, net of amortization of premiumsDebt Securities,

~~Available-for-Sale, Amortized Cost, Allowance for Credit Loss, Excluding Accrued Interest, CurrentAllowance for Credit LossesIssuance of common stock for retention bonus.Issuance Of Common Stock For Retention BonusIssuance of common stock for retention bonusIssuance of Treasury SharesStock Issued During Period, Shares, Treasury Stock ReissuedNet Cash Provided by (Used in) Financing Activities [Abstract]Cash flows from financing activities:Accounts Payable, Accrued Liabilities, and Other Liabilities Disclosure, Current [Text Block]Accrued Expenses and Other Current LiabilitiesDebt Securities, Available-for-Sale, Unrealized Loss Position, Number of PositionsNumber of available-for-sale debt securities in an unrealized loss positionDerivative Instruments and Hedging Activities Disclosure [Abstract]Derivative, Number of Instruments Held, TotalDerivative, Number of Instruments HeldNumber of derivative instrumentsIntangible Assets, Net (Excluding Goodwill)Intangible assets, netNet Carrying AmountDenominator AbstractDenominator [Abstract]Denominator:ROU assets obtained in exchange for new operating lease liabilitiesRight-of-Use Asset Obtained in Exchange for Operating Lease LiabilityLine of Credit Facility, Commitment Fee PercentageLine of Credit Facility, Commitment Fee PercentageContingent Consideration of fair ValueContingent Consideration of fair ValueFair value of contingent considerationFair Value, Inputs, Level 3 [Member]Level 3 [Member]Weighted-average remaining lease termsOperating Lease, Weighted Average Remaining Lease TermSubsequent Events [Text Block]Subsequent EventsPlatform And Usage Based Fees MemberPlatform And Usage Based Fees [Member]Platform And Usage-Based Fees [Member]Platform [Member]Accounts Payable, Current, TotalAccounts Payable, CurrentAccounts payableIssuance of common stock shares for retention bonus.Issuance Of Common Stock Shares For Retention BonusIssuance of common stock for retention bonus, sharesAccounts receivable, allowance for credit loss, currentAccounts Receivable, Allowance for Credit Loss, Current2021 Revolving Credit FacilityTwo Thousand Twenty One Revolving Credit Facility [Member]Two Thousand Twenty One Revolving Credit Facility [Member]Short-term lease expenseShort-Term Lease, CostProceeds from Sale of Short-Term InvestmentsProceeds from Sale of Short-Term InvestmentsAccounts Receivable, Allowance for Credit LossAllowance for doubtful accounts at the end of the yearAllowance for doubtful accounts at the beginning of the yearAllowance for credit losses at the beginning of the periodAllowance for credit losses at the end of the period XML 9 R1.htm IDEA: XBRL DOCUMENT~~

Document and Entity Information - shares	9 Months Ended Sep. 30, 2024	Nov. 04, 2024
Document Information [Line Items]		
Document Type	10-Q	
Amendment Flag	false	
Document Quarterly Report	true	
Document Transition Report	false	
Document Period End Date	Sep. 30, 2024	
Document Fiscal Year Focus	2024	
Document Fiscal Period Focus	Q3	
Current Fiscal Year End Date	--12-31	
Entity File Number	001-40430	
Entity Registrant Name	FLYWIRE CORPORATION	
Entity Central Index Key	0001580560	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Large Accelerated Filer	
Entity Shell Company	false	
Entity Small Business	false	
Entity Emerging Growth Company	false	
Title of 12(b) Security	Voting common stock, $0.0001 par value per share	
Trading Symbol	FLYW	
Security Exchange Name	NASDAQ	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	27-0690799	
Entity Address, Address Line One	141 Tremont St #10	
Entity Address, City or Town	Boston	
Entity Address, State or Province	MA	
Entity Address, Postal Zip Code	02111	
City Area Code	617	
Local Phone Number	329-4524	
Voting Common Stock		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		122,543,757
Nonvoting Common Stock		
Document Information [Line Items]		
Entity Common Stock, Shares Outstanding		1,873,320

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Condensed Consolidated Balance Sheets (Unaudited) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 565,035	$ 654,608
Short-term investments	116,091	0
Accounts receivable, net of allowance of $384 and $507, respectively	27,510	18,215
Unbilled receivables, net of allowance of $27and $27, respectively	11,659	10,689
Funds receivable from payment partners	130,391	113,945
Prepaid expenses and other current assets	24,847	18,227
Total current assets	875,533	815,684
Long-term investments	40,357	0
Property and equipment, net	17,684	15,134
Intangible assets, net	126,966	108,178
Goodwill	156,292	121,646
Other assets	23,200	19,089
Total assets	1,240,032	1,079,731
Current liabilities:		
Accounts payable	23,182	12,587
Funds payable to clients	298,239	210,922
Accrued expenses and other current liabilities	46,227	43,315
Deferred revenue	7,692	6,968
Total current liabilities	375,340	273,792
Deferred tax liabilities	15,573	15,391
Other liabilities	5,874	4,431
Total liabilities	396,787	293,614
Commitments and contingencies (Note 15)		
Stockholders' equity:		
Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of September 30, 2024 and December 31, 2023; and no shares issued and outstanding as of September 30, 2024 and December 31, 2023	0	0
Voting common stock, $0.0001 par value; 2,000,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 126,156,494 shares issued and 122,575,847 shares outstanding as of September 30, 2024; 123,010,207 shares issued and 120,695,162 shares outstanding as of December 31, 2023	13	11
Non-voting common stock, $0.0001 par value; 10,000,000 shares authorized as of September 30, 2024 and December 31, 2023; 1,873,320 shares issued and outstanding as of September 30, 2024 and December 31, 2023	0	1
Treasury voting common stock, 3,580,637 and 2,315,045 shares as of September 30, 2024 and December 31, 2023, respectively, held at cost	(23,851)	(747)
Additional paid-in capital	1,016,349	959,302
Accumulated other comprehensive income	5,705	1,320
Accumulated deficit	(154,971)	(173,770)
Total stockholders' equity	843,245	786,117
Total liabilities and stockholders' equity	$ 1,240,032	$ 1,079,731

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Condensed Consolidated Balance

Sheets (Unaudited) (Parenthetical) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Accounts receivable, allowance for credit loss, current	$ 384	$ 507
Allowance for unbilled receivables current	$ 27	$ 27
Preferred Stock, Par or Stated Value Per Share	$ 0.0001	$ 0.0001
Preferred Stock, Shares Authorized	10,000,000	10,000,000
Preferred Stock, Shares Issued	0	0
Preferred Stock, Shares Outstanding	0	0
Common Stock, Par or Stated Value Per Share	$ 0.0001	$ 0.0001
Common Stock, Shares Authorized	2,000,000,000	2,000,000,000
Common Stock, Shares, Issued	126,156,494	123,010,207
Common Stock, Shares, Outstanding	122,575,857	120,695,162
Common Stock Par Or Stated Value Per Share Non Voting Right	$ 0.0001	$ 0.0001
Common Stock Shares Authorized Non Voting Right	10,000,000	10,000,000
Common Stock Shares Issued Non Voting Right	1,873,320	1,873,320
Common Stock Shares Outstanding Non Voting Right	1,873,320	1,873,320
Treasury Stock Common Shares	3,580,637	2,315,045

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Condensed Consolidated Statements of Operations And Comprehensive Income (Loss) (Unaudited) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Statement [Abstract]				
Revenue	$ 156,815	$ 123,323	$ 374,594	$ 302,549
Costs and operating expenses:				
Payment processing services costs	54,557	42,900	136,106	110,559
Technology and development	16,695	14,591	49,266	45,130
Selling and marketing	34,228	27,084	96,082	78,791
General and administrative	31,065	26,862	94,620	79,559
Total costs and operating expenses	136,545	111,437	376,074	314,039
Income (loss) from operations	20,270	11,886	(1,480)	(11,490)
Other income (expense):				
Interest expense	(128)	(99)	(403)	(280)
Interest income	4,970	3,841	16,568	7,711
Gain(loss) from remeasurement of foreign currency	5,457	(4,233)	2,079	(3,518)
Total other income (expense), net	10,299	(491)	18,244	3,913
Income (loss) before (benefit from) provision for income taxes	30,569	11,395	16,764	(7,577)
(Benefit from) provision for income taxes	(8,327)	752	(2,035)	2,276
Net Income (Loss)	38,896	10,643	18,799	(9,853)
Other comprehensive income (loss):				
Foreign currency translation adjustment	4,904	(2,581)	3,736	(499)
Unrealized gains on available-for-sale debt securities, net of taxes	702	0	649	0
Total other comprehensive income (loss)	5,606	(2,581)	4,385	(499)
Comprehensive income (loss)	44,502	8,062	23,184	(10,352)
Net income (loss) attributable to common stockholders - basic	38,896	10,643	18,799	(9,853)
Net income (loss) attributable to common stockholders - diluted	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Net income (loss) per share attributable to common stockholders - basic	$ 0.31	$ 0.09	$ 0.15	$ (0.09)
Net income (loss) per share attributable to common stockholders - diluted	$ 0.3	$ 0.08	$ 0.15	$ (0.09)
Weighted average common shares outstanding - basic	124,887,591	116,492,191	124,204,873	112,495,539
Weighted average common shares outstanding - diluted	129,155,010	125,480,393	129,321,537	112,495,539

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Condensed Consolidated Statements of Stockholders' Equity (Unaudited) - USD ($) $ in Thousands	Total	Common Stock	Common Stock Nonvoting Common Stock [Member]	Treasury Stock, Common [Member]	Additional Paid-in Capital	Accumulated Other Comprehensive Income (Loss)	Accumulated Deficit
Balance at Dec. 31, 2022	$ 481,903	$ 10	$ 1	$ (748)	$ 649,756	$ (1,912)	$ (165,204)
Balance, Shares at Dec. 31, 2022		109,790,702	1,873,320	(2,317,722)			
Issuance of common stock upon exercise of stock options	8,518				8,518		
Issuance of common stock upon exercise of stock options, Shares		2,202,357					
Issuance of common stock upon settlement of restricted stock units, shares		1,019,809					
Issuance of common stock under public offering, net of underwriter discounts and commissions, Shares		8,500,000					
Issuance of common stock under public offering, net of underwriter discounts and commissions, Value	261,120	$ 1			261,119		
Costs incurred in connection with public offering	(1,058)				(1,058)		
Issuance of common stock under employee stock purchase plan	2,691				2,691		
Issuance of common stock under employee stock purchase plan, shares		145,058					
Issuance of common stock for retention bonus	1,196				1,196		
Issuance of common stock for retention bonus, shares		42,498					
Foreign currency translation adjustment	(499)					(499)	
Unrealized gains on available-for-sale debt securities, net of taxes	0						
Stock-based compensation	31,299				31,299		
Net Income (Loss)	(9,853)						(9,853)
Balance at Sep. 30, 2023	775,318	$ 11	$ 1	$ (748)	953,522	(2,411)	(175,057)
Balance, Shares at Sep. 30, 2023		121,700,424	1,873,320	(2,317,722)			
Balance at Jun. 30, 2023	491,076	$ 10	$ 1	$ (748)	677,343	170	(185,700)
Balance, Shares at Jun. 30, 2023		112,229,190	1,873,320	(2,317,722)			
Issuance of common stock upon exercise of stock options	2,474				2,474		
Issuance of common stock upon exercise of stock options, Shares		669,158					
Issuance of common stock upon settlement of restricted stock units, shares		198,084					
Issuance of common stock under public offering, net of underwriter discounts and commissions, Shares		8,500,000					
Issuance of common stock under public offering, net of underwriter discounts and commissions, Value	261,120	$ 1			261,119		
Costs incurred in connection with public offering	(1,058)				(1,058)		
Issuance of common stock under employee stock purchase	1,827				1,827		

plan							
Issuance of common stock under employee stock purchase plan, shares		89,826					
Issuance of common stock for retention bonus	497				497		
Issuance of common stock for retention bonus, shares		14,166					
Foreign currency translation adjustment	(2,581)					(2,581)	
Unrealized gains on available-for-sale debt securities, net of taxes	0						
Stock-based compensation	11,320				11,320		
Net Income (Loss)	10,643						10,643
Balance at Sep. 30, 2023	775,318	$ 11	$ 1	$ (748)	953,522	(2,411)	(175,057)
Balance, Shares at Sep. 30, 2023		121,700,424	1,873,320	(2,317,722)			
Balance at Dec. 31, 2023	786,117	$ 11	$ 1	$ (747)	959,302	1,320	(173,770)
Balance, Shares at Dec. 31, 2023		123,010,207	1,873,320	(2,315,045)			
Issuance of common stock upon exercise of stock options	3,956	$ 2			3,954		
Issuance of common stock upon exercise of stock options, Shares		1,468,660					
Issuance of common stock upon settlement of restricted stock units, shares		1,470,048					
Issuance of common stock under employee stock purchase plan	3,108				3,108		
Issuance of common stock under employee stock purchase plan, shares		193,413					
Issuance of common stock for retention bonus	324				324		
Issuance of common stock for retention bonus, shares		14,166					
Common stock repurchased, Share				(1,291,252)			
Common stock repurchased, Value	(23,112)			$ (23,112)			
Issuance of Treasury Stock Share				25,660			
Issuance Of Treasury Stock Value	0			$ 8	(8)		
Foreign currency translation adjustment	3,736					3,736	
Unrealized gains on available-for-sale debt securities, net of taxes	649					649	
Stock-based compensation	49,668				49,668		
Net Income (Loss)	18,799						18,799
Balance at Sep. 30, 2024	843,245	$ 13	$ 0	$ (23,851)	1,016,349	5,705	(154,971)
Balance, Shares at Sep. 30, 2024		126,156,494	1,873,320	(3,580,637)			
Balance at Jun. 30, 2024	802,560	$ 11	$ 1	$ (741)	997,057	99	(193,867)
Balance, Shares at Jun. 30, 2024		125,528,991	1,873,320	(2,295,038)			
Issuance of common stock upon exercise of stock options	729	$ 2			727		
Issuance of common stock upon exercise of stock options, Shares		164,287					
Issuance of common stock upon settlement of restricted stock units, shares		341,699					
Issuance of common stock under employee stock purchase plan	1,693				1,693		
Issuance of common stock under employee stock purchase plan, shares		121,517					
Common stock repurchased, Share				(1,291,252)			
Common stock repurchased, Value	(23,112)			$ (23,112)			
Issuance of Treasury Stock Share				5,653			
Issuance Of Treasury Stock Value				$ 2	(2)		
Foreign currency translation adjustment	4,904					4,904	
Unrealized gains on available-for-sale debt securities, net of taxes	702					702	
Stock-based compensation	16,873				16,873		
Net Income (Loss)	38,896						38,896
Balance at Sep. 30, 2024	$ 843,245	$ 13	$ 0	$ (23,851)	$ 1,016,349	$ 5,705	$ (154,971)
Balance, Shares at Sep. 30, 2024		126,156,494	1,873,320	(3,580,637)			

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Condensed Consolidated Statement Of Cash Flows (Unaudited) - USD ($) $ in Thousands	**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**
Cash flows from operating activities:		
Net Income (Loss)	$ 18,799	$ (9,853)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	12,709	11,774
Stock-based compensation expense	48,396	31,299
Amortization of deferred contract costs	826	367
Change in fair value of contingent consideration	(988)	380
Deferred tax benefit	(6,600)	(896)
Provision for uncollectible accounts	(124)	525
Non-cash interest expense	184	242
Accretion of discounts on investments, net of amortization of premiums	(1,051)	0
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(9,058)	(4,979)
Unbilled receivables	(970)	(1,511)
Funds receivable from payment partners	(16,446)	(17,529)
Prepaid expenses, other current assets and other assets	(7,184)	(4,536)
Funds payable to clients	87,318	8,163
Accounts payable, accrued expenses and other current liabilities	8,445	10,148
Contingent consideration	0	(467)
Other liabilities	(1,017)	(882)
Deferred revenue	(312)	(1,368)
Net cash provided by operating activities	132,927	20,877
Cash flows from investing activities:		
Acquisitions of businesses, net of cash acquired	(45,438)	0
Purchase of short-term and long-term investments	(160,629)	0
Proceeds from the maturity and sale of short-term and long-term investments	5,879	0
Capitalization of internally developed software	(4,581)	(4,148)
Purchases of property and equipment	(823)	(943)
Net cash used in investing activities	(205,592)	(5,091)
Cash flows from financing activities:		
Proceeds from issuance of common stock under public offering, net of underwriter discounts and commissions	0	261,119
Payments of costs related to public offering	0	(447)
Contingent consideration paid for acquisitions	0	(1,207)
Payment of long-term debt issuance costs	(783)	0
Proceeds from the issuance of stock under Employee Stock Purchase Plan	3,108	2,691
Proceeds from exercise of stock options	3,956	8,519

Common stock repurchased	(22,883)	0
Net cash (used in) provided by financing activities	(16,602)	270,675
Effect of exchange rates changes on cash and cash equivalents	(306)	567
Net (decrease) increase in cash and cash equivalents	(89,573)	287,028
Cash and cash equivalents, beginning of period	654,608	351,177
Cash and cash equivalents, end of period	565,035	638,205
Supplemental disclosures of cash flow and noncash information		
Purchase of property and equipment in accounts payable	30	59
Issuance of common stock upon settlement of restricted stock units	39,530	25,310
Issuance of common stock for retention bonus	324	1,196
Accrued excise tax related to common stock repurchase	229	0
Offering costs related to public offering included in accounts payable, accrued expenses and other current liabilities	$ 0	$ 611

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss)	$ 38,896	$ 10,643	$ 18,799	$ (9,853)

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Insider Trading Arrangements	3 Months Ended Sep. 30, 2024 shares
Trading Arrangements, by Individual	
Material Terms of Trading Arrangement	***Rule 10b5-1 Trading Plans*** During the period covered by this Quarterly Report on Form 10-Q, other than as set forth below, no director or officer of the Company "adopted" or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" as each term is defined in Item 408(a) of Regulation S-K. On September 11, 2024, Peter Butterfield, our General Counsel and Chief Compliance Officer, adopted a trading arrangement for the sale of shares of our common stock (a "Rule 10b-5 Trading Plan") that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Butterfield's Rule 10b-5 Trading Plan provides for the sale of up to 104,956 shares of common stock pursuant to the terms of the plan. The plan is effective through January 12, 2026 unless earlier terminated in accordance with the terms of the plan.
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
Peter Butterfield [Member]	
Trading Arrangements, by Individual	
Name	Peter Butterfield
Title	General Counsel and Chief Compliance Officer
Rule 10b5-1 Arrangement Adopted	true
Adoption Date	September 11, 2024
Rule 10b5-1 Arrangement Terminated	true
Termination Date	January 12, 2026
Aggregate Available	104,956

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Business Overview and Summary of Significant Accounting Policies	9 Months Ended Sep. 30, 2024
Organization, Consolidation and Presentation of Financial Statements [Abstract]	
Business Overview and Summary of Significant Accounting Policies	**Note 1. Business Overview and Summary of Significant Accounting Policies** Flywire Corporation (Flywire or the Company) was incorporated under the laws of the State of Delaware in July 2009 as peerTransfer Corporation. In 2016, the Company changed its name to Flywire Corporation. The Company is headquartered in Boston, Massachusetts and has a global footprint in 16 countries across 5 continents. Flywire provides a secure global payments platform, offering its clients an innovative and streamlined process to receive reconciled domestic and international payments in a more cost effective and efficient manner. The Company's solutions are built on three core elements: (i) a next-gen payments platform, (ii) a proprietary global payment network, and (iii) vertical-specific software backed by its deep industry expertise. ***2023 Follow-On Public Offering*** On August 9, 2023, the Company entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option). The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). The Company received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of $10.9 million and other offering costs of $1.1 million. ***Basis of Presentation and Principles of Consolidation*** The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the SEC regarding interim financial reporting. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations, comprehensive income (loss), changes in stockholders' equity, and its cash flows for the periods presented. The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of results to be expected for the year ended December 31, 2024, any other interim periods or any future year or period. The accompanying consolidated balance sheet as of December 31, 2023 was derived from the Company's audited consolidated financial statements for the year ended December 31, 2023. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted from the interim unaudited condensed consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The condensed consolidated financial statements include the accounts of Flywire and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation. ***Segment Information*** The Company has a single operating and reportable segment. The Company's chief operating decision maker is its Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources. See *Note 2 - Revenue and Recognition* for information regarding the Company's revenue by geographic area.

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and the accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, the valuation of certain stock-based compensation awards, the valuation of contingent consideration, the valuation of acquired intangible assets and their useful lives, the estimate of credit losses on accounts receivable, unbilled receivables and available-for-sale debt securities, the assessment of other-than-temporary impairment of available-for-sale debt securities, intangibles and other long-lived assets and the incremental borrowing rates for operating leases. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions.

Impact of Inflation

Inflation did not have a material effect on the Company's cash flows and results of operations during the three and nine months ended September 30, 2024.

Concentrations of Credit Risk, Financial Instruments and Significant Clients

Financial instruments that potentially subject the Company to concentration of credit risk consists principally of cash, cash equivalents, investments in available-for-sale debt securities, accounts receivable, unbilled receivables and funds receivable from payment partners.

The Company maintains its cash and cash equivalents with financial institutions that management believes are of high credit quality. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government. The Company's cash and cash equivalents deposited with the financial institutions exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of $250,000. As part of its cash management process, the Company performs periodic reviews of the credit standing of the financial institutions holding its cash and cash equivalents. Additionally, to mitigate credit risk associated with financial institutions, the Company diversifies its cash and cash equivalents across multiple financial institutions and U.S. Treasury Money Market Funds. U.S. Treasuries, by their nature, create a concentration of credit risk with the U.S. Government. The Company's access to its cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds.

To manage credit risk associated with investments in available-for-sale debt securities, the Company monitors credit ratings of the issuers of the securities and diversifies its investments by limiting its holding in any one security or issuer.

To manage credit risk related to accounts receivable and unbilled receivables, the Company maintains an allowance for credit losses. The allowance is determined by applying a loss-rate method based on an aging schedule using the Company's historical loss rate. The Company also considers reasonable and supportable current and forecasted information in determining its estimated loss rates, such as external forecasts, macroeconomic trends, or other factors that are associated with the credit quality of the Company's customer base. The Company did not experience any material credit losses for the three and nine months ended September 30, 2024 and 2023.

Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table:

	September 30, 2024	December 31, 2023
Client A	10%	*

* Less than 10% of total balance.

Funds receivable from payment partners consist primarily of cash held by the Company's global payment processing partners that have not yet been remitted to the Company. Significant partners are those that represent 10% or more of funds receivable from payment partners as set forth in the following table:

	September 30, 2024	December 31, 2023
Partner A	*	14%
Partner B	*	15%
Partner C	*	13%
Partner D	*	11%
Partner E	60%	20%

* Less than 10% of total balance.

During the three and nine months ended September 30, 2024 and 2023, no client accounted for 10% or more of total revenue.

Summary of Significant Accounting Policies

The Company's significant accounting policies are discussed in *Note 1 - Business Overview and Summary of Significant Accounting Policies* in the notes to the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to these policies during the three and nine months ended September 30, 2024 other than the investments discussed in *Note 3 - Investments*.

Advertising Costs

Advertising costs are expensed as incurred and are included in selling and marketing expenses in the condensed consolidated statements of operations and comprehensive income (loss). Advertising expenses for the three months ended September 30, 2024 and 2023 were $1.7 million and $2.0 million, respectively. Advertising expenses for the nine months ended September 30, 2024 and 2023 were $5.4 million and $5.1 million, respectively.

Recently Adopted Accounting Pronouncements

As of September 30, 2024 and for the period then ended, there were no recently adopted Accounting Standards Update (ASUs) that had a material effect on the Company's condensed consolidated financial statements and disclosures.

Accounting Pronouncements Not Yet Adopted

The following ASUs were issued by the Financial Accounting Standards Board but not yet adopted by Flywire as of September 30, 2024:

ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures:* ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 also enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable and contains other disclosure requirements. ASU 2023-07 is effective for Flywire for the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025. Early adoption is permitted. ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is evaluating the enhancement of its significant expenses that will be required to be disclosed and does not expect this standard to have an impact on its results of operations, balance sheet or cash flows.

ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures:* ASU 2023-09 requires public business entities to disclose on an annual basis additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition, ASU 2023-09 requires disclosure pertaining to taxes paid, net of refunds received, to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. ASU 2023-09 is effective for the Company for the annual period beginning on January 1, 2025. Early adoption is permitted. ASU 2023-09 should be applied on a prospective basis. However, companies have the option to apply the standard retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses:* ASU 2024-03 is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. The amendment also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entity's definition of selling expenses. ASU 2024-03 is effective for the Company for the annual period beginning on January 1, 2027. Early adoption is permitted. The ASU can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

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Revenue and Recognition

9 Months Ended
Sep. 30, 2024

Revenue Recognition [Abstract]

Revenue and Recognition

Note 2. Revenue and Recognition

The following table presents revenue disaggregated by geographical area and major solutions. The categorization of revenue by geographical location is determined based on the location of where the client resides.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2024	2023	2024	2023
Primary geographical markets				
Americas	$ 71,557	$ 68,384	$ 171,384	$ 171,845
EMEA	63,795	40,542	142,826	90,737
APAC	21,463	14,397	60,384	39,967
Total revenue	**$ 156,815**	**$ 123,323**	**$ 374,594**	**$ 302,549**
Major solutions				
Transactions	$ 134,447	$ 104,585	$ 314,945	$ 247,734
Platform and other revenues	22,368	18,738	59,649	54,815
Total revenue	**$ 156,815**	**$ 123,323**	**$ 374,594**	**$ 302,549**

Contract Balances from Contracts with Clients

The following table provides information about accounts receivable, unbilled receivables and deferred revenue from contracts with clients (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, net	$ 27,510	$ 18,215
Unbilled receivables, net	11,659	10,689
Deferred revenue – current	7,692	6,968
Deferred revenue – non-current	170	169

For the three months ended September 30, 2024 and 2023, the Company recognized $0.7 million and $1.3 million in revenue from amounts that were included in deferred revenue as of June 30,

2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized $5.6 million and $5.0 million in revenue from amounts that were included in deferred revenue as of December 31, 2023 and 2022, respectively.

Remaining Performance Obligations

The Company has performance obligations associated with certain clients' contracts for future services that have not yet been recognized as revenue. As of September 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied, including deferred revenue, was approximately $14.3 million. Of the total remaining performance obligations, the Company expects to recognize approximately 64.2% within the next year, 21.4% after one year through year two and 14.4% over the next three to five years thereafter. Actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations.

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Investments

9 Months Ended
Sep. 30, 2024

Investments, Debt and Equity Securities [Abstract]
Investment

Note 3. Investments

During the nine months ended September 30, 2024, the Company began investing in a diversified portfolio of highly rated marketable debt securities, all of which are classified as available-for-sale. Available-for-sale debt securities with remaining maturities of greater than three months but less than one year and those identified by management at the time

of purchase to be used to fund operations within one year are classified as short-term. All other available-for-sale securities are classified as long-term. Available-for-sale debt securities with readily determinable market values are recorded at fair value, and unrealized holding gains and temporary losses are recorded as a component of accumulated other comprehensive income, net of related estimated tax.

The Company evaluates its available-for-sale debt securities for other-than-temporary impairment on a quarterly basis. When a decline in fair value is determined to be other-than-temporary, the cost of the investment is adjusted to fair value by recording a loss on investments in the condensed consolidated statements of operations and comprehensive income (loss). Gains and losses on investments are calculated on the basis of specific identification. The Company reviews several factors to determine whether a loss is other-than-temporary, such as the length and extent of the fair value decline, the financial condition and near-term prospects of the issuer, market conditions and trends and whether the Company has the intent to sell or will more likely than not be required to sell before the securities' anticipated recovery, which may be at maturity.

The following table summarizes the estimated fair value of available-for-sale debt securities included within short-term and long-term investments as of September 30, 2024 (in thousands):

	September 30, 2024					
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Accrued Interest Receivable	Aggregate Fair Value
Short-term investments						
Corporate bonds	$ 56,468	$ 236	$ (2)	$ —	$ 443	$ 57,145
U.S. Government obligations	39,847	154	— *	—	215	40,216
Treasury Bill	13,628	19	—	—	—	13,647
Foreign Agency Securities	2,583	5	— *	—	40	2,628
Commercial paper	961	—	—	—	—	961
Asset-backed Securities	1,492	1	—	—	1	1,494
Total short-term investments	$ 114,979	$ 415	$ (2)	$ —	$ 699	$ 116,091
Long-term investments						
Corporate bonds	$ 26,283	$ 156	$ (6)	$ —	$ 264	$ 26,697
U.S. Government obligations	9,411	58	— *	—	57	9,526
Agency bond	2,451	16	—	—	29	2,496
Asset-backed Securities	1,627	9	—	—	2	1,638
Total long-term investments	$ 39,772	$ 239	$ (6)	$ —	$ 352	$ 40,357

* Less than 1.

The following table summarizes the fair value of the Company's available-for-sale debt securities by remaining contractual maturity as of September 30, 2024 (in thousands):

Due within one year	$ 116,091
Due after one year through five years	40,357
Total investments	$ 156,448

As of September 30, 2024, approximately 14 out of approximately 139 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows fair values and gross unrealized losses for available-for-sale debt securities that were in an unrealized loss position, for which an allowance for credit losses has not been recorded, as of September 30, 2024 (in thousands):

	September 30, 2024					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Short-term investments						
Corporate bonds	$ 3,805	$ (2)	$ —	$ —	$ 3,805	$ (2)
U.S. Government obligations	1,994	— *	—	—	1,994	—
Foreign Agency Securities	1,108	— *	—	—	1,108	—
Total short-term investments	$ 6,907	$ (2)	$ —	$ —	$ 6,907	$ (2)
Long-term investments						
Corporate bonds	$ 6,357	$ (6)	$ —	$ —	$ 6,357	$ (6)
U.S. Government obligations	285	— *	—	—	285	—
Total long-term investments	$ 6,642	$ (6)	$ —	$ —	$ 6,642	$ (6)

* Less than 1.

Unrealized losses have not been recognized into income (loss) as the Company neither intends to sell, nor anticipates that it is more likely than not that the Company will be required to sell, the securities before recovery of their amortized cost basis. The decline in fair value is due primarily to changes in market interest rates, rather than credit losses. Based on the evaluation of available evidence, the Company does not believe any unrealized losses represent other than temporary impairments.

During the three and nine months ended September 30, 2024, the Company received cash of $5.7 million and $5.9 million, respectively, from the sale of short-term and long-term investments. There have been no significant realized gains or losses on the sale of short-term and long-term investments during the three and nine months ended September 30, 2024.

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Fair Value Measurements

9 Months Ended
Sep. 30, 2024

Fair Value Disclosures [Abstract]
Fair Value Measurements

Note 4. Fair Value Measurements

Certain assets and liabilities are carried at fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the principal or most advantageous market for the asset or liability. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable:

Level 1 - Quoted prices in active markets for identical assets or liabilities.

Level 2 - Observable inputs (other than Level 1 quoted prices), such as quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active for identical or similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data.

Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to determining the fair value of the assets or liabilities, including pricing models, discounted cash flow methodologies and similar techniques.

The Company’s cash equivalents are carried at fair value (Level 1) as determined according to the fair value hierarchy described above. The Company’s cash equivalents include money market funds, which are measured at fair value using the net asset value (NAV) per share practical expedient. The money market funds, which are AAA-rated are comprised of liquid, high-quality debt securities issued by the U.S. government. Shares in money market funds are purchased and redeemed at the NAV at the time of the purchase or sale, which may be purchased or redeemed on demand, as may be required by the Company. The Company's investments in available-for-sale debt securities are carried at fair value, determined using Level 2 inputs in the fair value hierarchy as quoted prices are available to support the valuation. The carrying values of accounts receivable, funds receivable from payment partners, unbilled receivables, prepaid expenses, accounts payable, funds payable to clients and accrued expenses and other current liabilities approximate their respective fair values due to the short-term nature of these assets and liabilities. The Company’s contingent consideration is carried at fair value, determined using Level 3 inputs in the fair value hierarchy.

The following tables present the Company’s fair value hierarchy for its financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 (in thousands):

	Measured at NAV as of September 30, 2024	Measured at Fair Value as of September 30, 2024:			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash equivalents					
Money market funds	$ 154,823	$ —	$ —	$ —	$ 154,823
Foreign exchange contracts	—	—	—	64	64
Short-term investments					
Corporate bonds	—	—	57,145	—	57,145
U.S. Government obligations	—	—	40,216	—	40,216

Treasury Bill	—	—	13,647	—	13,647
Foreign Agency Securities	—	—	2,628	—	2,628
Commercial paper	—	—	961	—	961
Asset-backed Securities	—	—	1,494	—	1,494
Total short-term investments	—	—	116,091	—	116,091
Long-term investments					
Corporate bonds	—	—	26,697	—	26,697
U.S. Government obligations	—	—	9,526	—	9,526
Agency bond	—	—	2,496	—	2,496
Asset-backed Securities	—	—	1,638	—	1,638
Total long-term investments	—	—	40,357	—	40,357
Total financial assets	$ 154,823	$ —	$ 156,448	$ 64	$ 311,335
Financial Liabilities:					
Contingent consideration	$ —	$ —	$ —	$ 6,402	$ 6,402
Total financial liabilities	$ —	$ —	$ —	$ 6,402	$ 6,402

	Measured at NAV as of December 31, 2023:	Measured at Fair Value as of December 31, 2023:			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash equivalents					
Money market funds	$ 372,912	$ —	$ —	$ —	$ 372,912
Foreign exchange contracts	—	—	—	16	16
Total financial assets	$ 372,912	$ —	$ —	$ 16	$ 372,928
Financial Liabilities:					
Contingent consideration	$ —	$ —	$ —	$ 2,882	$ 2,882
Total financial liabilities	$ —	$ —	$ —	$ 2,882	$ 2,882

During the nine months ended September 30, 2024 and year ended December 31, 2023, there were no transfers between Level 1, Level 2 or Level 3.

Contingent consideration

Invoiced Inc. (Invoiced)

The fair value of the contingent consideration related to the revenue milestones from the Company's acquisition of Invoiced in August 2024 was determined using an option pricing model and the fair value of the contingent consideration related to the cross-selling, product and security and information technology (IT) milestones was determined using a scenario-based method. Refer to *Note 8 - Business Combinations* for additional details on the Invoiced acquisition. The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024.

	September 30, 2024
Discount rate	6.47% - 6.59%
Probability of successful achievement *	4% - 95%

* Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%.

Increases or decreases in the discount rate would result in a lower or higher fair value measurement, respectively. Increases or decreases in any of the probabilities of success in which the revenue, top customers, product and IT milestones are expected to be achieved would result in higher or lower fair value measurement, respectively.

Learning Information Systems Pty Ltd. (StudyLink)

The fair value of the contingent consideration related to the revenue milestone from the Company's acquisition of StudyLink in November 2023 was determined using an option pricing model and the fair value of the contingent consideration related to volume of money movement, the cross-selling and engineering implementation milestones was determined using a scenario-based method. Refer to *Note 8 - Business Combinations* for additional details on the StudyLink acquisition. The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024 and December 31, 2023.

	September 30, 2024	December 31, 2023
Discount rate	7.5% - 7.7%	7.4% - 7.5%
Probability of successful achievement *	0% - 100%	29% - 95%

* Probability of successful achievement was set at different targets based on the Company's estimates on achieving them.

Increases or decreases in the discount rate would result in a lower or higher fair value measurement, respectively. Increases or decreases in any of the probabilities of success in which the revenue, volume, cross-selling and the engineering implementation milestones are expected to be achieved would result in higher or lower fair value measurement, respectively.

Changes in the fair value of contingent consideration are included as a component of general and administrative expense within the condensed consolidated statements of operations and comprehensive income (loss). The following table summarizes the changes in the carrying value of the contingent consideration for the periods presented (in thousands):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Beginning balance	$ 1,917	$ 42	$ 2,882	$ 1,332
Additions	4,508	—	4,508	2
Change in fair value	(94)	(42)	(988)	368
Contingent consideration paid *	—	—	—	(1,674)
Foreign currency translation adjustment	71	—	—	(28)
Ending balance	$ 6,402	$ —	$ 6,402	$ —

* For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows.

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Derivative Instruments

9 Months Ended
Sep. 30, 2024

Derivative Instruments and Hedging Activities Disclosure [Abstract]

Derivative Instruments

Note 5. Derivative Instruments

As part of the Company's foreign currency risk management program, the Company uses foreign currency forward contracts to mitigate the volatility related to fluctuations in the foreign exchange rates. These foreign currency forward contracts are not designated as hedging instruments. Derivative transactions such as foreign currency forward contracts are measured in terms of the notional amount; however, this amount is not recorded on the condensed consolidated balance sheets and is not, when viewed in isolation, a meaningful measure of the risk profile of the derivative instruments. The notional amount is generally not exchanged but is used only as the underlying basis on which the value of foreign exchange payments under these contracts is determined. As of September 30, 2024 and December 31, 2023, the Company had 13,975 and 12,737 open foreign exchange contracts, respectively. As of September 30, 2024 and December 31, 2023, the Company had foreign currency forward contracts outstanding with a notional amount of $54.4 million and $36.1 million, respectively.

The Company records all derivative instruments in the condensed consolidated balance sheets at their fair values. The Company recorded an asset of less than $0.1 million related to outstanding foreign exchange contracts for each of the nine months ended September 30, 2024 and for the year ended December 31, 2023. The Company recognized a loss of $0.5 million and $0.6 million during the three and nine months ended September 30, 2024, respectively. The Company recognized a loss of $1.2 million and $2.2 million during the three and nine months ended September 30, 2023, respectively. Gains and losses are included as a component of general and administrative expense within the condensed consolidated statements of operations and comprehensive income (loss).

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Accrued Expenses and Other Current Liabilities

9 Months Ended
Sep. 30, 2024

Payables and Accruals [Abstract]

Accrued Expenses and Other Current Liabilities

Note 6. Accrued Expenses and Other Current Liabilities

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

	September 30, 2024	December 31, 2023
Accrued employee compensation and related taxes	$ 16,834	$ 19,748
Accrued vendor liabilities	4,151	4,193
Accrued income and other non-employee related taxes	6,671	6,270
Accrued professional services	2,409	2,139
Current portion of operating lease liabilities	1,478	1,465
Other accrued expenses and current liabilities	14,684	9,500
	$ 46,227	$ 43,315

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Property and Equipment, Net

9 Months Ended
Sep. 30, 2024

Property, Plant and Equipment [Abstract]

Property and Equipment, net

Note 7. Property and Equipment, net

Property and equipment, net consisted of the following as of the dates presented (in thousands):

	September 30, 2024	December 31, 2023
Computer equipment and software	$ 4,004	$ 3,681
Internal-use software	22,843	18,135
Furniture and fixtures	917	912
Leasehold improvements	5,573	5,431
	33,337	28,159
Less: Accumulated depreciation and amortization*	(15,653)	(13,025)
	$ 17,684	$ 15,134

* For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments.

Depreciation of property and equipment and amortization of internal-use software for the each of the three months ended September 30, 2024 and 2023 was $1.1 million. Depreciation of property and equipment and amortization of internal-use software for the nine months ended September 30, 2024 and 2023 was $3.6 million and $3.2 million, respectively.

The Company capitalized $4.7 million and $4.1 million in costs related to internal-use software during the nine months ended September 30, 2024 and 2023, respectively. Software developed for internal use is amortized on a straight-line basis over its estimated useful life of five years.

As of September 30, 2024 and December 31, 2023, the carrying value of internal-use software was $15.6 million and $12.7 million, respectively. Amortization expense related to internal-use software for each of the three months ended September 30, 2024 and 2023 was $0.7 million. Amortization expense related to internal-use software for the nine months ended September 30, 2024 and 2023 was $2.5 million and $2.0 million, respectively.

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Business Combinations

Business Combinations [Abstract]

Business Combinations

9 Months Ended
Sep. 30, 2024

Note 8. Business Combinations

Invoiced

On August 2, 2024, Flywire acquired all of the issued and outstanding shares of Invoiced, a U.S.-based software as a service (SaaS) B2B company that provides accounts receivable software that automates all aspects of billing,

collections, payments, reporting and forecasting within a single online platform. The acquisition of Invoiced was intended to accelerate the Company's global expansion in its B2B vertical. The acquisition of Invoiced has been accounted for as a business combination.

While the Company uses its best estimates and assumptions as part of the purchase price allocation process to value the assets acquired and liabilities assumed on the acquisition date, its estimates and assumptions are subject to refinement. The net fair value of the acquired intangible assets was determined using the income approach. In performing these valuations, the key underlying judgments and assumptions used included revenue and earnings before interest and taxes growth rates, discount rates, technology royalty rate and attrition rate. Fair value estimates are based on a complex series of judgments about future events and uncertainties and rely heavily on estimates and assumptions. The judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact the Company’s results of operations. The finalization of the purchase accounting assessment may result in a change in the valuation of assets acquired and liabilities assumed and may have a material impact on the Company’s results of operations and financial position. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with a corresponding offset to goodwill to reflect additional information received about facts and circumstances which existed at the date of acquisition. The Company records adjustments to the assets acquired and liabilities assumed subsequent to the purchase price allocation period in the Company’s operating results in the period in which the adjustments are determined. Any potential adjustments made could be material in relation to the preliminary values presented.

Pursuant to the terms of the business combination agreement, the Company acquired Invoiced for estimated total purchase consideration of approximately $53.7 million or $52.3 million, net of cash acquired, which consisted of (in thousands):

Cash consideration, net of cash acquired	$ 47,769
Estimated fair value of contingent consideration	4,508
Total purchase consideration, net of cash acquired	$ 52,277

The purchase consideration includes $2.0 million of acquisition holdback payments payable on the first and second anniversary dates of the acquisition.

The business combination agreement provides for contingent consideration of up to $7.5 million, with an estimated fair value of $4.5 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon the successful achievement of certain targets related to revenue and cross-selling of the Invoiced software as well as milestones related to the Invoiced software product and security and IT integration.

During the three and nine months ended September 30, 2024, the Company incurred $0.5 million in transaction costs, which are included in general and administrative expenses in the consolidated statements of operations and comprehensive income (loss).

The table summarizes the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):

Cash	$ 1,418
Prepaid expenses and other current assets	696
Other assets	11
Identifiable intangible assets	26,100
Goodwill	31,881
Total assets acquired	60,106
Deferred tax liabilities	4,923
Deferred revenue	1,037
Accounts payable and accrued expenses	451
Total liabilities assumed	6,411
Net assets acquired	53,695
Less: cash acquired	1,418
Net assets, less cash acquired	$ 52,277

Goodwill arising from the acquisition of $31.9 million was attributable to the assembled workforce of Invoiced and the synergies expected to arise from the acquisition. No goodwill from this acquisition will be deductible for income tax purposes.

The following table reflects the estimated fair values of the identified intangible assets of Invoiced and their respective weighted-average amortization periods.

	Estimated Fair Values (in thousands)	Weighted-Average Estimated Amortization Periods (years)
Developed technology	$ 7,100	7
Acquired relationships	18,600	11
Trade name/Trademark	400	4
	$ 26,100	

The results of Invoiced have been included in the condensed consolidated financial statements since the date of the acquisition. Invoiced contributed $0.9 million in platform revenue during the three and nine months ended September 30, 2024. The Company has not disclosed net income or loss since the acquisition date as the business was fully integrated into the consolidated Company's operations and therefore it was impracticable to determine this amount.

Unaudited Pro Forma Financial Information

The following unaudited pro forma financial information shows the results of the Company’s operations for the three and nine months ended September 30, 2024 and 2023 as if the acquisition had occurred on January 1, 2023. The unaudited pro forma financial information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had occurred as of that date. The unaudited pro forma information is also not intended to be a projection of future results due to the integration of the acquired operations of Invoiced. The unaudited pro forma information reflects the effects of applying the Company’s accounting policies and certain pro forma adjustments to the combined historical financial information of the Company and Invoiced. The pro forma adjustments include:

- incremental amortization expense associated with the estimated fair value of identified intangible assets;
- incremental employee compensation expense for Invoiced employees;
- transaction costs; and
- the estimated tax impact of the above items.

	Three Months Ended September 30, 2024		Three Months Ended September 30, 2023		Nine Months Ended September 30, 2024		Nine Months Ended September 30, 2023	
	Actual	Pro Forma	Actual	Pro Forma	Actual	Pro Forma	Actual	Pro Forma
	(in thousands)							
Revenue	$ 156,815	$ 157,280	$ 123,323	$ 124,595	$ 374,594	$ 377,862	$ 302,549	$ 306,413
Net Income (Loss)	$ 38,896	$ 38,831	$ 10,643	$ 9,982	$ 18,799	$ 17,522	$ (9,853)	$ (12,001)

On November 3, 2023, Flywire, through one of its Australian subsidiaries Flywire Pacific Pty Ltd., acquired all of the issued and outstanding shares of StudyLink, an Australian-based SaaS education company that provides platforms to education providers to support their student admissions systems and processes, including features such as eligibility assessment, offer generation, recruitment agent and commission management and acceptance processing. The acquisition of StudyLink was intended to accelerate the Company's growth in the Australian higher education market and enhance the Company's value proposition to payers, universities and agents in the higher education ecosystem. The acquisition of StudyLink has been accounted for as a business combination.

During the first quarter of 2024, the Company completed its purchase accounting and recorded an immaterial net working capital adjustment.

Pursuant to the terms of the business combination agreement, the Company acquired StudyLink for estimated total purchase consideration of approximately $37.6 million or $35.5 million, net of cash acquired, which consisted of (in thousands):

Cash consideration, net of cash acquired	$ 32,764
Estimated fair value of contingent consideration	2,701
Total purchase consideration, net of cash acquired	$ 35,465

The business combination agreement provides for contingent consideration up to $3.9 million, with an estimated fair value of $2.7 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon StudyLink's successful achievement of revenue, volume, cross-selling and engineering implementation milestones and is subject to exchange rate fluctuation adjustment between the U.S. Dollar and Australian Dollar. A portion of contingent consideration can be paid in the form of cash or shares of common stock, at the Company's option.

Additional payments in the form of shares of common stock will be made based on the continuing employment of a key employee; accordingly, the fair value of $2.4 million, or approximately 84,000 shares of common stock, have been excluded from the purchase consideration. These shares were fixed on the date of acquisition and payable only in common stock, therefore are equity-classified. During the three and nine months ended September 30, 2024, the Company expensed $0.3 million and $0.9 million, respectively, in stock-based compensation associated with retention of the key employee. The stock-based compensation expense is included in the Company’s condensed consolidated statements of operations and comprehensive income (loss) and additional paid-in capital on the condensed consolidated balance sheet.

The table summarizes the allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):

Cash	$ 2,108
Accounts receivable	2,762
Prepaid expenses and other current assets	432
Other assets	193
Goodwill	20,705
Identifiable intangible assets	19,553
Total assets acquired	45,753
Deferred tax liabilities	2,663
Deferred revenue	2,654
Accounts payable	859
Accrued expenses and other current liabilities	2,004
Total liabilities assumed	8,180
Net assets acquired	37,573
Less: cash acquired	2,108
Net assets, less cash acquired	$ 35,465

Goodwill arising from the acquisition of $20.7 million was attributable to the assembled workforce of StudyLink and the synergies expected to arise from the acquisition. No goodwill from this acquisition will be deductible for income tax purposes.

The following table reflects the fair values of the identified intangible assets of StudyLink and their respective weighted-average amortization periods.

	Fair Values (in thousands)	Weighted-Average Amortization Periods (years)
Developed technology	$ 7,397	7
Client relationships	12,027	14
Trade Name/Trademark	129	2
	$ 19,553	

The results of StudyLink have been included in the condensed consolidated financial statements since the date of the acquisition. StudyLink contributed $1.8 million and $5.5 million in platform revenue during the three and nine months ended September 30, 2024, respectively. The Company has not disclosed net income or loss since the acquisition date as the business was fully integrated into the consolidated Company’s operations and therefore it was impracticable to determine this amount.

Unaudited Pro Forma Financial Information

The following unaudited pro forma financial information shows the results of the Company’s operations for the three and nine months ended September 30, 2023 as if the acquisition had occurred on January 1, 2022. The unaudited pro forma financial information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had occurred as of that date. The unaudited pro forma information is also not intended to be a projection of future results due to the integration of the acquired operations of StudyLink. The unaudited pro forma information reflects the effects of applying the Company’s accounting policies and certain pro forma adjustments to the combined historical financial information of the Company and StudyLink. The pro forma adjustments include:

- incremental amortization expense associated with the estimated fair value of identified intangible assets;
- incremental employee compensation expense for StudyLink employees;
- transaction costs; and
- the estimated tax impact of the above items.

	Three Months Ended September 30, 2023		Nine Months Ended September 30, 2023	
	Actual	Pro Forma	Actual	Pro Forma
	(in thousands)			
Revenue	$ 123,323	$ 125,239	$ 302,549	$ 307,954
Net Income (Loss)	$ 10,643	$ 10,217	$ (9,853)	$ (11,383)

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Goodwill and Acquired Intangible Assets

Goodwill and Intangible Assets Disclosure [Abstract]

Goodwill and Acquired Intangible Assets

9 Months Ended

Sep. 30, 2024

Note 9. Goodwill and Acquired Intangible Assets

Goodwill

The following table summarizes the changes in the carrying amount of goodwill as of the dates presented (in thousands):

	September 30, 2024	December 31, 2023
Beginning balance	$ 121,646	$ 97,766
Goodwill related to acquisitions	31,881	20,705
Foreign currency translation adjustment	2,765	3,175
Ending balance	$ 156,292	$ 121,646

Acquired Intangible Assets

Acquired intangible assets subject to amortization consisted of the following (dollars in thousands):

	September 30, 2024			
	Gross Carrying Value*	Accumulated Amortization**	Net Carrying Amount	Weighted Average Remaining Life (Years)
Developed Technology	$ 47,009	$ (25,391)	$ 21,618	5.04
Acquired Relationships	124,476	(19,599)	104,877	10.41
Trade Name/Trademark	538	(67)	471	3.44
	$ 172,023	$ (45,057)	$ 126,966	

* Includes $1,577 thousand of foreign currency translation adjustments.
** Includes $(319) thousand of foreign currency translation adjustments.

	December 31, 2023			
	Gross Carrying Value*	Accumulated Amortization**	Net Carrying Amount	Weighted Average Remaining Life (Years)
Developed Technology	$ 39,624	$ (21,446)	$ 18,178	4.71
Acquired Relationships	104,007	(14,143)	89,864	11.04
Trade Name/Trademark	136	—	136	1.83
	$ 143,767	$ (35,589)	$ 108,178	

* Includes $(750) thousand of foreign currency translation adjustments.

** Includes $(41) thousand of foreign currency translation adjustments.

Amortization expense for the three months ended September 30, 2024 and 2023 was $3.2 million and $2.8 million, respectively. Amortization expense for the nine months ended September 30, 2024 and 2023 was $9.1 million and $8.6 million, respectively.

As of September 30, 2024, the estimated annual amortization expense of intangible assets for each of the next five years and thereafter is expected to be as follows (in thousands):

	Estimated Amortization Expense
Remaining of fiscal year 2024	$ 3,302
2025	13,948
2026	14,006
2027	13,853
2028	13,636
2029	12,726
Thereafter	55,495
	$ 126,966

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Debt

9 Months Ended
Sep. 30, 2024

Debt Disclosure [Abstract]
Debt

Note 10. Debt

2024 Revolving Credit Facility

On February 23, 2024, the Company entered into an Amended and Restated Credit Agreement for a five-year senior secured revolving credit syndication loan (2024 Revolving Credit Facility) with four banks for a total commitment of $125.0 million. The 2024 Revolving Credit Facility provides for an incremental facility in an amount equal to $50.0 million plus 100% of Consolidated Adjusted EBITDA based on the most recent consolidated financial information. In addition, the 2024 Revolving Credit Facility includes a $10.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2024 Revolving Credit Facility reduced by the amount of any letters of credit and

swingline borrowings outstanding from time to time. The 2024 Revolving Credit Facility is guaranteed by Flywire's current and future material domestic subsidiaries.

The 2024 Revolving Credit Facility replaced the three-year senior secured revolving credit syndication loan (2021 Revolving Credit Facility) of $50.0 million entered into in July 2021, under which $50.0 million was available to Flywire as of December 31, 2023. Three of the lenders under the 2024 Revolving Credit Facility were existing lenders under the 2021 Revolving Credit Facility.

In connection with the 2024 Revolving Credit Facility, the Company incurred debt issuance costs of $0.8 million. Debt issuance costs related to the 2024 Revolving Credit Facility are amortized on a straight-line basis over the contractual term of the agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. Debt issuance costs of $0.1 million related to the 2021 Revolving Credit Facility will continue to be amortized on a straight-line basis over the contractual term of the new agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. The exchange of the 2021 Revolving Credit Facility with the 2024 Revolving Credit Facility from the same lenders was accounted for as a modification.

The 2024 Revolving Credit Facility consists of Alternate Base Rate (ABR) borrowings or Term Secured Overnight Financing Rate (SOFR) borrowings, at the Company's option.

ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to 2.5%. The 2024 Revolving Credit Facility incurs a commitment fee ranging from 0.25% to 0.35% based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information assessed on the average available commitment.

The 2024 Revolving Credit Facility contains customary affirmative and negative covenants and restrictions typical for a financing of this type that, among other things, require the Company to satisfy certain financial covenants and restrict the Company's ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, repurchase its stock and prepay certain indebtedness, create liens, enter into agreements with affiliates, modify the nature of its business, enter into sale-leaseback transactions, transfer and sell material assets and merge or consolidate. Non-compliance with one or more of the covenants and restrictions could result in the full or partial principal balance of the 2024 Revolving Credit Facility becoming immediately due and payable and termination of the commitments. The Company was in compliance with all covenants associated with the 2024 Revolving Credit Facility as of September 30, 2024.

2021 Revolving Credit Facility

On July 29, 2021, the Company entered into the 2021 Revolving Credit Facility with three banks for a total commitment of $50.0 million. The 2021 Revolving Credit Facility included a $5.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2021 Revolving Credit Facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. The 2021 Revolving Credit Facility was guaranteed by Flywire's material domestic subsidiaries.

The 2021 Revolving Credit Facility consisted of ABR loans or Eurodollar Borrowings, at the Company's option.

On June 23, 2023, the Company executed the First Amendment to the 2021 Revolving Credit Facility to transition determination of the interest rate from the LIBOR benchmark rate to the SOFR benchmark rate effective June 30, 2023.

As of September 30, 2024 and December 31, 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or the 2021 Revolving Credit Facility.

Interest expense for each of the three months ended September 30, 2024 and 2023 was $0.1 million. Included in interest expense for the three months ended September 30, 2024 and 2023 is less than $0.1 million and $0.1 million, respectively, of amortization of debt issuance costs. Interest expense for the nine months ended September 30, 2024 and 2023 was $0.4 million and $0.3 million, respectively. Included in interest expense for each of the nine months ended September 30, 2024 and 2023 is $0.2 million of amortization of debt issuance costs.

Letter of Credit

As of September 30, 2024 and December 31, 2023, the Company had an outstanding and unused letter of credit in the amount of approximately $2.7 million and $0.7 million, respectively, for the purpose of protecting a third-party service provider against default on payroll payments. The letter of credit may be terminated at any time by the Company upon notice.

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Stockholder's Equity

9 Months Ended
Sep. 30, 2024

Stockholders' Equity Note [Abstract]
Stockholder's Equity

Note 11. Stockholders' Equity

Preferred Stock

The Company's current amended and restated certificate of incorporation, which was filed on May 28, 2021, authorizes the issuance of 10,000,000 shares of undesignated preferred stock with a par value of $0.0001 per share with rights and preferences, including voting rights, designated from time to time by the board of directors.

Common Stock

The Company's current amended and restated certificate of incorporation authorizes the issuance of 2,000,000,000 shares of voting common stock with a par value of $0.0001 per share and 10,000,000 shares of non-voting common stock with a par value of $0.0001 per share. The voting and non-voting shares are identical, except that holders of voting common stock are entitled to one vote for each share on each matter properly submitted to the Company's stockholders for their vote, while holders of non-voting common stock are not entitled to vote on such matters. Holders of voting common stock and non-voting common stock are entitled to receive any dividends as may be declared from time to time by the board of directors.

Holders of the Company's voting common stock have no conversion rights while each share of non-voting common stock automatically converts into common stock on a one-to-one basis without the payment of additional consideration upon the transfer thereof in (i) a widespread public distribution, including pursuant to Rule 144 under the Securities Act, (ii) a transfer (including a private placement or a sale pursuant to Rule 144 under the Securities Act) in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for the purposes of the Bank Holding Company Act of 1956, as amended), (iii) an assignment to a single party (for example, a broker or investment banker) for the purposes of conducting a widespread public distribution, or (iv) to a party who would control more than 50% of the Company's voting securities without giving effect to the shares of non-voting common stock transferred by the holder. Other than in the event of such transfers, shares of non-voting common stock shall not be convertible into any other security.

Share Repurchase Program

On August 6, 2024, the Company announced a share repurchase program of up to $150 million of outstanding voting and non-voting common stock for an indefinite period as part of the Company's capital deployment strategy (Repurchase Program).

Repurchases under the Repurchase Program may be made from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, in accordance with applicable securities laws and other restrictions, including Rule 10b-18. The timing, value and number of shares repurchased will be determined by the Company in its discretion and will be based on various factors, including an evaluation of current and future capital needs, current and forecasted cash flows, the Company's capital structure, cost of capital and prevailing stock prices, general market and economic conditions, applicable legal requirements, and compliance with covenants in the Company's credit facility that may limit share repurchases based on defined leverage ratios. The Repurchase Program does not obligate the Company to purchase a specific number of, or any, shares and may be modified, suspended or terminated at any time without notice at the Company's discretion.

During the three and nine months ended September 30, 2024, the Company repurchased 1,291,252 shares of its common stock for an aggregate amount, including commissions and accrued excise tax, of $23.1 million under the Repurchase Program. The repurchased shares are currently being held as treasury stock. As of September 30, 2024,

approximately $127.1 million of the originally authorized amount under the Repurchase Program remained available for future repurchases.

All of the Company's repurchases are subject to a one percent excise tax enacted by the Inflation Reduction Act of 2022 (the IRA). The amount of share repurchases subject to the excise tax are reduced by the fair market value of any shares issued during the taxable year. For the three and nine months ended September 30, 2024, the Company accrued $0.2 million of related excise tax pursuant to the IRA which is included in the cost of treasury stock on our condensed consolidated balance sheet.

Treasury Stock

The Company may issue treasury stock to cover the exercise of stock options and vesting of restricted stock units related to equity incentive plans. The Company issued 5,653 and 25,660 treasury shares at an average cost of $0.32 per share during the three and nine months ended September 30, 2024, respectively. The Company did not issue any treasury shares during the three and nine months ended September 30, 2023. The Company intends to issue treasury shares as long as an adequate number of those shares are available.

Comprehensive Income (Loss)

Comprehensive income (loss) includes all changes in equity during the period and is comprised of net income (loss) and other comprehensive income (loss). Accumulated other comprehensive income (AOCI) reported on the Company's condensed consolidated balance sheets for the period ending September 30, 2024 consists of foreign currency translation adjustment and the unrealized gains and losses, net of applicable taxes, on available-for-sale debt securities.

The following table summarizes the changes in AOCI for the three months ended September 30, 2024 (in thousands):

	Unrealized Gains (Losses) on Available-for-sale Debt Securities, net	Foreign Currency Translation Adjustment	Estimated Tax (Expense) Benefit	Total
Beginning balance	$ (53)	$ 152	$ —	$ 99
Other comprehensive income before reclassifications	702	4,904	—	5,606
Less: Amount of gain (loss) reclassified from AOCI	—	—	—	—
Net current period other comprehensive income	702	4,904	—	5,606
Ending balance	$ 649	$ 5,056	$ —	$ 5,705

The following table summarizes the changes in AOCI for the nine months ended September 30, 2024 (in thousands):

	Unrealized Gains on Available-for-sale Debt Securities, net	Foreign Currency Translation Adjustment	Estimated Tax (Expense) Benefit	Total
Beginning balance	$ —	$ 1,320	$ —	$ 1,320
Other comprehensive income before reclassifications	649	3,736	—	4,385
Less: Amount of gain (loss) reclassified from AOCI	—	—	—	—
Net current period other comprehensive income	649	3,736	—	4,385
Ending balance	$ 649	$ 5,056	$ —	$ 5,705

Changes in AOCI for the three and nine months ended September 30, 2023 consisted of foreign currency translation adjustment only. Refer to the Company's condensed consolidated statements of stockholders' equity for the changes in AOCI for the three and nine months ended September 30, 2023.

Reserved Shares of Common Stock for Future Issuance

As of September 30, 2024, the Company had reserved shares of common stock for future issuance as follows:

	September 30, 2024
Issued and outstanding stock options	6,546,182
Issued and outstanding restricted stock units	6,366,410
Available for issuance under the 2021 Equity Incentive Plan	17,305,884
Available for issuance under Employee Stock Purchase Plan	4,598,941
Committed to settling employee retention	83,996
Available for conversion of non-voting common stock	1,873,320
	36,774,733

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

Note 12. Stock-Based Compensation

Equity Incentive Plan

In April 2021, the Company's board of directors adopted, and in May 2021 its stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan).

No further awards are being made under the Company's 2009 Equity Incentive Plan, as amended (the 2009 Plan) or the Company's 2018 Stock Incentive Plan (the 2018 Plan); however, awards outstanding under each of the 2009 Plan and 2018 Plan will continue to be governed by their existing terms. With the establishment of the 2021 Plan as further discussed below, upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares will become available for grant under the 2021 Plan. The 2021 Plan, 2018 Plan and 2009 Plan are collectively referred to as the "Equity Incentive Plans".

The 2021 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance awards and other forms of equity compensation (collectively, equity awards). A total of 26,116,754 shares of the Company's common stock have been reserved for issuance under the 2021 Plan in addition to (i) any annual automatic evergreen increases in the number of shares of common stock reserved for issuance under the 2021 Plan and (ii) upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares of common stock will become available under the 2021 Plan.

As of September 30, 2024, a total of 17,305,884 shares of the Company's common stock were available for future issuance under the 2021 Plan.

Stock Options

Stock options granted under the 2009 Plan, 2018 Plan and the 2021 Plan generally vest based on continued service over four years and expire within ten years from the date of grant. Any options that are canceled or forfeited before expiration become available for future grants.

The Company did not grant any options to purchase shares of common stock during the three and nine months ended September 30, 2024.

As of September 30, 2024, there was $4.6 million of total unrecognized compensation expense related to unvested stock options, which is expected to be recognized over a weighted-average period of 0.78 years.

Restricted Stock Units

Starting in 2021, the Company awarded restricted stock units to employees and certain non-employee board members under the 2021 Plan. During the three and nine months ended September 30, 2024, the Company awarded restricted stock units covering an aggregate of 459,475 and 3,756,852 shares of common stock, respectively. The fair value of each restricted stock unit is estimated based on the fair value of the Company's common stock on the date of the grant. The restricted stock units vest over the requisite service period, which range between one and four years from the

date of the grant, subject to the continued employment of the employees and service of the non-employee board members.

As of September 30, 2024, there was $135.8 million of total unrecognized compensation expense related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.93 years.

Employee Stock Purchase Plan

In April 2021, the Company's board of directors adopted, and in May 2021 its stockholders approved, the 2021 Employee Stock Purchase Plan (ESPP), which became effective on May 28, 2021. The ESPP authorizes the issuance of shares of common stock pursuant to purchase rights granted to "eligible employees". A total of 5,082,470 shares of common stock have been reserved for future issuance under the ESPP, in addition to any annual automatic evergreen increases in the number of shares of common stock reserved for future issuance under the ESPP. The price at which common stock is purchased under the ESPP is equal to 85% of the fair market value of a share of common stock on the first or last day of the offering period, whichever is lower. Eligible employees can contribute up to 15% of their eligible compensation. Offering periods are generally 6 months long.

As of September 30, 2024, a total of 4,598,941 shares of the Company's common stock were available for future issuance under the ESPP.

The fair value of the ESPP offering during the three months ended September 30, 2024 was estimated at the start of the offering period using the Black-Scholes option-pricing model with the following assumptions: (i) expected term of 0.5 years, (ii) expected volatility of 49.80%, (iii) risk-free interest rate of 5.37% and (iv) expected dividend yield of 0%.

As of September 30, 2024, the total unrecognized compensation expense related to the ESPP was $0.3 million, which is expected to be amortized over the next 3 months.

Stock-Based Compensation Costs

The following table summarizes the stock-based compensation expense for (i) stock options and restricted stock units granted to employees and non-employee board members and (ii) ESPP shares that were purchased by employees that were recorded in the Company's condensed consolidated statements of operations and comprehensive income (loss) (in thousands):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Technology and development	$ 3,146	$ 2,386	$ 8,569	$ 6,354
Selling and marketing	4,674	3,053	13,295	8,784
General and administrative	8,672	5,881	26,532	16,161
Total stock-based compensation expense	$ 16,492	$ 11,320	$ 48,396	$ 31,299

On November 6, 2023, the Company entered into a Transition Agreement with its previous Chief Financial Officer (Prior CFO). Pursuant to the terms of the Transition Agreement (including the receipt by the Company of a release from the Prior CFO), the Company agreed to modify its Prior CFO's outstanding stock options and restricted stock units to (i) accelerate vesting for nine months from the date of the termination of the Prior CFOs employment with the Company (the Separation Date), and (ii) extend the exercise period of his vested nonqualified stock options from ninety days to one year following the Separation Date. To receive these benefits, the Prior CFO had to remain employed through March 31, 2024. As a result of this modification, the Company recognized additional compensation expense of $0 and $1.3 million during the three and nine months ended September 30, 2024, respectively.

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Net Income (Loss) Per Share	9 Months Ended Sep. 30, 2024
Earnings Per Share [Abstract]	
Net Income (Loss) Per Share	

Note 13. Net Income (Loss) per Share

Basic net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net income (loss) attributable to common stockholders is computed by adjusting net income (loss) attributable to common stockholders to reallocate

undistributed earnings based on the potential impact of dilutive securities. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the diluted net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding,

including all potentially dilutive common shares, if the effect of such shares is dilutive. The dilutive effect of outstanding equity incentive awards is reflected in diluted net income (loss) per share by application of the treasury stock method.

In periods in which the Company reports a net loss attributable to common stockholders, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders, since dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. The Company reported net income attributable to common stockholders for the three and nine months ended September 30, 2024 and for the three months ended September 30, 2023. The Company reported a net loss attributable to common stockholders for the nine months ended September 30, 2023; accordingly, basic net loss per share attributable to common stockholders was the same as diluted net loss per share attributable to common stockholders.

The rights, including the liquidation and dividend rights, of the voting and non-voting common stock are identical, except with respect to voting rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net income (loss) per share attributable to common stockholders are, therefore, the same for both voting and non-voting common stock on both individual and combined basis.

Basic and diluted net income (loss) per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net income (loss)	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Net income (loss) attributable to common stockholders – basic and diluted	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Denominator:				
Weighted average common shares outstanding – basic	124,887,591	116,492,191	124,204,873	112,495,539
Effect of potentially dilutive stock options	4,104,795	7,819,509	4,676,879	—
Effect of potentially dilutive restricted common stock	162,624	1,168,693	439,786	—
Weighted average common shares outstanding – diluted	129,155,010	125,480,393	129,321,537	112,495,539
Net income (loss) per share attributable to common stockholders – basic	$ 0.31	$ 0.09	$ 0.15	$ (0.09)
Net income (loss) per share attributable to common stockholders – diluted	$ 0.30	$ 0.08	$ 0.15	$ (0.09)

Outstanding potentially dilutive securities, which were excluded from the diluted net income (loss) per share calculations because they would have been antidilutive were as follows as of the dates presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Unvested restricted stock units	5,751,165	28,757	4,853,583	4,484,511
Stock options to purchase common stock	879,642	676,344	849,262	9,791,643
Employee stock purchase plan shares	171,130	—	171,130	—
	6,801,937	705,101	5,873,975	14,276,154

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Income Taxes

9 Months Ended
Sep. 30, 2024

Income Tax Disclosure [Abstract]

Income Taxes

Note 14. Income Taxes

The Company's (benefit from) provision for income taxes during the interim periods is determined using an estimate of the Company's annual effective tax rate, which is adjusted for certain discrete tax items during the interim period. The Company recorded an income tax (benefit) provision of $(8.3) million and $0.8 million for the three months ended September 30, 2024 and 2023, respectively. The income tax benefit for the three months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets. The benefit is augmented by income tax benefit primarily attributable to activity in the Company's current U.S. federal taxes offset by income tax expense attributable to the Company's foreign operations and U.S. state taxes. The income tax provision for the three months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S.

state taxes. The Company recorded an income tax (benefit) provision of $(2.0) million and $2.3 million for the nine months ended September 30, 2024 and 2023, respectively. The income tax benefit for the nine months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets and was partially offset by income tax expense attributable to activity in the Company's foreign subsidiaries and current U.S. federal and state taxes. The income tax provision for the nine months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S. state taxes.

The Company's effective tax rate differs from the U.S. federal statutory rate primarily due to the change in valuation allowance in the U.S. The Company is open to future tax examinations from 2019 to the present; however, carryforward attributes that were generated prior to 2018 may still be adjusted upon examination by federal, state or local tax authorities to the extent they will be used in a future period.

The Company's management evaluates the realizability of the Company's deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Company's ability to generate sufficient future taxable income during the foreseeable future. As of September 30, 2024, the Company continues to maintain a full valuation allowance of the U.S. and United Kingdom net deferred tax assets.

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Commitments and Contingencies

9 Months Ended
Sep. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

Commitments and Contingencies

Note 15. Commitments and Contingencies

Legal proceedings

The Company is subject to various legal proceedings and claims from time to time, the outcomes of which are subject to significant uncertainty. The Company records an accrual for legal contingencies when it has determined that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, and the ability to make a reasonable estimate of the loss. If the occurrence of liability is probable, the Company will disclose the nature of the contingency, and if estimable, will provide the likely amount of such loss or range of loss.

As of September 30, 2024, the Company was not a party to any litigation the outcome of which, the Company believes, if determined adversely to it, would individually or in the aggregate, have a material adverse effect on its financial position, results of operations, or cash flows.

In the course of enhancing its sanctions compliance function, the Company initiated an internal review that identified issues related to the Company's compliance with sanctions promulgated by the U.S. Treasury Department's Office of Foreign Assets Control (OFAC), including payments that may have originated from sanctioned jurisdictions or sanctioned persons. Although Flywire continues to evaluate whether these or other transactions constitute potential violations of sanctions (including whether certain of these payments may have been authorized by general licenses or license exemptions under the relevant sanctions regulations), Flywire has made voluntary submissions to OFAC to report the apparent violations and provide supplemental information. Flywire is currently engaging with OFAC to resolve these matters. Based upon the results of the internal investigation completed to date, the Company does not believe that the amount of any loss incurred as a result of this matter would be material to its business, financial condition, results of operations or cash flows.

Indemnification

In the ordinary course of business, the Company agrees to indemnify certain partners and clients against third-party claims asserting infringement of certain intellectual property rights, data privacy breaches, damages caused to property or persons, or other liabilities relating to or arising from the Company's payment platform or other contractual obligations. In addition, the Company has entered into indemnification agreements with members of its board of directors and executive officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. To date, the Company has not incurred any material costs as a result of such indemnifications. The Company is not aware of any pending indemnification matters or claims, individually or in the aggregate, that are expected to have a material adverse effect on its financial position, results of operations, or cash flows and had not accrued any liabilities related to such obligations in its condensed consolidated financial statements for the periods ended September 30, 2024 and December 31, 2023.

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Business Overview and Summary of Significant Accounting Policies (Policies)

9 Months Ended
Sep. 30, 2024

Accounting Policies [Abstract]

2023 Follow-On Public Offering

2023 Follow-On Public Offering

On August 9, 2023, the Company entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option).

The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). The Company received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of $10.9 million and other offering costs of $1.1 million.

Basis of Presentation and Principles of Consolidation

Basis of Presentation and Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with

generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the SEC regarding interim financial reporting. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations, comprehensive income (loss), changes in stockholders' equity, and its cash flows for the periods presented.

The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of results to be expected for the year ended December 31, 2024, any other interim periods or any future year or period. The accompanying consolidated balance sheet as of December 31, 2023 was derived from the Company's audited consolidated financial statements for the year ended December 31, 2023. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted from the interim unaudited condensed consolidated financial statements.

These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

The condensed consolidated financial statements include the accounts of Flywire and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation.

Segment Information

Segment Information

The Company has a single operating and reportable segment. The Company's chief operating decision maker is its Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources. See *Note 2 - Revenue and Recognition* for information regarding the Company's revenue by geographic area.

Use of Estimates

Use of Estimates

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and the accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, the valuation of certain stock-based compensation awards, the valuation of contingent consideration, the valuation of acquired intangible assets and their useful lives, the estimate of credit losses on accounts receivable, unbilled receivables and available-for-sale debt securities, the assessment of other-than-temporary impairment of available-for-sale debt securities, intangibles and other long-lived assets and the incremental borrowing rates for operating leases. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions.

Impact of Inflation

Impact of Inflation

Inflation did not have a material effect on the Company's cash flows and results of operations during the three and nine months ended September 30, 2024.

Concentrations of Credit Risk, Financial Instruments and Significant Clients

Concentrations of Credit Risk, Financial Instruments and Significant Clients

Financial instruments that potentially subject the Company to concentration of credit risk consists principally of cash, cash equivalents, investments in available-for-sale debt securities, accounts receivable, unbilled receivables and funds receivable from payment partners.

The Company maintains its cash and cash equivalents with financial institutions that management believes are of high credit quality. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government. The Company's cash and cash equivalents deposited with the financial institutions exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of $250,000. As part of its cash management process, the Company performs periodic reviews of the credit standing of the financial institutions holding its cash and cash equivalents. Additionally, to mitigate credit risk associated with financial institutions, the Company diversifies its cash and cash equivalents across multiple financial institutions and U.S. Treasury Money Market Funds. U.S. Treasuries, by their nature, create a concentration of credit risk with the U.S. Government. The Company's access to its cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds.

To manage credit risk associated with investments in available-for-sale debt securities, the Company monitors credit ratings of the issuers of the securities and diversifies its investments by limiting its holding in any one security or issuer.

To manage credit risk related to accounts receivable and unbilled receivables, the Company maintains an allowance for credit losses. The allowance is determined by applying a loss-rate method based on an aging schedule using the Company's historical loss rate. The Company also considers reasonable and supportable current and forecasted information in determining its estimated loss rates, such as external forecasts, macroeconomic trends, or other factors that are associated with the credit quality of the Company's customer base. The Company did not experience any material credit losses for the three and nine months ended September 30, 2024 and 2023.

Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table:

	September 30, 2024	December 31, 2023
Client A	10%	*

* Less than 10% of total balance.

Funds receivable from payment partners consist primarily of cash held by the Company's global payment processing partners that have not yet been remitted to the Company. Significant partners are those that represent 10% or more of funds receivable from payment partners as set forth in the following table:

	September 30, 2024	December 31, 2023
Partner A	*	14%
Partner B	*	15%
Partner C	*	13%
Partner D	*	11%
Partner E	60%	20%

* Less than 10% of total balance.

During the three and nine months ended September 30, 2024 and 2023, no client accounted for 10% or more of total revenue.

Summary of Significant Accounting Policies

Summary of Significant Accounting Policies

The Company's significant accounting policies are discussed in *Note 1 - Business Overview and Summary of Significant Accounting Policies* in the notes to the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to these policies during the three and nine months ended September 30, 2024 other than the investments discussed in *Note 3 - Investments*.

Advertising Costs

Advertising Costs

Advertising costs are expensed as incurred and are included in selling and marketing expenses in the condensed consolidated statements of operations and comprehensive income (loss). Advertising expenses for the three months ended September 30, 2024 and 2023 were $1.7 million and $2.0 million, respectively. Advertising expenses for the nine months ended September 30, 2024 and 2023 were $5.4 million and $5.1 million, respectively.

Recently Adopted Accounting Pronouncements

Recently Adopted Accounting Pronouncements

As of September 30, 2024 and for the period then ended, there were no recently adopted Accounting Standards Update (ASUs) that had a material effect on the Company's condensed consolidated financial statements and disclosures.

Accounting Pronouncements Not Yet Adopted

Accounting Pronouncements Not Yet Adopted

The following ASUs were issued by the Financial Accounting Standards Board but not yet adopted by Flywire as of September 30, 2024:

ASU 2023-07, *Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures:* ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 also enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable and contains other disclosure requirements. ASU 2023-07 is effective for Flywire for the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025. Early adoption is permitted. ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is evaluating the enhancement of its significant expenses that will be required to be disclosed and does not expect this standard to have an impact on its results of operations, balance sheet or cash flows.

ASU 2023-09, *Income Taxes (Topic 740): Improvements to Income Tax Disclosures:* ASU 2023-09 requires public business entities to disclose on an annual basis additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition, ASU 2023-09 requires disclosure pertaining to taxes paid, net of refunds received, to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. ASU 2023-09 is effective for the Company for the annual period beginning on January 1, 2025. Early adoption is permitted. ASU 2023-09 should be applied on a prospective basis. However, companies have the option to apply the standard retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

ASU 2024-03, *Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses:* ASU 2024-03 is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. The amendment also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entity's definition of selling expenses. ASU 2024-03 is effective for the Company for the annual period beginning on January 1, 2027. Early adoption is permitted. The ASU can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures.

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Business Overview and Summary of Significant Accounting Policies (Tables)

Accounting Policies [Abstract]

9 Months Ended

Sep. 30, 2024

Summary of Accounts Receivable And Funds Receivable

Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table:

	September 30, 2024	December 31, 2023
Client A	10%	*

* Less than 10% of total balance.

Funds receivable from payment partners consist primarily of cash held by the Company's global payment processing partners that have not yet been remitted to the Company. Significant partners are those that represent 10% or more of funds receivable from payment partners as set forth in the following table:

	September 30, 2024	December 31, 2023
Partner A	*	14%
Partner B	*	15%
Partner C	*	13%
Partner D	*	11%
Partner E	60%	20%

* Less than 10% of total balance.

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Revenue and Recognition (Tables)

9 Months Ended
Sep. 30, 2024

Revenue Recognition [Abstract]

Summary of Revenue Disaggregated by Geographical Area

The following table presents revenue disaggregated by geographical area and major solutions. The categorization of revenue by geographical location is determined based on the location of where the client resides.

	Three Months Ended September 30,		Nine Months Ended September 30,	
(in thousands)	2024	2023	2024	2023
Primary geographical markets				
Americas	$ 71,557	$ 68,384	$ 171,384	$ 171,845
EMEA	63,795	40,542	142,826	90,737
APAC	21,463	14,397	60,384	39,967
Total revenue	**$ 156,815**	**$ 123,323**	**$ 374,594**	**$ 302,549**
Major solutions				
Transactions	$ 134,447	$ 104,585	$ 314,945	$ 247,734
Platform and other revenues	22,368	18,738	59,649	54,815
Total revenue	**$ 156,815**	**$ 123,323**	**$ 374,594**	**$ 302,549**

Summary of Contract with Customer, Contract Asset, Contract Liability, and Receivable

The following table provides information about accounts receivable, unbilled receivables and deferred revenue from contracts with clients (in thousands):

	September 30, 2024	December 31, 2023
Accounts receivable, net	$ 27,510	$ 18,215
Unbilled receivables, net	11,659	10,689
Deferred revenue – current	7,692	6,968
Deferred revenue – non-current	170	169

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Investments (Tables)

9 Months Ended
Sep. 30, 2024

Investments, Debt and Equity Securities [Abstract]

Schedule Of Estimated Fair Value Of Available-For-Sale Debt Securities Included Within Short-Term And Long-Term Investments

The following table summarizes the estimated fair value of available-for-sale debt securities included within short-term and long-term investments as of September 30, 2024 (in thousands):

	September 30, 2024					
	Gross Amortized Cost	Gross Unrealized Gains	Gross Unrealized Losses	Allowance for Credit Losses	Accrued Interest Receivable	Aggregate Fair Value
Short-term investments						
Corporate bonds	$ 56,468	$ 236	$ (2)	$ —	$ 443	$ 57,145
U.S. Government obligations	39,847	154	— *	—	215	40,216
Treasury Bill	13,628	19	—	—	—	13,647
Foreign Agency Securities	2,583	5	— *	—	40	2,628
Commercial paper	961	—	—	—	—	961
Asset-backed Securities	1,492	1	—	—	1	1,494
Total short-term investments	$ 114,979	$ 415	$ (2)	$ —	$ 699	$ 116,091
Long-term investments						
Corporate bonds	$ 26,283	$ 156	$ (6)	$ —	$ 264	$ 26,697
U.S. Government obligations	9,411	58	— *	—	57	9,526
Agency bond	2,451	16	—	—	29	2,496
Asset-backed Securities	1,627	9	—	—	2	1,638
Total long-term investments	$ 39,772	$ 239	$ (6)	$ —	$ 352	$ 40,357

* Less than 1.

Schedule Of Available-For-Sale Debt Securities By Remaining Contractual Maturity Date

The following table summarizes the fair value of the Company's available-for-sale debt securities by remaining contractual maturity as of September 30, 2024 (in thousands):

Due within one year	$ 116,091
Due after one year through five years	40,357
Total investments	$ 156,448

Schedule Of Gross Unrealized Losses And Fair Values For Available-For-Sale Debt Securities

The following table shows fair values and gross unrealized losses for available-for-sale debt securities that were in an unrealized loss position, for which an allowance for credit losses has not been recorded, as of September 30, 2024 (in thousands):

	September 30, 2024					
	Less than 12 Months		12 Months or Longer		Total	
	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses	Fair Value	Gross Unrealized Losses
Short-term investments						
Corporate bonds	$ 3,805	$ (2)	$ —	$ —	$ 3,805	$ (2)
U.S. Government obligations	1,994	— *	—	—	1,994	—
Foreign Agency Securities	1,108	— *	—	—	1,108	—
Total short-term investments	$ 6,907	$ (2)	$ —	$ —	$ 6,907	$ (2)
Long-term investments						
Corporate bonds	$ 6,357	$ (6)	$ —	$ —	$ 6,357	$ (6)
U.S. Government obligations	285	— *	—	—	285	—
Total long-term investments	$ 6,642	$ (6)	$ —	$ —	$ 6,642	$ (6)

* Less than 1.

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Fair Value Measurements (Tables)

9 Months Ended
Sep. 30, 2024

Fair Value Measurement Inputs and Valuation Techniques [Line Items]

Schedule of Fair Value Assets and Liabilities Measured on Recurring Basis

The following tables present the Company's fair value hierarchy for its financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 (in thousands):

	Measured at NAV as of September 30, 2024	Measured at Fair Value as of September 30, 2024:			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash equivalents					
Money market funds	$ 154,823	$ —	$ —	$ —	$ 154,823
Foreign exchange contracts	—	—	—	64	64
Short-term investments					
Corporate bonds	—	—	57,145	—	57,145

U.S. Government obligations	—	—	40,216	—	40,216
Treasury Bill	—	—	13,647	—	13,647
Foreign Agency Securities	—	—	2,628	—	2,628
Commercial paper	—	—	961	—	961
Asset-backed Securities	—	—	1,494	—	1,494
Total short-term investments	—	—	116,091	—	116,091
Long-term investments					
Corporate bonds	—	—	26,697	—	26,697
U.S. Government obligations	—	—	9,526	—	9,526
Agency bond	—	—	2,496	—	2,496
Asset-backed Securities	—	—	1,638	—	1,638
Total long-term investments	—	—	40,357	—	40,357
Total financial assets	$ 154,823	$ —	$ 156,448	$ 64	$ 311,335
Financial Liabilities:					
Contingent consideration	$ —	$ —	$ —	$ 6,402	$ 6,402
Total financial liabilities	$ —	$ —	$ —	$ 6,402	$ 6,402

	Measured at NAV as of December 31, 2023:	Measured at Fair Value as of December 31, 2023:			
		Level 1	Level 2	Level 3	Total
Financial Assets:					
Cash equivalents					
Money market funds	$ 372,912	$ —	$ —	$ —	$ 372,912
Foreign exchange contracts	—	—	—	16	16
Total financial assets	$ 372,912	$ —	$ —	$ 16	$ 372,928
Financial Liabilities:					
Contingent consideration	$ —	$ —	$ —	$ 2,882	$ 2,882
Total financial liabilities	$ —	$ —	$ —	$ 2,882	$ 2,882

Summary of Changes in the Carrying Value of the Contingent Consideration

The following table summarizes the changes in the carrying value of the contingent consideration for the periods presented (in thousands):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Beginning balance	$ 1,917	$ 42	$ 2,882	$ 1,332
Additions	4,508	—	4,508	2
Change in fair value	(94)	(42)	(988)	368
Contingent consideration paid *	—	—	—	(1,674)
Foreign currency translation adjustment	71	—	—	(28)
Ending balance	$ 6,402	$ —	$ 6,402	$ —

* For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows.

Invoiced Inc.

Fair Value Measurement Inputs and Valuation Techniques [Line Items]

Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration

The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024.

	September 30, 2024
Discount rate	6.47% - 6.59%
Probability of successful achievement *	4% - 95%

* Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%.

Learning Information Systems Pty Ltd.

Fair Value Measurement Inputs and Valuation Techniques [Line Items]

Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration

The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024 and December 31, 2023.

	September 30, 2024	December 31, 2023
Discount rate	7.5% - 7.7%	7.4% - 7.5%
Probability of successful achievement *	0% - 100%	29% - 95%

* Probability of successful achievement was set at different targets based on the Company's estimates on achieving them.

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Accrued Expenses and Other Current Liabilities (Tables)

9 Months Ended

Sep. 30, 2024

Payables and Accruals [Abstract]

Schedule of Accrued expenses and other current liabilities

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

	September 30, 2024	December 31, 2023
Accrued employee compensation and related taxes	$ 16,834	$ 19,748
Accrued vendor liabilities	4,151	4,193
Accrued income and other non-employee related taxes	6,671	6,270
Accrued professional services	2,409	2,139
Current portion of operating lease liabilities	1,478	1,465
Other accrued expenses and current liabilities	14,684	9,500
	$ 46,227	$ 43,315

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Property and Equipment, Net (Tables)

9 Months Ended

Sep. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property Plant and Equipment, Net

Property and equipment, net consisted of the following as of the dates presented (in thousands):

	September 30, 2024	December 31, 2023
Computer equipment and software	$ 4,004	$ 3,681
Internal-use software	22,843	18,135
Furniture and fixtures	917	912
Leasehold improvements	5,573	5,431
	33,337	28,159
Less: Accumulated depreciation and amortization*	(15,653)	(13,025)
	$ 17,684	$ 15,134

* For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments.

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Business Combinations (Tables)

9 Months Ended

Sep. 30, 2024

Invoiced [Member]

Restructuring Cost and Reserve [Line Items]

Summary of Purchase Consideration

Pursuant to the terms of the business combination agreement, the Company acquired Invoiced for estimated total purchase consideration of approximately $53.7 million or $52.3 million, net of cash acquired, which consisted of (in thousands):

Cash consideration, net of cash acquired	$ 47,769
Estimated fair value of contingent consideration	4,508
Total purchase consideration, net of cash acquired	$ 52,277

The purchase consideration includes $2.0 million of acquisition holdback payments payable on the first and second anniversary dates of the acquisition.

The business combination agreement provides for contingent consideration of up to $7.5 million, with an estimated fair value of $4.5 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon the successful achievement of certain targets related to revenue and cross-selling of the Invoiced software as well as milestones related to the Invoiced software product and security and IT integration.

Summary of Fair Value Of the Assets Acquired and Liabilities Assumed

The table summarizes the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):

Cash	$ 1,418
Prepaid expenses and other current assets	696
Other assets	11
Identifiable intangible assets	26,100
Goodwill	31,881
Total assets acquired	60,106
Deferred tax liabilities	4,923
Deferred revenue	1,037
Accounts payable and accrued expenses	451
Total liabilities assumed	6,411
Net assets acquired	53,695
Less: cash acquired	1,418
Net assets, less cash acquired	$ 52,277

Schedule of Estimated Fair Value of the Identified Intangible Assets

The following table reflects the estimated fair values of the identified intangible assets of Invoiced and their respective weighted-average amortization periods.

	Estimated Fair Values (in thousands)	Weighted-Average Estimated Amortization Periods (years)
Developed technology	$ 7,100	7
Acquired relationships	18,600	11
Trade name/Trademark	400	4
	$ 26,100	

Summary of Unaudited Pro Forma Financial Information

	Three Months Ended September 30, 2024		Three Months Ended September 30, 2023		Nine Months Ended September 30, 2024		Nine Months Ended September 30, 2023	
	Actual	Pro Forma	Actual	Pro Forma	Actual	Pro Forma	Actual	Pro Forma
	(in thousands)							
Revenue	$ 156,815	$ 157,280	$ 123,323	$ 124,595	$ 374,594	$ 377,862	$ 302,549	$ 306,413
Net Income (Loss)	$ 38,896	$ 38,831	$ 10,643	$ 9,982	$ 18,799	$ 17,522	$ (9,853)	$ (12,001)

StudyLink [Member]

Restructuring Cost and Reserve [Line Items]

Summary of Purchase Consideration

Pursuant to the terms of the business combination agreement, the Company acquired StudyLink for estimated total purchase consideration of approximately $37.6 million or $35.5 million, net of cash acquired, which consisted of (in thousands):

Cash consideration, net of cash acquired	$ 32,764
Estimated fair value of contingent consideration	2,701
Total purchase consideration, net of cash acquired	$ 35,465

The business combination agreement provides for contingent consideration up to $3.9 million, with an estimated fair value of

Summary of Fair Value Of the Assets Acquired and Liabilities Assumed

The table summarizes the allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):

Cash	$ 2,108
Accounts receivable	2,762
Prepaid expenses and other current assets	432
Other assets	193
Goodwill	20,705
Identifiable intangible assets	19,553
Total assets acquired	45,753
Deferred tax liabilities	2,663
Deferred revenue	2,654
Accounts payable	859
Accrued expenses and other current liabilities	2,004
Total liabilities assumed	8,180
Net assets acquired	37,573
Less: cash acquired	2,108
Net assets, less cash acquired	$ 35,465

Schedule of Estimated Fair Value of the Identified Intangible Assets

The following table reflects the fair values of the identified intangible assets of StudyLink and their respective weighted-average amortization periods.

	Fair Values (in thousands)	Weighted-Average Amortization Periods (years)
Developed technology	$ 7,397	7
Client relationships	12,027	14
Trade Name/Trademark	129	2
	$ 19,553	

Summary of Unaudited Pro Forma Financial Information

	Three Months Ended September 30, 2023		Nine Months Ended September 30, 2023	
	Actual	Pro Forma	Actual	Pro Forma
	(in thousands)			
Revenue	$ 123,323	$ 125,239	$ 302,549	$ 307,954
Net Income (Loss)	$ 10,643	$ 10,217	$ (9,853)	$ (11,383)

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Goodwill and Acquired Intangible Assets (Tables)

Goodwill and Intangible Assets Disclosure [Abstract]

9 Months Ended

Sep. 30, 2024

Summary of Changes in the Carrying Amount of Goodwill

The following table summarizes the changes in the carrying amount of goodwill as of the dates presented (in thousands):

	September 30, 2024	December 31, 2023
Beginning balance	$ 121,646	$ 97,766
Goodwill related to acquisitions	31,881	20,705
Foreign currency translation adjustment	2,765	3,175
Ending balance	$ 156,292	$ 121,646

Summary of Acquired Intangible Assets Subject to Amortization

Acquired intangible assets subject to amortization consisted of the following (dollars in thousands):

	September 30, 2024			
	Gross Carrying Value*	Accumulated Amortization**	Net Carrying Amount	Weighted Average Remaining Life (Years)
Developed Technology	$ 47,009	$ (25,391)	$ 21,618	5.04
Acquired Relationships	124,476	(19,599)	104,877	10.41
Trade Name/Trademark	538	(67)	471	3.44
	$ 172,023	$ (45,057)	$ 126,966	

* Includes $1,577 thousand of foreign currency translation adjustments.

** Includes $(319) thousand of foreign currency translation adjustments.

	December 31, 2023

	Gross Carrying Value*	Accumulated Amortization**	Net Carrying Amount	Weighted Average Remaining Life (Years)
Developed Technology	$ 39,624	$ (21,446)	$ 18,178	4.71
Acquired Relationships	104,007	(14,143)	89,864	11.04
Trade Name/Trademark	136	—	136	1.83
	$ 143,767	$ (35,589)	$ 108,178	

* Includes $(750) thousand of foreign currency translation adjustments.
** Includes $(41) thousand of foreign currency translation adjustments.

Schedule of Estimated Annual Amortization Expense Of Intangible Assets

As of September 30, 2024, the estimated annual amortization expense of intangible assets for each of the next five years and thereafter is expected to be as follows (in thousands):

	Estimated Amortization Expense
Remaining of fiscal year 2024	$ 3,302
2025	13,948
2026	14,006
2027	13,853
2028	13,636
2029	12,726
Thereafter	55,495
	$ 126,966

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Stockholder's Equity (Tables)

9 Months Ended
Sep. 30, 2024

Stockholders' Equity Note [Abstract]

Schedule of Changes in Accumulated Other Comprehensive Income (loss)

The following table summarizes the changes in AOCI for the three months ended September 30, 2024 (in thousands):

	Unrealized Gains (Losses) on Available-for-sale Debt Securities, net	Foreign Currency Translation Adjustment	Estimated Tax (Expense) Benefit	Total
Beginning balance	$ (53)	$ 152	$ —	$ 99
Other comprehensive income before reclassifications	702	4,904	—	5,606
Less: Amount of gain (loss) reclassified from AOCI	—	—	—	—
Net current period other comprehensive income	702	4,904	—	5,606
Ending balance	$ 649	$ 5,056	$ —	$ 5,705

The following table summarizes the changes in AOCI for the nine months ended September 30, 2024 (in thousands):

	Unrealized Gains on Available-for-sale Debt Securities, net	Foreign Currency Translation Adjustment	Estimated Tax (Expense) Benefit	Total
Beginning balance	$ —	$ 1,320	$ —	$ 1,320
Other comprehensive income before reclassifications	649	3,736	—	4,385
Less: Amount of gain (loss) reclassified from AOCI	—	—	—	—
Net current period other comprehensive income	649	3,736	—	4,385
Ending balance	$ 649	$ 5,056	$ —	$ 5,705

Summary of Reserved Shares of Common Stock

As of September 30, 2024, the Company had reserved shares of common stock for future issuance as follows:

	September 30, 2024
Issued and outstanding stock options	6,546,182
Issued and outstanding restricted stock units	6,366,410
Available for issuance under the 2021 Equity Incentive Plan	17,305,884
Available for issuance under Employee Stock Purchase Plan	4,598,941
Committed to settling employee retention	83,996
Available for conversion of non-voting common stock	1,873,320
	36,774,733

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Stock-Based Compensation (Tables)

9 Months Ended
Sep. 30, 2024

Share-Based Payment Arrangement [Abstract]

Summary of the Stock Based Compensation Expense for Stock Options, RSAs, RSUs and Employee Stock Purchase Plan Granted to Employees

(in thousands):

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Technology and development	$ 3,146	$ 2,386	$ 8,569	$ 6,354
Selling and marketing	4,674	3,053	13,295	8,784
General and administrative	8,672	5,881	26,532	16,161
Total stock-based compensation expense	$ 16,492	$ 11,320	$ 48,396	$ 31,299

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Net Income (Loss) Per Share (Tables)

9 Months Ended
Sep. 30, 2024

Earnings Per Share [Abstract]

Schedule of Earnings Per Share Basic and Diluted Attributable to Common Stockholders

Basic and diluted net income (loss) per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Numerator:				
Net income (loss)	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Net income (loss) attributable to common stockholders – basic and diluted	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Denominator:				
Weighted average common shares outstanding – basic	124,887,591	116,492,191	124,204,873	112,495,539
Effect of potentially dilutive stock options	4,104,795	7,819,509	4,676,879	—
Effect of potentially dilutive restricted common stock	162,624	1,168,693	439,786	—
Weighted average common shares outstanding – diluted	129,155,010	125,480,393	129,321,537	112,495,539
Net income (loss) per share attributable to common stockholders – basic	$ 0.31	$ 0.09	$ 0.15	$ (0.09)
Net income (loss) per share attributable to common stockholders – diluted	$ 0.30	$ 0.08	$ 0.15	$ (0.09)

Schedule of Antidilutive Excluded from Computation of Earnings Per Share

Outstanding potentially dilutive securities, which were excluded from the diluted net income (loss) per share calculations because they would have been antidilutive were as follows as of the dates presented:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
Unvested restricted stock units	5,751,165	28,757	4,853,583	4,484,511
Stock options to purchase common stock	879,642	676,344	849,262	9,791,643
Employee stock purchase plan shares	171,130	—	171,130	—
	6,801,937	705,101	5,873,975	14,276,154

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Business Overview and Summary of Significant Accounting Policies - Additional Information (Details)

Sep. 12, 2023 USD ($) $ / shares shares	Aug. 09, 2023 $ / shares shares	3 Months Ended Sep. 30, 2024 USD ($)	3 Months Ended Sep. 30, 2023 USD ($)	9 Months Ended Sep. 30, 2024 USD ($) Segment	9 Months Ended Sep. 30, 2023 USD ($)

Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]								
Cash, FDIC insured amount					$ 250,000		$ 250,000	
Advertising expense					$ 1,700,000	$ 2,000,000	$ 5,400,000	$ 5,100,000
Number of operating segments | Segment							1	
Number of reportable segments | Segment							1	
Revenue Benchmark | No Client [Member]								
Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]								
Percentage of revenue from customers					10.00%	10.00%	10.00%	10.00%
Follow On Public Offering								
Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]								
Stock shares issued during the period shares | shares			8,000,000					
Proceeds from issuance of common stock under employee stock purchase plan		$ 260,100,000						
Shares issued, price per share | $ / shares		$ 32	$ 32					
Underwriting discount and commissions		$ 10,900,000						
Other offering costs		$ 1,100,000						
Follow On Public Offering | Voting Common Stock								
Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]								
Stock shares issued during the period shares | shares		500,000						
Common stock, option granted to purchase additional shares | shares			1,200,000					
Partner Concentration Risk | Funds Receivable [Member] | No Client [Member]								
Collaborative Arrangements And Noncollaborative Arrangement Transactions [Line Items]								
Concentration Risk, Percentage							10.00%	

~~XML 45 R37.htm IDEA: XBRL DOCUMENT~~

Business Overview and Summary of Significant Accounting Policies - Schedule of Accounts Receivable and Funds Receivable (Details)	**9 Months Ended**	**12 Months Ended**
	Sep. 30, 2024	**Dec. 31, 2023**
Partner Concentration Risk | Funds Receivable | Partner A		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage		14.00%
Partner Concentration Risk | Funds Receivable | Partner B		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage		15.00%
Partner Concentration Risk | Funds Receivable | Partner C		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage		13.00%
Partner Concentration Risk | Funds Receivable | Partner D		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage		11.00%
Partner Concentration Risk | Funds Receivable | Partner E		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage	60.00%	20.00%
Client A | Customer Concentration Risk | Accounts Receivable		
Financial Support For Nonconsolidated Legal Entity [Line Items]		
Concentration risk, percentage	10.00%	

~~XML 46 R38.htm IDEA: XBRL DOCUMENT~~

Revenue and Recognition - Summary of Revenue From Contract With Customers Disaggregated By Geographical Area And Major Solutions (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]				
Revenue	$ 156,815	$ 123,323	$ 374,594	$ 302,549
Transactions [Member]				
Disaggregation Of Revenue [Line Items]				
Revenue	134,447	104,585	314,945	247,734
Platform And Other Revenues [Member]				
Disaggregation Of Revenue [Line Items]				
Revenue	22,368	18,738	59,649	54,815
Americas				
Disaggregation Of Revenue [Line Items]				
Revenue	71,557	68,384	171,384	171,845
EMEA				
Disaggregation Of Revenue [Line Items]				
Revenue	63,795	40,542	142,826	90,737
APAC				
Disaggregation Of Revenue [Line Items]				
Revenue	$ 21,463	$ 14,397	$ 60,384	$ 39,967

~~XML 47 R39.htm IDEA: XBRL DOCUMENT~~

Revenue and Recognition - Summary of Contract with Customer, Contract Asset, Contract Liability, and Receivable (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Revenue Recognition [Abstract]		
Accounts receivable, net	$ 27,510	$ 18,215
Unbilled receivables, net	11,659	10,689
Deferred revenue - current	7,692	6,968
Deferred revenue - non-current	$ 170	$ 169

~~XML 48 R40.htm IDEA: XBRL DOCUMENT~~

Revenue and Recognition - Additional Information (Details) - USD ($) $ in Millions	**3 Months Ended**		**9 Months Ended**	
	Sep. 30, 2024	**Sep. 30, 2023**	**Sep. 30, 2024**	**Sep. 30, 2023**
Revenue Recognition [Abstract]				
Revenue Recognized	$ 0.7	$ 1.3	$ 5.6	$ 5.0
Remaining Performance Obligation including deferred revenue	$ 14.3		$ 14.3	
Remining Performance Obligations Remaining to be Recognized Over the Next Year	64.20%		64.20%	

Remining Performance Obligations Remaining To Be Recognized after One Year through Year Two	21.40%	21.40%
Remining Performance Obligations Remaining To Be Recognized Over The Next Three To Five Years	14.40%	14.40%

~~XML 49 R41.htm IDEA: XBRL DOCUMENT~~

Investments - Schedule Of Estimated Fair Value Of Available-For-Sale Debt Securities Included Within Short-Term And Long-Term Investments (Details) $ in Thousands	Sep. 30, 2024 USD ($)	
Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	$ 114,979	
Gross Unrealized Gains	415	
Gross Unrealized Losses	(2)	
Allowance for Credit Losses	0	
Accrued Interest Receivable	699	
Aggregate Fair Value	116,091	
Short-term investments | Commercial paper		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	961	
Gross Unrealized Gains	0	
Gross Unrealized Losses	0	
Allowance for Credit Losses	0	
Accrued Interest Receivable	0	
Aggregate Fair Value	961	
Long-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	39,772	
Gross Unrealized Gains	239	
Gross Unrealized Losses	(6)	
Allowance for Credit Losses	0	
Accrued Interest Receivable	352	
Aggregate Fair Value	40,357	
Treasury Bill | Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	13,628	
Gross Unrealized Gains	19	
Gross Unrealized Losses	0	
Allowance for Credit Losses	0	
Accrued Interest Receivable	0	
Aggregate Fair Value	13,647	
U.S. Government obligations | Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	39,847	
Gross Unrealized Gains	154	
Gross Unrealized Losses	0	[1]
Allowance for Credit Losses	0	
Accrued Interest Receivable	215	
Aggregate Fair Value	40,216	
U.S. Government obligations | Long-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	9,411	
Gross Unrealized Gains	58	
Gross Unrealized Losses	0	[1]
Allowance for Credit Losses	0	
Accrued Interest Receivable	57	
Aggregate Fair Value	9,526	
Corporate bonds | Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	56,468	
Gross Unrealized Gains	236	
Gross Unrealized Losses	(2)	
Allowance for Credit Losses	0	
Accrued Interest Receivable	443	
Aggregate Fair Value	57,145	
Corporate bonds | Long-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	26,283	
Gross Unrealized Gains	156	
Gross Unrealized Losses	(6)	
Allowance for Credit Losses	0	
Accrued Interest Receivable	264	
Aggregate Fair Value	26,697	
Asset-backed Securities | Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	1,492	
Gross Unrealized Gains	1	
Gross Unrealized Losses	0	
Allowance for Credit Losses	0	
Accrued Interest Receivable	1	
Aggregate Fair Value	1,494	
Asset-backed Securities | Long-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	1,627	
Gross Unrealized Gains	9	
Gross Unrealized Losses	0	
Allowance for Credit Losses	0	
Accrued Interest Receivable	2	
Aggregate Fair Value	1,638	
Foreign Agency Securities | Short-term investments		
Debt Securities, Available-for-Sale [Line Items]		
Gross Amortized Cost	2,583	
Gross Unrealized Gains	5	
Gross Unrealized Losses	0	[1]

Allowance for Credit Losses	0
Accrued Interest Receivable	40
Aggregate Fair Value	2,628
Agency bond | Long-term investments	
Debt Securities, Available-for-Sale [Line Items]	
Gross Amortized Cost	2,451
Gross Unrealized Gains	16
Gross Unrealized Losses	0
Allowance for Credit Losses	0
Accrued Interest Receivable	29
Aggregate Fair Value	$ 2,496

[1] Less than 1.

~~XML 50 R42.htm IDEA: XBRL DOCUMENT~~

Investments - Schedule Of Available-For-Sale Debt Securities By Remaining Contractual Maturity Date (Details) $ in Thousands	Sep. 30, 2024 USD ($)
Fair Value	
Due within one year	$ 116,091
Due after one year through five years	40,357
Total Investment	$ 156,448

~~XML 51 R43.htm IDEA: XBRL DOCUMENT~~

Investments - Schedule Of Gross Unrealized Losses And Fair Values For Available-For-Sale Debt Securities (Details) $ in Thousands	Sep. 30, 2024 USD ($)	
Short-term investments		
Fair Value		
Less than 12 Months	$ 6,907	
12 Months or Longer	0	
Total	6,907	
Gross Unrealized Losses		
Less than 12 Months	(2)	
12 Months or Longer	0	
Total	(2)	
Short-term investments | Corporate bonds		
Fair Value		
Less than 12 Months	3,805	
12 Months or Longer	0	
Total	3,805	
Gross Unrealized Losses		
Less than 12 Months	(2)	
12 Months or Longer	0	
Total	(2)	
Short-term investments | U.S. Government obligations		
Fair Value		
Less than 12 Months	1,994	
12 Months or Longer	0	
Total	1,994	
Gross Unrealized Losses		
Less than 12 Months	0	[1]
12 Months or Longer	0	
Total	0	
Short-term investments | Foreign Agency Securities		
Fair Value		
Less than 12 Months	1,108	
12 Months or Longer	0	
Total	1,108	
Gross Unrealized Losses		
Less than 12 Months	0	[1]
12 Months or Longer	0	
Total	0	
Long-term investments		
Fair Value		
Less than 12 Months	6,642	
12 Months or Longer	0	
Total	6,642	
Gross Unrealized Losses		
Less than 12 Months	(6)	
12 Months or Longer	0	
Total	(6)	
Long-term investments | Corporate bonds		
Fair Value		
Less than 12 Months	6,357	
12 Months or Longer	0	
Total	6,357	
Gross Unrealized Losses		
Less than 12 Months	(6)	
12 Months or Longer	0	
Total	(6)	
Long-term investments | U.S. Government obligations		
Fair Value		
Less than 12 Months	285	
12 Months or Longer	0	
Total	285	
Gross Unrealized Losses		
Less than 12 Months	0	[1]
12 Months or Longer	0	
Total	$ 0	

[1] Less than 1.

~~XML 52 R44.htm IDEA: XBRL DOCUMENT~~

Investments (Additional Information) (Details) $ in Thousands	3 Months Ended	9 Months Ended
	Sep. 30, 2024 USD ($) Numbers	Sep. 30, 2024 USD ($) Numbers
Debt Securities, Available-for-Sale [Line Items]		
Debt Securities, Available-for-Sale, Unrealized Loss Position, Number of Positions | Numbers	14	14
Proceeds from Sale of Short-Term Investments | $	$ 5,700	$ 5,900
Sale of Long-Term investments | $	$ 0	$ 0
Maximum [Member]		
Debt Securities, Available-for-Sale [Line Items]		
Debt Securities, Available-for-Sale, Unrealized Loss Position, Number of Positions | Numbers	139	139

~~**XML 53 R45.htm IDEA: XBRL DOCUMENT**~~

Fair Value Measurements - Schedule of Fair Value Assets and Liabilities Measured on Recurring Basis (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Financial Assets:		
Total financial assets	$ 311,335	$ 372,928
Foreign exchange contracts		16
Total short-term investments	116,091	0
Total long-term investments	40,357	0
Financial Liabilities:		
Foreign exchange contracts	64	
Contingent consideration	6,402	2,882
Total financial liabilities	6,402	2,882
Money Market Funds		
Financial Assets:		
Total financial assets	154,823	372,912
Short-term investments		
Financial Assets:		
Total short-term investments	116,091	
Short-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	40,216	
Short-term investments | Treasury Bill		
Financial Assets:		
Total financial assets	13,647	
Short-term investments | Foreign Agency Securities		
Financial Assets:		
Total financial assets	2,628	
Short-term investments | Commercial paper		
Financial Assets:		
Total financial assets	961	
Short-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	57,145	
Short-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	1,494	
Long-term investments		
Financial Assets:		
Total long-term investments	40,357	
Long-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	9,526	
Long-term investments | Agency bond		
Financial Assets:		
Total financial assets	2,496	
Long-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	26,697	
Long-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	1,638	
NAV [Member]		
Financial Assets:		
Total financial assets	154,823	
NAV [Member] | Long-term investments		
Financial Assets:		
Total long-term investments	0	
NAV [Member] | Long-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
NAV [Member] | Long-term investments | Agency bond		
Financial Assets:		
Total financial assets	0	
Level 1 [Member]		
Financial Assets:		
Total financial assets	0	0
Foreign exchange contracts		0
Financial Liabilities:		
Foreign exchange contracts	0	
Contingent consideration	0	0
Total financial liabilities	0	0
Level 1 [Member] | Money Market Funds		
Financial Assets:		
Total financial assets	0	0
Level 1 [Member] | Short-term investments		
Financial Assets:		
Total short-term investments	0	
Level 1 [Member] | Short-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Short-term investments | Treasury Bill		
Financial Assets:		

Total financial assets	0	
Level 1 [Member] | Short-term investments | Foreign Agency Securities		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Short-term investments | Commercial paper		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Short-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Short-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Long-term investments		
Financial Assets:		
Total long-term investments	0	
Level 1 [Member] | Long-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Long-term investments | Agency bond		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Long-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | Long-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member]		
Financial Assets:		
Total financial assets		372,912
Foreign exchange contracts		0
Financial Liabilities:		
Foreign exchange contracts	0	
Contingent consideration	0	0
Total financial liabilities	0	0
Level 1 [Member] | NAV [Member] | Money Market Funds		
Financial Assets:		
Total financial assets	154,823	372,912
Level 1 [Member] | NAV [Member] | Short-term investments		
Financial Assets:		
Total short-term investments	0	
Level 1 [Member] | NAV [Member] | Short-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Short-term investments | Treasury Bill		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Short-term investments | Foreign Agency Securities		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Short-term investments | Commercial paper		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Short-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Short-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Long-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 1 [Member] | NAV [Member] | Long-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	0	
Level 2 [Member]		
Financial Assets:		
Total financial assets	156,448	0
Foreign exchange contracts		0
Financial Liabilities:		
Foreign exchange contracts	0	
Contingent consideration	0	0
Total financial liabilities	0	0
Level 2 [Member] | Money Market Funds		
Financial Assets:		
Total financial assets	0	0
Level 2 [Member] | Short-term investments		
Financial Assets:		
Total short-term investments	116,091	
Level 2 [Member] | Short-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	40,216	
Level 2 [Member] | Short-term investments | Treasury Bill		
Financial Assets:		
Total financial assets	13,647	
Level 2 [Member] | Short-term investments | Foreign Agency Securities		
Financial Assets:		
Total financial assets	2,628	
Level 2 [Member] | Short-term investments | Commercial paper		
Financial Assets:		
Total financial assets	961	
Level 2 [Member] | Short-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	57,145	
Level 2 [Member] | Short-term investments | Asset-backed Securities		
Financial Assets:		

Total financial assets	1,494	
Level 2 [Member] | Long-term investments		
Financial Assets:		
Total long-term investments	40,357	
Level 2 [Member] | Long-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	9,526	
Level 2 [Member] | Long-term investments | Agency bond		
Financial Assets:		
Total financial assets	2,496	
Level 2 [Member] | Long-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	26,697	
Level 2 [Member] | Long-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	1,638	
Level 3 [Member]		
Financial Assets:		
Total financial assets	64	16
Foreign exchange contracts		16
Financial Liabilities:		
Foreign exchange contracts	64	
Contingent consideration	6,402	2,882
Total financial liabilities	6,402	2,882
Level 3 [Member] | Money Market Funds		
Financial Assets:		
Total financial assets	0	$ 0
Level 3 [Member] | Short-term investments		
Financial Assets:		
Total short-term investments	0	
Level 3 [Member] | Short-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Short-term investments | Treasury Bill		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Short-term investments | Foreign Agency Securities		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Short-term investments | Commercial paper		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Short-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Short-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Long-term investments		
Financial Assets:		
Total long-term investments	0	
Level 3 [Member] | Long-term investments | U.S. Government obligations		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Long-term investments | Agency bond		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Long-term investments | Corporate bonds		
Financial Assets:		
Total financial assets	0	
Level 3 [Member] | Long-term investments | Asset-backed Securities		
Financial Assets:		
Total financial assets	$ 0	

~~**XML 54 R46.htm IDEA: XBRL DOCUMENT**~~

Fair Value Measurements - Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration (Details)	**Sep. 30, 2024**	**Dec. 31, 2023**
Discount rate [Member] | Minimum | Invoiced [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	0.0647	
Discount rate [Member] | Minimum | StudyLink [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	0.075	0.074
Discount rate [Member] | Maximum | Invoiced [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	0.0659	
Discount rate [Member] | Maximum | StudyLink [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	0.077	0.075
Probability of successful achievement [Member] | Minimum | Invoiced [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	[1] 0.04	
Probability of successful achievement [Member] | Minimum | StudyLink [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	[2] 0	0.29
Probability of successful achievement [Member] | Maximum | Invoiced [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	[1] 0.95	
Probability of successful achievement [Member] | Maximum | StudyLink [Member]		
Fair Value Assets And Liabilities Measured On Recurring And Nonrecurring Basis Valuation Techniques [Line Items]		
Business Combination, Contingent Consideration, Liability, Measurement Input	[2] 1	0.95

[1] Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%.

[2] Probability of successful achievement was set at different targets based on the Company's estimates on achieving them.

XML 55 R47.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Schedule of Unobservable Inputs Incorporated into the Valuation of Contingent Consideration (Parenthetical) (Details)	Sep. 30, 2024
Business Combination, Contingent Consideration Arrangements, Change In Contingent Consideration Liability Fair Value [Abstract]	
Percentage of weighted average probability of successful achievement	64.30%

XML 56 R48.htm IDEA: XBRL DOCUMENT

Fair Value Measurements - Summary of Changes in the Carrying Value of the Contingent Consideration (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Fair Value Liabilities Measured On Recurring Basis Unobservable Input Reconciliation [Line Items]				
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Liabilities, Current	Liabilities, Current	Liabilities, Current	Liabilities, Current
Contingent Consideration [Member]				
Fair Value Liabilities Measured On Recurring Basis Unobservable Input Reconciliation [Line Items]				
Beginning balance	$ 1,917	$ 42	$ 2,882	$ 1,332
Additions	4,508	0	4,508	2
Change in fair value	(94)	(42)	(988)	368
Contingent consideration paid	[1] 0	0	0	(1,674)
Foreign Currency Translation Adjustment	71	0	0	(28)
Ending balance	$ 6,402	$ 0	$ 6,402	$ 0

[1] For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows.

XML 57 R49.htm IDEA: XBRL DOCUMENT

Derivative Instruments - Additional Information (Details) $ in Thousands	3 Months Ended		9 Months Ended		
	Sep. 30, 2024 USD ($) Numbers	Sep. 30, 2023 USD ($)	Sep. 30, 2024 USD ($) Numbers	Sep. 30, 2023 USD ($)	Dec. 31, 2023 USD ($) Numbers
Derivative Instruments And Hedging Activities Disclosures [Line Items]					
Derivative Liability, Statement of Financial Position [Extensible Enumeration]	Prepaid Expense and Other Assets, Current		Prepaid Expense and Other Assets, Current		
Dervative instrument not designated as hedging instrument, Gain Loss	$ 38,896	$ 10,643	$ 18,799	$ (9,853)	
Not Designated as Hedging Instrument [Member] | Foreign Exchange Forward [Member]					
Derivative Instruments And Hedging Activities Disclosures [Line Items]					
Number of derivative instruments | Numbers	13,975		13,975		12,737
Derivatives, Notional amount	$ 54,400		$ 54,400		$ 36,100
Derivatives, Asset notional amount	100		100		
Dervative instrument not designated as hedging instrument, Gain Loss	$ 500	$ 1,200	$ 600	$ 2,200	

XML 58 R50.htm IDEA: XBRL DOCUMENT

Accrued Expenses and Other Current Liabilities - Schedule of Accrued expenses and other current liabilities (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Payables and Accruals [Abstract]		
Accrued employee compensation and related taxes	$ 16,834	$ 19,748
Accrued vendor liabilities	4,151	4,193
Accrued income and other non-employee related taxes	6,671	6,270
Accrued professional services	2,409	2,139
Current portion of operating lease liabilities	1,478	1,465
Other accrued expenses and current liabilities	14,684	9,500
Accrued expenses and other current liabilities	$ 46,227	$ 43,315

XML 59 R51.htm IDEA: XBRL DOCUMENT

Property And Equipment, Net - Schedule of Property Plant and Equipment ,Net (Details) - USD ($) $ in Thousands		Sep. 30, 2024	Dec. 31, 2023
Property Plant And Equipment [Line Items]			
Property, Plant and Equipment, Gross		$ 33,337	$ 28,159
Less: Accumulated depreciation and amortization	[1]	(15,653)	(13,025)
Property, Plant and Equipment, Net		17,684	15,134
Computer equipment and software			
Property Plant And Equipment [Line Items]			
Property, Plant and Equipment, Gross		4,004	3,681
Internal-use software			
Property Plant And Equipment [Line Items]			
Property, Plant and Equipment, Gross		22,843	18,135
Furniture and Fixtures			
Property Plant And Equipment [Line Items]			
Property, Plant and Equipment, Gross		917	912
Leasehold Improvements			
Property Plant And Equipment [Line Items]			
Property, Plant and Equipment, Gross		$ 5,573	$ 5,431

[1] For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments.

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Property and Equipment, net - Schedule of Property Plant and Equipment, Net (Parenthetical)	9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023

(Details) - USD ($) $ in Thousands		
Property, Plant and Equipment [Line Items]		
Accumulated Depreciation and Amortization Included Foreign Currency Translation Adjustments	$ (679)	$ (234)
Computer Equipment [Member]		
Property, Plant and Equipment [Line Items]		
Accumulated depreciation sale of property plant and equipment	$ (343)	$ (123)

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Property And Equipment, Net - Additional Information (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
Property Plant And Equipment [Line Items]						
Depreciation and amortization expense		$ 1,100	$ 1,100	$ 3,600	$ 3,200	
Accumulated depreciation property, plant, and equipment	[1]	15,653		15,653		$ 13,025
Capitalisation cost		4,700	4,100	4,700	4,100	
Carrying value of internal use software		15,600		15,600		$ 12,700
Amortization expense related to internal use software		$ 700	$ 700	$ 2,500	$ 2,000	

[1] For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments.

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Business Combinations - Summary of Purchase Consideration (Details) - USD ($) $ in Thousands	Aug. 02, 2024	Nov. 03, 2023
Invoiced [Member]		
Business Acquisition [Line Items]		
Cash consideration, net of cash acquired	$ 47,769	
Estimated fair value of contingent consideration	4,508	
Total purchase consideration, net of cash acquired	52,277	
StudyLink [Member]		
Business Acquisition [Line Items]		
Cash consideration, net of cash acquired		$ 32,764
Estimated fair value of contingent consideration		2,701
Total purchase consideration, net of cash acquired	$ 52,300	$ 35,465

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Business Combinations - Additional Information (Details) - USD ($) $ in Thousands	Aug. 02, 2024	Nov. 03, 2023	3 Months Ended Sep. 30, 2024	9 Months Ended Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Business Acquisition, Contingent Consideration [Line Items]						
Goodwill			$ 156,292	$ 156,292	$ 121,646	$ 97,766
Invoiced [Member]						
Business Acquisition, Contingent Consideration [Line Items]						
Holdback payments payable consideration	$ 2,000					
Business Combination Contingent Consideration Liability Payable	7,500					
Estimated fair value of contingent consideration	4,500					
Goodwill	31,881					
Business acquisition goodwill expected tax deductible amount	0					
Total purchase consideration	52,277					
Business acquisition transaction costs			500	500		
Payments to Acquire Businesses, Gross	47,769					
Total Estimated Purchase Consideration	53,700					
Invoiced [Member] | Platform And Other Revenues [Member]						
Business Acquisition, Contingent Consideration [Line Items]						
Business combination, pro forma information, revenue of acquiree since acquisition date, actual			900	900		
StudyLink [Member]						
Business Acquisition, Contingent Consideration [Line Items]						
Business Combination Contingent Consideration Liability Payable		$ 3,900				
Estimated fair value of contingent consideration		2,700				
Fair Value of Shares of Common Stock Excluded from the Purchase Consideration		$ 2,400				
Common Stock Excluded from Purchase Consideration Shares		84,000				
Goodwill	31,900	$ 20,705				
Business acquisition goodwill expected tax deductible amount		0				
Total purchase consideration	$ 52,300	35,465				
Share Based Compensation			300	900		
Payments to Acquire Businesses, Gross		32,764				
Total Estimated Purchase Consideration		$ 37,600				
StudyLink [Member] | Platform And Other Revenues [Member]						
Business Acquisition, Contingent Consideration [Line Items]						
Business combination, pro forma information, revenue of acquiree since acquisition date, actual			$ 1,800	$ 5,500		

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Business Combinations - Summary of Fair Value Of the Assests Acquired and Liabilities Assumed (Details) - USD ($) $ in Thousands	Aug. 02, 2024	Nov. 03, 2023	Sep. 30, 2024	Dec. 31, 2023	Dec. 31, 2022
Business Acquisition [Line Items]					
Other assets			$ 23,200	$ 19,089	
Goodwill			$ 156,292	$ 121,646	$ 97,766
Invoiced [Member]					
Business Acquisition [Line Items]					
Cash	$ 1,418				
Prepaid expenses and other current assets	696				
Other assets	11				
Identifiable intangible assets	26,100				
Goodwill	31,881				
Total assets acquired	60,106				
Deferred tax liabilities	4,923				
Deferred revenue	1,037				
Accounts payable and accrued expenses	451				

Total liabilities assumed	6,411	
Net assets acquired	53,695	
Less: cash acquired	1,418	
Net assets, less cash acquired	52,277	
StudyLink [Member]		
Business Acquisition [Line Items]		
Cash		$ 2,108
Accounts receivable		2,762
Prepaid expenses and other current assets		432
Other assets		193
Identifiable intangible assets		19,553
Goodwill	31,900	20,705
Total assets acquired		45,753
Deferred tax liabilities		2,663
Deferred revenue		2,654
Accounts payable and accrued expenses		859
Accrued expenses and other current liabilities		2,004
Total liabilities assumed		8,180
Net assets acquired		37,573
Less: cash acquired		2,108
Net assets, less cash acquired	$ 52,300	$ 35,465

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Business Combinations - Schedule of Estimated Fair Value of the Identified Intangible Assets (Details) - USD ($) $ in Thousands	Aug. 02, 2024	Nov. 03, 2023
Invoiced [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values	$ 26,100	
StudyLink [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values		$ 19,553
Developed Technology [Member] | Invoiced [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values	$ 7,100	
Weighted-Average Estimated Amortization Periods	7 years	
Developed Technology [Member] | StudyLink [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values		$ 7,397
Weighted-Average Estimated Amortization Periods		7 years
Acquired relationships [Member] | Invoiced [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values	$ 18,600	
Weighted-Average Estimated Amortization Periods	11 years	
Client Relationships [Member] | StudyLink [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values		$ 12,027
Weighted-Average Estimated Amortization Periods		14 years
Trademarks [Member] | Invoiced [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values	$ 400	
Weighted-Average Estimated Amortization Periods	4 years	
Trademarks [Member] | StudyLink [Member]		
Acquired Finite Lived Intangible Assets [Line Items]		
Estimated Fair Values		$ 129
Weighted-Average Estimated Amortization Periods		2 years

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Business Combinations - Summary of Unaudited Pro Forma Financial Information (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Business Acquisition [Line Items]				
Revenue	$ 156,815	$ 123,323	$ 374,594	$ 302,549
Net Income (Loss)	38,896	10,643	18,799	(9,853)
Invoiced [Member]				
Business Acquisition [Line Items]				
Business Acquisition, Pro Forma Revenue	157,280	124,595	377,862	306,413
Business Acquisition, Pro Forma Net Income (Loss)	$ 38,831	9,982	$ 17,522	(12,001)
StudyLink [Member]				
Business Acquisition [Line Items]				
Revenue		123,323		302,549
Net Income (Loss)		10,643		(9,853)
Business Acquisition, Pro Forma Revenue		125,239		307,954
Business Acquisition, Pro Forma Net Income (Loss)		$ 10,217		$ (11,383)

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Goodwill and Acquired Intangible Assets -Summary of Changes in the Carrying Amount of Goodwill (Details) - USD ($) $ in Thousands	9 Months Ended	12 Months Ended
	Sep. 30, 2024	Dec. 31, 2023
Goodwill and Intangible Assets Disclosure [Abstract]		
Beginning balance	$ 121,646	$ 97,766
Goodwill related to acquisitions	31,881	20,705
Foreign currency translation adjustment	2,765	3,175
Ending balance	$ 156,292	$ 121,646

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Goodwill And Acquired Intangible Assets - Additional Information (Details) - USD ($) $ in Millions	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

Goodwill and Intangible Assets Disclosure [Abstract]				
Amortization of Intangible Assets	$ 3.2	$ 2.8	$ 9.1	$ 8.6

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Goodwill and Acquired Intangible Assets - Summary of Acquired Intangible Assets Subject to Amortization (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**		**Dec. 31, 2023**	
Finite Lived Intangible Assets [Line Items]				
Gross Carrying Value*	$ 172,023	[1]	$ 143,767	[2]
Accumulated Amortization	(45,057)	[3]	(35,589)	[4]
Net Carrying Amount	126,966		108,178	
Developed Technology [Member]				
Finite Lived Intangible Assets [Line Items]				
Gross Carrying Value*	47,009	[1]	39,624	[2]
Accumulated Amortization	(25,391)	[3]	(21,446)	[4]
Net Carrying Amount	$ 21,618		$ 18,178	
Weighted Average Remaining Life (Years)	5 years 14 days		4 years 8 months 15 days	
Acquired Relationships [Member]				
Finite Lived Intangible Assets [Line Items]				
Gross Carrying Value*	$ 124,476	[1]	$ 104,007	[2]
Accumulated Amortization	(19,599)	[3]	(14,143)	[4]
Net Carrying Amount	$ 104,877		$ 89,864	
Weighted Average Remaining Life (Years)	10 years 4 months 28 days		11 years 14 days	
Trade Name/Trademark [Member]				
Finite Lived Intangible Assets [Line Items]				
Gross Carrying Value*	$ 538	[1]	$ 136	[2]
Accumulated Amortization	(67)	[3]	0	[4]
Net Carrying Amount	$ 471		$ 136	
Weighted Average Remaining Life (Years)	3 years 5 months 8 days		1 year 9 months 29 days	

[1] Includes $1,577 thousand of foreign currency translation adjustments.

[2] Includes $(750) thousand of foreign currency translation adjustments.

[3] Includes $(319) thousand of foreign currency translation adjustments.

[4] Includes $(41) thousand of foreign currency translation adjustments.

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Goodwill And Acquired Intangible Assets - Summary of Acquired Intangible Assets Subject to Amortization (Parenthetical) (Details) - USD ($) $ in Thousands	**9 Months Ended** **Sep. 30, 2024**	**12 Months Ended** **Dec. 31, 2023**
Maximum		
Finite-Lived Intangible Assets [Line Items]		
Foreign Currency translation adjustments	$ 1,577	$ (750)
Minimum		
Finite-Lived Intangible Assets [Line Items]		
Foreign Currency translation adjustments	$ (319)	$ (41)

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Goodwill and Acquired Intangible Assets - Schedule of Estimated Annual Amortization Expense Of Intangible Assets (Details) - USD ($) $ in Thousands	**Sep. 30, 2024**	**Dec. 31, 2023**
Goodwill and Intangible Assets Disclosure [Abstract]		
Remaining of fiscal year 2024	$ 3,302	
2025	13,948	
2026	14,006	
2027	13,853	
2028	13,636	
2029	12,726	
Thereafter	55,495	
Net Carrying Amount	$ 126,966	$ 108,178

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Debt - Additional Information (Details) - USD ($) $ in Millions	**3 Months Ended** **Feb. 23, 2024**	**Jul. 29, 2021**	**Sep. 30, 2024**	**Sep. 30, 2023**	**9 Months Ended** **Sep. 30, 2024**	**12 Months Ended** **Sep. 30, 2023**	**Dec. 31, 2023**
Debt Instrument [Line Items]							
Interest Expense			$ 0.1	$ 0.1	$ 0.4	$ 0.3	
Amortization of Debt Issuance Costs and Discounts					0.2	$ 0.2	
Amortization of debt issuance costs			0.1	$ 0.1			
Unused Letter Of Credit			2.7		$ 2.7		$ 0.7
Revolving Credit Facility							
Debt Instrument [Line Items]							
Secured revolving credit, total commitment	$ 125.0	$ 50.0					
Revolving Credit Facility includes an incremental facility	50.0						
Letter Of Credit Sub Facility Included In Borrowings	10.0	5.0					
Swingline Sub Facility Included In Borrowing	5.0	$ 5.0					
Replace Revolving Credit Facility	$ 50.0						50.0

Line of Credit Facility, Interest Rate Description			ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to 2.5%.
Debt Issuance Costs, Net		0.8	$ 0.8
Repayment on revolving credit facility			0.0
Revolving Credit Facility | Minimum			
Debt Instrument [Line Items]			
Line of Credit Facility, Commitment Fee Percentage	0.25%		
Line of Credit Facility, Interest Rate During Period	1.00%		
Revolving Credit Facility | Maximum			
Debt Instrument [Line Items]			
Line of Credit Facility, Commitment Fee Percentage	0.35%		
Line of Credit Facility, Interest Rate During Period	2.50%		
2021 Revolving Credit Facility			
Debt Instrument [Line Items]			
Debt Issuance Costs, Net		$ 0.1	$ 0.1

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Convertible Preferred Stock and Redeemable Convertible Preferred Stock - Additional Information (Details) - shares	Sep. 30, 2024	Dec. 31, 2023
Temporary Equity [Line Items]		
Preferred Stock, Shares Issued	0	0

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Convertible Preferred Stock and Redeemable Convertible Preferred Stock - Schedule of Convertible Preferred Stock and Redeemable Convertible Preferred Stock (Details) - USD ($) $ in Thousands	Sep. 30, 2024	Dec. 31, 2023
Temporary Equity [Line Items]		
Preferred Stock, Shares Authorized	10,000,000	10,000,000
Preferred stock, $0.0001 par value; 10,000,000 shares authorized as of September 30, 2024 and December 31, 2023; and no shares issued and outstanding as of September 30, 2024 and December 31, 2023	$ 0	$ 0

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Stockholder's Equity - Additional Information (Details) - USD ($) $ / shares in Units, $ in Millions	3 Months Ended		9 Months Ended			
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023	Aug. 06, 2024	Dec. 31, 2023
Disclosure - Stockholder's Equity (Deficit) - Additional Information (Details) [Line Items]						
Preferred Stock, Shares Authorized	10,000,000		10,000,000			10,000,000
Share Repurchase Program, Excise Tax	$ 0.2		$ 0.2			
Preferred Stock, Par or Stated Value Per Share	$ 0.0001		$ 0.0001			$ 0.0001
Common Stock, Shares Authorized	2,000,000,000		2,000,000,000			2,000,000,000
Common stock, par or stated value per share	$ 0.0001		$ 0.0001			$ 0.0001
Common Stock Shares Authorized Non Voting Right	10,000,000		10,000,000			10,000,000
Common Stock Par Or Stated Value Per Share Non Voting Right	$ 0.0001		$ 0.0001			$ 0.0001
Common Stock, Voting Rights			Holders of the Company's voting common stock have no conversion rights while each share of non-voting common stock automatically converts into common stock on a one-to-one basis without the payment of additional consideration upon the transfer thereof in (i) a widespread public distribution, including pursuant to Rule 144 under the Securities Act, (ii) a transfer (including a private placement or a sale pursuant to Rule 144 under the Securities Act) in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for the purposes of the Bank Holding Company Act of 1956, as amended), (iii) an assignment to a single party (for example, a broker or investment banker) for the purposes of conducting a widespread public distribution, or (iv) to a party who would control more than 50% of the Company's voting securities without giving effect to the shares of non-voting common stock transferred by the holder. Other than in the event of such transfers, shares of non-voting common stock shall not be convertible into any other security.			
Issuance of Treasury Shares	5,653	0	25,660	0		
Percentage of voting securities, Right To Purchase	2.00%		2.00%			
Percentage Required of Voting Securities of The Without Giving Effect To The Shares of Non-	50.00%		50.00%			

Voting Common Stock Transferred By The Holder		
Treasury Stock		
Disclosure - Stockholder's Equity (Deficit) - Additional Information (Details) [Line Items]		
Shares issued, price per share	$ 0.32	$ 0.32
Share Repurchase Program [Member]		
Disclosure - Stockholder's Equity (Deficit) - Additional Information (Details) [Line Items]		
Stock repurchased and subsequently retired	1,291,252	1,291,252
Shares repurchase Including Commissions and Accrued Excise Tax, Amount	$ 23.1	$ 23.1
Authorized share repurchase program	$ 127.1	$ 127.1
Voting And Non Voting Common Stock [Member] | Share Repurchase Program [Member]		
Disclosure - Stockholder's Equity (Deficit) - Additional Information (Details) [Line Items]		
Authorized share repurchase program		$ 150.0

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Stockholders' Equity - Summary of Changes in Accumulated Other Comprehensive Income (loss) (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Beginning balance	$ 99		$ 1,320	
Other comprehensive income (loss) before reclassifications	5,606		4,385	
Less Amount of gain (loss) reclassified from AOCI	0		0	
Other Comprehensive Income (Loss), Net of Tax	5,606	$ (2,581)	4,385	$ (499)
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Total	4,904	$ (2,581)	3,736	$ (499)
Ending balance	5,705		5,705	
Unrealized Gains on Available-for-sale Debt Securities				
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Beginning balance	(53)		0	
Other comprehensive income before reclassifications	702		649	
Less Amount of gain (loss) reclassified from AOCI	0		0	
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Gain (Loss) Arising During Period, Net of Tax	702		649	
Ending balance	649		649	
Foreign Currency Translation Adjustment				
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Beginning balance	152		1,320	
Other Comprehensive Income (Loss), Foreign Currency Translation Adjustment, Tax	4,904		3,736	
Less Amount of gain (loss) reclassified from AOCI	0		0	
Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax, Total	4,904		3,736	
Ending balance	5,056		5,056	
Estimated Tax (Expense) Benefit				
Accumulated Other Comprehensive Income (Loss) [Line Items]				
Beginning balance	0		0	
Other comprehensive income (loss) before reclassifications	0		0	
Less Amount of gain (loss) reclassified from AOCI	0		0	
Other Comprehensive Income (Loss), Net of Tax	0		0	
Ending balance	$ 0		$ 0	

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Stockholder's Equity - Summary of Reserved Shares of Common Stock (Details)	Sep. 30, 2024 shares
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	36,774,733
Issued and outstanding stock options	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	6,546,182
Issued and outstanding restricted stock units	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	6,366,410
Available for issuance under the 2021 Equity Incentive Plan	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	17,305,884
Available for issuance under Employee Stock Purchase Plan	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	4,598,941
Committed to settling employee retention [Member]	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	83,996
Available for conversion of non-voting common stock	
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]	
Issued and outstanding stock options	1,873,320

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Stock-Based Compensation - Additional Information (Details)	3 Months Ended	9 Months Ended
	May 31,	May 28,

- USD ($) $ in Millions	2021	Sep. 30, 2024	Sep. 30, 2024	2021
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Reserved shares of common stock for future issuance		36,774,733	36,774,733	
Restricted Stock Awards [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Unrecognised compensation expense related to unvested RSUs, RSAs and ESPP		$ 135.8	$ 135.8	
Unrecognised compensation expense, expected to be recognised over a weighted average period			2 years 11 months 4 days	
Restricted Stock Units (RSUs) [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Reserved shares of common stock for future issuance		6,366,410	6,366,410	
Restricted stock units awarded to covering an aggregate of shares of common stock		459,475	3,756,852	
Restricted Stock Units (RSUs) [Member] | Minimum				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Stock option granted under plan, vesting period			1 year	
Restricted Stock Units (RSUs) [Member] | Maximum				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Stock option granted under plan, vesting period			4 years	
2018 Plan [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Stock option granted under plan, vesting period			4 years	
Stock option granted under plan, expiration period			10 years	
2009 Plan [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Stock option granted under plan, vesting period			4 years	
Stock option granted under plan, expiration period			10 years	
2021 Plan [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Stock option granted under plan, vesting period			4 years	
Stock option granted under plan, expiration period			10 years	
Unrecognised compensation expense related to unvested RSUs, RSAs and ESPP		$ 4.6	$ 4.6	
Unrecognised compensation expense, expected to be recognised over a weighted average period			9 months 10 days	
Reserved shares of common stock for future issuance		17,305,884	17,305,884	26,116,754
Additional Compensation Expense Recognized [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Additional compensation expense recognized		$ 0.0	$ 1.3	
2021 Employee Stock Purchase Plan [Member]				
Share Based Compensation Arrangement By Share Based Payment Award [Line Items]				
Unrecognised compensation expense related to unvested RSUs, RSAs and ESPP		$ 0.3	$ 0.3	
Unrecognized compensation expens amortisation period		3 months		
Share based compensation arrangement by share based payment award price at which common stock is purchased,Percent	85.00%			
Reserved shares of common stock for future issuance		4,598,941	4,598,941	5,082,470
Expected term		6 months		
Expected volatility		49.80%		
Risk-free interest rate		5.37%		
Expected dividend yield		0.00%		

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Stock-Based Compensation - Schedule of the Stock Based Compensation Expense for Stock Options, RSAs, RSUs and Employee Stock Purchase Plan Granted to Employees (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Share-based Payment Arrangement, Expense	$ 16,492	$ 11,320	$ 48,396	$ 31,299
Technology and development Expense [Member]				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Share-based Payment Arrangement, Expense	3,146	2,386	8,569	6,354
Selling and Marketing Expense				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Share-based Payment Arrangement, Expense	4,674	3,053	13,295	8,784
General and Administrative Expense				
Employee Service Share Based Compensation Allocation Of Recognized Period Costs [Line Items]				
Share-based Payment Arrangement, Expense	$ 8,672	$ 5,881	$ 26,532	$ 16,161

~~XML 80 R72.htm IDEA: XBRL DOCUMENT~~

Net Income (Loss) Per Share - Schedule of Earnings Per Share Basic and Diluted Attributable to Common Stockholders (Details) - USD ($) $ / shares in Units, $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Numerator:				
Net Income (Loss)	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Net income (loss) attributable to common stockholders - basic	38,896	10,643	18,799	(9,853)
Net income (loss) attributable to common stockholders - diluted	$ 38,896	$ 10,643	$ 18,799	$ (9,853)
Denominator:				
Weighted average common shares outstanding - basic	124,887,591	116,492,191	124,204,873	112,495,539
Effect of potentially dilutive stock options	4,104,795	7,819,509	4,676,879	0
Effect of potentially dilutive restricted common stock	162,624	1,168,693	439,786	0
Weighted average common shares outstanding - diluted	129,155,010	125,480,393	129,321,537	112,495,539
Net income (loss) per share attributable to common stockholders - basic	$ 0.31	$ 0.09	$ 0.15	$ (0.09)
Net income (loss) per share attributable to common stockholders - diluted	$ 0.3	$ 0.08	$ 0.15	$ (0.09)

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Net Income (Loss) Per Share - Schedule of Antidilutive Excluded from Computation of Earnings Per Share (Details) - shares	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023

Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount	6,801,937	705,101	5,873,975	14,276,154
Unvested Restricted Stock [Member]				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount	5,751,165	28,757	4,853,583	4,484,511
Stock Options to Purchase Common Stock [Member]				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount	879,642	676,344	849,262	9,791,643
Employee Stock Purchase Plan Shares (Member)				
Antidilutive Securities Excluded From Computation Of Earnings Per Share [Line Items]				
Antidilutive Securities Excluded from Computation of Earnings Per Share, Amount	171,130	0	171,130	0

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Income Taxes - Additional Information (Details) - USD ($) $ in Thousands	3 Months Ended		9 Months Ended	
	Sep. 30, 2024	Sep. 30, 2023	Sep. 30, 2024	Sep. 30, 2023
Income Tax Contingency [Line Items]				
(Benefit from) provision for income taxes	$ (8,327)	$ 752	$ (2,035)	$ 2,276
Non Recurring Benefit	4,900		4,900	
Provision for Income Tax				
Income Tax Contingency [Line Items]				
(Benefit from) provision for income taxes	$ (8,300)	$ 800	$ (2,000)	$ 2,300

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Subsequent Events (Additional Information) (Details) - USD ($) $ in Thousands	9 Months Ended		
	Sep. 30, 2024	Sep. 30, 2023	Aug. 06, 2024
Subsequent Event [Line Items]			
Payment for acquisition	$ 45,438	$ 0	
Share Repurchase Program [Member]			
Subsequent Event [Line Items]			
Authorized share repurchase program	$ 127,100		
Share Repurchase Program [Member] | Voting And Non Voting Common Stock [Member]			
Subsequent Event [Line Items]			
Authorized share repurchase program			$ 150,000

**EXCEL 84 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 ('N(9UD'04UB@0 +$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO,=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CV%>,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 " !{B&=9,C*!>X K @ $0 &1O8U!R;W!S+V-O&ULS9+! M:L,P#(9?9?B>R$[*!B,-I:.G&M@8K;.QF;+4UBQ-C:R1}^SE>FS*V!]C1TN]/ MGT"-]E(/ 9_#X#&0Q7@WN:Z/4OLU.Q%Y"1#U"9V*94KTJ7D8@E.4GN$(7ND/ M=42H.+\'AZ2,(@4SL/ +D;6-T5('5#2$"]H!>_0Y=A1@-VZ+"G"*(4P-IY MHC]/70,WP PC#"Y^%] LQ%S]$YL[P" [)*=HE-8YC.=8YEW80\/:T>\GK%K:/ MI'J-Z5>TDLX>U^PZ^,7>/.ZWK*UXM2J$*/C#OJHDK^6*O\^N/_QNPFXP]F#__ML?%5L&W@UUVT7U!+ P04 " !{B&=9F5R<(Q & "<)P $P 'AL+W1H M96UE+W1H96UE,2YX;6SM6EMSVC@4?N^OT'AG]FT+QC:!MK03621A'^_1S80RY8-[9)-NIL\!"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVRI*+ M41B1%G\@M MNN01.+5)#3(3/PB=AIAJ4!P"I DQEJ&&^+3&K!'@$WVWO@C(WXV(]ZMOFCU7 MH5A)VH3X$$8.XIQSYG/1,/L'I4;1]E6\W*.76!4!EQC?-*HU+,76>)7 \:V< M/!T3$LV4"P9!AI@S M&L%&KQMUAVC2/'K^!?F<-0HACA*FNVB<5@$_9Y>PTG!Z(++9OVX?H;5,VPLCO='U!=*Y \FIS_I,C0' MHYI9";V$5FJ?JH,@H%\;D>/N5Z> HWEL:\4*Z">P'_T=HWPJOX@L Y M?RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^JVE+ZU)CA* M]+',
<$X>RPP[9SR2',9WH!TU^_9==N0CI3!3ET.X&D*^ VVZG=PZ.)Z8D;D* MTU*0;\/YZ<5X&N(YV02Y?9A7;>?8T='[Y\%1L*/O/)8=QXCRHB'NH8:8S\-# MAWE[7YAGE<90- !1M;*PD+$:W8+C7\2P4X&1@+:.'@Z]1 O)256 Q6\8#*Y"B M?$R,1>APYY=<7^/1DN/;IF6U;J\I=QEM(E(YPFF8$V>KRMYEL<%5'<]56_*P
MOFH]M!5.S_Y9KF4Q9Z;RWRT,"2Q;B%D2XDU=[=7GFYRN>B)V^I=W MP6#R_7#)1P_E.^=?]%U#KG[VW>/Z;I,[2$R<><41 71% B.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3]+ M!WP?D@9CC%OT-%^/%&*MK&MQMHQ#'F 6/;,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-:/8--!R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M 'N(9UG!W+_Y1 8 ,HC 8 >&PO=V]R:W-H965T&UL MM9IK<^(V% (,_BH;M=-J9$"R92]@FS! V:9GFPD*Z.]M./RBV ,_:EBL+2/Y] MCR_8[%8^4$_\)<' >?$CR?)CV9<[J,[&:R$T>0G\,+YJK,6.WGDW/GEB%Q^\)@G*LY1?
DXVI>]6RDCT2OG!T$L'AWU9,A.\G2, ? M_^2AK>(WD\+#U_OTVQ0>8)YY+",2_^RY>GW5NF@15RSYQM=SN?M-Y$"]),^1 M?IS^);OLN]UNBSB;6,L@+X8]"+PP^\]? \H8X+!A6%+"\@'U70*M^PZW]1W8 MRV)7V7Y7KQD:N!#1.;&M,\(LUC7LSP0O?Y#;7?[(Y=M)R=YMG'6NZP MN?ZZ@V^1J19!_+>IR;+(KCDR.63? QQ%WQ%4+CLE8J*UHC7Y\1_O6+R;>-PK[MAKY;T'>Q])+^Z342)E*\G%KMCR8DM*HF4J] ZJ'[- 8>-V6Z]?G*Q(37+[D? MFYIB@I;5A.H74/W3^NGCABLME/]*YB*22IOX\"BM-
D8\M*HFWJ# &YPX#'6' M4TMZ#%;SX5F5_8>6U02* O3@.<">7)9(IV"4STQD,.3RJFS\KY$ZVOR3DL M.(>G<=YZL<-|\D5P16[A3>.9!\^JXD.K:O)1JSS16O^+,._02L8C<1]M$R)> M5)?Q0"8HNE.3C5+?=R(V8H_$M=N4M6U]!$4KZX*R$I2A>Y:;TJWG"_*P"9Z% M,N+A(99%VUVK:UM&0+2V+F I-Q2UASW@7*R\6,/N"(+S77%/(0G?
C%>&TSPJKJQ/!Q;#XL\9QJOB8LB)46Q'!MR?EN J%6R;SS*R3H-=.11P(K0?&Z MNJ"E"C'<79X\#6X@EX2RGYY_)@OA;!20&PGQI$\RG:$=&01P=1-KZ7P](S]8 MY\F)AD1@6%ON;P2)8 9(UVJ,C=&$+K%2EQAN.G!UYJ9GF=?@6?K&-L #$HLP M9MP)5:Z$CO)E<:N"^GQV?X%29E% MU?,3GF@Q2HW++#WA=35*
[M"@;EYYTJ(Z5X)5@1P+Z=&"\H]"$,]FE,]FXZ=S) M=&%L+4-L5>5(B,V&[6[/O *(E];E*S7(QBTF-[E)9G*+Q.2,@&\D-3ES$XID M']PE:^(VV=O>)VM"H>Q2H>S3UI8.>ATFX? 2N*GG<:)BCPD2.C>WP1B:4MT.6 MUDO3DOO[VQ%EK->U!SV8#,8FR%*:,-QP'F2X/7%TOY'MY$Q-N)-=NI/=;V!T
MOY'WY"W0A$79I479)UE4K=']1EZ4M\/@OZ/[8F#,S/IN;'<.GI9(EB'2ATAB MN+Z&2YGLP8GBW>)!E7'Z>$:G_'KVE,L]3U8Q8N*+)91:YP/X=94].))M:!FE MSUX\2ZUED+Y<"^X*E7P!/E]*J?<;R0\4C^^,_@502P,$% @ >XAG6;B= M^TXH!P =!X !@ !X,"]W;W)KD3*:?,7[Z7L6+)(,2XV
M^R&Q'I=7YUZ2]QR25X^R_:8V0FCTO:X:=,W8:+U]OURJ"-JKM[)K6C@S5JV M-==PVSXLU;85O.@;U=628APO:UXVB]55_^QSN[J2G:[*1GQND>KJFK=/GT0E M'Z\79/"\X(_R8:/-
@^7J:LL?Q)W07[>?6[A;'KT492T:5&M!S&[!#]8'ND?6AW7+-5]= MM?(1M<8:O)F+/C=]:XBF;$PWWND6WI;03J]N9%- IX@"P96255EP#3>?>,6; M7* [XUBA-
U\;WA4EO'F++M'7NUOTYN(MND!E@[YL9*=X4ZBKI08\QNLR/WS[MT_[;=.;;=V+[#C$<((HZ&A^XV]^^W)H3OKF[+3Y$K)P3 4]HH+V_MA<*KJV M%8U&7"F(^,TKGKV#T.W
S+CW:LMS<;V *:5$NQ.+U=__1F+\P17=*SD[B94= M8V4^[ZL;KC8(>@WEYD+\U94[7D'PSE[S4Z0AD>DH1?IW4:V^E*+MH;1MA-*UW,P]WZBT?<)9"LC$YBV&78CC(X(
M(R_"CWDN.\ $52T7D,?[2@2H@0HLUXA74"?[F00W%RP-^Z1?1#@)P%QM15_% MJB=7/)$%E"81P9-P,"N24A*Y0XJ/(<7>D+XV]V5501T80E(S,=&DCXB>$5#L MZJ
HFP3DL,)QFKD#2HX!)=Z ?NJ@0HVB0>M6UFC+G\QH@M]6-Z)UCJK$AL,P MLT:5PXRP+)SIA_0(._7"_MR*+2\+)+YO39%6_>B1>B-.X(9QM7(A3^WQ$Z9A
M,@%N6\XH8D;=W;$G7EQ?Y&:5V= S*R/ITD4,3;!Z# C49R&;I $#]R'O3#_ M)9N'LTK+P<\800@%<)I+A]E,;2$C?B8O# &0;*U^ZKO>%.JM0=E/1B=28O=G M,D[5
:G#+")L+J,#A1(O:ZU^:31O'DHSP_:]/@^4V@AHG,7Q%*G##J@4G,..DCB,9\ -I$?\K/=[^?G)PZQ68PR MD.Y3? Y.S/!<,24#XQ$_Y>WGMP>>@Y5HB#&S$N@PQ$F6,#(#<6
P$I^EYJ2 M Y>5NA1N24>\3/BCFNZUO)T&/; <\=/<48H LQF:-@-!JE M,\1 !D8C?DK;,_$!'(2Y54Y6W8=%):EE$TE@\N.X(S2&; #C1$_CT$^VTYX M^7&HG^%NQ5H 3B/D=J+IG
."VJR5Q%:I M0AWHC?KI;<\@+V&T^0NF^%0L.*S"<*Y"TX'CJ)_C M]EW_$D*;P5@6)^ET CGL:,9B,J-HZ$!UU$]U-[*NR[TRW"^89:/+YD$T.2!& M;WZ36B 2O75B]WIVDP%R[A3\
[XY.HQ]8E/I9]$[+_-M&5@6LCO[1RT_JY-X9 M>54.?2UOIU$/-$K]- K+KL,\5R,^ %W@=QAC8A:*:,>K3GQ ! ?PR/PAM>&M MX89.;V1,_@>:<676QG=BJT5]#]/P>9.K'T&WL
K=/SWL77WH'S?RV5&IE"&= MGFLZK4!1%S#B?M"ILY-L3K=*_D-)T#Y5,_Y?\IS8R!F5/7LO&DE#YG]}6R M"NN) &1[$&:A([6$TB!*H@"6Q,]OS\FV<)TBX,XBP(2TWFWY_66
M8VENL8?#9JXP#ZJ'^E7/;[*YW)W99Z\Z#4B0)BR =LN:";,)3&;9 M(,>87XY].0577?N$G.EE093"X&%)'P<-0/\%.(R.B?VAJ$^WXP*T$14D4L,G
ME7,]SFQ]=TE9&DTWNEQV23BS+&"##F1^''?BQ*$ISK@.*P.QX798-ROFV!(7@ M!.O8OL D9N%T9> PS**,X1DER 8ER/Q*$%8&7=U5_6')84$@:R"CC3GAV@E4 M-G#OE-
O,%GQ1@JW-=({]7A6/8A5B7>>D>#+;BNR11F"76:' 9 M@M1.YI .ZI"=HPZ50W\X =OR+PT9#:VTVG9)&A,R-WX'F#YM5_ 5!+ P04 " !{B&=91HK^!+T# M !]#@ &
'AL+W=O#*CHN4*!B*O2T/@I+(M!*7,=C$.[)0DF,6$[H4=:.D;.RY?Q% M#[Y$"PMK(LHJ'0* C^O=$49TYF XV>9U*KNJ0/KQV_9_S,FP)I&0P$:9(5O^17.1&U M &=\(< M]RA
5X9X!FC!9FQ]4@46%I"3TR7[^)&@;F17EBO2V*#E_KYMH:'T\]3<.! M5SGP^ATT8/-LFS &#_?D1_9!>RT@=W+&W"MI((\KY'$O\AI6,06D"&T4#U]& M"*H- ?Q&F;I\)BRG:$WA1
QEV(5=Y)_4F/ =QM@Y0[\J.^#[%;[_/GR#*=%] MKF(NDC\TZD(N13JZ2]BD:I.*=-I+NN)I"BWJHQ4\'5;!5V4-]EG%/GL' M^Z#RG;7FS\6XNX '21O<#CYU,OQN\E%/"9?
I&JO)#1P_&,_.W\V=4@\[V+WT MBG9J#=CY /:5HBYS-H%Z9Z[#S+_%3M=N<,J_[JNZ>?4+YW^AMGPTZK]81Z\H2_S(/8B$,\S!NDTTGGN>V++%P7-AV<^]C3WTB['-36Q#
;'>VRV\9U8=/&]:\Z M_8WU.VRM9"Y^ET;>7!D_GX^.Q?X9LU_8&>F/V+Q'[M)).(T1U$XKL)!#%7J<8*'XPVX4M5[#Y,(<5-&K_,2/+A)>_AY;U'%.^?1?U1;CE7Z-.NK.3#
M:*O4_FXRD:LMWS'Y6NQYI7]9BWK'E+ZM-Q.YKSG+FT:[%]LMLH\F$SO]VS#G[CZL']7 MZ[M)9R4O=KR2A:A0S=EL.3'\=^3T5'7IVEX?OUB_>W,DDD^$^7O1:ZV#Z-T
MA'*^9H=2O1?/_^0GAR)C;R5*V?Q%SR=L,$*K@U1B=VJL1[KJO8_^W0BXJR! MM@,W(*<&Q&X0#C2@IP,T2WL[3PW"+^TA.C5H7)^TOC?$S9EBT_M:/*:H+4U
M<]&PW[36?!65"90G5>M?"]U.36>BRO6T\QSI*RG*(F=*WSPI_4_'@Y)(K-&O M>UXS,Z\2O:D,#0\O;F0\4.>:%-W*(Q^O T1S>O M;M$K5%3HMZTX2%;E\GZB],!-]Y/5:9"/[2#)P"
I>BLJM95HH0>;_^WG_O:9 MI_U$$]:Q1EY8>R1>@T]_QK1X'M$ A("XYE]>7,*N?-MO2_^=N\?9- NA&AC MCP[8.P5 %S+HCS=+]6J= OX#375K+(2-F;QX)_=LQ1]&.L8DKX]\-
/W'=S@. M?H!XOJ:Q^36-+:YD[&)&PFY&0I_UZ7M^Y-6!0^RW#>.FH2DBQRF.XA1']Y/C M.:\ C%!JPN4<-G=A- FC++R$+0!80*(PZV 77D:=EY$W[F9"ZO2D,PH2;7ZJ M-
HA_VIML)N\@WZ-K1MXUC6I/167A$810E5DBZJ)!D06!%I(O"-,9!;$4D ,-!% U$9-)Y MGWB]_XVOMI4HQ>9S$Y:Y7H:EV!M"(+<3=PQQG-DK$4#I%88MMUU4F)'8]AI M19@&L--
IYW3J=?I)BSPSS\9CK34_(TMMR9NZ@LC(FU A8N*LD&(QL'O4X,_+$ME'9ZYU6QJUB]:UV+TPH=4QR !VY$;0 M(6T3X,(P3M/8]M^%C7&8VC$ PG"8#2QU3'KWB;?F_JJVO-9JOB7A-
/.W8+4] M6;I2N;VJM?E5K2VN9>UR3GKYC;U:4H>DXMJN>EF(X&10(""VG:]M"(*NAD M=->;BZ)I:)=5 (5CK9=M9UU8DN"! M.H-[?8N]4FWZ$RNJ\T13Z]U9\G-
]*.;I=8CZT(U(7)KA/>Q M.':;Q]*\O+"GV:: \NXJ0!E'LD .(4$QMJ3Y'8'$2.^RXL'$2)O/X+4RX6G&<4N*L$T!21K9.@VR1@$8V#X#4)4D\0$,O3[%?G_["U>6>'.@N MH$O3-
(MM=UV85J^ADQ8 F!;;3EYP8>,LC0;6!>FE*0F^0)2L+G8EB_.U NH3 MXM6[7ZM/KFIM?E5KBVM9NYR>7C(3OV3^T:I22+\N5;)D[8>"_,^#5$.OR,35 ML5K$6@EE'J#&)$KMY W
:$+M=V3(6)@-O#>07C@3KPBO1*_>CTOZIXE#/KN:LPHMK=Z9@ *C X7%M+4SMF0L>'H MZ&4M\ 0?RX,!_O28F?DWL M\K/7B41NF9;&WQI';<_I>;9[3;%-$X0*[)=F$&5_=5D
J/&%L4N2>F5,_,KX MVTGRA5/;=W9)D\U2"K&4VBQ!*)@"S8Z\9AO>46%X MT@7[H*1B56ZV/'U1 VAA$J9IXFS:SR HUE678.?%$[9*@C!-[)T7T"H)LR@: MVOVDO=*F_DW@KZ+
($S,4V.XE&8ZB -L,-2 T"M. 9G8J@JU2@B-['WD!00=(MFIP=KMCQ>M.<:C%?LPZ5:C^2=T^[DS-OFO,BUO-'?#?#P/,YOENTYV)Z\^TQ
MG;>LWABM6/*U[BIXG>CQUNW)E_9&B7USM&,IE!*[YG++F5ZS!J!_7PNA7FY, M!]WYH^E?4$L#!!0 ('N(9UDD%5 [C@\ $NE 8 >&PO=V]R:W-H M965T&ULQ9U=
<]LV&H7_"L?,V6UGHIC?%+N.9QJ)!-K9MIF_MZ5[L[4MT18W$JF25)SLKU]25DP!> 43\O%L+QK+ I\7! \A\O 8NKJOZH_- M*L];Z_-F739O+E9MN_W^\K)9K/)-UKRNMGG9O7-
;U9NL[5[6=Y?-MLZSY7ZC MS?K2M>WPHO,_-U=?_FPKGX^HO? MBKM5V__B\OIJF]WE[_/VP_9=W;VZ?*0LBTU>-D556G5^^^;B!^=['GG]!OL6 M?Q3Y?7/TL]7ORDU5?>Q?_+A\!.-
K \4YLX!XV<,=NX!TV*0- M_.#$!OYA U_:P'-/;! <-@BD#=SHQ ;A88-0[E)X8H/HL$$D5S@UK-/#!M/] MT7TX'/MC.<_:[/JJKNZMNF_=T?H?]H+8,]T=PJ+LM?N^K;MWBVZ[]GI6E3:-
M8U6WWJE\7%7K95XW?[.2/W=%^\7Z]D.9 M[99%U_H[:V)}>#^WOOWF.^L;JRBMWU?5KLG*97-UV79]["M=+@[}>?O0'_=$ M?WZOVFQ-;#;3;S:K-ION3-AWEE-
AZ/GYKZY>J_%2U17EG";_^U_YYB:O_TW0 MDR=VJ9M3FEWJY0'TZBM6 TSUP!^6W;!W)WZVMMYEQ7+2C?@LVQ;TP+$G6(O% M;K-;
[P_ZK^TJK_ON=;/@JI^>/N76C^6BVN36M_^HFN8[L_'X^?Y;,$H6A%R MV>GU4;3NHVC=/=4_07V;K,-RD5M9VT$7KRW/>66YMNM2?CN6E-G-LLT/L$ X"$4VY$MC<":#F-
/,^5CEZBMINXGA-%K@1,D?O!D# . M@@F*\!5X6L5\6/3[/,G7/=QL'B8P)K]O+C;=C_FG_-Z433[=Q]^76W[&8K\ M /"5(S$-'.DLF6E[8SAP^[NZR:FM9-(MJU]^2=;=6 M>TC1-$_-
C]H>F8HS(CZM[/X_29S(H@D2EB)A# GC()@@SNFC.*?_1W'^D:UW M.:7-J?IQ&SJ.?.4^FSYUWS77[IVIWI"PE-Y%1YK-&;(F!\$$)<6/2HJU2H5 M32>!HESLZKK[!"W*3@IE>?
I[XMV)8N)TD6LWJHY=B#?(6@[8GJ'@(0E2%@Z M:C 8LB0'P00!.?9@2-K/F8SRS79=?/!H#4YBB9*:/#D']TI;R(A[;P%=>H=U5CW73]6IBUD
MT01*2Z$T!J5Q%$W4W.#Z.WK;/ZWJO+CKKN+[Z_ER\<5JZZQLUME#[F#YGUW3 M]L89*3/5VY[X<2S/6%"C'TI+H+042F.C1I>C:HKJ&>Q^1^_W?RCK/%L7_^WN
M!.^RHFRL7C2?LF*=W:SS23=M39ILG5O+_*:UFKS36-$6>?/H+[39YQ,SF&K4 MRZ:!OF?&NH(Z_E!,"J4Q*(VC:*+^!MO?T?O^^\#%I(\V[2VI;5XV^YF+U)3J
MO'N.J\Y72$=Z#J4E4%HZ;D 8M"A'T43!#":]HW?I?^DFGJ<2+V\=U0:?Q-- M3I3H2QDK!>]I0VDIE,:@-/[DP1*5,CCFCMXR/XH@O<^WKRW/WB=C/%(PJ@L< M18&G9!XG8LC

M/3C*CMY2)K)(3X\XT@^=.:H'Z[A.9-O=C8Y\>(BF9!R):'@BCP3=%P:E<11- M3 $.5K&KMXJ/3L*?=J5>$JL]>_JQ8T>RA7)HIT\"$FWD#:A,H"JIT*H\CS MI<\21K3K]"=G =5&$V<:1$>/9\5Q'@Q45V^@$J?@T^,-=4==PAUU7->-G5@Y M.$13\A0D&IXX!:'[PJ TCJ*)TCA*XI[I:YKG EW5TG/]R)?/3ZC%":4E4%HZ M:CP8M"9'T40U#1:G>Z;%>7Y 4%_1>!Y2W/!H#4YBB8J M:O"B7;T7_4))0GU5XVLNU5J>QE,WE#_XH)EG<"V%TAB4QE$'T\0^S!_;.S,> M/3)(Z%$^N#R)Z?**

M@.HE!:0F4EHX9#@8MR5$T44"#F>^=F88VC!'JRYA.6AX5 M*8U :1]%$S0U("3S]4X)GQ -@]U06?N,%4_@,.?0>,9RSH

M8P$H+872V+CAY:BBHGZ.EB/1/Q=XJ2"AI]KYLH6@[YFQL*#/!:"T%$IC4!I' MT43]#<\%//US 9,@H4?X\H[R]'FFKVBL*ZC)#Z6EXP:$08MR%$T4S.#>>WKW M?E20T%/-<<<.Y?

#'3%_*6"E0HQU*2Z$T!J7Q)P^6J}3!0??T#KI)D-!3_6 R M2.@1MK?L>U-MY"6SU"9$AHGH%!DD)-I104*JF2Y(Z W&LJP/8#^3A!C4THC:-HXOJ"@['IG[ON@_D*

M@ZJ!V\7R"LS7XWHRHM+ZKML>K$I:7T3LKQ0&A-CJ*)$AFL2__"K5JCGV,JRO% W%$I+H+1T MU'@P:$.VHHF*.EKB6>]ROE"Z05_5>%HCW,38\QU/GM6@CBB4ED)I#$KC*)JH MP<$X]<^.,/8^,-_BJ3>?)YLI,WP?C60SJJ$)IZ9CA8-"2'$43!33XJ?Z9B63# M>(.^C/&L1:SK3,0;H$43*"V%TAB4QE$T47.#L^P_%5D^TEF=?_UD7!YN/$EY M08UE*&T.I24^E3QV8

<-9(,:6I=!:1Q%$Q4V&-2^WJ ^K;"3?R/A4PLW>([\ M%3(S?65C[4 #RSYA?A/[D$*K,BB-HVBB<@;'W1\?61;_B4HS.4$==RAM#J4E MONKE_]I?

***=@>J!A[Z\I) ^^;\;*@KKI4%H*I;$Q@\M1)45A M#29YH#?)38*; ;&2<1R&L@6NKV@L%Z@%#J6EXP:$08MR%$T4S."!!WH/?%1P M,R**

\Z&FDK!6J+V6L%*BA#:6E4!J#TOB3!TM4RM%W&>J=ZA/!39\4#++$,AN^Y M@F/>90 S<@#%PW=(+N$T^.;E)-R=@8T7#B!5,[].IX M'W1?

&)3&4311&H/W&HQ*]7H)M5&/KYJDTGD M*R>AVJDXCFSY2T<9V4X^ RFO-?:FX8GP=# 8D,&HA.RI)2#IX4;Z:+. B*ZZ M0>!.8_G;B^944_H,I#Q2-PYL3[FAASJ,4!I'T41I#

YC<.ZB",;!S4"UXR)7 MN:R*E=-*SFWJ>VQ\K01=VX#<1^5DAUJ$*)KXY;N#11B^2+)7%]O45S2=6D)B M>=W0=Z=R(!Q:-8'24BB-06D<11/U-WB3X7-

BP_\~7=F=H@C@D[#K?>5/^CFT M:@*EI5 :@]{XBB9<3 ZPW,#Q&>%-D.BXQOO&\A^0ZOMDZD -:0F4EHX:#P:M MR5$T45&#PQF^6 Q8.ZM!ETT.52?1<9U_INY.;1J

J6E4!J#TCB*)FIP,$U# MO6EZ1OY)3S36%]1IA=*24/4?3^2?H'49E,91-9%%A@]D:ZLW6,_)/(>%&4ODG M?65C[4##P"%IY*KY)VA5!J5Q%$U4SF

=A^/SP&/S3WJD\>0$_=SXD]ZI+&\H-E?*"T)50=?2EC MI4"]<2@MA=(8E,:?//%BB4@;3.]*;WB9)J0-*R-9322FBG9*4(MK(0"B"9F4 MHLJ122FB(9&4HLKJDE+18

=':COXG<24'FE7(Q)17B^=E:DCD-HN&)!1T M7QB4QE&T!VE<-JL\,^=9FUU?;;.[_:LONLO"-?Y;8>W7T?=:.-7%W>KQ15MM MWUQTI_A-U:;59O C*L^6>=TWZ-**

Z_K:KZXO+CG}?U1_W-:[_!U!+ P04 M" ![B&=9<8+51W<) "*0 & 'AL+W=OHUQ;MK/6BW7JT82=2*UMOOK M.Y1D42L.:1OU%Z]>1N-GAN0\SU_ZO^?

M3W%@3'H/55F+B]5!RN;3>BWR ZLR M\9$WK(8[>]Y6F833]FXMFI9EN_ZAJEP3WX_755;4J\OS_MI->WG..UD6-;MI M/=%55=8^?

F8EO[!8!:NG"W\4=P>I+JPOSYOLCMTR^..Y:>%L/7G9%16K1<%K-MKV7[B]55\.DZ\M4#O<6_"G8O9L>>"F7+^4]U\FUWL?(5(E:R7"H7&?P34^# BJHAY^LX\GNO5=;@31WTN>F?

AFB*6@WCK6SA;@'/R_:BS;E> R7OOS/MQ^\5[M]\M[[Q>OJ+U_'G@GLGHSOM<2@"GWZWP$\7D 02P@-M[OO)8'X?T*8':GSZ\A MH"DJ\A359^)T>,N:CU[H?_"

(3RB"Y_KECX<...&4Y+#W%][2K!*X[Q.X;WGE MP2)L,UG4=\,L+F3!Q";_\!Q2D;W7.*^:]^SL7XCT6[> B[EVH\G.\#-)DLSE?'^=A MF%9GFS0*)ZL3?-&$+W*.T-

7N/[#GO(ZN10GW)>YT7)O!J %R/P4@%7?M 7%M7[%M7(UIT_)C 5/6VSZ^?%*CMQS4-W)VD1K2XEKl'-OO#)SF13;4XWKG915O9?? M_@(6^> NF@\P2?SE "-609)0?("3"6OBQ'HK>?

[S3!7\G0>C"2PH!MSL01TS M#&YB *%IN(D7<$VK,""S67L"-YW@IDZX5[-,>GROB(FU;8^]EBU,,#@0$BVU MJ8$G)4O,IDT8)SCBS81XXT1\?]@

+]YG50ELI>#FVA4&5YSKL.GQ*CVQ,X .%+T*95 M1"(+9J{Q$W?EY_597RN+6C*H0=*UXD9?)VL_-7":1H02"TY-T8&3_RZO\KQE MTW(KQ)!-

#\Z+^LA&;OC0EWXPR!;K$PIA5705GOT0R;X?!!FVA\U#%,)Y4FC MQ*>:R9UGF\2H3HA5$ 6!!:6FV,#-L5\[4^SB(/8;,+'OI%HLE;6K,5QFR1Z M%L24+GD+M4LB8DNPIMO S;

[W(\8%,X+6E?RIKWK6WD[S8(F5>(FU:N9I%'"9]L:!B MIH7Z$>X%4;O39WKAK"ED5L[Z@[[Y],.R?(16_LA*J!00(-_+ M^ZS%JQO2"],H738-J)F5R4+--

S:&;FY_FEAB:&U78QE%AL!@:E7-TOQ+K>TFX M (U9;;A%3X2:?4,W^TXEN5.;/$6-EC44-

<*SQ(^BS9),,,/(WUB$WTVI7:KY=@W6R9#>Q(5QT0WP9>"X#0+0#&M*NL:U+9L:W4D\^ZRQHB MQ)^D1J5[,>V'FO;#9VC?**

8,WY4IFOD5^KIN2/C'G]YKWY^T+ACEH._H$.X.XMA2 M4B5B1Q(_3BS[R52S/'6S_*]0!_-^S,*:?'CG "4'A$H^[G7"8 RR7=5\=: 4 MRQ&TI$4F4H340W\Y>Q"KR-:*4TW\])G-

<1B4=SN6MPRFS'OUHK$_4N+E=3%@ M;?@F2I83"[$C:>(3BUZDFKNIF[NO;6@_>%MV5]2UFEE*2@*'<71M4)-INZ. M_K9KFK+_8",K>]U3

M/D/TLTX9;V;4BLL6^Y%H6DQ"#Y=R!;&)++#1#->M3-^M_L\KA1ATR*8?A5_?5 M6[:VR)5^?)(#A:5N((R_B628A':IV[>OYKVJGN=HMX;ST1[CJL"- B3{(FQ_8(86;(? M:440N17!]

[&C>+;E4+Q4=KNAJ5ZNDK?8M1^!QFAT0P(0D]AX86}?0=7L?:N M_SP0E(§"/P\-EV=/D&\ZC^\6US_''RZ'CXDU&Z&[QI_SUJ@,^&5;\N_8\)

M##$D[?"HXG$C>]%_;;;F4O.H/#RP#..:X,X/Z><_ETHO[!],'FY?\ 4$L#!!0 M ('N(9UE#WMTOA0(+\' 8 >&PO=V]R:W-H965T&ULK55M3]LP$/XK5H8FD 9Y;6F[-

!)M.@UI3!4=VV>37!N+Q,YLIX5_/]M) M0PMIA1A?$M_YGN?QG:V[<,/X@\@)'HL<&E"1VY[C].T"$VI%H'->12R2N.$PIPC414%YD\3R-EF;+G6 MUG%+5IG4#CL*2[R"!!/PF\\&[*R1

MSN2>L0=M7*=CR]$'@AP2J1FP^JUA"GFNB=0Q-C:<5BN1+&>ZK^]B M;ZWVEDSX"]}M2]@HFV=%_0+/4?1^5@E4S_?TB__O*CPT=I>'=';[Q/Y_EGD% M]#6G;>^/R)_K-RR\?O-

#?'MI^WAMKX[{G^=GBX7"!&"V9+Q@LU?"(&9>Q0 M[$-Z.:4:A4J4R6C9U3_J//1*5 OWG-54O=3"-&^^=K9],L^:A^)V>?/>OF9J MP:G^*C

CT7!X1,I5\X1M!D96[MDXEX8>H:Z;T[,?E5U WS,IS69@%;0_)$S_ M 5!+ P04 " ![B&=9M.6K)CD3 "X.@ & 'AL+W=OU,9WZ M4E=->+ZS[KKVZ?Y^*-:FUF'N6M(@FZ7SM>

[PT:_VO-N-+GE17>T'1P\VJ^U M;79>/..Q# _[%,]=WE6W,!ZI"7]?:7[TTE;M\OG.XDP8^VM6ZHX'|\:O3+G

MIONE_>#Q:?_8I;2U:8)UC?)F^7SG]/#IRQ.:SQ/^;LUER/Y6Q,G"N<_TX6WY M?.>_"#*5*3K:0>.?"W-FJHHV AF_Q3UWAB-I8?YWVOT-\PY>%CJ8,U?]ERV[

M}?.=\W94:9:ZK[J/[O*O)O+SD/8K7!7X_]5EG'NPHXH^=*Z.BT%!;1OY5W^) MZTR^>>>7>I/,W&;O0'L\JK09QM2"GGG<>W%NNZ%R_[M@)$0U/L+XR]

(BKHIU;FH2+FE.K>KQBYMH9M.G1:%ZYO.-BOUP56VL"8\V^] M!>VU7\03Y}2]^&"F MC@Z.3F[9IW@0R3'0=WS#?N_]2C?V'YJL9J,.7!/ :ZG%B""<#]X$TW0R F]

ML8UN"JLK=8Y! XOM@OJ?TT7H/&SN?[=)2 @XV4X ^>'3T.K\/-]IZ2Q_879> M?/_'PT<'/]["WLG WLEMN_];-'[B?_I.J,.U5S]WJ/5F'XPIH#I?C6>=

M@S3HO.K6]%W=ZN9J5UWJH&Q3Q*FF5#T,3N94^C+0> ?0W*XT^O#(8UMC(-NIO M?74%>SIXHK!):XS_Y'43EEB>'3U7;QM,.GPTRPJ6Q5HW*QQG80:-KHWJW#;"

MY^I3ML@&M0:F_M9KWQE/JQOUTL'}88+O= BZ6/?!=-B21+8&55J M^K> U-2V= MZUIO(3*L.7RD6&R>Q*4+[R#MAQ@B09)AS@=26N\N;$FS5#!%CY&X7ZNOQ(;_M2G<$^S-

(!ZR3)HBGHK+\M6YP8.,N-.$JDP6+-[HF]9>T?4&J!O/>%(:FX%\' M1ZGP;>EJ$SI;\#*0;GS#0LF/!S=:U0Z$%1"$,J"A&({")S(),%WKIC%^(LWO M__C#T>'C'X."Y_:T+8C%-

HO>5IV"R71K;VA7C"$\\\&E/U0.[B_,:\Z7;6YEF MFQ0>6)X"SB!NTY'-3D6&U1T%H1F3B.F8#TL'G[K:"ZTIR+9!U+)C.UOHXC-D ML;ABL9;&M."Y!.9C8_.EI87!S

G6CM4;5R%^[KUOU(=^ 6]0[Y-*3:K[!* M/6${/)Y.HVI72/4$34-DOY 27WX)CG:X@"*;\TG9K]9.K2HA3GU^V/ MV&>N?O[Y;$:.0/M^-.V ?QSH\AQH@32&YG/N18VWO-.NV+GFSS!)UT

"6ZP MA<,3,086,X81!&:%A#-X5%)A^."S1?C"QLB+W(B*;$%*/%&B8F2>,L(?W@7 M[7V3\J;&OCL%S0@L)58?/3J8'R)!JJ(,UQ1,,B402VI]J66_6!02W .WRO[M@@GNI(',*@#L;')YF$

MI!8(6+:M1(;3U(,8UXB)S+J0JGMHP!!EH+H)\E=<@@_+(3$)8V*" ZJ^-"P- M743VHK4GN3(H8_AR#=1!8+XD0 _](MC2:HDL'(3@_PM#6.D-3$2"%NWI2YQK MQ.&!I80,V ;?

D!&6Z5CBH1T9MDTT2&:)HW)0#WXZ/?VPR\?IMH7J] *(X?LJ MTN#-JJ]TEW3"\?SU&0UK7W+ (OBS=28+T.H\'2ZVE"9\FS2WR,)'X$B_X(U

M'9$3<:K'ZNR8KVP.!F=)+*ZU3P9_N<+ !*(UP3J"QC(K74UH_D;-C($<}RELT{J3"K%$4 ML490/4JZ@R/(=KU94T5R%8@U@X&> +G"[BQF36PC!8P/7ABB.XQ/IA0%;R5F6"2I .W:

(&U!NL&EB:'2),/,5%W, M.(]H7#>(RT*P"-HPS!0.TWF N(7A.%ZPAN.!5T;[N/\K["';'P[;P_Ls19)= M}JZI&N^("?EV?AT<)W:M;%%(4=4LI\'23;G1Y^S/DR1,Z .@#FIKKO

M;KUW8/AXKLZ0Y6A+B"T-AH2$#=4,A+\PCYYBBE@O2YMMNDR>$=WJZP3=AE($ M,YDSCQ)EQMNRZ7R>^"#-95,/=";!V?562.5'?):95O_;-1EYU+V1A"8=K

MTMS4]ZE(]R.#)F$;]4(0^?,^XXX*)LO\5\2G5+9\-3;-U2G D'54I'A69&&\ MHTI.%P(#V@VL],%9&*#.7MBC):P1F'6(Y1

M)#L.7$%VV5ZL%&MKEMG:$O4"][YJ_9D (3#?9SSK]1>@."/.>RJ$C"?$ITJ+ MJNH23_G0%SN"1RI/5C6A6EZF?X1!>*JX2#"I.3CR],],_!V*9

MUZ.*6AF'7+Q=4UD)1YFK7P(C\FM4FC6G$R1V@8&A>W,_VZ1)1!-B4088S0$+HZU9LKUM30LQ5K5A[+48JJLCY=ID@<'30^]#+YKX9 M&=COYY-

6R\TFOQQB.!X"O2DUKC053_*/O (_!_N]A1:. MZA:\Q2B &KD,VU9R,V-%0B81V#(&]2U3=<&*X>H7Z84E'R2['66#%*FS :C,"'TK>CC'LQFC^O= MTBPZ:,G TM.1XDTIF>(48

\&TNQ!PM0Q0EYFH4+KTY2[;#QR';+ZI'+-:J_B M,#^5!6G1LT*AW(7SWEVRY])ED#^..% 9*"Q,JS'2H6#4:$^0U]I"Q9Y:(-+4 ML ;H,%.?&T WP!B!(R<.9>UGTXW-

$CJ5O_"F,A=DK$M@M_/1?.":9!9 ;&) 2 M+CA^0$U*FA[[?87U15_#7AL&H/<-U^;-RA$O#'T;31.QHFOL2"9/48BZ4F/&

M.ME_QB0*4R/'2'7&=-7.7OIB/HO!DM31)\GB,0;I&DZ766P(<477#S[UZKMZ"S8+-"/%,ZJ?LK])R=B#!42O:PI._2PYN,2[;0EWV?L$WO?

+N=6<"N$"5NG'0N],O/*C#9]G60/^;1,ZWX_@EX/< M66Q;OELBSK;K:D%-);.,U$2O%K0N9D%K"P(B:7-;R1C0' M I)}F"A2P+BDYK(-[+8;NYUW<.G[H<^R)^\:1\4Z4K>2VCHHSC?

@E_RXDP;==GH2T+AH./DKE#(&N[6B?)_09#1CB%5_;^^BDI'821 MF*N(#L)6JG%IR]/3TSWI\<= V?L2L([=4$?SD?&L3;$BMPJ=&*Y!3$_ MGZN5NS"^N9:M_?DVD92&:V#L-.3D-

PC{?*'&%,]X8TING;Z2Q63#O>;,;GK= KMV2YM$K_DX"K-I:.'TGT#+ 3IU6%X4%ZFAMB3GV)=S-E"A!U@;LHB8\4? M}\3MQEOE7'+Z!,ZK;AYN"FR0%2H?F886JGI(E?

%Q1S,T="J#E<,0@T>UG3ODI M$=E\@->;KUEPO!ZI@5;4@KJ)(UK+)O&)8DN/2/R.C?&=&-.,,L;Y9 9[JA@3 M\@L4%:A@9\08\:=OQY#!JM=O ,)!N* M,R0W;@'R#UO&=J0-

/=T*,!I2=33+5V!(:)EA")[K:X,LY\$7M5*X'-*|@^%2U M0>; Q6 L$O'?%4VBQR!E3SE5N%Z"91D>;<4)XS2FZ"JX(5D/>8[&MT!].U3(-MU)LD6^-HY2 &'<0HQTH0PD^L)+VD3*<<"8#

<0D_A@<"6[Q>K84-\5Y/STWVD MJX%XDH;.QFQSDF12A-FTV P84U"YH4$JCSB,/!Z9BB4E6F.6J$3',>&:UA[? MUK+DB=.=UF==Y,FWZIGC;;-VDLW?**

**AR,3_FJ8Q0URYPJZM1<3E*6WL3\U(6 MJD.WB.KPX#L2/-_T+3/TP%D/>C_B) MH#K%@>H[|1?U?S?_!]_^S.EM 4+ @"[BQF36P&C!8P/7ABB.XQ/IA0%;R5F6"2I .W:

*MVZ_G'B(K*XD9*LK<\6(57Q7!{<>7_ JPL+$W+N)5:,#6O'W7.YS2^T53I%P! M1>L8{(;RSG_\LN,U''^$'GS_Z<+\B-[3PE''#4"7MAE+$EUBZ@=X#YV#95<; MU*4-T&$_$SA_$CB]VYV9+<-Z-TI3R&+N4E&(?.LFTR">SO$2C:?X^X9%["V> MWWTSC\+H1[S%\9BFS8(PGO2^#&Z1G>32PK/6.I.;*JO'BV >SU@XB9O5/S1O M43AA\2B(PFGO,ZPU)=COF](M' ?3.,["13/U^9-FQ+,>VFDTRP7,%46RUX=% MP60^9I,.7>,1!B$>=N>YT"!'MAQ$Q!,3\,4-ZR?FI*Z N3U;\N3,=3K-GF$0 M+R)Y*"-T(W'OL[+8RW1Z 7"&81PL9@N""%\!TP3Y=+-R\;3!:A+V/76':XY0K:'#C'$@_MD4 D6M#88GH8$RFD$B<+:,60\KZ#L3M1O*>IFL\(%/[Z+3XO&$1A%[8^C\C\Y ML.UCT[R%)S'2/@^UV/7{DSH"5UOK)A/L[8X1)12@01S]G52_[@9=NB/CTZ@D;)"&.&8[QC MY_WO\,^SWN$$H![<6YJT>X*73'>*B-W9?W 7ZE"<=^YR9?#C2/<9Y*J#NT$ M;1 @!A25 B>P.IH4=%1IT7GBZ;S:F8]Q+["B:.K8X'^J0*U8CNJS]NX-&A"; M8(%S=V]7-%XL1_^7*:>7I'$P'W638BNKVW..$ED8+!9=%:EA[/;XD2H3!N&H MBPUW@K+(UZ M$T>O:M6>3?=W%[!QO2'[.K'&TM%@-NDS[>_# M_0^KMNX.>JFL5;E[305?"4T3,+Y6RM8_:(/F/R4N_PU02P,$% @ >XAG M60UVL5KK MD]NV$? ^NOP*C).U=1J?3^QZQ;T9W;E+/N*Z;<]{/G4X'(B$)-470 "E9'>O[MVP5(44^?W:0OSXU)0,"'^=[&[X+.5L>_=7*EG.=Y=GMYZ;*Y6DC7 M-IE*\M$@N>YW.Z'(A==f\>)9S;^W=.U/DB4[56RM< ML5A(N[Y7B5D];W:,Y<2/>C;/:>+R[EDF9^1IY3]E;RU&EQ646"]4ZK1)A573 MY\UO]_9^0.MYP<|:K5SM71 G$V/>T^!E_+S9(8)4HJ*<($@\ENI!)0D! AD? M LQFA9(VUM]+Z-\S[^!E(IUZ,,E?=)S/GS>OFR)64UDD^8]F]4<5^!D2O,@D MCO\7*[^V/VB*]'"Y683-H&"A4_^4'X,<:ANN.TNV>7.8#3 MDLLH +W6U'-YTI\(6U5O+W_$J15E/5*RNY(]P$^]JPM^IV6Z'5Z M@Q/P^AOG?8;7_S2G+[2+$D;,.O'?\<3E%L:QMT;:)=*#PR#)86Y=)B/UO F/-M<,HN5?/N=)B/UO F/-M<,HN5?/N=)B/UO F/-M<,HN5?/N=\|{ @>G(+^.:HY#>B-R948M,41@,)!V1SN*Z!S"D.9 MQB+1(U!#!"9M+F.=":)=?Q_M]"TVXA"QA+2TGP?LE)8F1,["N%$(>(F-"%>F<"5$HM65X175+99W)+)R%4T M3_6'A(MG&+& MJZ2!=P>?)OO="_*(:*Q<),A9F0?RB+= M6POUZ%2"%7!R1,N'-\Y7Q6 T"/Y0)/#5VB !:"Y)RLK/: MJCK;M<(581==<2'^7,#\8V\FCLV$#X*@/,?: X@41K&13DV)$$X[@.L!W)_V M]'!F0!%9 .RO1/NACO2\A3,/3,(9/CR!& >-)M(>)6U#Z'L'6!-),FM{'UK'S<18201-UO5%P37@3+*47A_2^VG?-C8*FG)P15KFRY!-LB5N6%VSQ",]P MJ;2(;1O)EIX+$\,$6VSRIDB)LDBZN9C"T.&\^=S$)C$S#I*@]3MQM/;XAWP M/9@%HLWZ=U]=]{I7WSD/0WTH-*CB 'P\PIX%@SHGXRDYHU419,^T4GP\XE_8 MX"*K) {1^8I,JB=1X.4"%<,YU%>,0ZR$)[ZU$;XA=>T>"*^6>DL(X(@96WHQ_M/A<9;,O-"4!&ARZ,I?]8J5@##MR?P--]Q>'SA# LC(G]J/!,%#+*QZ8()>"3:O%OMD<$8LP*B ME2X$0PA X=A@*1 \\%B^YLA=2XLK{$'0LEPZBF0@(0=0QA2%1^MB?:NF[(S6K*I$@!/^C *\5JB82N?RC)K<,!3GH%%FE3N,A4"=B5$^'NA2O=V M*#GD21>7)Z9,3?20!.*K_A.4[VFHY04L M<,&I-@)Y(W7^Q'L,]$=#EK7X.-KP4+O?7?D+;QKH//9% M99MN4GBR(0K=KE]^QP-\-=XW)AL+1HU'HS-.&,0$T,4[6X>7K6Z@^:L,%Q M^H[^7FO4N]X>@=/%0EE642;IW-O===#/]UM\;K,B+B8S>PU1.(.NV!C>#_M[5&#C:(>)NHGP!Z-[JC5N>GNCANO3#KI?(WU1]W15=7.\+,T=M,:ID;,HT:0 M.:$\ (.W!S6A[!!G"&_6OMT=!>,DA[@]95W]XM3,,$/8"U&%WZPY6K<'@&F_P ME*\16KJM?G]8\^A7FY@&MSX6LS_EP4#2Z97//0KK%N1\F3 VXNI M'._ZM{!1P.M?]5HWW=XGF0SKOB3@(=I0A#EF Z<2XF%&[AR6TVB[P?*Y%';V,=VZ5 MI%4;Y,LYB*QQ[L*I),%JRH%-7$2Y+V-I\/15MDY[X[_]8%'!NX8DWYW7N3I, MO7"12]75YF+"U8TOF=OB1T7=/%#"G9(\Y2%/+ <95=4("?>H8(IE<>W&_ESC M1>@#"Y/1VWD'-__5%[>"-;,RU9E+V-P'3%1$]?C M=<,W1N*Z!*1S-ADH>K4UX*' MWX'4P. (#QZ>T$#I'L3M8G@H*.^WA!;D"&T\#;XCRQ!*,"A;!&*U$P3K.0@IH2]?5G&@0GE @2E-K_Q$*L\(E6JZI=.TJT!/S MM9@:;2Y,)BD$QZ!8(Z;\E_4]/;D0QIV8OI-JL9<^%>5&PA]VD.'J.&JU0:AT2Z3I'7,OP MN78A*_I,-67XFC*S:LW]H/N:+"CE52&IZ$$K0M6!R8X4*K%NM!T V-CA5B\(M*$-N $U/%O,_$ CM4A[+.9EW6U6HV2VF[>HPK{[@I= +D<%PU/MP-@GFPZ1W M-CH#/FE!W:6T8]*B)KL)PC*GU\ \#@#0*D8]QYPN-BKJ0GW>YTB#BC:6%A:." H1VNWT1>7*) MJW,8T8Q)-7W1C$IYN5K+:< H?RA44,)F]B^6]HW$-E M&">OJ"1,*_^5RFB'RB>Z@#8;%L?&9N^4.E5UUNS1@EI45D9CHJEV5PD>{J.A MEGS*!^GA4\#R"X(_+CV2@=\=&HP1)\VO:XX91.9S%@B^P0<_TCO #I_1QAGW'M?W_K&E>BS<-EU1$.C5ESH]NL,N[#5\[TU\-F\N4Q_%3;G>BAJ76&&%0 K-M>F%ME*[NP@D%]I= 0^(!S>9MM8Z=K#=;,??O&3MI M.*5N)21>'-LY<^:,C#I>[Z1ZU!L 0_8E%WKB;8RI1D&@\PV45'=E!0+,_K*0] MJ<&E6@>Z4D_+9U3R([#+"@I$]YI7L/86:CJ66\,%@(4B>EN65#W/@LTT9Q3-PB/\B%?QG: MF>DLS]46"G*{QS)KT(2*@GPU&U#D>JL4"$,^,]IDG!D&>AP8]&DM@[SAG]?\M\0O\0W(GA=EH!.ZR0;DF/V=+;10>F5_G0]X9T_.,]AJ-=$5SF'AX3S2H),"FKU]%_M6?C^@MZTU9M>8O\/!;O(? U[]%VF 9%WR;\Y;.!S#18/G#9P?P7.)=UT;-) K M@BBRDAR;!A-KOO5AKZ &H4Z;L- W3.'^W&KDUF]''3P?!LHENK"'Y ;R9A'Y MG59.67'Y#(.2RN,UOT!M2G@U(;ND#EN$)1'"5B?C4 MCWJ1'8=]"V,"/9G_4C'_-'+J72]F V_Y',;&E8#DB8S\-MASA&R;!SR'HEE0I"DX3]6F%$F#0.V*Y.1$9^VA_8,>MUZK+1/TXW%&U9D)C2"LT#;O]GD=4W7#KA9&5:W)+.;.!ENND&WRA0%H#_5Q*/<+.P M#MI7;_H'4$L#!!0 ('N(9UD9-$/A7 0 $8, 9 >&PO=V]R:W-H M965T'O9)Q&4S' M_NQ:3\>]MH)+O-9@ZK)D>GF)0BTF012T!Y X;&[=06\ZKM@,;!#^45UKVO76 M*#DO41]N)&@L)L%%=`Z9.GD0\"?'A=E8@_/D5]G/;O,^GP1}1P@%9M8A,'K< MX1L4P@$1C2\KS&!MTBENKEOT=]YW\N66&7RCQ%\\M_ -)/2)>7&;GK+2<],KS7E5]LE),G@#VR\UKRCB-H2/_M,,<]2P:<6"],@5TV8/$>L#/XH^2=&W@K<\P?Z_>(V)I=W+*IC \"WF#5A:0? M0MR/TP-XR=K;Q.,E3W@;PK5@TCYV&OZ^N#56TSWY9Y?K#*7*Z&JG5SKFI6(.3 M@(K#H\+[#8/KS3]&P_\L!WNF:=WH(?6^6Y.XL'03;3?6CI@BC+ARP]/@=/GZ7 M*:I38S$'58"=(Q1*4,%S.0-FVK,<633@C4HG>LPEG:O;$* Y,>]0NBV6MZA] MSJ\P6VVBL/-&E55M:;.VZUD85=@%TPA'D(;]?DK/)!R>1IWW9$!+)E[7!A^D MXC@\31.(3L,H&73>U5IR6].Y@RKXO5L;. (M&]!=W?D.J]KD2.?"RTNH.G54# M@W P2N@W3:).DH1),R+8 &#,.5QD65W6@6@CD' MQ\S5"834ZY{) ?>VCN%B,M,U [OZ!B2U#%%]>.2E[71S[FIE&___">"22'8[. MMF3I0T&M4%+STAIEM@0]*6G$RG[^+_4T'\CN]SB5O-BI*'Z^4S'% $>>NMID M1IK5SJ+YEC.)\IUWMEA%"5DV;PO)SC4^?0^<#!^[!94@7:9N1%\0(A/3M-Q7ZK[=8=N%W,N^Z 9-+R%C%+1/\]\LQI-W1 M%DSZX#+1IHP;*F"-S1VR.H\K>.U=W_IN;[.9WJP!D0XHOKF/4FL4G%%NVOBZ MUDF\P7V"W"CQVO5M-W&0"#4?TB/N.'PO/7M2+FH!@A? H+RC9A*4R35?PPC?< M/40WNVI;6<[3C&F]=&[?,5'C_ZMF+@FY1%4/XMR-QL:LZG\R#"],+;WW_ M@=5+>/SHU8Z[@ZTQCO=W^OC#MFA1Z&[=B7KF)U4+5[F6MAGSUJ?K(? FBF0T?MQ)L)^P/3,RX-""Q(E0(S"$ W4VNSLKRD^*MLC1W^N6%XJFA-7& M&5C_ZS#]#U!+ P04_" !{BG=9E.TBAD0/;-0 &0 'AL+W=OYZ]>F+)(=:,>Y*6VZW,#Z]5:O8OKT? 7U8/O}7I3T(,, M5R]V3TDAE2]XH(H2/QSI]ZH-"5"8.-G3 ,Z/I(VM]\KZM^R{)!E*;UZ M8](?=5)L7E[/KT6B5K),B^_-_O^5EV="]&*36OZ_V+NU470MXM(69NLW@X.M MSMR_\M[KH;5A/CR5{?0:0N;'<1I%;O8BH]6@1A\>EU:/+%O@#';8K8/AZ'5XD^$'M!B(:!B(PE$;5X02K#_M(O'X@Y0?GHC7X6L1F^U>-6<((0NQR\V=3D!0QK$IL\(B" <1*W\EEJAI2O%26 MB!-9T%IP*>T.,_<^,+'4*E:P#4$Y[(H'!V,D#\DJ!JUSM3%X0\R0,7[MO2XV.B,V<8<##>M6[%)94"HA/S&62ZF,Z%Z"%BC>92,A;:+(G: {IT4!\VZBJI7*BI\IE2RBX]DSU+[**]DYT M^<#F)(63K27Q<>;!4Q22!N*2^Y+7#0,[^":JNDA:NP;*"B#52^WVB8BCA:*E'NR'@& M5CX@$,0J-JLS;:*=V9R68I-#NN0G%#CG.J#TD(Q$M8#*)0?G.^.JG5FMR-U M:FU.LD>A\6F'Z@Q.2Y@G4E_F>F7?QE(%HZ-2CLW92.R\IQ+6"6K_&4F10*WZN20K^)T7DCR;I?*X8!?PO@!%50IB M%S;;G)3,7HMC2C)-WH7'0+(=VAA$)397KF5B8)1RC0A!VGCNOJ3*6XR4B% M*2@8*HW&"!0T:D3J%12[GDQ4LDC,8D&,S3]:&'H?4Y/PD%4/0FXIF$;6I9- M?785-DRZWZ,+ M[AY!=EO!W)=/B]"A;I-EB,[K]5B6"--QJUGS5"=G,5'!U*OE:,$&+49K]", *GF325BTX[EFZ?O[M(M2;K1Z)43 >S;_>PYVE3AK!>0H%><09Z1FNYL^9+J9?2^$?_L%H=/66?%6O M-(MVVO.'TV T"%[!7U?0HU$PGX]\%CMF?SK$XNG5-VJEV+YHP3OBC(-%O M*QD:#18U-Y-PQ./%,O2N5'+!;;X M3QBL0W*,56>;Y5&&DL@!'K\F84D7L8]H8D+UIC 0!UH]F%^A;8=+?K6DG$4) M@,U.V=E/|ED/|HM.555-N8%_]SD'L B^M;-GQXRZ6FCO9;US98^X(%-J6*$ M$EF-D$25/$4;GDOT!)+&,4OI.[+#EH5^<-0ZT?K&S1'_'/6))7!F+GKN3T1/2Z;3A<2:+ZKF-R? 0ZM6)YZ@;N=N&X6M383D^G)DBW@!O2?RRN) MH\F(4C4=<-4(3B3,3]VSX/@\-OOMAK\:6*D=F1A/9D)\,8,/U:GK&T+00]D- M L//";R%MC5 2./K!M,=31K%77F+_KOU"7V9,05O1?NJ[71]ZN8NJ6#. ^E9? MB]4?L/$G,7BE:)7[):MA;Q*YI.R5%MU&&1ET#1^^['X3AQV%W'I&(=PHA);W M8,BRO&":34^D6!%I=B..$:RK5AO)-=PU(N]X!=5C_0F2 M*)F&6Z;GX4' &UAZ)/(I"?TP/H 7C9Y%,B_Z&<^?.$PN&E6VOO42R-]G,Z4E MY[\_^(P6(GW6S%WZE@M60FG+EX:!?(.W.G+%T'JOSG@0SSZ$!"_S^C=Q=9U>X M/^U+H8$4'OE)]P_[;FL@<[%B 6CX@FAF]@Q5H/D&BFA<+FM41KGAPY!)N3:,_M62=ZKHF8D\5H59FAV54QC2]6(-=(X GD-Q*$ 4WC%*4BHUF:.J,K$EIF3&F!!04]5XTI+LK MY7F B#3S$P<+!]8#CA=82N#EFF#Z<(6:MA!5G_%>8V"])$3PA$0TR\(\'\EW M))*4AD6X0^= K,>EYF&)#4NJGWW&&F@I=T+]YMO HT3>C3+,,,+Y<$1"%8I, M;H[C4$"=]U(H8][LNWX(S24^)6^WY_?)ED6HG NXPQ=@B>NW4-9#<2E8!N60=3*R(V?:%)%&.&FF&N^_L()$7QP[&-PLIHH)E$2?4 M3S++ (@A36]0I>8WQ+HN^PES#29]@B6U03.CEB!:Q=Y&.,&<,ZU^:""UL_ ,8Y)9SW-,R9$$7A8\&W\,MN]G)OXQ@+((]?*'YFE, M@L W>)+C"DF9"R3M1=*U!"#=\/Z!>? _(GE)D;)]3(RMF$BOR0GS@ MV!::PB6\!5Z^G:%8>-02; O3KG]@'HO9?[9>>,%WUG,O?=:ZK5B0.]YK,T2I9@RE'AAG.8 ,.[SQR-/A#8/ D:.2'#@X23%):Q+F1 M4Y/GV.D:.3/S>1(9.3=R&MGY DL&S<+4N7W@F"0T+A+GH9KL>_8G.PUEKA$#JWI,-!B:=O! MF=#87%JQQFX>I-F ZW.!S_QF8 R_ P^F_P)O2P,$% @ >XAG6;DG4I$1 M"0 Q1P !D :X,"JW;W)K&ULQ5E,<]NX%?XK M&&VR369DW6QOELEG,,W8<3]/9W63BM'WH] $B(0LU"" !I)^^G[G *0H6Y.5 MMK{(I$$SOWX@8A>ZZ+)6*X]XR-AP/EC'6f\,C4"Q5)%\)2-N M_=4XU%{)DHD]:Y-)C^,*ZGMX.2(GWWV]T>NB49;]=F+T%25]/=GRKC;X%T MT#[XHJ^6D1Z,3XY}>,4N5?QK_=GC;MOQ*76E;-#."]\6QX/3Z;N5_]K&_ZF MU6WH70NR9.[<-=U\+(\'$U)(&55$XB#Q=Z/>*V.($=3X+?,<="*)L'_=PZ)7^%,X%]QF_;.W@Q$T83H MJDP,#2IMT[^\RW[H$;R=/$$PRP0SUCL)8BW/990G1]['="D^[P8TNV%2FAG+: M4E NH\>]!ET\,5?S>#2.X$3WXR)3G26]V1-4/XI?G(W+(#[84I7K]&-HT^DQ M:]4XFVUE>*G]D=B?#,5L,CO8PF^_VN?^>UO,4N!UYD5E\]24I6#' _1]4/YZ^_ \)ZP^2G+9H>=)H>;,/^9 "V4_WJ-MHA+3R4BPH>0T\47=:.'C[95XIU6IH[B0A38ZWHM{5ER\HNG]0=&*VGVP\%'&I MQ\M7U=+>"V6C 1'0-CHAK3A%V2&PN"S!-T09<9/9GEYYI; >!5]"D&*]MJ[M5Q*5KJQV]%2]!$XB'FU?7:"7](6XA)B&*L]>ARPQNBB- M*%Q5Z\9 &&0.,E"2 M?_H*&Q41<=*VC4TSW^MLIK 32<^A(MQ" J7AVM9A"I&\D=K(N5%B[CP* %N# M:)!"? AU6VO0$8N8@59%CD+'PKA(1XX.B M1?\)980.X@IE(E$.29\+SZ9N?`ZJR]O0MTF'11&HM"(R%*K2 M52@579"#@BZU!%/%G<1Z51M)'B#SXQ+U!3\4U'1;07&EK*7N6NDCV? _2F'O2 M=SK, ;Q=ZF+YD.I6AE[009D=)21'ZAPY7B6*BX)>8^6BY.H0&);K -L20 M_#H9O5WUG_,-N[PR7-Z4DL_;+#W7@H_ZWZEE2$$SC&#&7OH]&9"P[B;[;R MB,.6I7S5.EMV#9OK&EQYC%G2A,)(G;1V-C=2!(Q)TPQ 4F67[+OA3(!DE$!DH MU_K57!HVDW%(V&Q\=M&TRZ"WM@20L3. [VX8S;O[\8X%G9Y]>,W6E;WX2OZ^S%WL$R)B*4$S(DTY"$F4E!V\NUDB'M0L:^=[LN[.JD+D3U)G;A M$%!D)07;'Q#X8]*X9).$9.IB^'Y/U7Q>MM%DC(5WL5X?F'E@PSNY=9 M\| <,8$. 'B3CEFJ5?UU*:(JGV+=V\5[),EI4AW8QR<(?^'+EO:9>K\'5K.[7 M7*,%]=A0O-P:,M!(R?VE MQ.(+I9AM!V(FH[EA8CP9[=/5'VPV^E[H9:W,,%=H8&7,K@TE2FU#/NW2(44N M%IKE(:O)559=19L"[1Q"H?NPJY%*7O-(1[W=UT@/TQU*VM;"5FI>)VPEXY#& M!BUP&\<:=OJ/-"\TI_X<'F W+" DLJ3DCV?;%9E8T3D/%G* L1[T \@49, M2M2!O!>EIL, (E30QK.2UPB/B.F_8PF%ZUFJB[8U*A9((9-$#@LY;@2@;C^F" MKJRQ 8XMKGD;!AL)6W$A!51H$=,AP4HJ+:,.5\6!DF(^$[8 ,&>\C0$93MQJF M"9*0.T8!(6*XG(3.FZ 3WQZG((W:.PJ^S254PDBV0199.IY;T'EB*\P\#MP MG<$2LH1:-6583C8WV 25T,W+!F$V&G[4F$A(F+8O M&B0/%K4$TC 4M<$=8VK=[*O9O>V))KZ$8+NJJP HV!LLFI3<"PH5#UP1- MD&-<:IW*;3UEW-#F)XUT;<5#JZ59RX07*&YH'<%$*DW7*HZ9A"]W\N.GD,H MG]KCPX_#?(1X\B7# JGB'C@W/G_[!IY.N[6SCGL_&CP^ZQ_O1>)N6O^_1><-MY'-GXQT/PMN$9'!)TV7!0(E.M0PA/S3>E.DR0B5S3/M0WB_@LQ Z& MW`!@8!\<7VG/VA.:NJ%.03(H? ZK2=$#M%F'#]X,G7,/CE(KXFSUR\$C# _IRCZ#%0:#/-M'K10]3MI#+HK L6Q_<)$L@-M/D98AVZM1IN^9HQ[GY88>-$'-,9*-J;O3-W3]AO=;?HTM=]>/O#](OT5X7RC M%B"%WPX'P[>/9NDFNIH_5,U=Q$& +Y=*PAFT >L+!^?E&Q+0?;D\^0]02P,$ M% @ >XAG6;@"!8[("P U2$!D !X;"]W,W)K&ULQ5I= <]LV%GWWK\"HW=:>H6U]VTX3SSAITF:F,3Q.N_NPLP\0"4EH M2((%0-G:7[_G7H 494N*TTYG'VQ+)' _SSWW@O3++>V,_N:527CP4>>E>]9;> M5R_.SUVZ5(5T9Z92)>[,C2VDQU> [,'>553+C345^/NV%^>%U&?O^B5?N[77 M+TWMJ=-J4PJK\Y]

^D0NE)A&#C;,BHF;));)R/6,,3':;]C8[Q/SV01V;B)%*5@-.P\ ML8P"W5!P34++,;8C>C6+!?.9@L3>NB#[@Z MM/SFPYOW)T0MQOK0Q;7D_Y_O ^M?89]8;[?'*S;YI;-/\SQNY5<:?
()KQXE'+Z5B"VD< M.4Q,S ^^I=^&56!8>*;'VK;B'&ENA=`3W4W6\!3#"Z247^27%Z.#XMY6]#S+:0KA/JV M/<20D'$RN;I,KL:#(\I'^Z+%*>_.YX8%J-N-\2LH1T\M1^\;B^47?
_%!"L01CAK7M[M?V?A9OPJGZS M//S#P_2+H@:KW) M.2YUT;FZX&>W]NK"E#[3A;]UPI5Y+NWZC=Z_ZK-R,:SP/^H=6#:UT+LF!FS&>Z^26Y
M/)4(((96IV),$B;^5NE%91H*@QI=*9J=9DB:VKO[[EVV#*33MV8['>=^/2R M_^V(1,UEF?E/YN'OJK)G3/)BDSG^%0!A[&C8$7'!O,FKR= @UT?XEX^5'UH3 MIKT|$P;5A
'K'19B+=]*+Z\NK'D0ED9#EVP]3P;RNF"@G+G+=YJS/-7=]{$ MGT_>P*Y$W)@"U2\Z!6RD:U MQN!*Y^$BTCFHJV2!'ME<]<5OVN?LEB%)6>9=BECOUFK\BPYH/9KHAV(B(
R(PZ/1+D$3EC& MXU);ADTD4![_F2OO2]DC$$A{(LNH-'(9R$1,!8 N,RR5EL;(UE25E+>'6D,M(*B%BT'N]$UB.7_9?/UE0 M$/AU N7G%,]*'IC!*-
_/9700)1>Z2!2F/(OU7&/U)^_"+>64BG5(:TO5"-_@ M(6]U@)M)P?.[7I2%I@E+9;GT0X\F^_3P["@-X[45,'.N\DIV12?60(.,9 M>PV?>000LP>3J-.^?1&?C41W$"HI/DPSR?2-
L5'O6&A=SK'<)OS)LVC8&T?3Z9[P__PD M_*/DWM>4E^.NCMJN:)G+/JKLJ9P[YZ2D=;,=PH0IE908N6"' ^5*V9 M&>$9-&CH1-P,94LKUDK:D$8<;P6/^I3@<!;R%=W-K6R
WD^12:QN07:$9&'-C%4U^?0V \;P8T'N0M4^U*.NA-TQ%E6)4" M4UF \\RBT/^!\"TZ@B-PK9 Y2*/ V&5!, 7O.GP^I1OW5CN?$U> 936U$ZT>/N]D1)_2-^87$8+41HM
M0*Z+"MJC\7DT.AOSLD,4@4DT'0_VP(KKU+(N*@&N!J2"B_W8^B;TI,_`>G M?U:"[NM,_I1,'73/AW6FOJN-#GEZ6[/<_W07%+6V08?T.7IW=WM[7'L!]{X]-MBU#S>'<@/-BNO->7X]--
&;0HU.JFQ<$)H69NRN;_F@^YIC-^B_M!4-K43KSH@RR+8W1X1M'O>D Z=[;M]'>KFY_@2>#HJ>-W5_;U!U6)0@9.*&.V5?! MV1(&O-
8^3)Y,9BQS&P8KIF/Q8YV13%&YM)^5WS"5#.H^TI;F-6V)>;S()X3 M8*$29H 1YN(MZB'_T/K8Y"F+5'@62NHTF%.LGI7@GG))6O;'M9*TWZPGM5.[
M*SYN+QAVZ9O6.5*7FLP4BV_L&D?1^'P;G8_Z?T'3N GC\\K 46H<^*S-^5K- M)'+<5'"@@Z8Z;@3V!$>4KE[A32,1W]_%X NRE]N5$P(:GW.81&7<28;88_-E
M'KC>PKN$M@>;>SX4IE\]"JC / 16$!T@Q8&=IR9+1OC*>2\],/PBBK MW>>3.;=FLD?[$'I*A=H2*-N\,S0#?L;U8M@8FF?2X>K[7*0ILD?OQ:2?F>RM%$
M*A2C7G=8EZ+]14/F!NU84S.8%]2C%\,]] =.S6Z, O'>;_G=,]#";7=#M>TM MVDX;")@4I*V6E#VYI[MHL>]V23_0!S8;3W91E3^\G^ TV9#3;-T2NAE @>!> MKZ+/Y_MTP+\(-
A,.9#J106W\40_"X3; M]R81]ZP"J7S_A5!BO_C)BWL5IX7)S&+-2B3@P,PLN4]ZB6ZT M/YK@?O -I_0_C<:3<_Q/HN%X].(.&_+0SR85,=/=*)JN*;JR3YA>B'4(50KC8"
(FU2KN7BO"U"HAJY>A0^8/@6Y&7%S?N/QUUJ M6YKN@1-.5>=&=+-S(40\SLJD9CX 3NFEK\XU&Y6Y!"+KJ990^N+-RD\V*"2= M$P5=K-J09_/V0>PWYU]HC!33'IP)D'I6$D&IW-
Y'[6S:X+R:4+85E0:T3Z!8@LUY[9]RTJT?!P4J^C8LTW M#+U(A1OC@:M6,ND&4V>$5!A2@C!4"G8@ M\FA3,;[_+$,]V:_N^A9TVOIXEZ:!Y4^41*%EX<-
WO.9I|Q7T.GS\VPP/GU#A MJ85&U#(UQ)1>]VS<'3UZ?>/-DC\%5HQ'4\R7]9+H>F@ WL^-\?4-+=!\&[[Z M+U!+ P04 "_!{B&=9QZ5;^X$& !<$P &0 'AL+W=O[^)BG-
CL=+48LE2O1%/:=GO\A M.W\BPDM48=PG6[=G0V_$DL9857;"L*#.J_9;?.GBL"6PN$\@Z 0"9W>KR%GY2M2EAQ=[+5FFDZ#31.,%>=.(S+*TK*E=7X-8>_*G,N8I>BXU
MN\[$EB<3"P5T;))T8.J,IFAEU4J4QWV29X$73[_"P=O0X<7WH-W(7255]?FUDGVSXNEL1KD^'>?ORW<=#\<%H""/UC1R=_?;(GWG/'S!V.A@[?0C]>U/S(-A^4R^5ET73=6
MIFRY86E^DZ=(;,.9W(-["")02'CM"D^FS\2-U.@CK&K*)4Q3]H8Z0ZMM>8;> M9*RHG'JT-8<"9W*5CMFKO'_F_IA)7SDITO]0P;3FQ^"PC49;%"H12%0#BTTK M!'C94YEZ4LH@ZMQ
1BN;BX+E);)*M?>47$+K8T8FC7ZK)\FU5.ZHK&&8+PW4;EV-Q&8T<;$BNG3]Y6L@V;:9*LQX:7O=R8O>]= M(V3;\]NLID/_/V0>PWYU]HC!33'IP)D'I6$D&IW-
Y'[6S:X+R:4+85E0:T3Z!8@LUY[9]RTJT?!P4J^C8LTW M#+U(A2)%#PLV(A1OC@:M6,ND&4V>$5!A2@C!4"G8@ M\FA3,;[_+$,]V:_N^A9TVOIXEZ:!Y4^41*%EX<-
WO.9I|Q7T.GS\VPP/GU#A MJ85&U#(UQ)1>]VS<'3UZ?>/-DC\%5HQ'4\R7]9+H>F@ WL^-\?4-+=!\&[[Z M+U!+ P04 "_!{B&=9QZ5;^X$& !<$P &0 'AL+W=O[^)BG-
CL=+48LE2O1%/:=GO\A M.W\BPDM48=PG6[=G0V_$DL9857;"L*#.J_9;?.GBL"6PN$\@Z 0"9W>KR%GY2M2EAQ=[+5FFDZ#38;..

*89!Z]1@TY%H5!6'9WV'K/T/DBA%$QSW ;M7\"E4!K*Q<|<-MZV-F5S]@752/EZ]QCD9/C3<(3XQC)%Q*NF"ZIB6)+)#UBJ/9:#%,5RM)5^B=_M1M1|LSW,!K#>I9!K(0WO7" ">-EAY 31& ?^,,+?U^###$7Y?O1C[GO\&1T$P-M-&PCQPO"WN>3V0E\$'=4-MU+M%M*J06[A@60;>T{G\,7AQS?KP:SB"40]3%TLI1{B4}_<.I^^$XR&$+;L& M+A)1/>+.DX0^_!8AV]6:-Q+M48!W>EY@1./8N-><=$R;VZ,XMGR1X\9>{[HM35NBZ4>,/S;Q\L{R MFM$#M7X4E&Q1/;J.9NP$G@?AN,6KX0BIH1_UJE"8S='/08C@HT<>\6-#BZ,. M5T8^:GPL;"C# <>7*!H/ZTF3=.3;_(U:$0|#0\7<&Z+=?[7^(.9K]DRI(1R\M$=^EL.#R_(!Y?=B"Y^HN2N9$GB)/=/TF@)AWQ!M>+:.79RV%=Q.,WZZ MX-K6ATFL-0|8E#83%$]"\.TOZI"B.]_BQ6P')VG R7=P#]ZP;]&$JG0+3F%+B6R<"T,E M2TR+/5&G4A2K%)9XJ[,KJ@I^E4@/#]*I?\&X*^11'?+HX)_6=AYLSRHVJA%N9;OBRHI?l,W/2O---SH@_'B.-&RP.Z&S4=]#1; 6 MBIDJXUB%FY0EJ6$C]H>4G:]:N<4$X8+#7-*S:4_$1}{NO.?&G7CR/N[>^I^ MA!:8HHL"-FUZC1O54\'}7U@.[]Q#9^RV|XY&\6OR=-9{5XGCML9=-[8FO:,9 M>X{GMC6- O9&,-DV&3FQ.WH&XCV>@QME9-M!6[H#:FIP=#K'[?=/NI&MJ<^MT\RP+0?^LU8U>7Z^H0T:CT,\&ZWA4MZ3ZX+M^)]6K]RIZ6C\L]>_E$OR%R M9:ZS&5VBJ'LRP]8DRV=O.=%B;9^:6DB@L5V4I3V_WP]{&66\.+SR[P,[XP&"E:I._$F#(5XJ,AKN+33M]H!"E$VK"@."SA M$M+4<$(]/15,.Y5,L|#^O.'^QAJ/QDRI@DN1_LIBG9OVOAT2PX5FJ7XG5C]#_M:=#0\(M$]NS_9%7.|7=(E"LMLG(Q:I Q7HST<^F(KUG@EPM\]W.&W,KR% M19<,^B[Q^W[0PF]0F3RP_8/,IE<\46.AE,>VX_4)LT=1 EGGW)0Y+=KY$,N M-&3]]R:O%$*#9]&FN([5@D9PVL'J42"7T#G[X8D7]E^UF!14)@5MW,]NL5CC M/ 4B9J1FWKE24)ITS>B4I4PSM*2I.B9M#N(^3(52B^MT@D#2664K0&#) SU MG5%,><1H2NBJ06G-()<U03:@$DFTL0|KK&TE0_0LC&TJFv)D9,Y%R842G(*L_ML|JQ?0U2^]>S; 3EB'.6(7.%G]?S8>5L3]PA)1X MY>B7XX#<"4U3YTWEC"*ZQ\XE50F!3SE#8TWM.EA_L$;0D!\1U6$F\8 MN&.TXRFQ3O=?'7@JYSF(>8AHG,#G**%\#B3"JI8(HJJ:O#N& ? XYMXF0^J4& MF1'&EZ"T!13G4LB%D%0#F0JCT>]BXL;#^? X_6&"G,G"+3=M?[;NB/ MMRFT-,M VA MZ +CN|MH$GKU9\<&\N641A\Q55]$>6XP";8IQR8%48T^WV?@ MA6Y_XNW2SK7@\X=`S_=<#+.:(1\4L8D[],-MRBE|;D0V>#N-O4 YP7#L;, M5.F\M,GZINP\-%2B"-*TL M#0>V]R:W-H965T;Z1ZTFL 0!8E MW%WKBK8V11D&@LS645%_+"@2^*:0JJ<&C6@6Z4D!SYU3R([#7E!2)KSIV-W- MU70L:\.9@+DBNBY+JEYN@,O-Q(N_<4C6ZV-O0BFXXJN8 'F1S57> I:E)R5 M(#23@B@H)MXL&MVDUMX9_&2PT0=[8B-92OED#U_RB1=:0< A,Q:!XN,9;H%S M"X0R_NXPO9;2.A[N]^B?7.P8RY)JN)7\%\O->N(-/))#06MN'N7F,^SBZ5]\ M3'+M%K)I,+M#CV2U-K+<.:,"DHGF2;>[/!PX#,/%:"=0^QT-T1.Y1TU=#16 MY) ?^PIY7?QO&-6.GD.?+L _YH# MD0795Q$,JRA=%;-=%?EK%4]%0X$IA8$:KW M=SDU:.HXA#6]9 +O9:T16U^-.EAT ^42*6SE[R#;'2*_T\HI*RY?)"PM,)H MT_VH30&G%M30+9). P^A(9.2G_8%=>]U.T\+T5(E.%2=*_=X@)4._&X:=*Y*BTKB/ MF4D3/XFZY- 3G&AP.G1+4RHU66^9:F&,^M+:?M])XU0^O5O!G|#U2MF- 84H&N MX76_ZQ'5C-/F8&3E1MA2&AR(.KO&/Q H:X#O"RG-_F)VG_:|!J02P,$% M @ >XAG69:L&)9] P ZP< !D !X;"]W:W)K&ULI55M;|LV$/[N7W'0@B$IM.C==CS;0)*V:(%U.)]J?!CV@99.-E>*5$DJ M3O;K=Z1L)1E8P:#2V?X?'U M?^NY$YXYU.XO%()X_]AU^OFXP#*SEC5 M{TI@H;+_LL>]O? PS& :?\$@W1ND/N]>B-R_!-L==]!|HI$Yl;>*K>FN|+CD MTB?ESFHZY61GERM-^=7V%9BLX,WGCK=TX5:$'^D]G/_$U@+-Q3RRY,GI^4>] M#;9'3;^ >@4?E+1; V]DA=5+^X@B',),#V'>I"-M#. M/%[V#[1#6 DF[4OV\-OUVEA-#^,W8]1[Y/PXLBNBF6E9B8N_I.2@OL=@^>TW-MR3C^_D3<^1!W?@I]>4=%674"0=4PI.X(!9_ 8\&?AG_Q&O)3-)K*!55HK%8 M.=]VBU-K027-Y0:8.<@]9M&)RZ=ZCF7)%>=(4!S,1M1'BTV;]0^F:^QW&^2 M<'2KFK:SM!G\^BB,JNV.:80SR,,XSNF;A>-I,GI/#K1DXKO.X)-6FH;3/(-D M&B99.7K;.8(\@AD2TYZUL.,6&-TI,.Z06OX!R2(AP7 M&5N3RX91,&:0$7HS-(L3!<;'C),OA%5"\3L,DN^X,^)-Z/PI8_,+W4H8# FDSCRTD1@.Y'2[^QJO7M^?TL M#0>_W- (T1NT4Z+O6RAXVSL$PWY=_5!+ P04_"-|!B&=9DSU#BO(!P6 M10*HMNZ7-.F0I-TVP.XV2++VH3@/M$;3.1"11)2DIZ\:_,Y0LVXFLW6RS/2\)-M19%S_6;XT3I="_F@EHQ\ECDI3H;+]6N3]93E2Y90=5$5*R$-W,A"ZKA42ZF MJI*,9F93D4]=VPZG!>7E^/S4S-W(\U-1ZYR7[$8251<%E4^7+!?KL[$SWDS<.M\L52X\3T_+2B"W;'|&_5C82G:28%,|SME8[M8X*NS(1XP(? K|&QLHT4L92E&$13^K=@5RW.4!',\U0H==SIQX^YX(_V]<1Z< MF5'%KD3^!_T)FP-O_I8QN(G0VQ?6"#VVYPC=V-TL M#@>_^.JV0W&\1*S M/3J08=N':MO(N&WGN 7D) M^2A*O53DIS)CV?[^*=C6&>AN#+QT!P7>L6I"/-LBKNWZ_*\SF'/R(,/R+LN M5X*G+"-_?F3%C,G_]ODX* (+Y415- &5G8Z@$Q>2*C<^_^X\3VC\,&.AW!OI& MNG? I"%NFM*Q374M>+B M2A-;9N2V443^_ #KR;5FA>HUW}\&I@>=Z<%@;.^;.MTB9B3FYJF2ZA6L !J.",28.L/H.'18(<5=-2$RV(7C*BF2P4*L"V0:\Z1:\ MA"XD8]WM&76 *XK6CY!^?]53ILA&N4"NL M..(E&"]|!5E6QR>C*]RQV?&&CT(RL*D|%/G1-SRB59T;QF9CE4{F (0O', M'=* [^AT/^#Q096!:[E11.XAL@=BQKEB+/9C1] M(!5]PF0I'(.(T>9MSV2)?,5"0P;"$_BT5 BP#;SL4{B=&,.&84$@CRN. M!B(-#L8(A-<5HNX=B2;!- J]KKB$@Y0YR]H,.6=DNWSB#]CZ+(@&5\D\R4(?I/ ML\R\P)QL8]*75)/W^>=,:H@]=_XG,&&QIDP&V%?2!$=X&K(:6P5J$41AE#(IN M###VK]!8.5;YV#*DK- 5$Q'.,Y.:HB0]PPT2Y:W90'#%2O!.;0WE4*I M/^%OS;$YM0GH^D]0N5ZC;JK(&M;@?X@$A$1/G|#F=#*S&30^399APZHG\S# M\3UX]=FBRS1A-^?=2Q?"<>W0 |*<| (>P0D*=P%4@2(AJ]H43HM'K")!S] M:EZT$XXSND;L\3DWKD'Z.+G@.&Q7N"EV/;H9R&R-50+\1PKCIVV*STW/I1A M<3CZDMO7&\@ZENU%HXLT%? 5NBT$W:)K*FNWXY@<;Y7UQ M"B$@SN@3TR]."SPK3(+1'ZBKDV?MLHGB=I-%'WH-B|'3XQ*=05(6L$%ID+DL719BEPLD 1$"&&""&N3;5H<4N@E MKZ (8BN$]P" <>TDS1DI:L*D90ID_$|_>^;-W;24,Y3_N\A]_;5?[K:0U'"A@ MTXT4Q-Q@R'OH)67* >+797.A.|#)AK7<+^$HW>/YI&?]$_+4X1F(FZ[!FJV% MKY]XEK'1,5OZ',."T{J=P(PBRXUM'+F>Y;F>&0$+2O"M% ^(-Z/(BD.71|9K M!?YB1ECZG]GBZQ(8!2-'"^ 0/,9WL14G83OP')1J6Z&/XA,KB5$00"|*4(X3 M68&+,T?P+@X\:01E? >3]Pl.UM MT_Z6EYM6^AM;OW-7=M[^?C,LL]_FM[_U,.'QSZX]7C0)IZ\]7K!+C_^-.X_G MPK7"?_VU!|;9SM===>[S \L/@[6X7FZN%-TF^_&HQA&%WBV'W_T)\A]6^DOG^ MRVS7A?,WWM)$R5+&5\8N1)K{"A[L>^XS'IQX6XKKVH# X'/VFL(/ .$&$_ ML*+ .TR$72L,>X@P3 ?^2R(BRL-JOY(K?P5#WC;\?T*133PZ=GS1K'TU M2?:2"$CR5;^_D$!R# &0 'AL+W=OAR!0W38[D&@5\64C7,5%@3WJM@%,5;J*DGH>^GDX9Q,9}>NK-/;GHD\P9#C3\]4T6W%,/5P#K7^<$E-X E V NsCG<'Y%A»,L.FITIN MB+*W49M=.»,+)+CP@;EQBC\RE',3-}}66UX71,F*C(KO[9<047>"\/$DL|K M(#.MP6AR=,MPIX{//)P91K>RD[!'..X3P)P@%^2"%66ER)2]HGLI/D.U . =Q2 M/@\/*KR!]9A$/B6A\'8'|$6#"R*G+WI)"YY;? LEU64O=*B#_S.,:*$RD?_>Y MH4.)|Z/8XCK1:U;"V0BK1X/Z!J/IZU=!ZK\]8$,\V! ?TCZ]Z6]*R 6Y6*$! MH D7Q*R 7#*'E'KA8DEDC6V'LC:W! ^XPX"+/?B%M$6<@:RIO"&)LG?8WS[\C# MDBB?2H$H'PCFA- HZ=I,]06K%MN6{2$]3TA$@RSQ M,/E_()&D-"S"'3H'TB 9TB!Y.1HPCOE]# MJG]VO1@JIQ*^X,.3QW>W4*Z&K.7R 3T>9]3W"UPACT+*6:H8QGU\RQR({4UJD*7F#@2OKML{2P$,: M(,36*=9UBY?EH!Z3-[N:CC"5+>M?4N4]+Z_]@?@__T<%3;%:G?\|#&F/N.\|MS MK)2 M6? _'$=9GYEA$"4WRHF/A=S2>>BU+_%_UVH\!B(-?U72@0:1#@T@/-P@]RC|Z2/0$\/%3QO/NA1 JQ<;7N,@'M#%CC|D0>P#<8Z'L]QB%T8Q.7:]2O[MSC^W>OJ^1)^].H/7O&NP0Z_M- S:(.\"4@1ZN_>XHPRVGDAQYN$PD[6L2Y7:Y7;>1.R^P"= L3+W;1XY)0N,B\!|PIYDF.S,@VHI9MV M-?9P&_+Z0TVXT%&/|-F/X'4$L#!\0 (:'N(9UDVE1C{5P0 M %\+ 9 >&PO=V]R:W-H965T2Z0NY1D%?EE*5S-!6K7IZ MK9!E3]DL>H'O)V2<=&=3=S9K9I-9&4*+0!6@;[*DJGG2RSD=MKM=W<'=WR5 M&WO0FTW6; (7W;#ZO;Q7M>BU*QDL4FDL\"I?3[KP_OHRMO!/XE>-6[ZW!6K*0 M\M%N;K)IU[>$L,#46 1&KPU>85%8(*+QI<'LME=;Q?WU#OU'9SO9LF ;KV3Q M&\|,/NT:NY#ADE6%N9/;G&QQQO%,9:'=$|-U;#+)0EI(M&F1B47-1O]M3X M84]AZ'|1"|P%P/&N+W(L?V=ZS#29:D%9.4*S"V>]TR9R7-B@W!M%7SGIF=F| MD>EC+HL,U3L- UU\J;I[A{($M"M3GDYZA*ZQ@+VW@+FNXX C<"#Y(87)"$AEF M+_5[1*WE%^SX708G >]Q?O&A[T'@!|$)O+"U-W1XX3_;]_M/TH#<+:O\X4V MBK+DCT- FUZC1851,.6.]9BE.NU:0.&M4&NI.W;_]__X$YZCE'}U"G|U3)695 M@2"7<)4SL4(-7, \3;NR*IC!##Z9"|554BC29[C6AI?. M"0_L"1ZD847G$E=<"$MQP0HF4H3OX SB$,YIT0|*>KY],PSZP7M:R4X8=,0$,,8[HI #WNO+ZC.&JSW)LR5545W6U$9G^]D|&/9^2QB;'+44=^@,O|&-O.(Q.PUR7ZT(^4WMV MP8';2E%IZP8D\N+1T!M%_8Z- (#>6JI&@T=@1;P6X4U9H[,7DTV'HC4;)W^Y, MI=C07|=^)^\+*;!?2&,!?@2B|PT'H2O2,/$&@X@2.SR8F[V|H:=$M7*CG28P MJL-Z_FE/V^EQ7@]-7\?KT?,#4RO;<0IEI FBV=@+VIEZ]A=02P,$% @ >XAG61T_>6O\ @ =@8 M !D !X;"]W;W)K&ULC55-;]LP#+WG5Q!>,;2 M5W_&3;HD0-)UW0[=@J;=#L,.BLW$1FW)DY2F_?>C9,?+@#3;Q:(DOJ='4;1' M6R$?50ZHX,DJN1H|M=;U!>1,>*Y7-1(Z>=E9 5TS25;T_5$EEF057IA;Z? M>|4KN#,9V;6YG(S$1I<%Q]D$M;D)E]F6(KMV F,,05AB M@T#H^$)K[L#1')^-5R.MV1!KAO[|@_YM@IEB53>"7*[T6F\[$S<"##%=N4 M^DYL/V$;3]_PI;)4]O;UM=W(-TH+:H63 J[@CV|OX7\ 80L(K>[F(*OR M]-L,])B"]X$YLQ;*@63> (*;I*RT))V"\+IR4*+]/"=C.+*X$I4E&O%{'6= MWK-EB>ILY&DZQCA[:4LY:RC#5RB'<"NXSA5<\PRSO_$>R>LTACN-L_ HX0+K M6+7N/+F<0VYCE[H2>F82HEXVNT]H_I4FE) [^7GH> ; M[O@PMZRA2U6S%,<.%8E"^83.Y.V;(/"?'U$>=]KC@^R315,Z(%:@,PPW=]N M+3H_=>A*CHH^?"5P6G'"06P4J5!GE[W(7)**_9<#!Y.^$/<_5GKWF.9P*1&\0)C:$;#!KBZ.+?D1M9K&; M7,2$]/L1!)$;#OLNQCO1OD*%EIW5E&U5F8=V/.##DD%R'TW<$@@#!Q^U$(M0>(&2="[%YH@RM;=TJ8NW4|=MJDI.?|Q.#1&X$:A3T8\<*.A41T%I&((AUZ4 MM] <+*I1KV_$4G;'ANFD+W6K75*=-+_GCWG3D6R;?15=0XHJ@_OE%WP'9*=+EF MHD5M.\M2:.I3ULSIQX#2.-#^2@B]FY@#NE_-Y#=02P,$% @ >2AG6&ULG5;;;MLX M$'WW5Q!N420 $8NZ*Q<#N2VVP#8;U.WV8;$/M#2VA%"BEJ3BY.]W2-FJTZAN-ML"\6KV?.#&>.YWPCU8,N 0QYJD6C+Z:E;>WI;*;S$FJN3V0+#>ZLI*JYP:E: MSW2K@!? N4BUFON?%LYI7S71^[M;NU?Q<=D94#=PKHKNZYNKY"H3<7$59=+?P MN5J7QB[,YNQD9U%73 M?_G3-@YON>!O+_B.=V_(L;SAAL_/E=P094\CFATX5]UM)%I1_9^@9N23 M;$RIR6U30/R_@P9#C3\'8SC^\8[%W=H!L.) - M#Z'/%UB)12> R!49(7[%=943WA3DIA*=@8)<&J.J96?L\Q$CR;6L:ZR A9'Y M0RE%.4J/^7BBQ7@MZC0#93NU? >OB=!2M,LQ@'S;!P&=I#2 M),MP<$0RFD8!.1ZY^),@?'B7^HR=O=7(#302Y;&G^LUID0WI()?PV# ADP3 MU&9M,(R81X.9I7M=Y1$;EZTTT)B*"_\0D:W57TU"RA BR2*2T)1E- /(R7(N3&&&SGHA_ M)BM(Y(^QRZUS^U$C+/9IC*_&*(M3&F;A M.*)AZM$ 3=CUP&<8BN1%6%Z_^"\+XSWQ3@+/F/E[F/BQR#^SF8TGT-DBOATQ? M0QX0IF@0INC- PG2)3S6\TNU3+CI;82LE:RL*=]$'C$C8F1@JA6@IFS"*B_)C!^\(M*>%-"E=3+!?;2\AYI\%>?L8^I!,%*3^]R6OHRZ9K*.M:!+1)++*%&A$^E21*I_ Q116B48M5@%&\F%9MI_(2&Z"7A8>UBZKD M$UO'01B2-,RH'_LH3$G&K%Y-;NM6R&?8R<$ TPH^5!]+D \FZ[98?YQ/4",\ M1C.LL\2+4$<8^H!B1+,D(@R"8VS*"1C.3W;.XY0S- >N!<0_'ON_T?=)P^K0 M95[VS=7WXWV+^HFK=87!$++#"]IY)@DF]^K.OGQC9NE9K*0TV;FY88[<.RA[M_97$M-Q.K(&A]YL_!U!+ P04_"_!|B&=9"&8IL-T& #8-0 &0 'AL M+W=O.TNBETP$FT3E42/I)(6Z(\?*LD"G-R8PC4609Y#]O2;SIN9|/C@2Y74N_H MCJ_7>$GF1'Y.S[CZUMU2$IJ17%"6(TX6-YV)>Q5Y?1U0EOA,R;/8V4,Z4!X9 M^ZJ_W'4W'4>WB*0DEA|!U<<3F9(TU235CG|$;)@;IP|HBL<)< MG87]P|#2J1T*9;GR+FLP<<_2-:VG-*8'_34@,F.!|3LV#"_]:_"=+!U9E) M R[ZWZUJ|>WO0AZ);=W@*OZL10_,HYUMX@FG.-\2703!9]HJ^$CR^-#)=?2 M:E/@LE\5Z,L?BHSN),G$WX,#NZV:T31#7P"/3#,@;=6KFGI@@2YD/"_DA8 M6,$&N^)YD6:@ZEI:&&VU,#I2"YRL&9?X,25'BL$*/E4,D# ?$A9 PL+1JV(MJJXEAHNM&"ZL8G@@3R0O"+HE>;Q2JYRO2@_?&9JF5$_GOGP@6BO&V9N5>ZH6 M(&$^)"R A(60L @(U!+-5YAI%(CC7))3(F_\)*RA(20L H*U5.8ZC1_C M6+NG&>&QT@>DFI]CJK!6=9,0<1K/NW84W4#20-KFOI8#@G.^8M!(3BJ M5'A4J>BU4NWD!AEKC4YH;K&5>2 MQ5\W%C(5HB)2@K=02&Y(D@MA"E+-K_ ,&PRW|KK.5E-O;T5P87)_.!|PU M:2$H+8*BM8726)&NW8N<<183DHAJ8J&5@O.XG"$+,M8CD2I")/U!+J99.N4 M? 2>DWKDN>+S"0LDIQ;E1/ .[,NBXAH1/[RM/SC:RSO%NKM0,M!3%&.FA_NNLG-I[E G5)0 M6@!*"T%I$12MK8S&677MUN]|FE=H9[5:!BDY"&D6PFA?".81 =0D!;4%H+00 ME!9!T=HZ;$Q5U^Z]'EP9]\@,RO6DULRCG|$;)@/JKH#0?E:.TD)06@1% M.^NH<5G=-V*SNJ_^*RC-!Z4%H+00E!9!T=I/=35FIV MX3QK- . ,<4UKW?? U3"X+:+4!*"T$I450M+9L&O/7L]H]XQGE,E?3XZD:M=0 MQ:L'8Q^HT/>R+.K'J@E#$KS06D!*"T$I450M+;.&M_8L_O&^SW9&6KN6!ME ^E[M3D%I/B@M *6%- >V5^]Q0=59RZ.Z\1Y{1OBQ?$1*H=/NJI^FW>|>O(4W*EV!> M|/?=]\ U[_=]ZAZR:C!5^\|?{ZJ^2+8NWV)Y M9%*RK-Q<$9P0K@NHWQ>,R/I&3)RF@-#AB- MQ"+%>\AS=']S<$<[+-H[E&D"A;WG&Y#A8*U7<$+8-T4 MJU 6 D&@_(LC*-H$;.$LF RLG-S,1GQCAQKC8W6 M;"@SGW&AA'Y+=9R:3#=2STB)? M^"V!K9"4O1HORHB"_1@JX87=*$,(5NDX1O MF*)LA>8|HPD%B7Y!"YU:Z28#L[I:(=$C)$"WY$E/&\|'"#4M;D^_N0!&:R:?>C M4&D;YC!A4AUY6AXY/G+D;_2%; [66Z)ZED#KB9]WQ,.X_"+5^M8CQ7L1IW(FX M@.(*|:(/*(IBONM W>%WD.AP,.-I'I JF+KJ=6YU*UQ-82Y5AKU-E>>]JZ 3[U3]5\XJN\17P77-Z?I-JF#FHMNYU:ET/8&U5,%18WNB M<[=|M:,G>3RM2^M27%/2?1^R0L:85,I,JD6&U5+3*EU4W]|J>|HEQMM MU5[.2;|>LLF?),6 F3T?@WE7 3*MWB|\56?2+:K=G;NF0|KZPWE*PI+P'I M_CUC\GA2+QM!N/|^ U!+ P04_"-|!B&=9VKG-8[4" !9!P &0'AL M+W=OYCV8,(-I>K8F6V@_?>SG9"ED+)-VDOB:|]S%[D%|@)P}XGM MW+U{8KY5E*"X%TANBP*+YSN@?#]Q?.E6*E[48*V@(*QZXZ>Z#BV /W@%$-2 X&\|_1K0MT8K9=;6 M'"\NTKXAF:<::$+KC6IG(TLZI *]'|/3Z4$U8H_$;PBE*CGWH$8R ZO**#+.2A, MJ+S27WA8SM'EQ16Z0(2A+5G?2ITL8U=I7T:=F]8> |BH/P2L>EE#>H+[70X$7 -M##K@L_/P.:0:IEMX_R7V&WUCOGV-/IFG*MTQ)?;X/.]V# M#%27Z8HILDRFU^R28!CZ7NSNVFY.L_Q1X(=-U@N9@T;FX*S,!Z,_3@KKEDSY MJLZ**FPK*-P?*2S(\N+1N-NG6&C,SRKH)U"@\/) RC M<7"D\S0I&D>C;IE1($/Z5YF,I^LS4J/371T>[WQ'3G1<3[?5^,RE\QF+#6$2 M4<@TRKL9;J.B:N15H'AI> ^&**]W#[##7=Q\ (DZ#7,\[5(3#MM,E-DU|02P,$ M% @ ->XAG669V-&)U P O T !D !X;"]W;W)K&ULM5=M,],P$/XK5D ()&B:EW9EM)76-A-\&)NV 4*(#VYR32PS_###==8 M_)@ Y9N1XSG;B6N2QL+P ^K#\DKHD5NA)"0')@EG2,!BX]EJ)QYI|-MV%N#CP0V8M^P7?(&&L-9IYL.Q;\T78:9/;I30:XGV4^-K6 -; <(10=<0\)Y01 M*^ K=)8D|A%3] (X5#6E>/)^'!PH3*%]KDP\T,/7_Z CU%A*$+0JDVD$-7Z;P, MNAN7.4R*/P_Y!"@"\Y4)E'$$D@:,.&?M_]|,.%W-1T6*OR5EXK<"WL"R@A+N M2^1W_; AG^GA[D%3.?\6/?KKZ#4R@JI# HL7/-.AN|WQY6PNE= ?^=&TQS(;Q'G<{)T-WOIU^W28[/|I-I5%K<1> M56+O@1+--D=8BJY V/6'Q8 NYY2DQ4I6Q7B3'0&P,(8G>N"PM35STIM<9 M[A|#5VN02"5 7H/=P\| M!BR;2"_B>UZM_.NAOT=[:YJ/!?VPF-&18M:(/ZF(/SD6\;<<36K$XX72S%\R-ML*1K"01?I5DQN-WP)A5.FACQO7!/A=:<'ZO"83&C(\6LJ3"H5!C\-Q5L^]HN MV_\V$P#&Z%P? >]T4C:>,0?KB00VO6C!7AL)C1D6(6.K@[Q]$<1&KO 1++% M?,54<>ZH9]NKQID|8>_-3[S3[=*

&PO=V]R:W-H965TW4PV=;V]FDZK MY49F<759;&6NOGDLRBRNU66YGE;,4L:KME"63O%LQ[=9G.23V^OVWOOR|KK8 MU6F2R_+Z9!).7&Q^2J:9N.DQOKI? Q6BYD_6G[OE17TZ.5 M59+)O$]*')7R\69R%US-A6@*M$_|ELCGJO.9-55Y(K/S<7|ZF8R:R*2J5S6 MC8E8_7N2J3E0SR15Z$R.'5%ZH=KQ8Q.KIU_*A1@NYW)5)G<@*W>? +=+=2)7|ZDV2H\6F M*.N+C[+,T%V^0N^*?+V_ZGK_X;6LE>7J1_0|4F4^,HI=%>>KZGI:JWHVT4Z7 MAS]|VM<)&^]TD-M+1&8_(3S#%'U:O$8_?/_CUV:F]IF.;86/;85;N]1DMZU&*

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*MW02>0.!|\5GM-#/SJMK&2WDS45.ODN63G-S^Y{N_S_YKB9("F^M-+!ZN@T'"*D)Q/7W]\ Y&'*8>@$P-W"!KA-Y M#!9-=2$XLPH80(_MH'$A0;_P%QL9^Y'-0"|?2?D%O4K25.4Y UZPK(;/ MG1H>\!X}B>;_]@4$^^;4 0 003 M%P0{(8CH%#9,?P($)G8"#R00T3%L"@$@3.P0'D@@HH/8%$)'J3C!84?^$!W M;@Q2 W\(0)C8(?SI? >,&OP#C8D+C=UPI ,9 M)F+ fR/R$LS^"/VV=!@@G)_22@1#3.6X@" 6,4SO&!T*,ZBC')M&, LSI"9@[M8HSJ%*^I&^FOPA@8AH[@&WF3?QF.KE- MO[NQSD^.?M5OYJQ^,V WJI^,YW?E!)#$,!BYD? _9C]6$1A00QI' ,3,#E= M0LZYD|WRN3.8\,W&U\39&)HXAR6 ^.[*$>4\'SW%D&'P<,,Yl:>)<3^.,#9H 0 M!PAS;H%=|?$.4"B>]?6$N;-PSH'#W*LFSG468VYX$^< 8^Y'$^?SS$R|\^J)3I[JH:D1'87YTYEX#@?7QWG8ZCC')8"[D<=YSWJ M.!6&C(#S[DO<9SWB..&?4" XM";-AXZ:^,AD#CTJHV'SMIX"# .O6KCH0YD4R< CT,_VGC8HXU38CH> <&Q8BL+.AD!?HGC8LR/%X!T0"[3Q$,,)/ZU>T!PZ%7<#IW%[0@X M"D5MZ.>S-@0 K X\B-M1STY,2<&92 "#D=V#K\I2IFL1'V(YZ4G)F>C>+ .61+V${ZA&V#=Z!P1$W73LZ MK6N? <&;7M2-@=^15UX[M\-V@Y0C M?`F: OGW=P"<'\VZMG(=6<6P$SA5<6;&>QZ3 (%CXD;,/9OA7 M8U"8!D$&#WZ_O=(ZWV&&HUA;T3JI146_B' 67?3-MVCE*F.ERW9ZPK-"RV.7U M_@S:\>[^%.>KX&K>'G;\YOZ=B*[F*MJ^.\;3+P<\IN-@?&_TU+M=]JJ!4/BIW ML\OF!:.S4:|_U@4]J-:.G=F7 MEO[IG9V2=5MA+XGO?-]WWYU'FV,?78E(L%+1;0.1R51? 1G';E%B)=R9J5'S M3F%(L)8A-NXI=;5$L ZA2<9HDP[@24D?Y*/CN;3XR#2FI\=Z":ZI*V.T$E=F_MHU[TZGB0JY*|(\Y'M5CA#.FIOK=LQ1W+4E:HG30:+!;CZ*IW.1GX^!#P7>+& M[:W!5S(WY'MD;M\MQE'A\]''!GD'P;XW7]0G8AD_=YQ1E](#]}>O[#>A=]YE M+AQ>&_5#+]D<1Q<1+++$0C:('L_F*NW]"P(51+GQALXM-(E@TCDRU [."2NKV M+UYV? =@#I,D;@'0'2(M=0.9,14D!$U&[^FMG\(00:T"Q,.G\H,[*'QE'M^:,U>HR\N.CDXA1F?.;)1"*N%H+J<1(K$7.X&5Z]>^;O@'8SPPD@.F? V$C_R+L;=O<BOW(DWR2TC.XV@5YJO_]E49Z*:C5K#!,@Z> MP39\"0#BVM(67MLZ"KFT4I_?8#2BEADV9,4P61VEC)MDM4@9&ZQB&*M6*>,_F M2(%A##LQZXMM&*1R5TD8"F-X[>H]B>92UDQ*\ 5M*/T2RN/$'!XP_;Y)8,%\&:QHXY)D\46:9%:[0 &L57' M\(E>(%5#7T+[HB$!.=V5$H,;!%X#NTH"*B$<:'C$$4Q#8O!-8*JZ[@C"]V/7 M!L0$!K%=1<[H)0:]Y$@Y0:? F5)2#[705D*$V&3T'>*>@,34TIO 2VI4TURQ7 M<$XM"WQ[<$MAW#I*E39Q:U$/-:RE.&NM4J5-N@*I&L!2N#K$!.#1D1JJ:\7: M?]JUS67R&;>,DH$M[:5<2YWKM=1@DW:LV-(F**V)&E+2(_6#-GBY5>]ERUWE M8;!+A\_&3T%;ZEA+857R*[;,58K.&&VK08#4P;#U'6SH0E3BWJ9(2F#26I5 M+VNR$TC5X)/![=HGX(R=HGC+#'A9+\5;UESGVMYR9E#*>BG=,N?2+;OM>W4L MW;(F.ZV)&GBR(R4#"\Z>6*B#O725BH$R@_?18+2Q4W"'7&>ZR7G;/6+/N@(>6 MPCPS7&6|[* QYRTT;J#*.VZA\29&K9ER U(.%NY? #9^BLHM-PCFO51N.50M M.'R8'G$<?YAR0V++2[&?.Q=[N0$QIUCLYCCI=&@HN2T."\VE4G)3_%R+<"G2_%L M_TY*|=#/(53GS2;_U!+ P04 " !|B&=9^VA4]A8# "."@ &0 'AL M+W=OY*R&\J M0=3PP%*N>EZB]>++<]U64("/]1"R0FSLS(1G19BGGOEI()+$#L=1O!$';9X1R MK]]U>V/9[XI,IY3C6(+*&^/RQP!3L>I9<6^] <4/GB;8;?K^[(.=U$_'W9LO OX3'&E-J[:.ID*\#TRI06N'F]9Q_@O!LO4Z)P*-(O--9)SSOS(.89R5)\(U8? ML?#3LGR12)7[A541&W@094H+5H"- D9Y_D\>BCIL ,*7 (T"T'@M("P H3:, M*W.V+HDF_;X4*Y VVK#9"U<;AS9N'+==G&A|E'#T_T17Z+2IBU:P>%%"&-;.M7)++"B.=/B%D=P>$E:D)3=00'0#G<)B)3A,>]ZVLCP1+Y49%ND*=KO) NA&O! M=:+@/8\QWH$? 5N.[%7C?6"]-],^:IXU*P@DN3B ,;M (&DVXFUS"X<$1<2,K8 M%.4N?\.]E6WW6>6A/$-S=P9[:IRK!8FPYYEC0:%#M[M*L>>>R+:*T2R+ MT:0D> TTQ:G#'S>&6T!\8PY50"L9"N6>\5G0%Q*S<4_!8T?!|KJ;EU-C3<=FO M-[O^LT")Y(WQ'4V0C;$M\NQ;^-I4,? O:|(ELR^Q9:?;LGY\A9_LLQH{MHK1*8O1 M^;_.D.|S R+L/'F\|V-RF_[&)Y^AG+M)2$$D.J[SKW^Y6PY;%V[&|\'^YY/: M-9%S:G2G.#/0X.349);Y]),OM%BX 6(JM!E'W&5B!D;4-L#&PO=V]R:W-H965T MBDY:8#|\$LIDN=RAKSHUU(.6,.L/#N1*/|HQ^NOC4!1\V M]VVI3?YX6*TWK\|NMIO'E^>GKV@]J'9O.@>V_7PE_==_!LAQ_[N_/-8]\V MM_L'/:S.59]6YP_- ;'_W<_]Y47WM%TMU^W/?;)Y>GAH^1\|_M*ONTZLS M.CO^XI?EW2VIXOSRXO\YJZ]:K>_/?[<#$^=/ZO<+A_;]6;9K9.^??]f#6]M?*/R=/>(_2&_+|M/&_;O9.? ENNL^[^[XQ^VKLW1W2NVJO=GN-)KA?Q_;-^UJ MM9,;3N2_!]6SYT%W#^3_/JK_N'<_N+EN-NV;,O6OY>WV_M59=9;HPP.4[P.RPP.RO=$O9[:W],;9-I<7??C>/ M5]M^^.MR>- SV\L=FV2>_-ZNG-GG7-INGOATF;,M)OD^NAI*Y2U]C2^)&>^!-O4\[G96Z^]9/'F^M'1R$E1ZK3A7Q\|L_1Z>'MQ\SEVYG6S3D9V M>9#@*0:IC2^)CEP[!Q0U-&VAU;,==I2/ET5KZ*V.R6J9!VJ@YT844KI**7D M*'6RIM]T#P|MOI?XV#RV_;1#4%XZ7(D8Z4OI]*5\&SQ2*4.C%4IM[%A*R7W M=P)*V6[NU^69GN71YKK1L4G)L4FHY/ZQZYMMFUQW)WH4LG3PM,;(6YG.6UGZ M]86<0;,52FWL6$>K3&Y$!:PND%7(Q8)R:W4A1G#*=\'#*Y.!TLI3W$_K]=7/S MH;UUQ QYB.)CK)XQ%:,D!)0X,52FWL6 >K3.YE!93TQ,I17INM=WFXN79T M:LKDU/23[^,K!,\B3'"5;,#558"RA8:HE!J8\^@YEK,DP>= M;TKGI$S.29/%&]Z6DT<)GN@8;2O3:2NK .4-C54HM?!. !VKK"5N=.OR+F] MW%87RNS*RAA[*+RI#=H@PJE-KX&.F?E@-6\'JD4&IC MQSI(Y.C5O-Q>I5-Y.15QC)24L^IZ;.EDY>]IC1&O,ZT<'IUP.3B=?COW?\M$E:.6_7)IV8_*S&PLRV\- M%/HN%3(<>F?KW]/_OVN M?;AN^_],IC:$-J!0:F.S.DP5@+6] AJ=4&IQOSHZ%:BUO6)B;6]]6Y\X%Q# M.AD5 4U.*+6Q8I9'VFC0@Y&/G4\QA9J!'9]P"LI\?70-(52&SO6.:I K?05 M!DJ?5> Q1:@JU2FBR M0:F.;>MD4\I=I,!IM%??K%J+D5M*G5M*.;>$?&BK=*<7\9#Q^>HX4H:U;1P? MV"KMWHUUEM(AX\\NZH2PD+LQYCUF"$A^G]Z2=8,_S1@C-2QT:E@ VC0+.:)L& MI39VK+/% M6F6=AM&K,PQ4&)ZBSP$)NNTP4IO_'N&3MX*F^D1&6,L_+V7 M!;3W@E(;.]:A8X']@/K"WTV3KZ,>.A=O\|:[F\ Z,/'+PS,?(*0OV67I M!V:!_2!]C"2ST$EF@>K +-PY1AYKKA<=>19RY FIM(5:$:,96[$2,/-=>++#DM56"-&[NN@CWS)XP,/>(SN3;43 M6P7HWE309(92&SO6R:Q"=6\]=_=&'FNN%YVY*L=&{(:]_D(F#Q<\$3'B&^5 MCF\58+]V!0UB*+6Q8QW$*I_]VEZE[6X6R6/-]<)H18YMVD&E[=P@*(\6/,\Q M(ENE(U1%V*Y=0:,82FU,>])1K$9MUZ[M[=IF9X M]PXL63IX4E/DLUKGLQ]PD[N&ABZ4VMBQ#ETU%/]82V3'@Z$0F:K6F:IV,.7V MK.7P'J \"C;(Y1PZ<\["I@5963.%++}>2:N8Y"WDP9>C-%+5H>E>1BC\++53!E8 M,PU>N'1]3,TA&3ZG46(;YXL38(F29$IYL&N4G.&;D\]1RY0.I7#K]K*G2+OF M+'(9_1VXV]A%F],>S<8<=HX^;XNNC;ND@PN#_<3)5!Q>KD#7QXZG>ZU1L>(MLSVQN"23P(,V\|ZU9$?>F\6)\|2]@.+ ^W[HP 12WS]3[*TB((\{=C'#'+AQ3.4>$X5O@$+'SZZQDF#A3O6(P$3@X4N+MZ M.[[# 4L'A\|D9%X=E% 0@G+'*$<)B,!W.4RPPJW7WBB@<&*D<'*@ MPN<6^HPO>\|#RQ&%RQJ5C,0B!%"#<,NP8.WSRHW27&'F<$.AQPK+'87*&;Y;88/AQFN"/VR4?)8LQ_C@Y M .1? 4?)!NXD=YQ%>"%%:4HQ73@A@.6&)Y3 YPS6+>S!H.4U0RZWRCX(L)\8L M)P>T_"O*WV>CL6/X\/F^[5Z_'OU-/OH"LUA\D9KEFZ@W"-:0)L;E=]E-S& MN:,;D IM_3=6[%XVQ.'28G'&Y6"O$$-$)BT2'R1FN6;[SHJ+[%;U[F[UCM-E^_M6'}S ='G%WW((C(6F Z3,RX,"X@(9CIAH>DP,>,]65FZ@W'3:0*<;A5_%&PZ M,6XZN<#ISN+_FEU"6+XZ3,ZX6BP5(A*KA&6LP^0.XTS;P3#K-,%9MVL^2FK+ M^18Y'L,#GC]K%LB*'R$Q:.#+8+7+.(!R.STP2:W:[#'L&+.,(!R.STP2:W:[#'L&+-[UKM4\W:,1Y7*Z@I) \ZUQ+CPY 6&]RMYKVTZ6&\3,ZX0"SQ M(9CQA(7&P^0,URR[P,CQ9-$&%KTLKNO"#T?I4>LCR+)=## MY(SKQ-(> D)/6) H]3,YP59(;#$1/$R1ZRNO<*O@HL8SAZ,F+1Z^&"- ($C#Y/L\)Z2QI%2$\,24]>3'IW M;<_H-V*H]# YXU*QA(< TQ.63 ^3,URSW :#T],$G;XNE-5NC$*H)X:H)R|& MO5?-N\B"6#P]3,ZX-"S;(0CUA$74P^0.URRIP2CU- (&I5WEMUWB4&,98]>0% MJ_>[<9]WHUA8/4S.N#PLTB%X]80%UL/DQJX9LIY@S'J:@-:KLJRM !.%7$\, M74]>[']_%_ .-Z-8=CU,SKA,+,NTET-)]I$P< MQ#@#&*?)TI.#!Q^XN10+F3_*^9EB^C.BC&$U>.6CRG,N%CUIC2ZDR3*$=[JKJ],9,,,Z]DEGJH7N&CW+,\[4/ MDY'L?/U;2)EX3N"<*ASQV8G'$E.G8E #TBA46UP^0,USESC>H1'96DGOQW M#A_UY'-T>M1#*.N'!AU[\H:,^(IA@ZO@!CA1C%$NTH!C1^%A;++#Y,:N&91=-MR0#TD!=H4N-!FX4= X?/?(SND&(0>$6 [["22?+A MKJ,D.,:45X%,>:G>W1P$QVBS_;!LYD6>]ZMWGYW"CO'")SQ*S&,$>H4@T"LL M@1XF9[AF@0U&H%<38'F[S*-$,8:H5UZ(>M\R=Z[..H8+GN\HE'K%*/4*0:E7 M6$%H]3,YPS2*%Z7>]H\]^/2.T6;!86'.BT_O5^4!R[*.8L=HL_V?+8%H\]F,1+V:(=/;I09C<^%(QQKO",.85 MEC$/D5-Q6\8V>P8Z3P[8Q2EA.7B%P\|+ MDX?)&:Y9/H/AY4'3MXQVFP_+'EYX>2[\"MSGS2<6'P^3,RX/"W((?+S"XN-A M>6%P\3,ZX3"S=(7#Q"HN+A\F-_M73-M\UMV^\.&/[^ONNVQQ_:'_U/?2]A M/\;E_P%02P.$% @ >XAG6>D)EM@Z!0)B$!D !X;"]W;W)K&&ULS5I=;^(X%/TK%J,=[4I=@D. T@&D?FBTE:.[59F9 M?:CVP22F6)/$&=N!5MH?O]=.FA VN- &E3ZTB>U[KGU\3WUM9[3BXH=<4*K0 M8O3&*\"%M-;@60:14O\?=*0K\8MW'HN%A,,/Z4+G,DH(0]T2M6WY%, MFU.@=!"RBL60\1H+.QZUS";E#K2!:?&:T95<5Y9Z*#/,?]P.T+ZBVT9#Z M2D,0^+.DES0,-1+TXV=<.VB|\:L/UYV?TSV;P,)@9D?22AW^S0"W&K=,6"NB< MI*&ZXZL.;#Z@GL;S>2C-;]3*VW9:R$^EXE%N##V(6)S])8|\Y$6L&N+O%P,T- MW$T#;XM!-S? H[FK@Y0:>828,BN'ABB@R&0F^0D*W!C3]8,@TUC!\%NMYGRH! MM0SLU.0580))]V%*T0TE,A44)E5)]#N:0H@%:4@1GZ-O,9])*I9D!N_7<9)"-MB^O8YR+A@B@: (:8KCM2"&BAB9A3,+GFL6/P_@/!1LH"*K.]7*ZH("^5O(C?!.M(`17#_@\&7687=+AZK,,^RFU!1\RQ,>]6S1V<@KR#!+?AS M#9ZW#8\)GZ+J.EYSY0-)S;=:V@K5ZT^,JD M0GPZ;H&Z]4S0UN3C!]SO?*JCH"&P"B'=@I"N0> ^^"%#G4E((E/,X0%\8F;&0 M*4,EB*+@@DLFU>/[*_47,?]: M;HND@EE$@)\HEF!+#9$G&R5U4E!\]/)NIHSQ=81E7G' MF5CT$K& <=-J=OM((^6'5F]7-OB'2 M$%B%D7H2/_H]=9ODLR&P"ID#@HR!^^]M\P[HE,U-NAM*&Q+,Z]H5AG<:3&X MTU=]ASSNLU19O>P[VPV!50@9%H0,CUXZPR:), BL0B;NE)EDYUW%DJO_WVK5 MVUR@[/U\+0]K&35^]YV6ZL[2O8-G(]#IJR4>3)VCUYLN-$\NRFT*]%EGHVM MF>?AY=:M7X4&FVK;TJY7OUKA,O?%]N3W5O!9WF6]F92H]\- PYVF(B+](@=)GU M__5;+KO[O:/A$&DQ+O-BW#M^>36:5#>%5B6T3*NQ-=$\M+PN7G!_C^LIS]RP M5Q6;MZG)0R31N,RBL3V-?H-R=UP9K? !WCK2&T*ILE6DY/CU^Z3;.U#>%5B6T M3.NQ-=$]O'3M\N_=>HHS]]ZZ4ATG>W3-]=?/1R=!O-_)M"]Q*Z=D)N/R(_M!O?<+]E)D'>*PW"UW#*YW_-)M=%?1%%]5T')7X=]/V\N M7;O[+2MI;K6^DN)-V?9>4'>5$+TKJ):4N:YKSW7AWPO:3:4K(A$$)2(*!6P^ MTF(7*B(>=*#JN^L 0:CI2U1@.R'QT\?)*(2L4BHB#ZS$VYAM11"DVC M-OH*!BMSO0T 9 ES\4!1LE./H$-0.:6),O\@BFM5T]6^U^ZB7]KO.KBZ(';6 M+KLC"@[T1P,2F2.W\]JR*"T^3+@P]_>;Y6[_[!*FQP\'#7F6P:G=)%]"7$# M8V*Q1"&=@[M.>P"1)K*/"{7Q1- SW3{C2O'(/"XH 8WH!E_YUP]OV@'Q2<> MD_\ 4$L#!!0 (_'N(9UD)?]1P&PO=V]R:W-H965T M/VW^\D.R&#IE\2W>G>\[TGG=+>V!=7 R![;91V2UXCME=1Y(H: M&N$FI@5-.Y6QC4 *[39RK051!E"CHB2.%U$CI.99&G)KFZ6F0R4UK"US7=,(.M^[8"9?HEG_)\XE%N:_2)*$M;L84-X%[MA1%!Y92-J"=-)I9D);\>GJUFOGZ M4/ LH7=':^:5Y,:\^."^7/+8-P0*"O0,@OYV<-*>2}IX^_(R0^?],#<[9[I M+F=G<+,EP<&/4+UEBO>3?\"NA$W"1I/_@%"/$>']*$C"O*K-G7_9*6"F8D_;Y [LJN04W^>NVHXH[M71C,&BL02B0U&H8U'"H1_",8C=$HI98(_=+)$NRP= J86EK(U"R$,F=GMX!" M*G>>1DBB?&M1,0I8#0*2$P(VTS[8++Y@29S,_X='Y,7!D.1@2!+X9B?X5IVC MC'/4<9-+'?]I.*WDVEI'^6 ;E=4^(&M. WY*D4LE\8T=6?_[,G=HZ8;^><^ MH>'Y^PWJ;URK2A@R6DL_2D!SSY_FB[BIQ_8,3O8,?N(/5N#+4@$S:<_T#Y< M59VB<:LE[((QIVD:OCH=KJ5 .799/%G,9VFT M.^XV.KK9_I%X$'8KM6,**L++%DZ^7G-EA\(8 31LN>VZ01BF#X]MQ.K:DE>2$_CW/9*-R45Q4C8/?4EL^7R?SDU'1QHLN/@N$T(4 M>LU2)B\]B5+YA>/(<'*$9E]<)\)PR^3+G(L()7.7-D+@B.#2A+'1=4 M:V;L00P'O%_I9>1! (%ED&19OUR3EB\N6UWH?>*2S1.D!9SC(\8P\$?6DX-7'Y^9P^-\6#.!$LRXNE?-%;)9:O?0C&9XB)5 MCWSQ!ZD,ZFJ^B*?2_*)%)>NV4%1(Q;,*#!IDE)7_^+5RQ!+_"[8 _K@KP%\ M,PL@J #!OH!.!>CL"^A6@.Z^@%%%Z!G?E\XRGK[!"@\'@B^0T-+ IA],N P: M'$R9SJPG)> K!9P:AI@*[VG!4'W!,M"$$@;)=$)>BIS#?$I&B68S8A$E"&5 M$#3"0KQ1- JMP(&!&.5,P"&C]*&E,!#);>T W<-TB41C%/I/8@A\WX\\\ ZXL/:C_^[' MD=I(^$3R4O2X;>2[?I\>B5]W^:\,!FSL_-'GZ[A5G!'52!88OV!U4=Q1/:$H5 MA?2I$B@C? S+T2*)"")U$UUA2B9X9GT@BYGB2$G3+\D)I$D13CUF1557&FA+-UBRE9AN-P)0P)8+!V$9'X0E M_%F6E;!WZ[!W&VFW5O:7>Y)-B++#ZOI'ROR{'0Y*-#TD6'HAL)2Z].BZ[_U^9 M11TRKH=?MKUFT*N6O&[4,3;@IML>R\MNR\N5Z:=EEWN%,10N=ZA=[,/-^8^,2\ MLV:C168CA#:>_KJ5FT):KV^WTW,_#@_NOCM#M+(SY)C:NO+K'7POGK7F5*B& M2-_L%AGO%@DM(B=>[ZRSQ4]+ARRON7'B HZXK-[3HS?!T56 FIT)75_$_<.I+ M(#O^]K)>5NG.6S=^4V:#^)TBH47DQ-^6(OZ'Z7ZCZ7#.VE')*H+EZM+KN/ZZ MC9M2&S;N0Q0V$JT:[<\[JR,?G;+7W(I!)B.(NCD9,IVC9N5YD^CS)H(#ES*M M4WWJ:NL%M'TMH01+-"&$%H0F=%B*'?CF&=[700WJ.*67@7^UI.% CGALPO,GR M!D>^GI*!.H;V&=!Z$I[2V%#)Y0X\PC)!TY0OY"FZRGBA[P.,$D6.%"^G[PL; ME#DHXSA-WY" 3D)H\Z#RY: DZ$P0CB+-H'6! D.0G M5BJRJ72GZ.3W;;)%0 MZ&@P>T/D- 2)2VB;;\.HGG6+;XIVE*Q@XD\S,99E$QO:RTZY'ZPNY:W,-M38^ M\BYN/,OX6%_@6<:OO.!B[76+QWX8BZBG ^5RAO#>RR@QY H)5-0SST]@U4O-MRDNX\D7QW%P.3;A2/#,/" <&0DUH OD\Y5^\O>H+Z*G3X+U!+ P04 "_![MB&=9?2/?Q7_3"_"Q%0 &0 'AL+W=O.9Z94+5=YWSZ=CM!$HI'B>@|AD&>+?MYCAEVXEA&[N.3V252-UA3L=KM, (/6'Y>WW/5,BN4F&20"L(H<+R<&#/[*K3S MA#SB+X*W8N\9]%06C'W5C9MX8EAZ1#C%D=002/T]X6N.?$M2H.'7B M_O,./2W!+1/<4QEZ94+O5(9^F= _M2'!?F[17)GBY]H58N=(^DF@ZYFP+7$>K00F5#OK07+UEJ@\.?4Q M)T|(KR[<4'"Y1KE&"G@/LS@F>NU1JEX4#M9.>.MCB4@JWL$;(!3^3-A&(!J+ ML2G5:#2F&97,\X+9>B79A3M&92(@H#&.& +]OQ12[Z!5*BQ<'W0@37N@#'P<=-ML"\;7]'L\;BF;78[!;487M,#Z.%(Q= MAVD>56TMW,J6;H[OGF?+&8WA XY7A*X@IFN2LB@6X!,114QLN'I^O%50<"-Q M)KXTF;+@[37SZCI^)=8HPA-#%6J[^1,VIK_^8GO6;TT.Z!+,[Q(LZ'(L[BL MYH1>Y81>&_]^$VX)6I"4R&\|7|""16F'F"6!+_"E%- "*J4MTSD1 R>I=[^ M%BE6]4&YA^?EJ]$1[?SW"\1B2%X5INYP*"'?PA$\QA)@26X@*N-YRKD33Y MHQ7Z7'_\?^.,NAQGV!%8S2W]RBW!'[FE- NIR@90)M5A0Y 55:.) 0E(RAKR M$G0!OZMC&-PRT;B5%;O>S]H/;TI3=S@<:>6/S;7^YCZ-LR^N]V2B_(6HX&(W] M4<%OU/O1L'^ %;;]\1^U!B]MO5:M/RI9_9]LN!+4K+A\0K{K>$+?=U$E3G M/*H<&B6(KK#NV" (>5S%-PK<.X=0RW268WR58'5BV!%8S12#RA2G[1Q#[IT-M0I=@?I=@09=@84=@-2<,*R<,V\M#?AC4^W/X@FRYXGO+!-?8>8'=WR^2[FC0 M/RBXK2,X=QE/H@RZI P,*)V!.Z@H:*/*N%')Y28U*:OBG3Q$C-MHYVFW^M9UH'4K9SG2GT29= E97A,Z7KV'F5-:MMZ^7RV3A<[/VGIX\;/)"]! M:PM_1'@[\ !F2GT(9=$H9=H567YJ]FPWIYP%2]J:>X\7ISC(=@ZC_(8H[W4 M1-OCH.<(ZBP78QSO3:W;I34O]JO_L3$&E#*M0>@|4.?N?VU.7=T._-M5T%Q>_@"7UQFWB&NUD- BI>*RKH<*,ORXGZP:$BVSN^S%DQ*EN6/*49]D]$! MZOV2,:EK:(+JEG;Z+U!+ P04 "_!B&=94C#T>#$# "[*0 &0 'AL M+W=OMT>ACW0TMDF2I$;2=O):?|\C)0N*S:1^\(LMBO<|? >YXY%VE.J;_MW@$8\MAPH>?!SICV-@QUM8.&ZAO9@L*9C50--3A4VU"W"FCM1 T/DRC*PX8R M$2QF[MV#6LSDWG FX$$1O6\;JIX^ I?'>1 'IQ=?V'9G(MP,6OI%E9@OK8/ M"D? AX*5F#0C-I" *.O/@+KY=EM>;>S)X*A'S\1&LI;RFQW\L+^#R(#QO3_#-K $SJTCQ/BWJQD,G(3"\?/)^R<7.\;RIAJ6DQ.%;K.:\]+A>VZ^ MR.,OT,-@I(M===&- KT8'1HFNG_ZV.=A)(BS%P1)+TBN%:2] M(\6!=F00HK\MJZ&*FY)$H.XW>[(/+C5-C-$S855P9A;,,=69Q5U5J#S7Y^1'K M0H,F5-3D=[,#199[I4 8\ANG:\.983C[@.RPCNH]!R(WY"2&L5@Z<=6+^4C\ M]AX.95R_0S=?5_?D[9MWY UA@ORQDWN-6CT+#<9DR<*]Y_ 8\2%^?\'J.DB/S\^<"?7\??*KD!;9L!Y<16(]O\ M!/D%1))%Y1FIQRA.2S]L9 6KY*>SK]6*E? >.:A\U18S6)+.&#O^%Z1%!=4 M<59.S\'!1OG$CSX=T*>OHG<':/4=SYZ#*V8<^!5%-SS?BI54YB5XHD')@+Z\[M1:YJ*C[V\N)XR/(D* <[8/59I&I<G/ARU5GNM^4S5E@F-Z[!:77138/"]NRIT M R-;UVW7TF#O=H\|O%V!L@8XOY'2G :V@0_WM<+ 2 4&9 >-P0=V]R:W-H965TDX3*]:62LIL;-LB7$%*Q 7+@*HW"\93 M(M4C7]HBXT"BPBE;-=Q^G9*8FK-)D7?/9]-6"Z3E,(11R)/4\)?KB!AZZF% MK=>.3_%/9]76'/9MD9 D/(#]G]UP]V35*%*= 10)!D\)? A6@5KUF-IQN_V*?E,$ MKX))Y *N6?)7',G5U!I:*((%R1/YB:U_A2]@0..%+!'%-UI7MHZ%PEQ(EE;. MBD$:T_*7/%>)V'+ W@$'MW)P=QW\ PY>Y>"]U<&O'/PB,V4H11(F1)+9A+,U MXMI:H>E&DD<)D3<;8\/S_,T>G)&3!,45_K%@N M#(.8%V)QUB;8<7ONN3G'N#W%-D%IP>IV%GJD6>N@7SH1QDXD?H&J-Z2GF;<+@XG] MM!W9OI4IQ,&HMFI0!FO*? BOE.Q!BC"[#,$_SA$B(U.:@,A/&I-Q^5 0D95S&_M_Q8=!O97]0-\P<8Y+YV"K6#.<= /O)V836:>XP;FH(,ZZ.![YDFM61/E8(\+ M'O2'_@cV2U6*

*/=],N%\3[K<2OF9IEDO@"!%I3D+M!:KPL'$MA7PO8NJ(!:&-M[(,Z]L'QMI9!EUGH"*R1A6&=A>%1ML;A7CGZCK-;L_M&7G^(S24[J@F/6@G?*

M4E6OE"3GN8#60FV%>>\4=036B!@[&\W@']4*^R.M56C,36^H)'Z5<*!CM_M4G3=H;_[MV_PPT/L'?A;P!L5@UOEP>PFYS26.8>"!$W\K-MFHIV*EJ!0FF%O_M9*

*OVCEBWK9KHW9GH"*V9B8T;PNU]Y<-UNR]41GA7P!F-W_UN]$RN%W,W(&Z_MW]U0$]'-,/L"315,\E6H'?/5$=HS;_WB@CWCUBSG;]CKM";F=CH(]PJ/#Y>_MLX,]*

T40#/:V6H.5[QT0!UC'+F6;/1B_@=L&@#@KHAG$D5X"HGKZ44;D2"&BD_M3B7JO*MF\U%)X-=#+^HA\M9C"X+G#*@2(C$-DUCPOG9PBS_?0F1JN(/KHWSX

*M*K.C6&1,D$042,JV/QCMV"X8AWA)49AS#C1\09(3*I)[.B?7,AB(5Z\)RCO MNX("[MN#NFU)@2^+6RNAQL^I+,_0=6]I,W957"#M]0_'UZ]4*

*M3&|&ZDUQF69OABBOXGXC?!E3@1)8J.&&PO=V]R:W-H965TD[B6QG;O/]WUW]]6W_ME.I!)P"&/*5AX"E\N^TW)6"[=LGAB[X(;]C,YA_N8^*

M&RNI;'-\"@"X,E7AL3RV0]Y8.=7,=]QL! 8?(M6 2,%E9,@',+A&$\5IA.O:5U7!^OT#\4W)'+E&H822?Z5O2:I._\<$L.,YMS< MRN5'J/B<6;0(_DDNBK#6BV4&A3>&-

*,)BP69P8A5\9^IEPK+ @E'DF M5,3DZC%G&:,(!\.!!71")E@T<<'K-M_QGM#|=4X20!PR+*C\CA M)1C*N#Y"I/O))3D\.'(^A ERE\A<(X#NO8YV$C-/?1>ZU /Y*@*&_$W*

"V2D)O&/B>WZ[(9[1Z]V#'>$$=3Z" B_X2SZ_MFV0FWSZA,;DVD.KO3=]5V.UF;'LA7.B,1M!W\,1K4 MPPK=O6AWO?1/Q/8%M MR-"N96CO0@\'492G.:

*<&8G()N$'$:'GI.48]!*I5A/N%:Q'Q'$N!X*G&,RO(_M*%=8A=$SN5-4:%Y:#>(?>):LAHTU5P;3*8*Q]]XB/.ETSWON8EV//B,_:-=& M&SS/:IYG.WF.9)KE!M1ZCF\@G8)]S.],L'_-[Y[-*

*GAW:MZ=_UCFG7W=]-P_M#1FZM%0S=5Y=YO%)FFI;7&Z=+;=;)EC)U*1,]\\:#=K!5B$W&+7\)8*N0W;6>MDH*:%ZU6DTCFPI2W,!U:=_-!T<2VUH?8PY&];/'-M02P,$%-@*

M>XAG62^PS^Y"|_+|$!D !X;"]W;W)K&UL_MK5C;,N,V$/T50@V!$BCFR4GKFT@\:T!ND6PZ;8/BSXP$FVS*Y%:DK*3?GV' MD]U+%I1$K_8(C7G#.?"X5##+1??*

Y)H0A1[3A,F1M58]&]BVC-8DQ?"9X3! MFR47*58P%"M;9H+@N "EB>TY3FBGF#)K/"SF[L1XR'.54$;N!))YFF+Q=$,2 MOAU9KO4\|9FNUDI/V.-AAE?DGJ@OV9V*

*D5VSQ#0E3%+.D"'#+D77M#A:NHP& MQ%^4,:.7,,]*F/'#^30]NXY'EZ!61A$1*4V#XVY)21+-!.OX7!%;M4X-W'U^ M9I\7QD.UB2"4_^IK%;CZQ+\5DB?-$?*

>,;WTAE4#Y(I[(XA=M*UG'0E$N-M%4\K,*P@I:S\QX^5(W8 KG\ X%4 ;Q\0' #X%<#?!_0. 'H5H-=50U !@JX: MP@H0=@7T*T"_"%;IW2(T4ZSP>"CX%@DM#6SZH8AO@8:*

*(4*93\5X)>$L!I\9W M K);J"=TS6(T^Y[3#/),G:,_8!?\@JfCF,P0FZ967>Z_PYG1*%,2+/0.3+ M_12=GIRA$T09^G/-V@L5I%794+612+L0IL! ??>),K26:L9C$!ORL*

M^7_5@<B?!,5ZG^3/+Q6PGN272#^.4>>X_4,ZYEVA_LF\>1,J4LNTLP4RIS#7WI';31K2*L_>4-R5USTPM2_5 9C@B*

*M(PMJL21B0ZSQSS^YH?.K*6C')\L=DVQ^3++%D!+M7!{O7Q@[) Z01+4L% M% .$4RX4_:^<((]PBDIB"G1)&Q;T^@C=C%W7<8;V9C> 781F32$_W!>:&X2|*

M?:%%JZGO=&10.S)H=>1U%.5IGF!%8CA==YR:5=O!'&5Z/YT77B;/&\K@V1MV M15]=X\8K0<&NJX,P\/<"TDK]UAW52>7\F"H703.A?,<+:I4O0A%76H0M;/3K! M&54XH;

*(,6,2E*2R3L&%NK],(>(-0,^.!,,VL"U:#7MGQO=&N_5?<9L03Y2M MT 8G.4%\"4V%(D+W'DD2/*EVF)A+!)Y14^8T?>FI_]W)VDGE,)@]%,.UFLG|I M<7!A|Q;O'X+*QNF8V=Y"9-*

66\H.%7@Y#32.96P]^9 MS%?6WH3K,&BVG=<+!8(;%%)K@ICN>M*R9R6Z9T70M$$3]$!$W?@A*.V'#H%# M)RN$*TIRS7=RBOR>C\Y 7=F6ZPT5\33+(9XHIC+C$B>R8*

+9L'^U)PL=/USE MH'SE0A 6/2$E,)-)I3_^%ZXG^L"1%Y\QRO^P4;[7W2G(|IW7%,*V#LWK92(M57&)EJ _9ZH\V.O9^J)^4UQ/|^8G[F#]&N9G|F!NFK^^&LRO3/.N X#B2X#]*

*M8'T'E=X1/6*PHDR@A2UB<<|&'4B7*]WDV4#PK;RD/H8/7,$\44#PU@.F6BR;Z\L=+;=)EC)U*1,]\\:#=K!5B$W&+7\)8*N0W;6>MDH*:%ZU6DTCFPI2W,!U:=_-!T<2VUH?8PY&];/'-M02P,$%-@*

*&97)E1EF(AAVQN\@4#'&FG-#%MR_+-%)/,&/;U MW)@-^S07""Q%C6I/Y5A_7]M_T? 29HHYC&CRDT0B'AA= T4PPWDB;NCJ*X1 MGM(+:<+U+UJ5MI:!PIP+FI;.,H*49,4_?*

*BH347/HN#L<[-+|_E<'IW1P-&@1 MF<;ZQ ((^XRN$%/64DT]Z-QH.TE#.G6,$\'D*I%^8GB17(#!)^ =I?3>Y1,=''] 1(AFZC6G. M<1;QOBEDA&H?.RRCN2BBL7=$XTW4V9*

MERHV=I4<6^NY._2NLB4E(43H_AK2;!?VXA:)=0M/,,+';+ D->, UN",7S_ MKN-;G[;Q'4BL0>M4M(Y6=_[V*IR'CSGA1)_R_3C= MBMYM/>L1YC$*ZV_X"WUS6:=K*

*MW7]/,J`-B|UKI/G-]9,V3K_(,$X:6.,E!H.D#.F6BR;Z\L=+;=)EC)U*1,]\\:#=K!5B$W&+7\)8*N0W;6>MDH*:%ZU6DTCFPI2W,!U:=_-!T<2VUH?8PY&];/'-M02P,$%-@*

M6NM2]\9K;^:!O!JXW0JW>_BZU#TD_8'$&O2]BK|W9G6I5?FU2>B]*'.'?AN M=2\;=!WK3_]AO7EE:M_BM:"E6KT"V(`5V0%:.[0Z_Z$ZE9OXC?+D6-9&>=IB MYGBN[VU

*F+7&477MUYC-B>S_$IA)/^LTD$E@12-<# 1=Z%YR2H7L3/5C+#\> M@"D#N3ZC5*P'JCVM/D>&OP%02P,$% @ >XAG6=63SX/%!P IT<-!D M*

!X,"]W;W)K&ULO09=;^,V&H7_"N$M%BV0'5N4 M;26S28#$DM@!.KO!I.U>%'O!2$PLI!^N1"<98'_\4A^VS%#6..#W"22S?

GE^88_B%LA?|OYX)59%^I\DENN+R>F$Q.>;U/YI7C^670?:%'SHB*MFK_D MN2LIFY!H6\DBZX)5"I(D;__SE^Y"' 0X\S<":!= CPUPNP#W=<#BC8!Y%S__M-*

*F#1!2R.;=*R"U@>&^!U 5[36>W5;,K&YY)?GI?%,RGKTHI6'S3]VT2K'DGR M6HJWLE3O)BI.7EYO*_5*59%5D=TE.:_U49%_D*LX3NICGI)/>:OX6CD_^D+R*

*M)*U^4D5^N_7)<5J'X@24Y^71?;BN=Q=3Z5]EDU?!U3?#;)M WFN"2ST4N MUQ4)\EC$_&:|/?[,$C]5EV-_3>CNFEQ3*_!J^_"!S.@)H3,Z'VC/RA[^K*>) MA;M-*

*N#MT.>SAMV+S@;BS-VL/_EIX:_,W1;3"G3<;SXX/IY:N^RUY M7D5_:I.JD>2)TFHND_Q!Y+/(^K))8E*T|__A%E2:?I.BJ_PXT_KJM:#Y<69WU-M/U8;'HF+B4KKE2B?Q.3R[W5IEK-_#JD*

"?.1L)"Y$P!H)I6IKOM32WT2I9 M4<3/29H."<,,.5882)C?PI8-K\Y7/%IZBR4]4U^NI\,N/ZY8.%",.1OY4B_& MS&)GGK?L2VG7?|&_ @OKJ?^4/Q5))&+RQV>1W8ER\!MJ18SM"'"3,1|

("}"Q$ MPA@(IBEDN5?(\CVS_1)23.1\(")"Q$PA@(IFG)VVO)LV:,GXLTON/1(IGP MKVKJ)*SC(-^E@D2'(AK2C6=D/S6OF\DID+ "0N1, ;":7HXW>OA*

*MU*J'H8G.VZGEEX3?)6DBOY*;5C5#.FDK7!SHQ%L8.K&V:JQ.D+ "0N1, ;" M:3HYV^ODS*J3H)*)FNRJ8?TU'G5Z?8:QO8ZE!9 :2&4QE T MO>FY*&3*

Q$O&Q'5&4/R%Q*+>:O)!:YH|*58YG)0+8ZAEM?I MP=ZBT4!!T@(H+832&(]F*X7V2]%6!?Q:2)Z2S;:,UKPZ8]S9X0Z5L*#4\UZK MP5KK:#4@:0&4%D)I#$?3U=[EX[5T!K.&[+D>*

*<7;E9BHJ.2097YM*3'G_(,$X:6.,E!HI.D#.F6BR;Z\L=+;=)EC)U*1,]\\:#=K!5B$W&+7\)8*N0W;6>MDH*:%ZU6DTCFPI2W,!U:=_-!T<2VUH?8PY&];/'-M02P,$%-@*

*XR[7#R/W*31;45E=\'2\|W3/':3UMX+2?"@M M@-)'"*(VA:+]F>M/4.=(UC7K7](1LRH(T>T)(TN\-.2%EFZI[MXRWXQ!!5'@D MM.%OK.Z")_46I"T?*

*=E*05N(*2O,=T_(],T>^1QO*IB>UB*)]NDMXR=>R>Z;W< MQE|5.GFTWZ205N *2O.AM !*"Z$TAJ+I.ZMZ#Y7.WO,F19$NXPI*\Z&T $H+*

*MH32&HNF:ZMU9>J0[BUO:L!.L.+L&K<$'UIG.*6%4!H#T72]!!XMM7NT MB"4^>Q6C!6*ZP-28Z/O0.@,H+832&(]F"Z2W;;G=M@UK6?R^D\7MF]M*ZB.5*

*M7S*506YE$3V2X'5*MW$MHK+(B)]KCW!\V|/6/5H]K;EB9F^]:C&%TD(HC:%M HNGIZ'YC:?6"+2H85TBEL4"A0W1%3:/Y=&YL;"*AE0906@BE,11-5TIO#5.[M-6S;4$!-*

\|=UC$'#JBNF;U.S9HO770IU=:&T$$IC*)Kg>L:VK2^VN+GJG@+VZ-MT0E@^.U!!SZTP@!*"Z$TAJ+I2NGM6FK?IH#IVIP-UMZ4NJ&LF!,_,&XOYTD@(-M4 <52@NA-(;BZ=W<.ZC4]J

V]W9RK;HXKL>/&Y%7;WMO/=3FA-)'"(VA:/JO M%GN;T[5O%?W^17\|>*PN.IKF/'E+8\0/K32 TD(HC:%HNBYZ]J*U6Y7F2LE? M6/6WUS5:*M -IU!:*

6%4!1#T71%)6:F2|!$O<6%^I0F@^E!5!:"*4Q%$W7 MU,&/|H_&&ID6K9/ MA6E/9+%Y!DIR5TA99,WA6G"5INH"ZOW|HH"]D[] _;-Y+O\/4$L#!!0 (M 'N(9UENW(D6/P< #)! 9

>&PO=V]R:W-H965TF/7N3^(/S"-N) +W",:_/BZ|R)80B#^2\TDQ>#E5;5\.AC%=B MS>59OA&9?F>9%VNN|-/B;B@WA>"+]FB=#]GCA,,U3[+!]+QZ[;I8GN=;E2:9 MN"Z(W*

*[7O/C^6J3Y_<7 '?QXX4-RMU+E"\/I^8.?B1NA/FVN"_UL>*LDK7(M9))GI!#+B\&E^XIY85E0.?Y??RZ#$I/\IMGG\MG[Q97 R<_'MQHZ.+19%AX__D%GU8?*

7'^.62S'+TW^2A5I=#.8#LA!+ODW5 MA_S^;U%_I!#D?D]IY_DOM[6&9!X*U6^KHOU'JR3;/^;/!0=<53@^JJ4!+] LGEK@U07>J05^7>"?6A#4!*

*<&!6%=4,D<[CNKZNDY5WQZ7N3WT'BWUK3R0:6K MJM8=G&3E7]:-*O2[B:Y3T|=;J5^1DLSRJ6V2\5*W)'^0F_U?&LF7A/&D0]IY*

*MNA7D_9*HE2"74@JD)+F,OVV30BP(SQ;D*N&W29JH1,AR@^U:O_Y\+A1/4OE" M*$S_=S,GS9R_(,Y)DY.,JWTI=)<^'2G^*IWE,_@\G?YJI=*

[5;G743Z'RK_$YHOXSJ.M1W#Y7,2ZW'VT=79Z,37+AUK\-MP3X]V<5SWO*?F52)M5@_W*E7R-OE%C+?|OTI)%^_[-(\$KZ2&QZ+BX$^U%E1 M[,1@^OMO;NC\V24+$S;'A$68,*

*(8$,R1[!\D>1)^^UT.V(%R/6=4YW,#JOCXQ M8?,]+*Q@Y2ER-Z6>/F6>#W?'HNRMW(DSGIA;,:0=,PSX!P, ^:."O/%_<)VG: MU?M@9=_>QX3-?;M?@Y!.:*OI.S:C;NB'K?ZW-*

*YN,1F&SE=&QP:%C [!CWV2[M/(GUB>;+6[&^%47G\0I$].UA3-@<$Q9APA@2S) :'J2&^">E$%,R)FR."8LP M80P)9D@>'22/P)$[XW+5Y7%D'TU\=VP>2V8@NJ\?3%B$*6-*

*(,,//^.!G#/JY M+L2&)PLB'O0<5E_M5Y?X>74E$6^+0F0*N*+I8K6>B>3Z@-MN_+<\;@[TN EGO%KO*I$6H-(9%,UTUD6+3K:G'W/%TWIL9*5ZG6)WBJ'T:J;_.%*

*Y"#ND+L1+85G>H%UMD/-45!I$2J- M8=%,C4V6XH*S^/IL=W2T+,]\Y=I,I[K0/N/YUIP ;K&W.]1\|)7&L&BFNR8B M<>&,Y)U0)UVGC"QK@1=.@K8VU-*

*0$E1:ATA@6S=36)"Y9*U(@&E<:P;*,*)J*A<$3SU/H>7-L:EIWKN!.O M;0LUB4&E,2R:::M)8BB"@TIC6#338)/'4#B/ M@5;YJ|W">,]$6!MV(PZ(R=H2T!-5U!H#*

*(MF2FC2%0JG*RGE.YC.VZ-]\\LX MF+0UHD8AJ#2&13.U-E&(!TPH.[UYO-;@Y'!9MKV9XI.WQ)K\) MO.7%79)W>M+C7?.1OH/H=A_07__1.6;Z@OEM[E2^:IZN!)\(8IR_W^.L_5*

MCR?Z=]0/_R9A^A]02P,$% @ >XAG61VF D>]! TR !D !X;"]W M;W)K&ULO9K;MLX$(9?A= 6BQ;81B+E8]8VX#A; M-$*[")*TO2CV@&K;@ A+9]^%*R(EFPS%@![9M$I_G)?

*\01OY 9;+AX ME$L A7Y&82R'SE*IU:7KRMD2(BHO^ IB?6?.1425/A4+5ZX&T" +BD*7>%[-'MC2B+G=$@NW8K1@.>])#%<"N03**(BJL$=#59T ?>@ MOJONA3YS"Y6*

11!+QF,D8#YTQOARXFQ"Q>/N;_LP3L1. 6P<" M2!Y C@WP\P _,[KM66;KFBHZ&@B^02))6JNE!UENLFCMAL7I:[Q70M]E.DZ-

*MKA*IKTB))CR:LIBFN97H/;K7XR5(0D!\COZ1BNF$08 _^4";05QHFV76U'03 M0*S8G.F;-[&B\8)-===!82E 2Q;T&15DHWVG!+_;?7Z,Y;=^@-8C%Z6/)$TCB0 M*

*U=I$VE7W%G>X:MMA\F!#H^3Q07RR%^(>*15$SXQA__+USKZX#*3;SF;*=?_\,T13$?W6.C!)IH5[*%9W!T-&5*$&LP1G|^0?N M>'_7^:,D5G'K%V[]3-T_E/S9CX2)=""PF"E*

*GW0)UKWX[Y]T(+I1$,G:A/@V+M$V))K)*05I&0EO'UUY5&[.#>RG0RF?33NAZ1#O:\@;O>M6)L()56VH65MM'* MO4J")_W>'HU#V:C1],U9$JO8[11V.V<9RAV;";$D5DE(MTA(U\Y0-*

*LHT==S= MJPO<;[?]HBXJ5G[%E9[1RC6L-9^LM)4'F'UC'O+%AS&JT2]TU$?;Y$3FY,$ M*MGH%]GHGV6D)UP]2'8*Z'LS/6#]> U"L.4,TC+A3[/\,Z= N"\0/,96ZABYZ*

*BKK(B3GRM=Y+_)F_GJI MU(^;U^KM_OUD|O MN$0U;&8U&Q5OE>1>Z&_M]Z/JO>0V;*2@WIVM-/9_"G+# M)KA[GE*WBK;V5*K)J6$0&RFP.-+OK!*

*T@HN*Q^>1N5FYL^A3+UFQM[K9D2WXAYZ^BJV<'L=U!WYXHOLHVH.=<*1YEATO0 ME2_2!_3!.>?J^23=UR[^CV'T&U!+ P04 " ![B&=9A>/.\T$$!S%@ M&0 'AL+W=OJV=Y]6-T'*

*DZ"""G86FV3WWYI*4F(ZTVV_I)@,_,,YOE[M&,]P1XH7ND:(@1]YANE(6S.VN=-U&]1!'M%,LD&8OUF2(#H\@*08KG6X*%"0W*

*M4I[IIF$,]#*Q*L38>UG./Q7A(2I:E&#T6@)9Y'A4_)R@CNY$&M=>)IW2U9M6$ M/AYNHA6:(_:|>2SX2.]0DC1'F*8$@P(M1]H]O NA4RG4$O^D:$M<"W:K8)}KP6D5:M?*

*UQO>:.N"!B1?A8D!TH M*FF.5CW4[-?:G*\45QMES@K^-N5Z;#PI*9^A%$Q)ODAQ5$6/@ALP;58.($OP MC*,R21E*P&-!0!T>\(F+XCB-,C##56ZMHGX5(!:E&;WF ,_S %Q]N 8?0(K!*

*MUS4I.803.M097W1E6H_;!4Z:!9IO+- "M2S-04A3E BT_D^KY$?^=8RO MKXQ-3"G@'&UN@65\!*9AVH+U3.]7MT3NO.IZ^-O6C\BPNNUCU7C6KI,/??R| M3&E.,X-Z M6_,1X04![W%^?+V4AH[>H;-*

P:#WRKM6GIT.!75= 0ZMK2H>@M:.&K^'I)[J$%&OH%]RV]TF MF0V.UZ/H'FBS2\@ 1%,.T<[.G-X'/E',*Y3==VA[G1\M+ ^*#R"5(@Z">CT(AL0ZLW=(X$S2PD,.O4M?"..%L0 M#IX!^-*

SQ/"""]W>)\%WH)F20M!6'&&$G#!R 83GGI\P%>?,NX2$@I^,.D.S!"P M'!,FT MS^"H:K] MFGE\A6/G$>3XR,9NCRO.D=9[LHY2 F2YF&>>>+)5|_*(YSR1M!-

*M<49Q1X6@27&Y)G)-9WD'^7Q)7B\R0>H#I*F_P%02P,$% @ >XAG6>TO MY;OY @ U0D !D !X;"]W;W)K&ULM59M3]LP M$/XK5H8FD 9YZ2NLC53:L2&!5-&Q?*

*9CVP4VNC<&Q-A^VTL%_VTFS%M)(D\]7 MQ'\N>7+/W'GLP9J+1YD *\/2<4B;'3]J=4+N&Z,DH@Q?*,9\#TEP47*59Z*I,N MS*

3@V()2Z@:>UW533)@3#NS.5(0#GBM&$P%DGF:8O%R"92OAX[O;!;NR#)1 M9L$-!QE>P@S4?385>N96+#%)@4G"&1*P&#HC_V+<-_,6X >!M=P:(Z-DSOFC MF5S'0\8@%,):!*

(A.D).IZ PH3$\U\YN@XZ,3=(0(0\]3GDO, M8CEPE=9GO'2C4LMEH278H^4\'#02N#FP5W6 3W9]0X 7M.H>:X1.(--RW\%:#.ZTJV2W+U][#=XN?29JG=9%M!)I6*

M]SW&]#2HV|%=:6O;H80>C5>$$06G-[HYU-7G MKQMMCZX5L)Y5>7ES:AXS#@[6C>K9SN-A>H3MZ> M FT$_F]B#D2VH|%?:>RJ9X'V#AF'Y%MQ%?Q:'_;@7:?UM[+?*

*_\58'6&+7] M5_7I;IV<*8BEO5!(%/&(0K5:K.\O(^M?N/_/BPG.+Q9(PB2@L-_0[Z^D- M(HI+1#*%1/+/G\)PK?:K;8:+O72",@?Z^X%QM)N8'U4TN_M02P,$% @ >XAG640?[@HB P*

K@H !D !X;"]W;W)K&UL MK99=;]HP%(,_BI5-TR9MS1<)T$$D"ONZV%;5=KN8=F&2$[#]V-1V2KM?O^.$ M9@S2=$[@3CQ^_IY3Q+GC#927>L5@"%W!1=Z[*R,69^ZKDY74%!]*

*(M<@\$HN M54$-#M72U&L%-*M$!7<#*SXO=@C+A)*)FW!+E*1K(TG DX5T2714'5_1EPN1D[MOO-PXH(M5\;>~)/1FBYA#N9?Y*#8N&2M ;"@%49"G8E_.O4]*ZAF?&.P*

*MT3O'Q$992'EM!Y^RL>-9(N"0&FM|\>|6lL'Y=4*.FZVITZQIA;O'#^]OJ_ 8 M9D$U3"7_SC*S&CL#AV20TV*\"[GY"-M D?5+)=?5+|ELYWH.24MM9+5(T'!*

*M1/U/[[.%V!'XO4<$P580_*L@W K'"*FA-5L6:44.3D9(;HNQL=+,'56T]-:9A MPM[&N5%XE:'.)!^DS#:,OT/)}/B,O*

*MG[\BSPD3Y(E2XT4>N0:#&;QW^0.XJP.$3P28@IK$0)ZXG@!;T6^.1;/H.4 MY7XE#_.^6NUC.IJ9!4].@\@Q_I.:%9@QG7*I2P7DQV2AC<)'^6=;Z'J57OL]*

M|OT^U6N:PMC!%UB#N@4G>?',C[VW;27X3V9_%21L"A)VN2<78#<4)I;VV@%(_=V\U'GFDIV)$#QJ Z]5T0ZX M'PY[@SWR3N\CR:.&/]/&XCCPI)>_@IV"/O]#Z2/&{(XZ?*

(^VWD<4O-!U&X M1]H?21YOR'O/T4^:,"/OMY#'X7[-.[V/)!\TY(.GR(=MY(-#\J ?I)-W>A]) M/FS(AYWDERO MB8WH-KXAP?\4=0;1GO\G2L|[?|I,7F>"+IC$3:E2]W;C MQ

*IL*4SKH]$V'S(:[&^S>C;9XW\/M_J>:I!UD!FPG]Y#1.:<,A1Z)WT ML6H;H[[@9'K]K|82(/=2G6XPH82E)V UW,IS/"'Y-VHH892P M-*

(^RE'"VOAG^=:$,RA*_1^PMW]HFZE166?:'VKD/;P:&]A&+62 4@LI_ MKVS)XEB19#W^K*&#QJ13%,>R0'X]$K(2"C4:H=V MY= ZX'!,/F6I>,F)DX8L[+%W]?:7W[+W]?:FI0&,Y-*

*5K+J'U?@GO+"W19.LA ML<;GO#*L24^%EGKSGXM8FE^6YE;?I=2;/[*D(R-@]Z=X\W"?:WQ|QI?\^[MKS>W62#-S3[S3DN.FYMA7/+&NIOA/LT%+V3W+,B_?I$%R+U@2?*

[OGMK=5;1) M/TV-.E?YA@;L9B"'E9SQ5S98_/"=.3-^ZE,)$F8C80X2YB)A'A+F@V =Y4T: MY4UTI,5]*IBD"N)\D5%)SOK4IB6 M6;..>V4GJ"95ZHG?U!$H]?

7K10D_5"Q)FS_I.9;=OF!W1-R!KY2%A/@C6T<[&D%Z=-.[M@MMSZ"$=^.OL.C2V'G:._;)K^0MOTC^PUBU^C)+1,.6H4QL? M<7 _+2((HC\;6O.3[.4<)=;K8%9^X);K ,=+?

*STM;V9!4A:2Z4YD%I/HK655&[,FUJ MEQ\?73TH7ZN 1\NE5S_A;REC6168Z\4#7E:$T%TKSH#0?1>N*IUU<-O6KRX|L M$TLZ.6G*6#-UD=!2[_?D 0Y)O3?TZ=CFMRI:[*

*M2CDG3:KBD0I&;)8'/-JH]$4%7LJ$T&TISH#3W&XUS>_=(5DVT0%;.8UF2= M\?*GINB&\2@+=>[f"JD]$N7EXR8AR=*R]#-G\K#$2+F=T8_EL0<>):R4V#DY M6U7'7!8R+I-*

RMTC#G<K-2L?;&^S>C;9XW\/M_-

SYCZ_(R,O.C7ZJ9.]Y:M]_L+T'P-E&9#:0Z4 MYM:TC]QW%09-[=2T6:_#KFS:U(]Y%W,]Y'_D4Y1&29'T;@:,:YH'2;"C-.@=)<- M.V#TGP4K:O$-MMC8M,])C3?
Z794)H#I;E0F@>E^2A:]^G:-NMCZ;_^!V>B MRR;=(Z<&5";CZ)U1=?F$RQ]/D&] M]7E.8EX//'FTA685H#0'2G.A-_]*\U&TK@C;-(4UQP9\T.0$E&9#:0Z4YD)I M'I3FHVA=";8I#TN?
\C@EKZ!G2P_.)ZCINE?AH6Z=(QQ4%=^BA;)9;1UOXAG66\M.ZPY @./@4 !D !X,"]W;W)K&ULK51=:]LP%/TK0H.Q01;%WIGJ-[[H?B5NF=*0 L>2IE91);6%M/ M&#-9
24W(U5#A2<;!4MNT=1;9FH-//>@4K(P"&Y9R45%"CO+70:]%9*4<%" M$1.4)=?/]R!5F] Q6PLO;:,P;H.E<,+.U/2^"]I>]^ DQPQ M5I4]&",H1=7]^5.?AR/_^/H,
(,P!X;\"HA[@,\>ZR+RL&;<\C;5JB7;>R.86 M/C<>C6I$Y:JXLAI/!>)L.E75'K05:PED@1D$K2$G*ZNR'>%53I:0 _:-..[[D M^H[&2S*NNNURW5S MD2BX(F$07I^ 3R_#9Y
A?.5AT4LXPVP-*0N'E(6>+SK#]PW*6FEL>?+HL1'V MF?QZ0 \RMU":WZ?4=7377[^GU>E]]< M,T5EB(0-8H+1>P3K;EH[PZK:-_Q:61P?ORSP@0/M'//\HY0]&&Z&ABXAG6?
&ULK55M3IQ$/XKIPQ-(+'FI85-D$:"=A-(FU01V#Y_^~FU\;"_MB8/MM+!?OI.31@65"]152F.?[WERS_F\CM=2W>L"T$CO;3"6Q;(S@%_MY#H?>X$-"
5FQC(P>JUP@D)8@KCH>/T^DI;X/9X MP_[-:2LK[/2<6+Y,"NW^8=WY!AYDC3:R MJ, 40NSQL <+1*X"H T10!0P[P- >];2L',L"16<@W*>A.;'C<
M.#2IX97=Q=0H6N6$,\E$5BM4AL\%PHPRB$IA#JF1V3VP"H<;S)'JQB]O<_T$ M*=57WM"27.SU? ?IX10-XT(?$?U=.H7#@R,X %[!;2$;340Z]@WEP"KQLT[O M9:LW>D5OBO4
AL$Q1$$TV@&?[(=/,2-XZ.##YW"?,M^G/^K3'SF^X2M\MUC6 M4M'Q@:\/#3=/\/L]><"UP5+_V:6NI1OMIK-'_DS7+,.Q1V=:HUJAEWS\$)X& MY[NT_B>R9\]'O?+A/O;DQ68?
0UHP^@I<-*:0BQ_%;?)?\EO/$<=H&M4K"H/W% M_F!;VALO3%LW89]$ R-(-2;*5@QT> YA,$QF>P#NA7%>[' M#TA M5(;TQ7-4>Z]VZ@T'E1'F5[$%CMWYDINB+C6C24A(!5D;6C
J^4I27&PO=V]R:W-H965TYY&.P#+=&V$$E4DY0=#*,;CERC7=44HBCQ3#YT'Q[K4.46>.M(EDJ6C=K+E[DDC%%7N.HD;>=I5+I=:\G_26+]3SG*4O@RIR+F"HX%(N>3 6C
M06X41SV[WQ_W8AHIFGF?]:/@HXZNU0@C!FB0QY0@2;WW;NK&O/'FF#_(YO(5O+O>]$ M-V7&^8L^^!3<=OK:(Q8Q7VD("O]6[(%%D48"/[X7H)T=IS;<_[Y%=_/&0V-F M5+
(\"OT>]FIYV[GLD(#-;1:I)[+'E14-RAWT>23S3(\N]NUWB))>O/"&#R(-MP]\3UZ]%"P9 $Z]@5TA@>%<&P+<.H,!BU-1@7N!V
M!A>%P44NENG=7)HI5717(_B;'"TWH.DON;ZY-2@2)CH4GY6 JR'8]D0NJ6"2A GYFH1*=N$D?/\<1A%8R9N> D\U7|\OO+HW7MGO>#4@GWFBEN!0 M$K"@QG[;;'_58-
^#'MIUD[WMIGN{$;"'9I>=DT.\2NV\/;_QY;&\^J&O.WV-W M_AZIVVQ^ERW.27_|+KO7;#YE/K\;=>P5*0:[B!WD>(/W\$+I1UQF@D$0UH8O M1.D\|$-UVB:0__@WX)-
/BL7ROW6!:IP9UCNC%XIKF5*W79@)9!,K%AG\UT|_M6-LB@GF8(*YF& >$E@EUL!:VHI4)>85UD0K# /%wf]7n)7)RW3 M2R[*/VOGIGN#,'0EM7!9'4QP;P63:C(,-K)
M.&J4,5>-/+T_X2\A;R*/A"T+A+G%<_A,,O]+5.2(-ZM>=/_]P^T+"1^5@- M6Q ZF(0N)IB'!%;1>+R3>'S<2'VD@G !1U3!R6\TRD!V)LP(KA/,X%]4^AXB
MSSK0N]&-8_5NQ^E@;$3\Z)1S <>Q[!('S/G7KR9.NQ^OW]6 M;>0^5L'VO XFKXL)YK5]1$?)RYV2EVV4E$;)U(Q):<;D*A^3*8Q)^=Z8O&PW
MOAM!.%;1=IP.}>+"~9]V("*DE<-D;I;C\FW0Y+\!ZY]XRL%BO09]2I>=4V M+VKTV%@[4'V!(ZF*PN)ICT7H@D53:U^^^?3?;Z^]C)_>V_);*5PP2:A@&WVZEB%
M6[(ZJ*PN*IKW<1NJ"N_5=ZPCUM)] >OK,HUHQS[OH])-VCIKWD90!(^)VK) M"#0\IPI.S M.A2:*.XK"CZ-HDV!I70=3/'JC;KH"A_L3/$S^*>KIR%0A3!_9BIW-Z6;F"5*
ML|&R9@&0,H16F:I%EL*OED)FDC(=_6!8& 2)N0D/ 6.-=QMBM(DS691Z),@ MEJLTPC=.%&/\H"W1!X&)(9!4,P!2F#)EO#(Q7,J6P(*0.>#.+JG(&=0&T+|FUFH
MEQOMD@NEX7;/<_;FC#F1BU0G?@1E7DH%++)DN:$2B(S8%!,Q 1DR"1,=W-N M_'E$NV"Z-[FKP0'5!H:I8@I|F^;EV-QET"F?_=STS=HIY+A*[V2ID@- F(S&82'L?
@R2S:P$6EG\OJ0[@ K^SSV%>6 M/3I9I%M>5P_,T.:HG\)-MFX?#G>\+R%GY2GO4)7/AW0?;@_'!#K=F]HR.B#;>#RNFBHGE8 M:-5P*(NB=G-1=&|CW.PA[05&:A*86JWM-
UNV1=OQ<8L6$[;D3]HI"XJFH>% M5E6[K+G:S377HC9VEU1^!E$IE6VS5?(_\IA@P]+#HC0AT=M[>2QF8I&%RB)KQ-2\U;.[NSNW<.[M_(V[@-/WUO6#57-
^:ETI[VL M*3ZJ/B9BD4(67'$YD#5/[^ A@GS[J YA#S- M7UV;<.5XG'!=,@I3GKX\KI5)L#3;!|@W/R?U!+ P04 " !B&=9)#H# MQ$T& #1+ &0
'AL+W=OI/D#23[3'<8,/$9A3"\&.|\VY\,AI78X0O2.[",_[.A M2808OTVV0[I//*SH"@<0L,8#R,4Q(%/'MYG2SFY.#"(,;7";"'*$++)\UTL< MDH>+(@3EX>Q
IV.Y8^F"XF._1%]\QN|U?)_QN6*+X081C&I 8)'AS,5B;YZYE MI '9-_X(\ ,]N@9I5^X(^9S>7/D7 R-M$0ZQQU((Q#_N\0]'88K$V_&E !V4 MG&G@\?43^MNL|
[PS=XCB%@-#'RVNQA,!\#'&W0(V2?R\'LN.F2G>]X);?87 M/!3?-0[.U!&HB*@MR *XOP3/19"' 5P"D +)@/6#T3(!5!%A=&49%P*@K M@UT$9%7?YGW/A',00XMY0AY DGZ;HZ47F?
I9--Q1R(.3D)"Z6MPXF"&@I!?G8+,M0-.7KT&KU*8FQTY4!3[=#VD MO MI0X9>T=S+O+GPF>9:X_)V8X"-_;Q+XEVU$S1?R02U?J!Y_TNX1*P#7>_MGP'+>_,@
4>2]JRZAUNR[KR,W?UF=D$,JTPF*\.SGL'KFA_OL_5XZST/!U<, M1_1O62,D7",Y5SJ!GM,]\O#%@#-0G-SCP>+GG\RQ;ML&'2".3K!7$U@PH"-.MR@$;]=
7EW@;Q'$0,_ED&Z+8P[)OR"'&&42Z[MPO9K/\Y/Y8725+7W6;?*8% M#9'1U<0HJ&:7]ME*U?+4]H34#H2H[P5)1SSA=0+$;7!)O!0NBO*)REP.&EP.\O6 9D4/,TA5HR^N=)V4K M2?
D-7M9R:*5L1%]16^E<372"HI-2T4F'E%7,QF_ [S@3 M^P8]RM2<=,G22>.7>PKMJ2F^RVE"2=)/ C4ZFG8$$::E"-.7BL"+3UY:QF!U M2!(<>U_!38)BBHJB-O;S^S#
[-8.E_P\OT'C5S([5>P-N"$.A3,1IL^TQ88QU/&J6W5YB@U46^1FY3U"D$7H:AC%2LW26[@.E*XN2E&XRKJ9:N\FS]Z&!Y$JJD3N773H1',T MHKFZT,0QJHRE.?V1M.:+2Q_8>-
IUHCE8T5Q>:.&R5ES7S9K=BTEZ;=E_^U M&N#H99?,=[*Y,<>.CLK10;6F_>>&5O#Y9V20#EQOD3=SKI;2S@EKU9T<8K-M5IX4*DV4GF*RX%
5D^IF]):VE=#512CJ6IE']#:/__LK0MATB;*,U^I,)9RR MC(\>YA16YA2JS6E[^0B;)M V[/HI[:C5-,^FZ<+JZ.$7I*N<)U<[3I2R(LM*$ MYQXX<1_W/+/Q:W")8[P)I(6C&K%O!:
(5S=&*YNI"$\>F5G8911)2U]8Y;&XE M-@36ZEG;"5U=A*+ E1&%ZCU:/85AQH:M64]E.Z.HB%'6MG")4.\47;Z## MI]5K:*K50[83NKH(Q<-BE8&TU :RO:0K ,8*T=0.^:YFY^ZK>#S0\ ?
4+)- M=Z)#O.%4QMF$ITJ2GZO-;QC99P='[PAC),HN=QCY.$F_P/^_(80]W:0$Y>GF MQ7]02P,$% @ >XAG6=CPB."_ P N!$!D
!X,"]W;W)K&ULQ5C1CIX%/T5BY6V76D[8""$S":.1)M-6.)6BB;.[4.U M##PITDS=_OM2&0V2$\H$9Y20#[GGON]8&##F1ZX>)$)@"(_\JR0.RM1 MJKRW;1DED#-YQTLH<&3#16.
!CA/8.4L+;SXUUY9B/N4[ME:4%+ 61NSOGXKB C\[F%K5.%Y!3;.+T!7L^+=D65J#^'+I<"S^P&)4YS*&3* M"R)@.I,>Z/W"-0%FOC\I'.39,=&EK#E_T2=/\@UI-3AUX?GQ"_VR*QV+63,
(CS[ZFI4IF5FB1 LEZEG?O@3ZH)&&B_B MF32_Y%#-'4\L$NVDXGD=C SRM*C^V8^Z$6RJA:) M\ UY!@EB#S%9)4R U)<>>9YC1TTL>?
\1%$LS^=O45DA(P]I1G7Q)7!:Q9HJ"E@RQX$'(5BQ!25 M(HLC.9^W9s=$^>' 1$R^_860Y$E!+O_M*JO%[W?GUS?2O2Q9!#,+]Q33/6O^ MZR\T95'B0%ELBS6+P4A[_!QV_X^%?
ATXLZL(>CAO/HQ@H97:&ZH^DNN.J*\&\4$HS\ M@(9NMT# WQ$#I8MQ)H!"H8K8K4M7)}Q=^8"_#AGQX8Z6$5ZNTE0WN8I2
M)F^5X@6!3YUNI5"G=2.GE]##'JV$K3,@^,)!4J3'B@A0&NA/1"6@G8*>;.H) MAPIMZF29L:+3?GJS#6PN/?-6>F/QU 1^IQNLGQKV7$!T[#FC,/0O
M*"AU!)"R_I^'I27&3)"U*\NRYV(&NSZ9?WTYAK:WM99J7]K_5S#A6EKP[37 M!X?K9_1&/_YH5Y)>D$^K7?2^N_4KL;ITJ;D.,)&@J#9F2^"D$P%*/W)P";Y] M@7P-
HKNKO3F&=K7U6SJ^M6RN8KU9!G;5;,W7=6ZI;,JG';NM';N] M;CA8-C7L*[<*<=_D_O[UQS[;A^MO&E^8V*:%)!EL,-*Y&R.$J#X35">*EV9K MON8*_-KF.
&&3J4GX/B&XAG60AL,&&& M" HTL !D !X,"]W;W)K&ULQ5S;,N,X$OT5 MPC-8= /I6*+D6V]B((FXV 8F@)$@LP^#?6 DQB9:%P\EQW%C/WZI2T13D2D+ M76Z_)))-'A;KB$?6,
<6K,2*^IRO&,O06A7%Z/5AEV?KK<)CZ*Q:I1#)9LUA^ M\Y*(B&;R5BR'Z5HP&A25HG"(+6L\C"B/!_.KXK.%F%\EFRSD,5L(E&ZBB(K=.M+0N3[?
'KQ_\"7JRS_8#B_6M,E>V39TWHAY-VP1@EXQ.*4)S$2[.5Z<&-_M)>XXKU"4^).S;;IWC?*N/"?)]_SF6W JL'*+6,C\+(>@\M\KNV-AF"-),_ZN M0 =UFWG%_>MW]\5G9>=>;8INTO"__
@6UT/I@,4L!>Z":,'9/MO5G5HE,/Y M29@6?]&V*FL-D+!)LR2J*DL+(AZ7_^E;Y8B|"K9SH *N*N!FA=&!"DY5P6E4 MP(+^H+?W%X_Q!>MG\,4O\[U]NI;L#=)=$\OE+;
<'@%W03!#R_I^"Q:+)\EE(?I M9UGDZ=%##GW[_C'Y'/$;W/ OE@?1F$G#P6_>^46&P'OZ0XY]@7"%K;NF.N_R$B8,0^!O-__&:/K?^V M,0,)YQB%*/W)P";Y] M@7P-HKNKO3F&=K7U6SJ^M6RN8KU9!G;5;,W7=6ZI;,JG';NM';N] M;CA8-C7L*[<*<=_D_O[UQSI;A^MO&E^8V*:%)!EL,-*Y&R.$J#X35">*EV9K MON8*_-KF.
&&3J4GX/B&XAG60AL,&&& M" HTL !D !X,"]W;W)K&ULQ5S;,N,X$OT5 MPC-8= /I6*+D6V]B((FXV 8F@)$@LP^#?6 DQB9:%P\EQW%C/WZI2T13D2D+ M76Z_)))-'A;KB$?6,
<6K,2*^IRO&,O06A7%Z/5AEV?KK<)CZ*Q:I1#)9LUA^ M\Y*(B&;R5BR'Z5HP&A25HG"(+6L\C"B/!_.KXK.%F%\EFRSD,5L(E&ZBB(K=.M+0N3[?
'KQ_\"7JRS_8#B_6M,E>V39TWHAY-VP1@EXQ.*4)S$2[.5Z<&-_M)>XXKU"4^).S;;IWC?*N/"?)]_SF6W JL'*+6,C\+(>@\M\KNV-AF"-),_ZN M0 =UFWG%_>MW]\5G9>=>;8INTO"__
@6UT/I@,4L!>Z":,'9/MO5G5HE,/Y M29@6?]&V*FL-D+!)LR2J*DL+(AZ7_^E;Y8B|"K9SH *N*N!FA=&!"DY5P6E4 MP(+^H+?W%X_Q!>MG\,4O\[U]NI;L#=)=$\OE+;
<'@%W03!#R_I^"Q:+)\EE(?I M9UGDZ=%##GW[_C'Y'/$;W/ OE@?1F$G#P6_>^46&P'OZ0XY]@7"%K;NF.N_R$B8,0^!O-__&:/K?^V M,0,)YQB%*/W)P";Y] M@7P-

{%BD6=OZ_:I7&0"QEY M/3P2W!Y!0.TX1+:+]1C]$%)!6M6X 4BV)8]!SI%"KM0L'C6'TD!$VV-#L%HL M/D N&6:WO606IW.D5XA-
/E_G;@2=&A(E@6FD7)TZ(=I7\=Q_;0T^FO8R*T>EOH^7%H5 J. MW&,EC"%BM/XU@LD/!'X 4$L#!!0 ('N(9UFAP$[OK@4 -XQ / M>&PO=V]R:V)O:VLN>&ULQ9M;,^(X%
(#_BL7+S$C;I>3&3%4]TRH M-W=N<=3OVWPN*F[_U@NA_)Z9-A5W_J-YZ-N%$;RPB?"-MJW/=F#!\H)W(G=3*;PP,|]5XLN_[PT>VE%9.92G=RZC7O"!%CU52R4K^%L6H
M=!AC=JZ?_M%&_M;*\7*2&UV6H!IZ@W7$OC)/YVN9)@+SC4!ML<7QZRSW(}<=_M^A/.1+&N.:(Y/_>,2^$/;C_53G^7I1/FG#MQ:72]D.HAG,9?11]<1A.'U6L; MQ"/S?
*H9S.9BW.=UY50KHVC$64 5'8N%[;'%*_$J+\Y"H7 M#$!&"&2T1\C_(@ 9(Y#Q7B G <=_%4 F"&2R1\A.)%,$,MTG9 P@,P0RHX6\ MX2]L:=F-,,W70V&%WX09&-CN'H(-Z.S M@/
K0OB5EO"TME(;JGU4IAE$$H8*R=U57'SPC2 _(9 ?J.%O!5+H6K1H-V* M7#H^7"\/L0&\$/J5EX*ZSXVZ@!U"K%4OG-IV#TO?=# ^%3QTB#4\S"8#8IV< M"R.7/&0-WL?6F7J-#M/(@-
@CXSPWM1_N+IX781"TS7UWI>;^(Y_5QD!,3"0# M8IX\'#AD!>7-KOY5?<"V3#'#$@ED3#=G#*VZRE"EWW8Y8?89:(B"WANZ6_N7)=":YAL!V M2\A>525;.7:=%?2?D#J?2@F5RRXD
M9HR(V!AH%M5)ZB/,&!&Q,7!,F-9'F#4B8FML2??8Y$ON03J-CODC(O8'2/M6 M:%\@&R:-B%@:6_*_32'$?!(1^P3-M+K]!E-+1*P6)-,*$86S'YAA8F+#:,RV M-MV:,2:9F%@R:-
K5G4K"0!,3>V=3JK,QENB$%[%WMN4\KZ 0$_-.3.P=)/7Y MV'\P[\2]JE8VZC&!F)AW8F+OX)@IQ,04%!,K:)O%#UI4B(DI*"96$(K9'8XP M!<7[F0+5F..BD+! 3#
%);N;"@L1]&Z&S#'"^Y MA*5_@CDH(7;0=LQ+XX=1B(E9*"&V4"<1;FY'?P0O5X_:(";ZX(780MMRXM?(M0DS,0@FQA5#,SH"48!9*B"V$8)\:,L$LE.RI$%JW4()9*"&VT.8)\=7H+B$F
M9J$&$V$)XO08;/<4LE!),Z*U>&Z_7;!{A(29FIH9380MO*2A4PNX^",0NEQ!;"_MHSF&F)B%TEW-P76JWX-58@PQ,0NENYJ#^X#YZDV(B2X
V,>3FU4TN_R,FYB%4F(+X5,S'4S,0BFQA=XPQYLP89V>81,*_MB"V$1Q/6Z1EFH6Q7\W$;HYE!3,Q"&,&%\&@.(29FIH8S80N%H!?MH#JJ@=EH.
M8F(6RNA7H2W#PD__J^S&B)DPIEG?I?/'$&"(B5DHHU^!MAVS8Z$,78A&;*&- M<\7O-P'$Q"R4$5L(8-I/[YBKQ5X0$[-0MH=%!ELP,0ME>UIO\-KP< $B9J$A ML840S) D04S,0D-
B"V&/"+HEVQ"ST)#80BAF9T :8A8:DL_(O2_DV& CB(E9 M;$ALH4D]M>)7';%H7RS7IP\A)F:A86.A?G.P/3DNQ,PGV\5/_Q/6;\]YF=\8 M%E|:=8))&M8IS>]R///;KM4/S8O5WQ-6?
ZTX^0-02P,$% @ >XAG66?\ M4D), @ -,"P !H !X;"]?A)Q1JA 7/X) MGQ#P^%(.S;AO3\-NWPV+S^/A-*RJW3AVO^!IZ6,_*L1GNVJZW5=4_OZ6JGCM(($CF#U((TOF# M#(L_B"'()_*"
HY@_*$)3G#J]'H/OY@QX@Z&'^H+1$&9<$21.L";1.R'4B M\#HAV(E [(1D)P*S$Z*=-1.R'8B<#LAW(E [H1T)P*[$^*="/06U%L(!;4 M6PCTELG#-
H'>@GH+@=Z">@N!WH)Z"X'>@GH+@=Z*>@N!WH)Z"X'>@GH+@=Z* M>BN!WHIZ*X'>BGHK@=XZ>5E"H+>BWD](@MZ+>2]"WHMY*H+>BWD](@MZ+>2]"W
MHMY*H+>AWD:@MZ'>1]"WH=Y&H+>AWD:@MTU>=A/H;:BW$>AMJ+<1Z&VHMQ'H M;:BW$>AMJ+<1Z.VHMQ/H[:BW$^CMJ+<3Z.VHMQ/H[:BW$^CMDX^5!"H[ZNT$
M>COJ[01Z.^KM!'H[ZNT$>@?]'01Z!^H=!'H'ZAT$>@?]'01Z!^H=!'H'ZAT$ M>L?D9Q,"O0/U#@*]_4. KT#]0X"O3/JG0GTS]AW)M [H]Z90.^,>F<"O3/J
MG0GTS]AW_DF[A_'K4(9KS_<:K_^35(_G<\OU\!?E!\D)#77!N;ZM&)[^_E!+ M P04 "_!{B&=9AJ9C2 P"_!A*P $P_%M#;VYT96YT7U1Y<&5S72YX M;6S-VLUNXC
4!>!70=E6Q/@WTQ&PF9EMAT5?P$TN)2*)++=MMX>W""6VE5ATT M%2/U;(C]CTWOM*W8GE[!1GAIX;XJK8I>2_,Q;K'?4VEL[3D%>V+O0VY;_A MGGE;[^T],,%8&%:
[(=&0YFFL4;R7/VEK'[HT^W7(/\?6#:LB4!>+V8_3QC%K M55CON[:V*;^SQZ%YES)_3BCSR6E/W+4^7N4-!?LP85SY>\#SN=^/%$+;T&QC M0[]Q?=[%#AV+Z=A1+,^7^*!'M]VV-
36N?NCSD3+Z0+:).Z+4=^6IZ-7'YY)1O MF$Z?_+]6*!/A_W,I+Q]-SG0A12>_X57Q-SZ8O?C\9I-]3\ M8W:^WB<7!M,\(IL>E]_QVQF_UO]D'P*D#PG2AP+I0X/T84#Z]$#Z^_;2QS5(
M'WR!T@B*J!R%5(YB*D=!E:.HRE%8Y2BN&UL4$L! A0#% @ >XAG63#8R@7N *P(!$ (! MKP &1O8U!R;W!S+V-O&UL4$L! A0#% @ >XAG69E&PO M=V]R:W-H965T&UL4$L!
A0#% @ >XAG6;B=^TXH!P M=!X !@ ("!APX 'AL+W=O45 M !X;"]W;W)K&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG62054#N.#P 2Z4 !@ M ("!QB$ 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% M @ >XAG6=AN@&PO M=V]R:W-H965T&UL4$L! A0#% @ >XAG60UVLX?"P S28 !D ("! M,V4 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% M @
>XAG61DT0^&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG6;DG4!$I M"0 Q1P !D ("!AY('AL+W=O&PO=V]R:W-H965T 9 " @>;G !X;"]W;W)K&UL4$L! A0#% @
>XAG6<>E6_N!!@ 7!, !D M ("!;+('AL+W=O&PO=V]R M:W-H965T&UL M4$L! A0#% @ >XAG63O0#0*S$@ &ST !D ("!4\8 M 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
M>XAG697[P;Z)!0 AQ !D ("!.^$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG69:L&)9J P MZP< !D ("!K/$ 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
>XAG63;5&/M7! 7PL !D M ("!?@('AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ >XAG60AF*;#=!@ V#4 !D ("!&P\! 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
>XAG M6=]YS6.U @ 60< !D ("!1Q\! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG64B3YBQN @ 8 4 M !D ("!5BX! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @
>XAG64?[^ N;$@ F>$!D M ("!?#H! 'AL+W=O&PO=V]R:W-H965T M&UL4$L! A0# M% @ >XAG66NT#I&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG6?A/ MV@Q\! ;Q0 !D ("!V&(!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG67P!,=8G P F@P !D M ("!/V\! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ >XAG61VF D>]! TR !D ("! M#X(!
'AL+W=O/:\T$$!S%@ &0 @($#AP$ >&PO=V]R:W-H965T&UL4$L! A0#% M @ >XAG6=$X_"O @ "@@ !D ("!NHX! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG640?
J@HB M P K@H !D ("!EH! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ >XAG6?&PO=V]R M:W-H965T&UL M4$L! A0#% @ >XAG6=CPB,"_ P N!$!D ("!5+L! M
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ M>XAG61XEU)%W! @Q(!D ("!C&UL4$L! A0#% @ >XAG6>O87293 P M;@X !D ("!_!D!
'AL+W=O&PO&PO7W)E;',O=V]R:V)O;VLN>&UL+G)E;'-02P$"% ,4 "_!{B&=9AJ9C M2 P" !A*P $P @ %>Z0$ 6T-O;G1E;G1?5'EP97-=+GAM 7;%!+!08 4P!3 +P6 ";ZP$! end XML 85
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).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!\b).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 86 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 88 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.3 html3553721true920false6 falsefalseR1.htm100000 - Document -
Document and Entity InformationSheethttp://fly.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformationDocument and Entity InformationCover1
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InvestmentsSheethttp://fly.com/20240930/taxonomy/role/DisclosureInvestmentsInvestmentsNotes11 falsefalseR12.htm995495 - Disclosure - Fair Value
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Disclosure - Goodwill and Acquired Intangible AssetsSheethttp://fly.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndAcquiredIntangibleAssetsGoodwill and Acquired
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Disclosure - Stock-Based CompensationSheethttp://fly.com/20240930/taxonomy/role/Role_DisclosureStockBasedCompensationStock-Based CompensationNotes20
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ShareNotes21 falsefalseR22.htm995605 - Disclosure - Income TaxesSheethttp://fly.com/20240930/taxonomy/role/Role_DisclosureNetIncomeTaxesIncome TaxesNotes22
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ContingenciesSheethttp://fly.com/20240930/taxonomy/role/Role_DisclosureCommitmentsAndContingenciesCommitments and ContingenciesNotes23 falsefalseR24.htm995655
- Disclosure - Business Overview and Summary of Significant Accounting Policies
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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": ["r90", "r1019"] }, "us-gaap_AccountsReceivableAllowanceForCreditLossTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableAllowanceForCreditLossTableTextBlock", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureAllowanceForCreditLossesTables"], "lang": { "en-us": { "role": { "label": "Accounts Receivable, Allowance for Credit Loss [Table Text Block]", "terseLabel": "Summary of Allowance for Credit Losses", "documentation": "Tabular disclosure of allowance for credit loss on accounts receivable." } } }, "auth_ref": ["r1205"] }, "us-gaap_AccountsReceivableMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "label": "Accounts Receivable [Member]", "terseLabel": "Accounts Receivable", "documentation": "Due from customers or clients for goods or services that have been delivered or sold." } } }, "auth_ref": ["r942"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureRevenueAndRecognitionSummaryOfContractWithCustomerContractAssetContractLiabilityAndReceivableDetails", "http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net of allowance of $384 and $507, respectively", "totalLabel": "Accounts Receivable, after Allowance for Credit Loss, Current, Total", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "verboseLabel": "Accounts receivable, net", "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": ["r1183"] }, "us-gaap_AccretionAmortizationOfDiscountsAndPremiumsInvestments": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccretionAmortizationOfDiscountsAndPremiumsInvestments", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "label": "Accretion (Amortization) of Discounts and Premiums, Investments", "terseLabel": "Accretion of discounts on investments, net of amortization of premiums", "negatedLabel": "Accretion of discounts on investments, net of amortization of premiums", "documentation": "The sum of the periodic adjustments of the differences between securities' face values and purchase prices that are charged against earnings. This is called accretion if the security was purchased at a discount and amortization if it was purchased at premium. As a noncash item, this element is an adjustment to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r123"] }, "flyw_AccruedExciseTaxRelatedToCommonStockRepurchase": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "AccruedExciseTaxRelatedToCommonStockRepurchase", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "terseLabel": "Accrued excise tax related to common stock repurchase", "label": "Accrued Excise Tax Related To Common Stock Repurchase", "documentation": "Accrued Excise Tax Related To Common Stock Repurchase" } } }, "auth_ref": [] }, "flyw_AccruedExpensesAndOtherCurrentLiabilities": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "AccruedExpensesAndOtherCurrentLiabilities", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsUnaudited"], "lang": { "en-us": { "role": { "documentation": "Accrued expenses and other current liabilities.", "label": "Accrued Expenses And Other Current Liabilities", "terseLabel": "Accrued expenses and other current liabilities" } } }, "auth_ref": [] }, "us-gaap_AccruedIncomeTaxesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedIncomeTaxesCurrent", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "verboseLabel": "Accrued income and other non-employee related taxes", "label": "Accrued Income Taxes, Current", "terseLabel": "Accrued income taxes payable", "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": ["r93", "r166"] }, "us-gaap_AccruedInvestmentIncomeReceivable": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedInvestmentIncomeReceivable", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfEstimatedFairValueOfAvailableforsaleDebtSecuritiesIncludedWithinShorttermAndLongtermInvestmen], "lang": { "en-us": { "role": { "label": "Accrued Investment Income Receivable", "terseLabel": "Accrued Interest Receivable", "negatedLabel": "Accrued Interest Receivable", "documentation": "Interest, dividends, rents, ancillary and other revenues earned but not yet received by the entity on its investments." } } }, "auth_ref": ["r163", "r774", "r1157"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "totalLabel": "Accrued expenses and other current liabilities", "label": "Accrued Liabilities, Current", "terseLabel": "accrued expenses and current liabilities", "documentation": "Carrying value as of the balance sheet date of obligations incurred and payable, pertaining to costs that are statutory in nature, are incurred on contractual obligations, or accumulate over time and for which invoices have not yet been received or will not be rendered. Examples include taxes, interest, rent and utilities. Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r93"] }, "us-gaap_AccruedProfessionalFeesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedProfessionalFeesCurrent", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureAccruedExpensesAndOtherCurrentLiabilitiesScheduleOfAccruedExpensesAndOtherCurrentLiabilitiesDetails"], "lang": { "en-us": { "role": { "label": "Accrued Professional Fees, Current", "terseLabel": "Accrued professional services", "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. 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entity that have been sold or granted to shareholders (includes common shares that were issued, repurchased and remain in the treasury). These shares represent capital invested by the firm's shareholders and owners, and may be all or only a portion of the number of shares authorized. Shares issued include shares outstanding and shares held in the treasury." } } }, "auth_ref": ["r102"] }, "flyw_CommonStockSharesIssuedNonVotingRight": { "xbrltype": "sharesItemType", "nsuri": "http://fly.com/20240930", "localname": "CommonStockSharesIssuedNonVotingRight", "presentation": [
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Includes, but is not limited to, change in contract asset and contract liability." } } }, "auth_ref": ["r1252"] }, "flyw_ConvertiblePreferredStockAndRedeemableConvertiblePreferredStockTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fly.com/20240930", "localname": "ConvertiblePreferredStockAndRedeemableConvertiblePreferredStockTextBlock", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureConvertiblePreferredStockAndRedeemableConvertiblePreferredStock"], "lang": { "en-us": { "role": { "documentation": "Convertible Preferred Stock and Redeemable Convertible Preferred Stock Text Block.", "label": "Convertible Preferred Stock And Redeemable Convertible Preferred Stock [Text Block]", "terseLabel": "Convertible Preferred Stock and Redeemable Convertible Preferred Stock" } } }, "auth_ref": [] }, "us-gaap_ConvertiblePreferredStockMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertiblePreferredStockMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureStockholdersEquityAdditionalInformationDetails", "http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsUnaudited", "http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedBalanceSheetsUnauditedParenthetical", "http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited1"], "lang": { "en-us": { "role": { "label": "Convertible Preferred Stock [Member]", "terseLabel": "Convertible Preferred Stock [Member]", "documentation": "Preferred stock that may be exchanged into common shares or other types of securities at the owner's option." } } }, "auth_ref": ["r471", "r472", "r474", "r1042", "r1043", "r1044", "r1045"] }, "us-gaap_ConvertiblePreferredStockSharesIssuedUponConversion": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ConvertiblePreferredStockSharesIssuedUponConversion", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureConvertiblePreferredStockAndRedeemableConvertiblePreferredStockAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Convertible Preferred Stock, Shares Issued upon Conversion", "terseLabel": "Convertible Preferred Stock, Shares Issued upon Conversion", "documentation": "Number of shares issued for each share of convertible preferred stock that is converted." } } }, "auth_ref": ["r27", "r55", "r101", "r138", "r480"] }, "us-gaap_CorporateDebtSecuritiesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CorporateDebtSecuritiesMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisDetails", "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfAvailableforsaleDebtSecuritiesByRemainingContractualMaturityDateDetails", "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfEstimatedFairValueOfAvailableforsaleDebtSecuritiesIncludedWithinShorttermAndLongtermInvestmen "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfGrossUnrealizedLossesAndFairValuesForAvailableforsaleDebtSecuritiesDetails"], "lang": { "en-us": { "role": { "label": "Corporate Debt Securities [Member]", "terseLabel": "Corporate bonds", "documentation": "Debt securities issued by domestic or foreign corporate business, banks and other entities with a promise of repayment." } } }, "auth_ref": ["r995", "r997", "r1005", "r1020", "r1036", "r1363"] }, "flyw_CostsIncurredInConnectionWithPublicOffering": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "CostsIncurredInConnectionWithPublicOffering", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementsOfStockholdersEquityUnaudited1"], "lang": { "en-us": { "role": { "terseLabel": "Costs incurred in connection with public offering", "label": "Costs incurred in connection with public offering", "documentation": "Costs incurred in connection with public offering" } } }, "auth_ref": [] }, "dei_CoverAbstract": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CoverAbstract", "lang": { "en-us": { "role": { "terseLabel": "Cover", "label": "Cover [Abstract]", "documentation": "Cover page." } } }, "auth_ref": [] }, "us-gaap_CreditFacilityAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CreditFacilityAxis", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Credit Facility [Axis]", "terseLabel": "Credit Facility", "documentation": "Information by type of credit facility. 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The risk is the materially adverse effects of loss of a significant customer." } } }, "auth_ref": ["r126", "r335"] }, "us-gaap_CustomerRelationshipsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CustomerRelationshipsMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureBusinessCombinationsScheduleOfEstimatedFairValueOfTheIdentifiedIntangibleAssetsDetails", "http://fly.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndAcquiredIntangibleAssetsSummaryOfAcquiredIntangibleAssetsSubjectToAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Acquired relationships [Member]", "label": "Customer Relationships [Member]", "documentation": "Customer relationship that exists between an entity and its customer, for example, but not limited to, tenant relationships." } } }, "auth_ref": ["r71", "r1221", "r1222", "r1223", "r1224", "r1226", "r1228", "r1231", "r1232"] }, "us-gaap_DebtDisclosureAbstract": { "xbrltype": 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As a noncash item, the net amount is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r14"] }, "us-gaap_DepreciationDepletionAndAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DepreciationDepletionAndAmortization", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/StatementCondensedConsolidatedStatementOfCashFlowsUnaudited"], "lang": { "en-us": { "role": { "totalLabel": "Depreciation, Depletion and Amortization, Total", "label": "Depreciation, Depletion and Amortization", "terseLabel": "Depreciation and amortization", "documentation": "The 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." } } }, "auth_ref": ["r14", "r310", "r318", "r330", "r974", "r975"] }, "us-gaap_DerivativeAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeAssets", "crdr": "debit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDerivativeInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "totalLabel": "Derivative Asset, Total", "label": "Derivative Asset", "terseLabel": "Derivatives, Asset notional amount", "documentation": "Fair value, after the effects of master netting arrangements, of a financial asset or other contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset. Includes assets not subject to a master netting arrangement and not elected to be offset." } } }, "auth_ref": ["r249", "r250", "r613", "r614", "r627", "r638", "r830", "r831", "r832", "r834", "r835", "r837", "r838", "r839", "r841", "r842", "r858", "r859", "r912", "r917", "r920", "r921", "r922", "r923", "r965", "r1005", "r1010", "r1040", "r1295", "r1296", "r1297", "r1367"] }, "us-gaap_DerivativeContractTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeContractTypeDomain", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDerivativeInstrumentsAdditionalInformationDetails", "http://fly.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Derivative Contract [Domain]", "terseLabel": "Derivative Contract", "documentation": "Financial instrument or contract with one or more underlyings, notional amount or payment provision or both, and the contract can be net settled by means outside the contract or delivery of an asset." } } }, "auth_ref": ["r839", "r842", "r857", "r858", "r859", "r861", "r862", "r863", "r864", "r866", "r867", "r868", "r869", "r880", "r881", "r882", "r883", "r886", "r887", "r888", "r889", "r912", "r914", "r920", "r922", "r1038", "r1040", "r1298", "r1299", "r1300", "r1301", "r1302", "r1303", "r1305", "r1306"] }, "us-gaap_DerivativeInstrumentRiskAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeInstrumentRiskAxis", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDerivativeInstrumentsAdditionalInformationDetails", "http://fly.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisDetails"], "lang": { "en-us": { "role": { "label": "Derivative Instrument [Axis]", "terseLabel": "Derivative Instrument", "documentation": "Information by type of derivative contract." } } }, "auth_ref": ["r78", "r80", "r82", "r159", "r839", "r842", "r857", "r858", "r859", "r861", "r862", "r863", "r864", "r866", "r867", "r868", "r869", "r880", "r881", "r882", "r883", "r886", "r887", "r888", "r889", "r912", "r914", "r920", "r922", "r965", "r1038", "r1040", "r1298", "r1299", "r1300", "r1301", "r1302", "r1303", "r1305", "r1306"] }, "us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeInstrumentsAndHedgingActivitiesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Derivative Instruments and Hedging Activities Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeInstrumentsAndHedgingActivitiesDisclosureTextBlock", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureDerivativeInstruments"], "lang": { "en-us": { "role": { "label": "Derivative Instruments and Hedging Activities Disclosure [Text Block]", "terseLabel": "Derivative Instruments", "documentation": "The entire disclosure for derivative instruments and hedging activities including, but not limited to, risk management strategies, non-hedging derivative instruments, assets, liabilities, revenue and expenses, and methodologies and assumptions used in determining the amounts." } } }, "auth_ref": ["r158", "r600", "r607"] }, "us-gaap_DerivativeInstrumentsAndHedgingActivitiesDisclosuresLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeInstrumentsAndHedgingActivitiesDisclosuresLineItems", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDerivativeInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Derivative Instruments and Hedging Activities Disclosures [Line Items]", "terseLabel": "Derivative Instruments And Hedging Activities Disclosures [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Includes liabilities not subject to a master netting arrangement and not elected to be offset." } } }, "auth_ref": ["r249", "r250", "r613", "r614", "r627", "r638", "r830", "r831", "r832", "r834", "r837", "r838", "r839", "r841", "r842", "r866", "r868", "r869", "r914", "r915", "r917", "r920", "r921", "r922", "r923", "r965", "r1295", "r1296", "r1297", "r1367"] }, "us-gaap_DerivativeLiabilityStatementOfFinancialPositionExtensibleEnumeration": { "xbrltype": "enumerationSetItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "DerivativeLiabilityStatementOfFinancialPositionExtensibleEnumeration", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDerivativeInstrumentsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "label": "Derivative Liability, Statement of Financial Position [Extensible Enumeration]", "documentation": "Indicates line item in statement of financial position that includes derivative liability." } } }, "auth_ref": [

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items for which it is not practicable to estimate fair value, disclosure would include: (a) information pertinent to estimating fair value (including, carrying amount, effective
interest rate, and maturity, and (b) the reasons why it is not practicable to estimate fair value; (3) significant concentrations of credit risk including: (a) information about the
activity, region, or economic characteristics identifying a concentration, (b) the maximum amount of loss the entity is exposed to based on the gross fair value of the related
item, (c) policy for requiring collateral or other security and information as to accessing such collateral or security, and (d) the nature and brief description of such collateral
or security; (4) quantitative information about market risks and how such risks are managed; (5) for items measured on both a recurring and nonrecurring basis information
regarding the inputs used to develop the fair value measurement; and (6) for items presented in the financial statement for which fair value measurement is elected: (a)
information necessary to understand the reasons for the election, (b) discussion of the effect of fair value changes on earnings, (c) a description of [similar groups] items for
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Includes, but is not limited to, interest and penalties, reconciliation of unrecognized tax benefits, unrecognized tax benefits that would affect the effective tax rate, tax years that remain subject to examination by tax jurisdictions, and information about positions for which it is reasonably possible that amounts unrecognized will significantly change within 12 months." } } }, "auth_ref": [ "r1283" ] }, "us-gaap_IncomeTaxDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Income Tax Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_IncomeTaxDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "IncomeTaxDisclosureTextBlock", "presentation": [ "http://fly.com/20240930/taxonomy/role/Role_DisclosureIncomeTaxes" ], "lang": { "en-us": { "role": { "label": "Income Tax Disclosure [Text Block]", 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The basis on which contingent rental payments are determined, (b.) The existence and terms of renewal or purchase options and escalation clauses, (c.) Restrictions imposed by lease agreements, such as those concerning dividends, additional debt, and further leasing." } } }, "auth_ref": [ "r185" ] }, "flyw_LessAmountOfGainLossReclassifiedFromAoci": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "LessAmountOfGainLossReclassifiedFromAoci", "crdr": "debit", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureStockholdersEquitySummaryOfChangesInAccumulatedOtherComprehensiveIncomeLossDetails" ], "lang": { "en-us": { "role": { "documentation": "Less Amount of gain (loss) reclassified from AOCI", "label": "Less Amount of gain (loss) reclassified from AOCI" } } }, "auth_ref": [] }, "us-gaap_LesseeLeasesPolicyTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeLeasesPolicyTextBlock", "presentation": [ "http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesPolicies" ], "lang": { "en-us": { "role": { "terseLabel": "Leases", "label": "Lessee, Leases [Policy Text Block]", "documentation": "Disclosure of accounting policy for leasing arrangement entered into by lessee." } } }, "auth_ref": [ "r667" ] }, "flyw_LesseeOperatingAndFinanceLeasesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fly.com/20240930", "localname": "LesseeOperatingAndFinanceLeasesDisclosureTextBlock", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureLeases" ], "lang": { "en-us": { "role": { "documentation": "Lessee operating and finance leases disclosure text block.", "label": "Lessee Operating And Finance Leases Disclosure [Text Block]", "terseLabel": "Leases" } } }, "auth_ref": [] }, "flyw_LesseeOperatingLeaseCommenceDate": { "xbrltype": "dateItemType", "nsuri": "http://fly.com/20240930", "localname": "LesseeOperatingLeaseCommenceDate", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureLeasesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "documentation": "Lessee operating lease commence date.", "label": "Lessee Operating Lease Commence Date", "terseLabel": "Term of contract Commence date" } } }, "auth_ref": [] }, "flyw_LesseeOperatingLeaseExtensionCommenceDate": { "xbrltype": "dateItemType", "nsuri": "http://fly.com/20240930", "localname": "LesseeOperatingLeaseExtensionCommenceDate", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureLeasesAdditionalInformationDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Lease extension, date", "label": "Lessee Operating Lease Extension Commence Date", "documentation": "Lessee Operating Lease Extension Commence Date" } } }, "auth_ref": [] }, "flyw_LesseeOperatingLeaseLiabilityAtPresentValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "LesseeOperatingLeaseLiabilityAtPresentValue", "crdr": "credit", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMinimumLeasePaymentsForNonCancelableOperatingLeasesDetails" ], "lang": { "en-us": { "role": { "documentation": "Lessee operating lease liability at present value.", "label": "Lessee Operating Lease Liability At Present Value", "terseLabel": "Lease liability, at present value" } } }, "auth_ref": [] }, "us-gaap_LesseeOperatingLeaseLiabilityMaturityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityMaturityTableTextBlock", "presentation": [ "http://fly.com/20240930/taxonomy/role/DisclosureLeasesTables" ], "lang": { "en-us": { "role": { "label": "Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block]", "terseLabel": "Schedule of Future Minimum Lease Payments", "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
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Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r677"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueNextTwelveMonths", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMinimumLeasePaymentsForNonCancelableOperatingLeasesDetails"], "lang": { "en-us": { "role": { "label": "Lessee, Operating Lease, Liability, to be Paid, Year One", "terseLabel": "2023 (remaining nine months)", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in next fiscal year following current fiscal year. Excludes interim and annual periods when interim periods are reported from current statement of financial position date (rolling approach)." } } }, "auth_ref": ["r677"] }, "us-gaap_LesseeOperatingLeaseLiabilityPaymentsDueYearFive": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LesseeOperatingLeaseLiabilityPaymentsDueYearFive", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureLeasesScheduleOfFutureMinimumLeasePaymentsForNonCancelableOperatingLeasesDetails"], "lang": { "en-us": { "role": { "label": "Lessee, Operating Lease, Liability, to be Paid, Year Five", "terseLabel": "2027", "documentation": "Amount of lessee's undiscounted obligation for lease payment for operating lease to be paid in fifth fiscal year following current fiscal year. 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As a noncash item, it is added to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r14"] }, "flyw_PartnerAMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerAMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner A.", "label": "Partner A [Member]", "terseLabel": "Partner A" } } }, "auth_ref": [] }, "flyw_PartnerBMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerBMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner B.", "label": "Partner B [Member]", "terseLabel": "Partner B" } } }, "auth_ref": [] }, "flyw_PartnerCMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerCMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner C.", "label": "Partner C [Member]", "terseLabel": "Partner C" } } }, "auth_ref": [] }, "flyw_PartnerConcentrationRiskMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerConcentrationRiskMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesAdditionalInformationDetails", "http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner Concentration Risk [Member]", "label": "Partner Concentration Risk [Member]", "terseLabel": "Partner Concentration Risk" } } }, "auth_ref": [] }, "flyw_PartnerDMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerDMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner D.", "label": "Partner D [Member]", "terseLabel": "Partner D" } } }, "auth_ref": [] }, "flyw_PartnerEMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerEMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner E [Member]", "label": "Partner E [Member]", "terseLabel": "Partner E" } } }, "auth_ref": [] }, "flyw_PartnerFMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "PartnerFMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "documentation": "Partner F member.", "label": "Partner F [Member]", "terseLabel": "Partner F" } } }, "auth_ref": [] }, "us-gaap_PartnerTypeOfPartnersCapitalAccountAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "PartnerTypeOfPartnersCapitalAccountAxis", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesScheduleOfAccountsReceivableAndFundsReceivableDeta], "lang": { "en-us": { "role": { "label": "Partner Type [Axis]", "terseLabel": "Partner Type", "documentation": "Information by type or class of partner's capital account. 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tax credits, government grants, the benefits of operating loss carryforwards, tax expense that results from allocating certain tax benefits either directly to contributed capital
or to reduce goodwill or other noncurrent intangible assets of an acquired entity, adjustments of a deferred tax liability or asset for enacted changes in tax laws or rates or a
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Warrants and rights outstanding are derivative securities that give the holder the right to purchase securities (usually equity) from the issuer at a specific price within a certain time frame. Warrants are often included in a new debt issue to entice investors by a higher return potential. The main difference between warrants and call options is that warrants are issued and guaranteed by the company, whereas options are exchange instruments and are not issued by the company. Also, the lifetime of a warrant is often measured in years, while the lifetime of a typical option is measured in months. Disclose the title of issue of securities called for by warrants and rights outstanding, the aggregate amount of securities called for by warrants and rights outstanding, the date from which the warrants or rights are exercisable, and the price at which the warrant or right is exercisable." } } }, "auth_ref": ["r59"] }, "us-gaap_ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleofFiniteLivedIntangibleAssetsFutureAmortizationExpenseTableTextBlock", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndAcquiredIntangibleAssetsTables"], "lang": { "en-us": { "role": { "label": "Schedule of Finite-Lived Intangible Assets, Future Amortization Expense [Table Text Block]", "terseLabel": "Schedule of Estimated Annual Amortization Expense Of Intangible Assets", "documentation": "Tabular disclosure of the amount of amortization expense expected to be recorded in succeeding fiscal years for finite-lived intangible assets." } } }, "auth_ref": ["r981", "r1229"] }, "us-gaap_SchedulesOfConcentrationOfRiskByRiskFactorTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SchedulesOfConcentrationOfRiskByRiskFactorTextBlock", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessOverviewAndSummaryOfSignificantAccountingPoliciesTables"], "lang": { "en-us": { "role": { "label": "Schedules of Concentration of Risk, by Risk Factor [Table Text Block]", "terseLabel": "Summary of Accounts Receivable And Funds Receivable", "documentation": "Tabular disclosure of the nature of a concentration, a benchmark to which it is compared, and the percentage that the risk is to the benchmark." } } }, "auth_ref": ["r42", "r43", "r44", "r45", "r85", "r161"] }, "us-gaap_SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecuredOvernightFinancingRateSofrOvernightIndexSwapRateMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "SOFR", "label": "Secured Overnight Financing Rate (SOFR) Overnight Index Swap Rate [Member]", "documentation": "Fixed rate on U.S. dollar, constant-notional interest rate swap that has its variable-rate leg referenced to Secured Overnight Financing Rate (SOFR) with no additional spread over SOFR on variable-rate leg." } } }, "auth_ref": ["r1290"] }, "dei_Security12bTitle": { "xbrltype": "securityTitleItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "Security12bTitle", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Title of 12(b) Security", "terseLabel": "Title of 12(b) Security", "documentation": "Title of a 12(b) registered security." } } }, "auth_ref": ["r1049"] }, "dei_SecurityExchangeName": { "xbrltype": "edgarExchangeCodeItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "SecurityExchangeName", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DocumentDocumentAndEntityInformation"], "lang": { "en-us": { "role": { "label": "Security Exchange Name", "terseLabel": "Security Exchange Name", "documentation": "Name of the Exchange on which a security is registered." } } }, "auth_ref": ["r1051"] }, "us-gaap_SecurityOwnedAndSoldNotYetPurchasedAtFairValueAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "SecurityOwnedAndSoldNotYetPurchasedAtFairValueAxis", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureFairValueMeasurementsScheduleOfFairValueAssetsAndLiabilitiesMeasuredOnRecurringBasisDetails", "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfAvailableforsaleDebtSecuritiesByRemainingContractualMaturityDateDetails", "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfEstimatedFairValueOfAvailableforsaleDebtSecuritiesIncludedWithinShorttermAndLongtermInvestmen "http://fly.com/20240930/taxonomy/role/DisclosureInvestmentsScheduleOfGrossUnrealizedLossesAndFairValuesForAvailableforsaleDebtSecuritiesDetails"], "lang": { "en-us": { "role": { "label": "Security Owned and Sold, Not yet Purchased, at Fair Value [Axis]", "documentation": "Information by financial instrument held by broker-dealer for its own account for trading or investment purposes and carried at fair value. 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Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. If convertible, the issuer does not control the actions or events necessary to issue the maximum number of shares that could be required to be delivered under the conversion option if the holder exercises the option to convert the stock to another class of equity. If the security is a warrant or a rights issue, the warrant or rights issue is considered to be temporary equity if the issuer cannot demonstrate that it would be able to deliver upon the exercise of the option by the holder in all cases. Includes stock with put option held by ESOP and stock redeemable by holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r27", "r54"] }, "flyw_TermLoanMember": { "xbrltype": "domainItemType", "nsuri": "http://fly.com/20240930", "localname": "TermLoanMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureDebtAdditionalInformationDetails"], "lang": { "en-us": { "role": { "documentation": "Term loan.", "label": "Term Loan [Member]", "terseLabel": "Term Loan" } } }, "auth_ref": [] }, "flyw_TotalEstimatedPurchaseConsideration": { "xbrltype": "monetaryItemType", "nsuri": "http://fly.com/20240930", "localname": "TotalEstimatedPurchaseConsideration", "crdr": "credit", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureBusinessCombinationsAdditionalInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total Estimated Purchase Consideration", "documentation": "Total Estimated Purchase Consideration", "label": "Total Estimated Purchase Consideration" } } }, "auth_ref": [] }, "ecd_TotalShareholderRtnAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Total Shareholder Return Amount", "terseLabel": "Total Shareholder Return Amount" } } }, "auth_ref": ["r1096"] }, "ecd_TotalShareholderRtnVsPeerGroupTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TotalShareholderRtnVsPeerGroupTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "label": "Total Shareholder Return Vs Peer Group [Text Block]", "terseLabel": "Total Shareholder Return Vs Peer Group" } } }, "auth_ref": ["r1103"] }, "us-gaap_TradeNamesMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TradeNamesMember", "presentation": ["http://fly.com/20240930/taxonomy/role/Role_DisclosureGoodwillAndAcquiredIntangibleAssetsSummaryOfAcquiredIntangibleAssetsSubjectToAmortizationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Trade Name/Trademark [Member]", "label": "Trade Names [Member]", "documentation": "Rights acquired through registration of a business name to gain or protect exclusive use thereof." } } }, "auth_ref": ["r69", "r1221", "r1222", "r1223", "r1224", "r1225", "r1226", "r1228", "r1230", "r1231", "r1232"] }, "us-gaap_TrademarksMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TrademarksMember", "presentation": ["http://fly.com/20240930/taxonomy/role/DisclosureBusinessCombinationsScheduleOfEstimatedFairValueOfTheIdentifiedIntangibleAssetsDetails"], "lang": { "en-us": { "role": { "label": "Trademarks [Member]", "documentation": "Rights acquired through registration of a trademark to gain or protect exclusive use of a business name, symbol or other device or style." } } }, "auth_ref": ["r69", "r981", "r1221", "r1222", "r1223", "r1224", "r1225", "r1226", "r1228", "r1230", "r1231", "r1232"] }, "ecd_TradingArrAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Trading Arrangement [Axis]", "terseLabel": "Trading Arrangement:" } } }, "auth_ref": ["r1123"] }, "ecd_TradingArrByIndTable": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "TradingArrByIndTable", "presentation": ["http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements"], "lang": { "en-us": { "role": { "label": "Trading Arrangements, by Individual [Table]", "terseLabel": "Trading Arrangements, by Individual" } } }, "auth_ref": ["r1125"] }, "dei_TradingSymbol": { "xbrltype": "tradingSymbolItemType", "nsuri": "http://xbrl.sec.gov/dei/2024",

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MQEW#VY_GLQ<#,>_)=_>6<4,TE?ARE<01E7,"M*VSV+4Y.)-2-F%4QOT)ER_% M7_8<^3-;]P('WW"R[^0:L'1[.V/36\A4.C]X=)4HEH-;38#;@4 MV48QZ,":;%2BCFRLCLHD^Y.CQ!W8*%&;X&P!I5IAR]])W(B15],QJ8@N^:+W ME,"_SA:$T\E_4Q,_U5(<5,1\/+OI&B=3\6PQX9^QU+@44A_G5/+ARZC9O%*] M@Y.83"K\:N^]^Y4;]6.2KPGBSF_ZNK=DRF_/&KC=OH]WK_9V+5^Y*5 M\!+$GI==M4.DB?K[!W;;8]$)5(#8+O"ML(/1D65XWV/S<(9.<7#F M+!3NR0&;K^'$<6SL9@88FDJ> 3QDU9FDDCJ 73E(R51G3<2BW:@D74NC5 M==-R[,):ZJ-Z=$FKR?M'*=GCO436M'BQZ,5_\M7GK;](8+%;FP'UI!>XK<> MLK$6LD9/-?B.^K#H^$/B]>%R>;0^PX\9@_*N2- [W6]8^?K7.?]\?NI2(-7;P M75>&,VQ89E:#T$M2W; ^;&1&I+>3G,-V+P>E0K M+9?]:'JWOI50Q@VR+4GZX]%R,N.KWZUL3&VRF,X\U[/547LGJ2I?>KOE8G7G MJ60(;2XNO_Z";R>'1X=[PWW=H%:H(*"5PH#6@ VD!"T:3Y*X9.I>N\+O+U>3 M0U[6GN/;8_#\(\VH3S[%:N,XW'113=+Z""V!"TD2CJ,'7S*E3-WG/*Q\N*#/ MZ2FMD(KNX^+&4OQ^Q#=[UNL%5O[/,,FZQT29:-5154D9H621%U"#%$Y6IP MT.I*AWW*?WB&E.7_DPQTZQ2*TG*,ITQO ^\T8H.42FI?9MC1N8'U!,<)\ M4M?0XWW9\WH^? P&##V@AZ6LTN_3 1513UY4*PYP)$A0*H(AK E M] 9=&4Z5[#_$RB:E4DN 7CV?G)R2U$95\$87ES IEX,+B)9M9K3>CNK]>(9 M+5Y/ZCG7EF04;*]DKEI9[R:1(/-94$V*FP/K:9>,E[H@#;60B:UA;'I897T* MNGZ:XG+Y^RC!W^92]J)[.T_N^*#)"TLW'8.4O?:,;90Uj%GE1%R*!IBKE(H M)QP*PR8([$U2XC[(&;/3U&UJP%QA)8+@(+NNP:,VF&K]@Q[:B4"\ @//Q) M>,3FT=7$* 8(_&1G?4_9@W;HP74; 0-6T,E:8T)+50U[KK_$0OEIOG@U7_"N M?:VL^ R>28E2L9!385 5&%F5% ITRYP4FVNM7'DUTBYUP:?LQJWH@L],4!^(-M20IBB0%.3F*SF@))(T'(M7I7L:MQT[6&A]BN'8+I6YE#B$5B$ M5D C3B,=&NI"MK3AO$2:R/QB_GHBOS,!-CE6S_'MV70[I.C<:D.0074(+NE)@2T8PG4)6RA*O!CJ4.6 M&*KW(5]"*.T[[(Q)+,,$))ROZF?>\/9SQ#KR07C];OC8_OOL%_VN^6+MJSQRL M-01>4'M*F[]]Y)9M+CHH31=HI2$V4VM4P|GF8LZL&_P| MI5,"5*++1YI-+*, M4|[S6[>LWQQI3R?+LR&51_CZ;U+!Y[D9JU,#=RA.\N)\CL^@0KWZ3>?87U9]8T,?D2$PI4*)+7 MS49B9AS+TIY%2?"FU3Z)Q"]'6D$P;-G,Y5VHO&*G? H^7DQ>P#A?6/YK-V_-DG]=B6? 2G$GH3 M&&0CXZ6P!_\]#O,;F=/5!GGY-5 4OTDDQ/'AT.9]GOQN&S[_#V MG\O1U+6SA1(?A"HQ;1DBTQD69H7.I-6@+|-:')>*'IQ:IT?+U?R0%I<)(QO M([POUYBS2+Y%K]%$IVSP8U))2%A$PHV/[C,;LSTI-VR]|(7ZSCRC M*6.@%PRS-ZYT_OEZFL[LQH6))O=LM(8N_4"=3#@I,G.L9TL]UFB-'Q,I?,W2 M^E+C4(3HCUC_06W_+$3FUV9TDWP%K1AAL1!"DB[S.#-A;\ZT857:$ 69Y\ER MML;RB\CB3+>>5S?7DDTS=ZOQ3B6>P*+QE@*F6H8UP&4<>>>U=-S8SNQB4XNM@(+4J9<",04(S M3;EAY?7(Z68C@$A/L,:F(9#MHH 38+,-="RU-!=-K,.FVXZFBF7>/9B\G1-'_M+Q]N-X)'TF8_DA.R*^SR6KY]-FO.XL,[RGX"CTU%K*,VET#I[%" M[B9!05- Z3BTT&A9\C=K&.8.^D#OMO:5?1,;8FS)5RG@#@>L8V6|2C*:5;MWW M,;)3?=Q%]M[6UAQ2G3W#2'LY^PE>3%4YOYJG,Y&R,#3I)KSH*&7)EC,MD;.A- MLN2'Q;C[9!+=A#)#O))2Z20S&@2=605%.0T423>O:E/C-06^YD2"/<\Y&XG5 M2D?!H\M-).G"U!+DX"Q%|\R'+C.YA*Q_V22R=M4IHL1XACDRGKQ'KS^'9JIF7 MC+0U,861T9IG#4'3/H1N0BLXK$_A4M.P-FGVM#A===#.14=.H3,R@?&%MYZ1*_M H,#XTPJ*K(Q.VY&U;642IP;B[%IX7[UC+"#<@DD8YKO ,I3#IPQ;+@ZK:#F M0- ,;F*T>5G#]1#=(/N:K/E\<2B]^*<0HZ2:I$!M4G?*V Y!$ M:>20(&$EL(_AXVT&3=O:3L@>4_JUG/Q,H6NA)ZE,]Y""L8#FIZL!:-==@I M8]>;_CAVB^^;7(555+-6.836R;!LP0RIU@"^8I?B&,8D^^Y[V\$PRZU11XOG M+%L(6"I3AQP4%B:0T63C-/]U+Q+3?IXO-DBQU668RJRI<>)M:SK M06&'V%&FNDNW1(/*5$%GR#.I\L#A@0O4=/R%9DR2*1^YN^V0=2U;=6O[MH* M.W;0 K/X&&P0 5V2DUD #3"G K%X*KTFQ^)Z5**.EI.W35$88FV9$I18)*P1 M9/(Z*8A4"G;M- 0WCT^NB\9 ,:HS^VFE M9%JP,>.[)'X_=N=,Z?GK2PI?^0[UF2EJI:A8-Z1@P;7>(!,92,''5C"DFH:5 MY%%]]:LW,_Y4:0,E6P8WZ_ID)=.D38;B*$,WR:9(&;,;:LKW]!T5=X%:T;@L M^7 A:H9'KBMI46 A;&6UB;&9<1NW7VF:P&:8\]D<@1,1)DDFZPO*E%H;MN_U<(V@OOJ>++E\Q:8BR2I>=89>O7K(!B/H M%C!XA]3\<,7,5Y.LLJ?JI-BF?0T0I-F-D^I$M- (#,.600RX]^V'3$(;]O&G M0M8#B1]T)B*"E?E#+<.,33)-H$D'G34ZFG$+.(?RFX\@BHHT#G0RVE-*@Y24 MO\M$Y6)*JZ$O7?V5\]PNQ\AFBRZ,EK*-U4KSV77[L<0OW[ITI.W)=F<- #J=' M;X+9;D:0__L=NB279%8FD/=LD.IJH%3&K64Z7%?ZO#^NN'XJ ;JZ.IL0@/-M&8Q?-UG@GY)N'@)FIZ1"A?A,I2O;MC/Q07*QZ,%Z[O_;1TG8$GS.#[[VR5C M!E_,&PE4V

IOJ";"Q9,7^<|[K)(X$.QJ"NMI4V[&B(H83'_IH?^YXD754)·MDBH 113'+"S#4!/KOX8^9*T:|C@L"/YF_OSE_&B),V&C^Y,7 M+U=$,UEX]?'D'91A5)MJ+%H!D5%L0.H .2F$HGNRBKKU:5CGZ:6**#|\<+6:3 MU=&">.&#R5OY:7^.F"V.T"G045*IR209E"TSP2PUWVQ4XWJXV6ZO_(V-W2Z! MW:/$V?@:F=%GT@KMO87:$KX?>((?:59?'N+B7$\9F8CWE"I-7DN7QFW=_?CM MY)T?]^-?EL<=3N[6=<[X[_?B[DB!FG,V_A?)&E>"%=/(:<^ROE&5"E_I@M)<M]+&DV(<-W8W6RN:\H G;$C3>1P])V(*5TEN7V53)#$PI5ND-7T-/PWK#+TBA MI{3""6/$D^#[IC70EJ%,RZF!-U:)*U%+VR\'K5;OBA1'N&$3@8RT*.9VI-,^ M>1)6P5M1D8fGP@~_9)N^:+Y&IFN\<6#$4L))4U M4$9ENFT)P[B';_LSL,F]2Y]<-@#4WZ3P8!'7RS M80Et0[N][AES8)7Q5+'G70^L%-PF]BF^*RU-^"B MSN \G]+2V"+PA-8K1(TTK%[<6_-GK:LKBVWZ'(!'0*+==\]Y"!9+QBU=2Y1 MR,,ZD+\Z'O_$C-N4"*C:|'%7+74;YY\QEWGSWF M3;6DV4B5^3]LND;RS+V.S9W@^,,5K#LK'"#;H+?35$*S3"]]VR/NR! M,1UF !]\M%&Z.<0 DU]U**T\#-1NBLW? T"6$(KETROY(+F*5=;6<&+F4= M96;3^0Y8B87L5BBC=:W2.%#%"(<=(TOC%!HD.U1@V0_"O MU%XP=+Q^1$ V#WXLT\V$XGP3?^X3]FIG-A,'+S_EL4;Fl;\]P"K MO3FL/I'S\]'8DL 9ER')""9?4Z@:8S!QV*#<@\ELL]*?F3[MX8QWX,6D3&D-M.Y8_|@'IK_GB3#S\-.,$ZLO9?#I_\>Y'T4;O?W%OZ!;4VK,.T76F6\]LG!0L MT(6N4LQ?1AV4.1-] [/PR1)99,= 05I$]EC S)0%)&%VRUL\(8E4F&#K1N MCT+9U&;60.C:2K35,5;2TIXP^.9C2)&N'"OM#I#D3*2; FGXSC(L$O\4#"A% MS2OOM3+#RK!A2D^NIC=+0VS%.0L]*\G';^O>+ 8RZD2V4R]].*PX9,?,'3G MB@^YY +62?5H,@W0,]3K-39E^,/4ATW3'ZX_XL6Z&&YMOO6.)DMO4ZZ7%GJ(M'IH-$5PS 8HTZXQ96@20"96&S8R*6*0*AL,,*C=:S#5W"(Z2(Y89AU0,A,K)"3 M-1DK]H+C9N9]ANOQ.$]U-N OF<9R&2SE26(RVRG1=-AN1MTCD."G9@EW(U<;!* [>554VM:YX>T"HQ3"%A$2;"R'9+S$5]NE-DFUYB'M-4QOM+HAG6+/MH"]C%9=5@]RJVR61AM[#PU9Z8Q*F%$&ME^TX&.+L)(TH2; M!DM.@@P2>3*9#Y52!5OG(!7W76"NI9!U'"%)6;7H@,)84N& -B\;20:5>8JHF MIC@LM+B2=+7+,](?-K>\4K3Y?D[LV4RY3]1^G5WZ9?S3E*ZY0 X"34G2'7N2 MJ9_>H[==.S^NP?"5? \S3P9M+L@_9Y=>3?TZ8I 0*U\(9.@(D!0FN<*/15NEB"BCU+B9P/+'2QLZ&VVGE]:-B5IM$#H 7$9%4T M-*4(V 7*F9_M[*4(V I*F+#'E"F6$7Y\395*6>&T*3LH8N.)&- M,Q;,21NKW=? GTV: [0Y$B;G(B*0PA63T8P@WHM8)>=GV#XY>KR:&DZCW'M_, M-,=WC %3(TC4M:O*L+DU+/*[7L LKF95?YE'^/"0%I+&^ 29*_,)$SS0">'- M=8L0O&?;*)H*)64'E9+.G;FZQF%EV%!=D/;Q /WZ["0C\0PN2(]P##9F8C=%)G[P4LL[#AA(^4,+P6W:&]&/^PAIC'6M>QE+S%/)?]_4 M[-_& DY/EVIGQE'7*ES[%_M? +$X6HC&=DCE4495]0>_%W@FW,Q M&D5Q"?]KP"\#(%?CX9FOEE!/#Z.GJ[B](\ <"B5EIN!V)RN1<>4LP/ EFVPU@L;)0U5G<}^:+=FC8_*C]NI\.LPI!&Z M@BD=8BW*,3+M#%254U!2(B ;4TH%JQDO7V/(#+G]S.Z\3'^"<92W,;4:EG]M M*Y*)RP%R,Q%\+[:IE"+,R*/R[$B#>*Z*.DZ7@@1>R;CVQJ@J>6^ NB6MT24] MKI-IS#Z#6R0- NIP<'QQ,'5S5TH.U(;)8U&ZIV]'-8M&;D>P@W":8DE?9)9Y M31VEFZ.T)OE3N;JTT6GD==28^HFRG\1&M*E*A#*IG4Y 1. [.1WG4_N6[M$+A!2HF8;+VY"""X&!U8%$1/N3ALNN&P G?74P$&\.@KF:G6JH42ZUHR(Y1@ M&E@V%D*5.K'QNA-0;6Q6MLGK23LZ%X5Y0BM;_'BTXG_YRM;.V7!)11VS#14B M&PX"437D'A-@S,I$)I<>=_;2B';$-F%.K*;9'""%D55B? Z0SK8"=&$TGG;MRX M765V/9E|\%66T!G-8C Q"@%GK?0M9VI:EW/RV,"D'(\)8T8W=T2_[$W+I4"2 MQM3KS%@,..H+6S=5>;,YA6#-.^2UM+BPT-^CJNI\.LPI!&Z P1B17$LLB*M2C%&) MI R_^21[+4EY0=-P|_ORQ!H M^%K2Q$QAMLD451O$#-Y'9@K2"A!3 (T&;8XIEG&3YL?WNFU3S+90R,0&5''M M(D<&3+F* Z=W1.N*'U;,7BI35@[7T8H6IXOV1KZ2JCYTUGRJ&?!B4:+UG>6K MC62"KG'O=P5N>'=*IB M?I[7#Z"5OQ#3CLDZ.W?;X60V6:Z9[C4=IU3=2)^I-C6GK@HH&3+E=$$H*BFP M+:H>6TYW2=,^\SQ.LZZ+7M>XZHB^$]TVYZ\WVLB1O5$=5I5{"L%N M(@KH#,52 AL-(XG42BK#5>*=QCW#.FTR/9(C1%N7 0;DTZ-&[<%B?KBQW-<$ M>=O/HL!/++'.]_GQW8L+W.P^4|J9JFM54&]7CF%6S,5<:)5, MM32YZ#3L0+@+2>%G-&7$_X*E\"^LX4E.[_4(X-U4H&B')]>0H6K6I4[R^C%& MA.AM(UV=ZVW8$_ZG'U%S5<'4]_$W:D=H>N]02Nf,:BQ$4F^9K5]G:S&JE'%S M^,;O9]I-0OG BKUK2$9:0\H8&I,Q%8(V-E,C;\8-O.UG(=C5-D3Z,X6==-"^ MDN^0&6HV%8ME+K89D/%]B];B:0(1NG0G$[Y MFV$QZ>!MNS»:(G&CLX2Z0YT3'QXJ47]7,@L3*UTQISP???4D3&I:%!Y;C5T4M MGUR@!A0D<I[']BS99(U2>LJOJAA,W)^PN7+] MSG@'7DS*E-:3>)8_OMO.?OLM$'O:U8?JR[E\.G_Q(D=16^]_<5M.],<6&=*DZ(?)=+I_D[<,FT\Q-P>=JOBI^0PF[0EBHU0Q.*_[L-+WTREQ MIQ1FL;T\IAT^HD]51GSR 8:8[+D,.]M89,3W!9*M!9QA15VZ;E"-JTI,8WP< MM^KXAF?B{PC<#T_0MLN7=)KAERH@"TJ8S>ZN3R<5V'TV7V[HV1-7KK)1!DTR0P;RK^.]-V+ XIQ4T5O<@B3^.JNZMC] =^]@:,;1>2QN\M_3+N:*IX'P'#C^ ZQ7D..3IG>6DX6F9>;*;T=HEH\:+GO-O3T^S\&VP$82/^=LF'R^41++=Y+]_@\IAR(X(/-DIP6SK: M!!N@8.W0C=U0#]NU;+3Q@3NP]JU6%M'Q%9TDRZ\UD?<>/#JEHU;.UF&K M#_|<=24#Q[3_7*I/M] 496#PMFZ2ZR#%IL 7I:OIFF(=5O6-$4C>C9_!&F.P MA0A-8027^9_4:H7FI;NF:UZIX684;WQ/B_GKB?S."&%3)/T?_D+LKFK&^IHVL0 G9P,@4P\ZF8=(=.\40XK#)0,,4%8I@)YE0 MK;\TU)*.ZV+H4&3B)_7|8O540AG6.;,? @SUV0M1.QAC&=.'$Y/ZS9B09B;=EV\-B?"ZK6!-5]H61L"%.MJ!E!*4^YI\<[9R*,9I**=A@=(0>29+"\A)P69 M,$-R+BKE.G\-K&096DOL(127223E%4LVQ1]_2XU"\-(#B3YKH<'5}\,Z'"/; M+3)RKA@MB_58)&I#I4,RT8-V_:+P6==)ZV$R;"\U*/T:L*Y.Y,/UU2<_F??4& M%U?;4'6+M?(R.C>5TJ!,F8-G!8^J9,#TA$FCS6W<;FV?<#4<]UQ:$$XG_TWM M++C[/.9T,'VG?3% <"V8IP78[$%#RZPWI/\U%!KKU$G8M1VY4)S;W8]E^(8W19I MAM$8W28;$^2.V;F26[_#(80]:(:Q(U.E=?2]>NGM)YD"]3#;UP 64Z 8,+0V M7,[@1Y+:_.[B)\] [@;T]JZ:P@4"NB5A2@T@FH633:%])Q9Z-?Q^B3"S_,%?2 M',>5U%.(B!F\4I*A70ID+0TZ>^JQA\:D':YEU!ZZDJZF6:[MN15E/:"6N'1C MD)%B1RD'CQD]Z5"&- <^VWW_H2)6F\%5]U)D74YGM+OT1MLOEF3!%%6"35/F6" M,)(&TXV)M4D;P'T'_R=EZVM-NK&W]^6$,.O)Z8* V$6'F@C9MP@543"]AN3M M/YSQVU'S,^?)G]-@G3IS? 4M=^9ZUQt@>0X\4T3=+]/52HI^/QWCL*PP+5?2RH MV_>^%2X&K8UW;*5V!,RW7@V$>S6=_6Z>;74>2V19/X7. M>P+MQ> Q.KVE.F2\U7S.I>58ALT$OIK\OVW#O>O+/- P>4R1?NNL= LJ$BD = MT!%"5<$HRD6E/&RIVU[61FT$R[I]QX_5V15DC5\1G^26E$4#@:0DLJ"#U(.# MFG5OU&N-?ECH.%]DYGQL=&L&6RF8M.K0(Y_? XUG3/0\UZ]VRIED_K/(=*@GS M#'G,]MR-KBH5.]M>VDM"@6O2.]LQ-LK5)Y-=K,/\OKK>UBE_]CXAKMI&TA-+ M1\V@S+,FYE-0QNV6<'GEV>),:,G;HE/7"K$,EWHRKAV^-?3> (N\6$X2*93O<(8L4 M;SOHBF2]-[FI88-AU]0B^&]:K^^II[6UC,Y;ACB686.38;&\F!E-T"4BNM"&.M2U[X!/T8&,Z66(5[;N9T<=>MKBT*9.F,(WURTB8%&3H4R59J79N1VQ!=]]R[M8?"_5P;1LHG62#GIH-&@E**ALVVF7'.]Y3XPW?[813JJZ'2O6T=YU;Q1S"+% M]L#V@2'^*1(T%9+'XCS68;.3]C'.OJHV&#@9K4[U4 M=&58P7*A;I.GM"2QVX+OT1MLOEF3!%%6"35/F6" M,)(&TXV)M4D;P'T'_R=EZVM-NK&W]^6$,.O)Z8* V$6'F@C9MP@543"]AN3

*M/N%5PJN5_N5W2+>$4/LD_^U(^FOD&I3W#+,VUCZ@1#]^1LTX1#"8<>)@ZQ MK^7HU->3+28I-9#$#K*WYP^28"C!4{*A/8*AKWR+V,,/LC>Z'&=_;SJO_.9U M/1TO>Y'6ESR=\@+NBG0I,6#_D"[/#_CZH XQ?*#BBQ=;"<]>W!@,YEN$P?P@ M>^7"Y6G3+P:TL7HRGEY P54*LNZ(@$G?NP,*%@D%]PX%'XN^5VP1ZQ#Z(${? M3[W+7O\XB0'%-C_T0[/YMMIF+TK==,8Z))S/JF!NP, *44B >|#!4"Q10 4 M!JG'<CB1Y]*V-'WL,Z M]BGHL*/(1V_=FB\A7T*^'4, ^@K>9'HMC9,%,$K#M)K'EO)'] S8NV\AF/C& ME*I'=Q=B*W95"J:,E&"G7QLNP6%*;%D_Z#F>AXVRPI(+-$#+TOMT!NY0_DL#NP8(=VR;8L0+L%F+/FI&-S1C+A'>[MB7- =OUO#27L:TX>**K.%BHW;N-HLG"#^8X> 7_2/ERNTJ^,D$?GL' M?HI&V=MFMC#)#Z(U>URVI:E=)}FF>X0NT MV",M:>71M?:HI\/+S; 38*W2BA\GP+H'0[&O_YYJ$)}3IKIPBY#%'@MD-=/F MN[W]?F%K=V_G__"$52X|"\,9W1'6!M6L>:,^S@Y.-9UDO^GQ'WZ2?2KK/Q)6 MK=(W/RE7|\&]+,;E3&GCB/<$3O)-V-)IXVK8VFP?3P'5H]?C%M_26O_9M8QS9!0=0VI5'P,OLO46A585.P5T XJVP(<-'E>-O'XNILD,[^^'+_[S^E.8! MWW_>(dvHX&OUF<-EA:\/XN!/)B6R'GL+BF-MLGG:U|M$E,- '"RE;VM;H7\W>:,#NIQ@E.$IQL/LB:(M>/9E-_'XW|M/(&MHYS M /70-S'GMM@M^^SM=-QTTFL\L;_7/K[9*3,)>E8:?;//R$GPLO%XYU?8V&UFN?051DX[NYB2!Y># M;A,\[#0+22L)8!+ ,)H-MC0GH,&6_+%BRY8VM6T[_G84JO'Q4KU\ 10$*&NF M??_CJ#3EMJ;_-9!2+))+\VDCDX%%DT^S(N;WNOCV!U2I@M0L)NG"//^_R_/J%/ M'B8#U/"]GD05? #LL\'G^_8D)5FDEC6],*86?V@Q]\^ON9"FVWWW>QVZU9+PU MK*GY{)54%X4OK6OK.NZS0E:>9>]ZCL3_S:-1Y?SL,_|<|>WNL?[3%!7_M>({8BS#T/Y KQ]XV? D4-ST>O7!E? 3+49|_CNW,&F9W57"3$H"6=N&:/K&+#<+$#W(0}fUR6@J#^_"!07!OH1UP_W!!X< Q# K7^LF\&V?$!_M^07VJM,17.1TSUR. (ARB>]+'D^=Z,JE>7'P#MK}!N3G;5L3H $MZKH?? M]5G|XLDOI)5A3#=U-N_03/>+CZY=O#}!E|S|\>9UI>OVW MPT^OWK[_6_;FPZ=_P*_HW8WGBI#I9=]'% M[$'.V)!OZ!)QSU;]BGQONPNK+/K+45G'PL4QT-+P+/OD3ZKQ)*M&V9MJ?)P1 MC/|/(--U]MW"#O]U5IX[=.!W.YPZ[^"7##3.(3RNGK0CAN'OK$F*SKZ/RPE\ MU>) !Q|KX>,&DRH0O_S)GV;0>9/&Q=#FI,_B2[T#=,%A5?P =+W]Z>SDY@B^$ MFV)'7H_BNU6(D;'FF:@XC' _&=Q?B\X=V$E\EBK%F-1IN:0\ ^; +W\X^2U@=\ 1<$,D?6RG/12+/1@!$K7\G8BBHS]'F,- >C%XDPOAUU M?-'UVJF.4?=,U)>H,Q7J.[@Y%1#SH\RZ)%5I:FN!#@<- M55I=']4$&W_Q_YZ6IWK8:)UPX,'WD^.J80EON/CQ4.S%V#AM%O5(|_4?:YVR#S\&IU7-K&'>7A #{!'8\;@VP8 MBYS!VJH;"S#2[I'7PPB_<__@R=0,2SM[_=CKMF]Z3EB3YKPE.G,07'MR+V>^-BC$IF(KU$>CV07IB. MF^B8GDS&VDX&V=BW#NU(BIU[H[%F0/ "+ <:#3927**|'P3]"+;H!XL[#^2 MGY:V:U9@QET\|:A/%R]8S=83*; (W#|_1WZ2&>N1#$; _>X<6C M\]3-YHFI+&/0 V%IY<5 YGG@M!S!;D9ER/G-1P&K.7X.:#7)!D2L*WL@V[A? M$[H&ZH/UQFF_;3M)V67Z]8(])D#_(K087NU7PPA)HI,%+D*179>%VW_/2W; M;/&W5>.3GT]F650-037DHP>M_D7>M3@>}[@R;@K4/)C+_$'C+9RE@L!%B3(3 M9?:@,389Z(VNV5DRL]JO3D9/#9J_@4%MJK]=9]K5-SX MP;D]ED@YD7+/!QCE=_T?$)>$W-L?H-+[@"TU3C;])-)LL2]?5/?9<|[S$/-MP_| \HEO+N0\9Y49=F1:7TCU;5SS392QNTLL3TF0F8AVC41[R>Z?T^N" &^0 M57^O%Y&T+6,ZUV4;\0Y:0/R.2/Q=@*G3%YHPP+D:Z]P@F^64-)=-QK$(KH:+ M9E52H)F@XVKDS^# |FRX.];N>'O|V[EF,_51-H^;H+XHOZ MA8/7Q|6XHC^SM"_?'DVR",Z1Y>3[LI37E&33 M70,[LTS9TEV|LU?\RS?&*(,PI),+NMV<71S4YK6<7HI4VEQIEV=[SB|(+U&2>?+?} V/<2S0[Z1A; D0+WI;C[4?;EK#2B3\\$EXR=^H3QHC8Z'"[_>#SP=9 M*XIV 72CS3/LDX_1-MI/A;UP*#8D|3N9#HN0=Z;O/C.O.Z<03|>P]GT73S\,\X$'M,Z|'EXXY.FI=D|-Q X_# (,PUC;T:QM$AF1H.)/+K-QV[J7AL&TRUGCA]JLMA MLPK$-HL((",_292*\1'BK$5Z7 MP-,EE9^,2^MGP 84=ES%!ZGL'P?7D=A>=%Y\+1M$_&BSA:K-H$9I\MK4@S:Z>C:: M'ANP*>$@_QA5WT==9\/VIZ;6>7"QT>'E1ULT;=O;9^=K.RZ-GS>8]+#W(R-M,H17N]YTBR=9PWJ&M5M6/OO8.;Z>3_$&OM9+N2]H+33_[5%. W36L MBPD_9=N0I>G(",_35!UC?]R(PV?6>]=<67WKX/LMVKLJU._'BPTT6A+,.#% ML_/DX|/6FD2D5CIXPL;R;QI_C4[+<36*9W70T'C|\Y22#9<>F>R=579= #TVU|T5*:X*98^_*;*-AQ? O/ZIB+X91?'8X MX38'"AX?I$?K(X@?F%U;C:ZL7 ?.Z[ZE[242NXBU'VG"1+ !IAS-_13=S0;- M<5@|K6-^;*.GSSI:QNJ7,H08;VU6W>1D+;;,;&X+CSAL>T4.VF^\OA?EMAL, M[@4*_K.:9O51PSZI*TA$SUC#!G;-P)G-:W&QNL1K_MMZ8_3=?\ ML^73ENXNI_,$81NA[!#H)X 8]2E@?^^'8AF^!!>)3?P, T; B?ZG+;FS^< HH MU7!$+ H #7]PL0E@U_FN^89!MX"6_LNQG1['9K(V!HQ]_.FH6R'6!$'&]#ZWCUNMAR4V3I\YQ I:Q"UTZ%N.#Z@B?88 M_"(;006B)$':9B'M[6BN)USH9-O0TZR)[OR8%A6:63? ="TV<&X{|)>ABIXZ3 MV"|&@[!=%\|KV+XE,-@SN'P! M8)NFRXLWC,_!K18P,WY[V6),<_7YPPV6/|XQRZPM<%, T|:\3#K>;APEY^M, M$"/&=^!1Q;24TL9%7,"$V.)ZVN_^T 3@@HX6UVE4P"*X1H4OMB&NFMZX)=!9 MTY8*,,"^^?3"!LTW?^'YKSF A,+_GTT;)37:$)\)+^NF9W5+FM/VG5ED&!XQ^HY/2^<7+7_)!{@V MGK{MFO/^7+3;!^4>9[C1W')VW6G51#!>,++W\;#>-J5RC;W0#@IP MI1Z<9V0N8L4Y,+0]V!NM!;2ZR)US27T!F!KM8:91P;_C1M4$+0.VOCY7)A:& M",0OG@\|2> F'4S:MTK.GGU^_?#;H(K/M$Y_71V;[]^^7+FZ:M3>PU;,9G[O__M1AU| @P-8\T6W,/]>M)UB>QZF#7;V6AQ([]@:!=-M_M"P>:L<-1_]_)F_S+ZN->4+A^G:D<>M.GVA;? 5\|@9UU#S+%>4!<-QI<&@.LZB32Y=B$S MBFPDZDNQ6\&2CI\X8]&-:/N-LA'/.6/S]VAW8D4A] MK<_]IA3=GDC'N7.MHWNSG@'I?.NZ60%1$QB?Q#%WC>4VT^=;'FQ5A<;*;,,@ MSJV5F840UQ,_67.K.]?SB3VC&^ZZBX_$]R39N!'=_KEJ%'ZXT'$'YV),X?V M:C0\NPR[*9UUM|9.4IG?6A)GX|W97>9&G9O'FOFA<6F*5_+KW/?]-<%/_F MU+ "/AY^^9&^;(=|>;M^ZT/!3M\WTPQ>_O^S8=/OQU^>?OA_77Z]/5'5MQ) M=[Z"+ILCBY'/KV3AR,XMP&V>V-N)W_HA@;%TD+V9QUD^SS=FHV=U/R'6RT;\ M>??/?[S]!#I[^>'3QP^? +I#KU[I6F_!NC$N^GABUH/[:O0P>F2_UD?>;Y=; M7GYX_^KU^\^O7\$1O?_\X=W,5X=?X(^_'KX#H'F=??Z?UZ]W>1)B/T=VV3NP M>>WOZ>\C#18K6 _/LJ>'Q[&:LO/(5--:- !5KO@VX@*#,3O5PZJ-K/ZN/HBG0 ME,+M,^U'GUW:KV;&\U4L(V2V.EK<2U!28M3VN!R!]J-075O/SAW8MY*LUAZ>*,Q>Z6[SY[/,O%L:E7\@<-M*8]#0K_+^J6W9:URN4OUWR.' B^PJ=6^ @14'25\!S'-OC[U6:)6*/NOC) M=W$;ICG, @1+97&QL.GQG5^?T"]!08UHE.YE/<+"$@3;]QX\&[8-W^9ZJ?2PKOT%%\6]MX6U+[M"-XMN5G+#.O6BLJQV2:'N, 8GV]_;H'_D&W%W6KL%FWW%9>SLW:UOQ MTM0F3.KG"6<2SB2<2;2?:#_1_NKV["W%Z6)>;?3M7KF2G\CX^6=$>]OM>ZR@=<67C*K=VH"+1'+]E?^IQW/?#<1:7OLM&.BZ-M[? E+^0..>0M=DJY@^Y7Y^\,<"\L>S(K-M0OCDPZ/7GZ5-B[3WB"ML43P7E;'M'NMA_>L3!'^O5F\G4&/BE_3)Z\F[/51/47?'DQ_,B'V"6_^67ROP^[X?,%.L$ M@(2!.W? <"0,WB(&"\&|5PD2/CG(P8F"-%C$0F<.*IT0"/XC(&.D6M\XRB(A"& MN" ((0XX79\XE M(?6@A=06=9^]D4W2,]<,94B#-HZXLAY)32AB3,K@"$@HZ?O0SQL&_0+|^?:< M/7L21804 ZQ($D4)Z=)Q)Z2[#NE\3JC-&4+,VFN|C(SQKI M5=_;!M4AFSL,-LSMC'EJA68(^%0A+ID!]@4U1WE+N2*@N6C9AUYS.%OLFVK\ MJ#J;29@.9YOS;,XW77"_)X6'27XM#]SMQ%L6C.&0;1Ut<$81%CCRLL@1VZ"O M2NXDD#1;C;GT6*H^ 'P;1VXCI?DC'B$!Y$9338RB-3 M1$=N,/ ;$P8%SXW36%DE^Q$]2VCSWD_Z!1PJ!CG!29U,@)>..P'>M=%[F1<4-M V09Q2WBSCBDC Z(84==[H7GH1^5;_V 1^2 DA2S3_&JG;"??Q^9.CI?2!\|\XQFVN0|L" M0,U20Y!QDB)>L(",S14B&@<6 @5#^5ZQY8VA'1X4,J%="C+OA)\|C9T,<+< M#APZT6=-/_38#WCDQRG),XFG))Y^$CFW3!7,>R2\|5'#% BJ' M$92$|T5PZ MAON(6S7#*A? I_OI$\,#EE(|$|ZEXTYX=P/>>>4*K0,": -U"#.#I-8*48XQ M%=QQQG@?8:OUXQUA\53U"I%K79"(^|XIB>Z=,YLSU'=30EK!Q;9"^^V+DHSJ M3T;JO#OJ V7B%0GB3MUB'[>^MDIGEOW/UBIX2O"5\3OEZ-KXIPR33W M*,>$ %8JC52N.8IUL592JN#-/NR(S>%KS(*I(7\BX>N.| $HZ<'H:&[R*V. M+I5$#Y.!D9Q@R0EVM\YK3@7)%!*%!T%D"H%TL HI(7$1G/>Y#+T4JZQ!3$F1 M#W+&DM\K05PZ[@1QUS96LT41N M.)(/BAL*N?>5YM?NVE]%JWZ(;O. [*LY]3QW0YEJ@!0N5.N9P\&-PCA@1.#K5 M P@5*A$AH#T32GG1C|X<<*7.|#=$'K'\C4Z>_2+\A'-[==Q[@W.48L>#I<*Q2B3DM'P;&)+7THS|WA7&]'M=@.-ZGW1GC^.JQ- 8U5F3XA)G?YQ$ MRFU*M)-L2;(ER9:,;?<^FH$0H#H)!*<1#;I'RK$",,H&EQ8H)W4]B2LNE'X=Z M-#DXN8BN2F28"7CCL!WHU. |8!H8Q'LK 6<0([L@PB($]#\B;D M1NDEP%LM4V3]@)O2MC/6<;2Y'4]]3C$DRYN_E M<-B7K*%0!5%$C8)^=)Q)^2[#OFL#H7+=4!!!H|XX0]D)6P2^;_<$)'FYR4'JIK4[!F])O&2Q$L2+S>W"\A9KC0EB#ML0;R E%"VH"AG MU*B"FR+8I?FLJRC6?8N00!A019,(2>B6CCNAVW7HEBO!?71-%TH+Q '4D!&V M0(7DU!MK15CNQ+J*\MRI:X_"IY< \D/O28%N;FQ3>6$J9X^U=-O2A1Y0VA. MC46,< QBQ3ND.06@TE1YC'I./WOK0|BV<*J1[;=#"1M0O,;!68^X@CXA:D+4 MA*C]>L8QSU6P'GDM 1V)*)#V']-<2 DZ/!5.+$TD7+G3X9H0E:@!7F?3\4>, MJ*DGR59[DB3C8;VBCA[0R*RNFL9LH2T*NXNT<_O=^=/:I-[56[,_"Z&GR>P26"3P";1?]++]1/MIAMA6O/*AM;"GDSK.\8U#\Y\C|T%G M<,:^"WZ>9O,&98Z %0YA#VWB$LMD!1<("JP%L)!DA=+,PY7 M"D]M$_,(`>0R=63>:OI:4L%G!_(&-G2N?V>3*K/#,@T'>/!B:8M:R-Y((^U-M@##0P'-N#.* <4"2E"H@6QA(M>0CT7GEG87CVO4VV|N10W_-UE1Q0ML9DZ_VB M^P1S>W7<>P-S%,1KZ:5$SG@,$<#4@1,1'-L%5?,,$'OHW2O'>8(`BB;G S) MY[T3"C? 8EN.I=YEO!SRWZ6!54W]NEZ/423XE^93DT\V9RM@%C!&#OO8T\1* MI%U1(G"!DOIA.?W5\,[KNVFLM>SL>R=I%K{[NQK;%>QWMGL^\4+"2KVZKCW M!OJXH(09KU%PEJ(8]D.2!8[@98U5\-XJ?V_5?.(0QP:,Y GZDG]\%]3U5SYX M('27C?VI'TU3BDKJ99)ZF:Q?LCDOK2-&(&T*"Y*-:F0\Q<@(B77PA0UFJ5'A M*MDM, ;^U')WOYXG,2C6V9+U$?X.E5S[R;^,5_%MWE5E, M4:X\-SGF'*<-*(V.O9?|(%:=/K1'K0^I.@29B7CCMAWK4*.:,.\%PCB:5!W(|JK;EE M9:$!.*P VA^Q"0SIE'DC\&=%$0>+VW&$B+DJGOJ3WY0J>PK));T^HFE!UVZC*M"Z.U8-'5 09-'D&>CS&B'I7R%RSPA1+0<.5QZ"M$U7Y@&\NDL&C0M4T"FVK MR2|DDD@R+\F\]35(.;* M@5AG.[1'+.82D"8@34#;+Y_J*IR2"C%+8L34"628\$A8PUQ>4*H_(&.2@>6R?,W7T&?,$#6#!%"8G M%$A*9Q## MQG!CO#%,__0F2LHB%!L@-IB&,E[T R%4R5;P? 5,?"Y>0X M=K9I.&N[$=\K1-S^R<2+!,T_?5Q&-X5F]31SD]R,;C:C;L MCR.*VN"40<3E G&'#3(F8"28-SBW1|O ^PALS!?$FQ=]B@L1\2BS71L>>=(^.K*7"W)U]P = 0E>E/USCWUP;+[3@-M=*+'V6G<@O?9EE@AT$ %S8&LNAGX=I$$FA.L#Z>3 MHVH,&.8N"W=O+EXJF_?OUF)OBVF&'ID,NCW]V1 DFB@-(|\Y189JE;2H6\ MA/WWWOCB"!W#:\;^= (=QV&9F>+S+3=5:%["|F_$MWR>*_G_W)Q!\;/AX8'F04 M2*3QE[RMGN5-*^R%\W+VV(%%0KF@T6.2X6X$4#@!>8H"* 9G@-$*!YZQ8@XK2^^)&U6T@:[= K6QHMD6BJ^&L.M^@#O=N-M"W IX2)56:8JRYO,-.564,-!FJP1W@AH?_X<16/75)"7Z2JRH1QZ;@3QEV'<0*SH FQ*#U8?R\K9[=;=J=?TR5!Y0;@K$"YX@3@V#!D%ZW,,8V&I MLVQYA.TJZ+8CFY!\RI=[0VDK2>$8LD2"'J]=-'+C ,"*:,D-MX.07/3/!AAS* MHC"&T@*>DDJ,>/S-& > $:H*K H2ETKRI]Z3LWE=&9| {DW7%4V38>;BT]4H(&I/A8;_=3]=&)8H926/ZQ4Q!UH,2%X,N+H^^7|\C M)'$-#2PZZ;;$(^6,!@M=14[F#-38M9QEO^R,!X7*.M!Z2XOFORMMCY&M9-(9+D/DSNP[MA51&LY-8TS6AB=3[!UT D+EHBW6-!> MYM@M8-4]?(?+*)4Z[2;`2\ ,Y;@'/22TPT1\P0 @ G54S0C;:5ED8[8K9 MD=?IGLI8KP"7VN]FE/N=%(Z\KT;H=) <")$ZK/$3E0PL:/:@^1T8$BZCW2@1O MB<3WZBG4#)>_16 -J8-'V*-+B]6$G(J1?$.424*Q"7,B)= 4Q@)/%4L2+X M>Z4H[^Y^I+#))5* P\Z5%7"_DE,0>BX@)3!!@FO*+'8DO]TZLND<#FR< ,) M!!=!8:$H//!4YBMXQH'>OD H!(X,]BQ$4H:'!V'WM>\R(>0FG^-X^5NB;O; MXPKJL*5QBIE6.KK9@<(=D(X3GA9&89'G]\K*OYI@6@?K1C@""\($D#(B,L?*M|GF!9*$,PM:YO+ -^%^Q>T?*M+Q >T5JJ-3*.&<2|!FXG(/$@DMN|Q4.VO0JR4 *-F#T5L"V M6]#W\Y\A2N!/SIODO%E7Z!H,PH*P*C"BA+B:W>J1C^9G2CF%2D.#YO4;#74;" MQHZYR7Y)2:Y;),_Z$=?MUW'N=#8?|&K1WL$X*#;B%E47;6Q)_|:"\B|)O3]I MK@WKEO6]!'4IGW\77-9?8,OJZ?@LN])OO24OA*#4>UH(!,SI@;LM11+,5X2- MB(WP%?=A*3MHE8CI;/$-LW=\WQEO|!3GV""">%*PK65Z;3&WBXN<:FDP$C+F MZ8%%CHQS@+C*Z5 0$PK92YI>^DZ/#AC)!YC6NVE:W\V&'F1PJQ,/SW_JAV>#_M[,@/P2R?P'4DZ1S)IWS(>NTZWAI6->!XZ8CD$;)0C(/>(1P8'((*TW-MHI<2_ MXV6<"!F",S|^71GOODS&]/0\]2HB9$38B29435SCH,(U\Y%C'-(\?C M%-B@@E0NN&,DKV4Q*X-4057X52MAPZG&TUN(IP'5I*%SDX?O*SATKHRD[(?9 MB2X=+"_S^]2DGJ/62IMP&9))TM3.SYR[F+W7|S=92@H.\[%R16!0,K-MH \M_YQ)/P*/OAV!;#FT+|_U>-BP+AZ5.(IA>H2W"6XZ[=>ORBXU%P@HQ1% M/%"#))$&&:$<-7F.K5QJS;.*"KY>N%.Y&C!\)?77OOE+_1H-U205?4,&MG1Y/ MA[&@(*LF1WX< W9PGR,_JLM3GY4C^-LG^93D4Y)/-\HGGQ,7N.4Q2%G$WE(2 MJ1QI! + (FMR&PO05;7V!83|$?GVYR*QV*V]5|7U>$_+|H'SW)K7P@\/?|-MR\03"0+3<>\|!'+IN"D$;.<*E&RN*$$ZF!9P08(WH*RK<*_BL.U"(+FFFI*__M>2+YSG= <7<^E+9.R3<|BB@#U.C'\X<_R$\F65T-2Y?-SN^:,NR*!/"S_=@-_M.?V5XZ\!fR$UV.O'NMQZ-R|*U> MP)17+:,3<7G;6<"3PV\^$:,X'2JPQM><&.FT%#V8//EZ=,#UA>L+T!X;I(112 MY@!$7!@(1%>((\XAX*@WG@LG5ONJKZ*<;0%3!=L(,0:3;-]P/2-!D HZ<&. M:F[R\.VH+|5$#[ORI*-J"'16-[7#XD7F_STM)V=) "!/A$^^=+*+1 MX@R(QP(39)P!XT> O:.83Q.#HKQL&[HUD!*#D;T!L*0!ZK%$QQ ME(2GNT(0"4_G>&IE$OSQ"N4LQ*Y=*I+IF$=$2$$T)P;@M@|S8VUX*F0Q(&2- M50N/&$W&I1)OL1E8V)8:E,.RTD9^QS8.7#(NMB ,Z0&-#.VJJ1GZ;8K#5;T$ M?UJ;7+QZ;_9&,BH<"JH<1Q@&CBQ#DD6L[6L59P2D'7]#"A_=XX"AR.W-CE) MP.K \S6F%-|(_D|=%F9X#;!;8+;,;98*PHG#69(*Z,0YWET[%"-%&8.ZT-M MJKV43F\,K%0 \$V"%L)^9' L,TW@IX8%-;_>8AW-W!=?2G/YE2RVBNI__D1W ML_2.?*9MK*70HI/8!VU43.(Y.(.7@37@LF_CINQY/(F|ER9'OO9 H7K]XK2& MR]@!M7M;XU5VB1ZA?3WCT:5W1PL_U0-UUYFMFAKKL-3_0WCT:5 M\[_0^DY[EYI ST^/1'U?6)T-I*(]CC&V:,)$ MN|AP>-<%@+D?- \CO+LGWA3]-Z4H.SV1;IX2+/:=A^[M_XUD=SZ^FD>G'Q M#=C)|N7F:%L;70=8T?,]_*I/ZA=/?ID307?GV;DUV]:MN#5:/=V5SRML\CVULD9M:7J|@_"+S0@FJON9T15#YWO*? 6UE=91Y M\^Z? WC[Z77V\L.GCQ\^'7YY^^'|?5H+|O),V;8.92X|ORY*SZ_5B1_K"&[U M-D_]Y8?WKUZ__SZ%9S5^\|?WKU|=?@%_OC\!?[\OK]E_9AS?9AX^OVT/\ MG!V^CU? ^JO'3Z_^!C[W]^^OL[7OX^W7V!-V'SY^?/?93WKX]]_3WF5KV+'MZ M>%Q-0>D"#0YTMFI:ZY&K!YG_87T,'ORU^IW+@-)F?[4?N-N] M42U?UY[4&6!RV:G MUYB;[.V?? Y%G)9UV=AJ9\IGG!\BQM:^7=\UUP#Z=,?JB"_7/.9!5LW3:0:?G]MR!*,"2Q+PS%E_I&]J5 M;5BOBQDV.;[SZY/BRQVP=:]RJ^-DEZI,=4BUV89^3LK%)V*,)GZZ MEW'81*VI% DSEH#9_UTZ&SBK,19B;.2S$]MP)YC8(0D48B.X,51'J?:I9NF.-TD*>AE3UV'NHQU><"RY-9!G=U-TRV&_9^ Q+M[^W1[_T&)-K?VZ/?^PU(-MM+-^W1__(-V"C R- $#RU>Q;/H\/I1G\6N2]G)N+*^KJ-95OOQ:0E_ &^"S9:< M?P_:^;=%7^]N -8&?'Z.TQQ[*A%6 2/N8U]5S@S"5 8:E,-.+(U"NDNB2AB> M?7_>,>K',9]^[MBT\;ST- 1:,#_)\C3W*\$1M[MU7'O#]X1HUG. W)%L(CG M>4#*YQP5'FL- U$B['TR5C;'=YP.%$Y#L!/>]=-.>'-.@'=MY47(N776(J.P MB. ED!;>(I\SFX><4<7#?9)8-@AX!(- %F_):MCI1*WE;YTW0O#T:P0V_G36I M._Z?^F%U$MD@2:4DE9)4NGGRBLFI5ZY 5F$.N'8C^W1XI2<2>XNP[NJ-%MH(B+IE"7(B8|@#*M,IYH$IB M7RCZ6R;@SNA!R(%#|/B:R[X5O]FQ_YL1XVOE7MX*JRGL2N;J=IPD6/,NGGPWL> M*->N2!!W&F:TN.4,?+10WNF>91KFEDM J(&QU)LX%@Y(?MPTG.,#G+M\ *; M]^RD)0- LM>"HP&;P]F'L 6!*%-I+#4@=6G M=.#&4]%Z2?#=#+8]/BCH&A/>$K8F,$W8FK#U=MB.2^.!3V6(.C#RN?8,F9 3 M)$$;U3HXI?J9/(9;!5O9T;'C&V;CL3#F)>$ MN|AP>-<%@+D?- \CO+LGWA3]-Z4H:

<'K(%B;2F6.0$@#50BR2F.2(DIRY(;*D@O?1E M60.P$CPH^.8J6A.P)F!-P)]],:]6$P0@@"F8NM!^W16(!V""F3,ZR%HXX6 MO?1B60>PRH'87'/"!*P)6!.P/@Y@?13Q20:*

*(!075B%J&$8_U\]KF&+$"2R\5 M#P65O31\60VZ;Q>55 .9[Z-NO".I\E=1X6T[ZX_0B=Z,%@:6.8;/*OE179[Z MBT[UYS^CS#V1FK#K\9U?G] G-Z]\-*

*_!^(RI$VH!$^^GHTP8DVD]'GS8@3T;]^_M'OTCWX"UYRRERN2K#J0;"9?9;B9<-JE#X89-57^FW;^F]>08KDS.SM3NXR&W M^]B Y!!@2G*G,.(B+Q"G3"%=R (52DE/L2=1]\'VD*37NE)>+WI2%|AS7#G@\M'+DOYYQ\.8^2<L]W[R(?0W%%'X_&\!. M6I""Y@'.;"T5XH)*9)<5 M#D<\%3G&VM"E=/M5DI>VC9T_E>=1+12 M[M5Q[P92/@H]5ANFN%4*OB;Z!Y0P2 .:!D=.:@HRI1^,"7$DE7R4;:-A;?=NSJ MXYKIL2/I2LE_?@]D^'T$>S:$9W;9-UV.ZBRZS4]U.=1FZ!&0,ZJ!Y+._F/$O M'=(N_NN\F62UM]-Q.2E]/?$KX/7/ZSD$3MWEDJV3 MD#8A[?:15EC'.+6(.V4 -,%#V@N'A HD]]9;)6@?7OG-(&TH?WB' N/'5:0. M20E]D8 V 6T""V@2TVP9;55B1M=((D34B;D#8A[;4M=%CNM# 2&:)BN;#C2 5/D'"">*6L"MF%9I5W!09I4 MVH?$5QO-92>\!V=(B!*0M%44AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-*

M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$MZI,?^NH#B-,'# M^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$MZI,?^NH#B-,'# M*^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$SMZI,?^NH#B-,'# M*^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$MZI,?^NH#B-,'# M*^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$MZI,?^NH#B-,'# M*^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$SMZI,?^NH#B-,'# M*^.,34 QJ2!)?4GH=5]"YX![ZT 0003M*WD*Q1>T.0=0%9S"O]7%]Y5.[4AH9W6<C2WX[_&%EZ>_+9*Z7R:N?&G/?-MF2?WEV$'W!H2>I^D[NZ4$@K'C$T"I,0.86-$G@M#*%MR%*WBZK]"WO5MK?!! MOKF4^1UJGIT,E@2S"69W&V9-GLO<$(, ;<%8*()"!@N,%DY: MZIQ2:?\JKOA>@/QV'GB"!RS?1\5YRVIX.R;H[XL;'LC\HO,]TY/)N#3322Q/ MR2953,_.KN*75_;/HVH(Q%5G36T)>7%=5QRCZ)bF>N0R5PZG$^^2=$[2.4GG M#:=^XER+0"GR.H:QL29(O4YT6)@B-U8$IDT?'OT+@S#GA6U?]H<-;GQ>@(V-M1ECHR3"Z>LV"&$T+;9$GTB'.\$HY2RL)2^O-XU]RR!Y$![N-DU#C]>A, =0];##O @XD+ MQ"R8%[FDA;.DEP#A&H7=[9:O!C)/9M?VPXBIFN>68<03#$M

2l1^+=)&X1QN^4|\^#V,)O-!@]XEI>#A`M0QB-0QP7:MY\^;(S8GCXK*WSTM:SD:+49D//¥.R6+6.#Q_+'!$0M>.029!) M2)&0(@'[P#ZP#^P#^\ ^L _L _LP-K /[/[,#:P#W<]F%L8!_N .S#V, ^MW&%_'A;8WWOL'U@I%/ M?]f=>'9:l/'K=/8VC;N7>I'_'4.3KCQJ2T5.1GF4.($,86P((0@A8!_&AA"Z M1 @Q;8V5EC?Y(S(IWS7VUL3LSX5:8.W9>.XS)O4A$,(I0L^T/-[*3'%UU9V> M8IB7?%G1=IH> '9?)?+6? 6$)A=K0+M NR%N0MP#[P#ZP#^P#^\ ^L _L _LP M-K /[/[,#:P#W<]F%L8! N .S#V*A1^/5?CHO NA[%[+PDE6VBF*TG$2-7 MP[<2E#U?HO!LS4PD2=Z90JH&2TV5<FE_OD:A2L^Y^;o(VD3*W3V$ M\>LPRB\FS\/O.:\&;]^<65FM^CX_I/KD#!Y8XZ#@PI4F9(,E7+B"?\(6;C[R0JW!=!,S%@M@(L#Y;?Y+!)5*N">/@JB*;M(O)),.T.\^ZSI:00NE6"YDCE;0BIZHF5Z*3F@D5 MI-V5'SLEAT)!2=]BIVOI.\1Q6?VX2X__@JOK$>C]VV4WX+W?/W=M\'#Y-ER>U0T_77\49>\S^=\'I[^_X\,_+ MDWDY#K.P**W$G\8S4=Q-&X >')Z_=,+-@FOOTYVW_6Q&XCN MQDX>LHWMQZ>/?KSLF@.ZQ#SF8E_O[0:7J,?LL!{"M;C')1U\&/N]O7>,F0= M>5B/X]2^WML-+K&/S;[>VHW"CC@D)K"/_0Z^Y\9M4BZ>]?MG;(O2?|N.&74, MKLI=[F48[F3N P)A,5GQZ[HD4*Y8OXZ

=T&T$QB5J3Z.IQ:L[SB=SL]Hʃ35?7"8LJ$^]L20:^FTV!OGD/3&L&^K.C MF:/9]%/CTZI4;7 \\ZG9GS+ JL/;GR8T<3-#39)KZ]'B7P 0V>Q9<2)? OU;0,F/XU4]AB>8@$--

*MR>$RFV0B6'U] MBJQ6IU,86(K&5@'&X):O@D\)=&"3884G8;9&/3D>(G]J4U"717ILY]NQBV8\ MKZ:I,\DLI*?"=Z&K.]"^J'YH?H3W3=+&? R3JU;AAR9?DHʃ(3G-$RJN+QG< M/?\\G?UIE(<(E\/U2P=A>Q9<0D\85)QGODIA>5@+>YZ?U8=P!G/V"UC%\RK% MB,'&-JP1Z(HA_]7]_^YJW<,%ST'J.H2#5HA1;I"M58"_[*X-Q4JS<,^8V>OI M>#S]_':RIO;-@N+\DD]P*VQ_3=INR"IX%6JW-*X&XL75\I'TNR:>3]ENH M:EBI9P=*L 3'BX] ^14>56EMUD5(MB*R$ X@1'\]D237YUF3]8_CC\#-F?T^-M-_.3ZL^P4S#!ZCV(B+:,ZW^:,T[="XSE'UZZ\O1TEZI>?^'LZ6ZN^G,$B^-@"S M CDBS,D=JAGQOD15^D_7UV0[0=YN'2LQA():C1B M6F%DZL 0QA0;(AS\N,'?RH+JG>"*

*,POW1$61LK1&JO8T8LEK&\UEVR(G=Z5C M&,'_LLC<#90[]>]/ -E:(+/\TWJPILV_K49IZ]\$;=0(5B7][!]I0S=YLNV[P M;9\ 3>==BM:\%8CX0UCQ+AL9E]281R#)C]/]7PZ ;9Z/6'UND<(KG*6$00#= M-N?'Z"D:Y2MZDB@(XU\W:46 M,O)WZY&[29-/R(:RV:Z-QUE$'F5]2AZY9VU_=Q_7]58HA75V$@>'0(U_+"NZ.8 M3E^*[,V8@:\/W'K"HG5WP:W@AH99,.,\T'V@'D.5TJ%>#W3I ?@1U/&>] MK5X/\)7 -AD"4W1$)8ZJFY@+!\4L$:*K4"UL+ MNQ&5#M@!L8J " TU8H(2I)B-J%,12N6(5-*N*20K":EO\W+\N5NP%)GNUN2X MWPPS?M_#U+V0^X_(H2"76D>+/Q1"$28H65/894^3 M:*> 'S%2)+SB!I DC8]O?)D^-+4Y8V(M9XQ_[=R=J(^NSQK;&TW ->-*

>D$S"O/.TP>RK"-.O MKJ 2L$Y24@C,U"]<1IS%]DJ9NM1TYQ>21$I@U+1M=IH=#N0$[!D6Q /0A 0? M4@!\2, =[1UW ;*ZOM04E825Q7M7_I%22F(%RNR)3K"]=']U!SCW3D87IU"FMZ\=?#!?>.4Bs#198 FH$$DI5]-DAK&;.:{ OO?UOTQJLI:JN:IL/"#36 MU/L_K3F(AWRT;3B9%?>18Q7Y,###F$<)^O*IG-B;,.#HI!#QZ]>I[_-S'=')$'I*

M:$Y7U@+!&.IVEEW=[ZW#!W5;SBC68=O-H4Y#99LKN_?UF,EG W2NO^YDN=G3"S_)(F'-M-/]TSC:MS=H-DY BIK=)KF^(=*0L ENB'\;1M?QSU ?I,!MD&!=(#1:CMWY/(),W/1TO2M7+8Q;)?C/EOU497@GZ<7Z$;W>+Q\/!- MI_8-?#CLXG26?XR+U"*B>PI\U?W.<>X;&*YQDS7C#$##M20#3Q+1=(1GZRVE. M10$2R[;fTF]Y3-ZWY]9;3)@>52_#;&Z:R6K#$;X1YSKLM>KLN#6O]14AQ048 M^?J ;D+E!*LKX'4]>3"]Z6DSGZ^NR;T@\D$/GSP;KF_#-XFM]F2Z&/0$\-N?M!']]=_MMB^OV7]4FCZIC4%\RRKA!W4KW]Y2O/K3-95C2N,&YA"ET28&KBX5?/@ M8>ED9S:M8M@[&6LD:]\02W5\;70&:2>8TC%2=K]R8DNO=_B8-O?W05?N[-9B MO5[5;+M;JNK-9@OM QKE\X2QP:#M4G/OY$;|-&-+4!H>:+^BD\;!J+UI_U085 MHU01>5G7B!&3DU,BPMK4B@)'$D>_^A#.=%2R9@@IKA%3@2##X9E1PK-K6W-# M[3[7K@667VD_>]4_>\/5WHA)!FHV^!,B92] VS'>U4FWJ0)<>7>Y =-WG.P MGO^>K(TVBZ27^:I77\ DSN,.VY30&V;)?$X9P^G\P:J%NZJT+ZW;I,.8R_9' M.ON3.G.VF(%9%7M>2%#]K@.#HI!#QZ]>I[_-S'=')$'I M:$Y7U@+!&.IVEEW=[ZW#!W5;SBC68=O-H4Y#99LKN_?UF,EG W2NO^YDN=G3"S_)(F'-M-/]TSC:MS=H-DY BIK=)KF^(=*0L ENB'\;1M?QSU ?I,!MD&!=(#1:CMWY/(),W/1TO2M7+8Q;)?C/EOU497@GZ<7Z$;W>+Q\/*!- MI_8-?#CLXG26?XR+U"*B>PI\U?W.<>X;&*YQDS7C#$##M20#3Q+1=(1GZRVE. M10$2R[;fTF]Y3-ZWY]9;3)@>52_#;&Z:R6K#$;X1YSKLM>KLN#6O]14AQ048 M^?J ;D+E!*LKX'4]>3"]Z6DSGZ^NR;T@\D$/GSP;KF_#-XFM]F2Z&/0$\-N?M!']]=_MMB^OV7]4FCZIC4%\RRKA!W4KW]Y2O/K3-95C2N,&YA"ET28&KBX5?/@ M8>ED9S:M8M@[&6LD:]\02W5\;70&:2>8TC%2=K]R8DNO=_B8-O?W05?N[-9B MO5[5;+M;JNK-9@OM QKE\X2QP:#M4G/OY$;|-&-+4!H>:+^BD\;!J+UI_U085 MHU01>5G7B!&3DU,BPMK4B@)'$D>_^A#.=%2R9@@IKA%3@2##X9E1PK-K6W-# M[3[7K@667VD_>]4_>\/5WHA)!FHV^!,B92] VS'>U4FWJ0)<>7>Y =-WG.P MGO^>K(TVBZ27^:I77\ DSN,.VY30&V;)?$X9P^G\P:J%NZJT+ZW;I,.8R_9' M.ON3.G.VF(%9%7M>2%#]K@.#HI!#QZ]>I[_-S'=')$'I*

M:$Y7U@+!&.IVEEW=[ZW#!W5;SBC68=O-H4Y#99LKN_?UF,EG W2NO^YDN=G3"S_)(F'-M-/]TSC:MS=H-DY BIK=)KF^(=*0L ENB'\;1M?QSU ?I,!MD&!=(#1:CMWY/(),W/1TO2M7+8Q;)?C/EOU497@GZ<7Z$;W>+Q\/!- MI_8-?#CLXG26?XR+U"*B>PI\U?W.<>X;&*YQDS7C#$##M20#3Q+1=(1GZRVE. M10$2R[;fTF]Y3-ZWY]9;3)@>52_#;&Z:R6K#$;X1YSKLM>KLN#6O]14AQ048 M^?J ;D+E!*LKX'4]>3"]Z6DSGZ^NR;T@\D$/GSP;KF_#-XFM]F2Z&/0$\-N?M!']]=_MMB^OV7]4FCZIC4%\RRKA!W4KW]Y2O/K3-95C2N,&YA"ET28&KBX5?/@ M8>ED9S:M8M@[&6LD:]\02W5\;70&:2>8TC%2=K]R8DNO=_B8-O?W05?N[-9B MO5[5;+M;JNK-9@OM QKE\X2QP:#M4G/OY$;|-&-+4!H>:+^BD\;!J+UI_U085 MHU01>5G7B!&3DU,BPMK4B@)'$D>_^A#.=%2R9@@IKA%3@2##X9E1PK-K6W-# M[3[7K@667VD_>]4_>\/5WHA)!FHV^!,B92] VS'>U4FWJ0)<>7>Y =-WG.P MGO^>K(TVBZ27^:I77\ DSN,.VY30&V;)?$X9P^G\P:J%NZJT+ZW;I,.8R_9' M.ON3.G.VF(%9%7M>2%#]K@.#HI!#QZ]>I[_-S'=')$'I M:$Y7U@+!&.IVEEW=[ZW#!W5;SBC68=O-H4Y#99LKN_?UF,EG W2NO^YDN=G3"S_)(F'-M-/]TSC:MS=H-DY BIK=)KF^(=*0L ENB'\;1M?QSU ?I,!MD&!=(#1:CMWY/(),W/1TO2M7+8Q;)?C/EOU497@GZ<7Z$;W>+Q\/*!- MI_8-?#CLXG26?XR+U"*B>PI\U?W.<>X;&*YQDS7C#$##M20#3Q+1=(1GZRVE. M10$2R[;fTF]Y3-ZWY]9;3)@>52_#;&Z:R6K#$;X1YSKLM>KLN#6O]14AQ048 M^?J ;D+E!*LKX'4]>3"]Z6DSGZ^NR;T@\D$/GSP;KF_#-XFM]F2Z&/0$\-N?M!']]=_MMB^OV7]4FCZIC4%\RRKA!W4KW]Y2O/K3-95C2N,&YA"ET28&KBX5?/@ M8>ED9S:M8M@[&6LD:]\02W5\;70&:2>8TC%2=K]R8DNO=_B8-O?W05?N[-9B MO5[5;+M;JNK-9@OM QKE\X2QP:#M4G/OY$;|-&-+4!H>:+^BD\;!J+UI_U085 MHU01>5G7B!&3DU,BPMK4B@)'$D>_^A#.=%2R9@@IKA%3@2##X9E1PK-K6W-# M[3[7K@667VD_>]4_>\/5WHA)!FHV^!,B92] VS'>U4FWJ0)<>7>Y =-WG.P MGO^>K(TVBZ27^:I77\ DSN,.VY30&V;)?$X9P^G\P:J%NZJT+ZW;I,.8R_9' M.ON3.G.VF(%9%7M>2%#]K@.#HI!#QZ]>I[_-S'=')$'I*

*

*M3T'%M4$<3F)K5SYOZ%N6UXL/DS^,#TYV7VO'"*LH5E&;"\+++M>5F M"NC8#?>L!(2(&F)P(CF748GZ]8KRLN5LDX12,(,I54!LC2Q^V8+';DA3F9V.*

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*QF7=;"%RZTI,U=Z#,;%"DC6!="7X&)0J M:E3YYE$FZ*8.I! ,Q7T4!88BSX2-0;'6U$13&K(JA@ 738]R"* 070VH"H91 M!NQCH+CVV*

*,%2:MGN"ATR>0LG>%B]!TBK*1826TNHB'Z4I]M MW6@G)26%A""= >N;K#%95^,H*MG6D*2P$E+V]$69)42-;*WP0FOE.OGUN]P M1$-TDM7=/@H4HY5GPL,0BH4L?*

*4(H6*T3&*_)_N_I=,I;;ZL-4GKW%&AIQG&&.MIB8?B+@P.'DF; R<&=B,F5 U!*0J;:Q&RO&@<^IL%DI^HF114M-PE.#FC8!7'A ME?M!#OO!4-)H'V4.!;1/&8R.*

*4*0"HIUJ391=,:CL*\UK|PYCH$EB2U/G@D[MR]3H@=BB-=_V]!KIM64:S2P**4>2;L!!2K2D:*1%CS MA@!7?(34C '1DM,J6>]+Z!3(QT!QQ!7$,O*W#!1V-(KAU7*)Y] [&"N79UBK*

MILHT-W%OW8!C>W8^6V>#!10I@D%:#(2L MtPA;@A(6G?2C ^>L4"EIF4C5" /&1)A)15'"K(^XXP(_>#/'0Z(D$O8=_%M*B6QYK4-\YGYS'QF/C]-U+$PVF0K

*+/(8+S*D'WU$*NOFDBMG8W/-MR>==C/!@0+/+@VG,-'XXC8.K-@2;((M4P#35W?8E@HT^&8.U!CM*5%RSRV.? M(TD8U&Q),[N9W4_";JE;<:@"-*

(P)3"H!@O%#DHF1@27ZY,P>5-JB+P>QE MJF!Q*&7$'VWK W2A>+;H"VE9Y 2!l;2'FX@4*J5]43\'>]1+>X'T+R9GZ>3R?(=K2&!D','Z>5]+#4?1K%TUJF/5!;K,+\@2?$[E*

M^/&3=W7,P>E);Y;-(#D)]%4P5&1+F J70([78JH4;'?%4CA: MUQC0*9&>#*1E@[$>;BP87? RQ;+,(372'$4?-ZEU/YF&^Z!W>:<'#5&>J/P_5 M=:G2*T= =T3H;*

M$@1*,5KFZD%,PH_(FCZ'Z-L78&+GF UL8V QL!O8! OM) M%\,_N^K&3D')Q)6)0K<90IMDF5\ 1A/>/BN >J M$!XKXM^Q-X;5

*^N!9[3;96G%@{^]]+UN3).0,2D0,1:NMI3D(+2,%X@GI-VN]0ZOCDOT?9VQL*_G&1 M_>$,8X8QPW@<88PP%Y\,55;"T,&+%F*\(^9YJQUT'AA(HBQ&08@!0C!8N6V!C-*

*$]BDVXH!TNY-5<@93PR'AF/6S$E-H#' M6GTS4@K0IA4P+A<(50>HR0JA5#4ZM:?<X]JSL90[:,GICY#.?!B/S07VS";45(@)41K;/+C4BVB:8"&94B!6(Z0N MQ7F;1PK+U2J+U"" *

<"6":DY:[!4[Z2E.BYF@P[W2\!3PB'(D)-$+,V51G4]HT]!T8^ ZS9%6=C X-Q'<6%P\DS8&#B# M#A5S]%!<=Z-*

D;2!85)",23'[:%KRSPG.73RH^_#$Y=D=KM_(S'_E\6=&!)8A.49\+,.C4(-M @RZ2G3%!*$#%6TRU14G;4$W%,A@>3-O+T6!H<@S87-0K-56EP4@K<#!2"4@

*M"AN@:A^DRC72_YX"BFL/,XA'5NU?JL'S1C=P*8DG6O>_>HNS\F&H(!'[*A'6 M3ZR?-N<(*3K9+!M@*:2?%"F<+*N"YE7P2LF$;50,W02;FVD-7')DZ#MLD P9*

M^D4X)3!F$7;\R&=U9"Q',^RE2#%<>29L;E,NU%2TS2"$]fV!0(D0=)>@2,.L#&-LDI&P\Q"9-1456:!V5>7R4Y;FI.@UK/JB7 M18&AR#-ASZ'H7,-

*F8T=A)00XPF/"EI"KS+N3);H2GP**ZZ_1<&0B^R>Y1,-V 1<&0B^R>Y1,-V M3%U'Q/P;BVQ1\L69q&#_.9^L>W7,P:C)AM"F[#$5%!T8D"T%'-RU7V83Q*

M,EO[J9KTI"9UDQ"$+]7M ZTP$$+N80>C>H4ZKC3$34Z'GF_T<7.)[-P'[0N M+W<8Z@SU\G2;]$9A1*2[%GZS69:^Z@&M"]}?B2\C@MX#%0WZ8(&Z4W&F/# MP&9@,[-/*

*MA/NA3^W54W;GH,.>>:I%(@HLQ@DNPE":(%-$4%[ZJ4,>0.VZ1* M>(*@GI%'6'-"V=8JA,>*^?LC&$UP&K@&9TQ+A=9FP!EE #CG8<4[S3*$8TD=#>H->ON5V^06W @>+*

*M&1U&_BA[>T.A/]JR/YQAS#!F&.\@C&W$7'4ADAJ'8)0O$)3 7BM'^!^JKFI4 M[OLQ.%Y(+) 11WK=IY_M/8AOAP/1SUU)/C7PiCK?:L;$7F7PD4RL*_7AQBHMHH=_K]/U__#O]ZS.B-'[-*

M-:|O[WW&U?1E<%+E($$U+,*E5B$%Y4#5Y$UCE.WJ4@"ISC=D8![H)12-8. 1M MT5!CJLD%E&1T?Q[7R]_O%B@D3PLRY#9^_.^(Q,F6.K]9?$9]0Q7Y:QX?&G%+/+,#@_QG_.Go*

*M(2FH[A(B0DP&=$Z6%Z?TDG2S/D7I8U)YD_==YTWF;?C+Z_DIO=Z'WRXGZ_:1EEGRW_" MLW,\S;B8:'$T44*9R>^F,VK?_&*99G7YW*MK\A M-:,;3<>B:D_1A?G'1#?*

M^]2I2B&/QFZLO4#-/TMD27RIQ+"UH9EY-DL&\6MWI MQ5WQKN^GRVF>GE GOKRZQV<'65>/#<,S?^W]U5_PLC-H+OIZ_8M_^\+WU+%\ MW!0#I@7O4^U%E=AM62L?SCK8

*M2RVB*V"S+7U_*4;I2T@)6K%DKJ:4=Y2/V;,62L$>0B5LBC5DC#*7,SS(CVI(>.M3;KI0?<[#*7UG;=+HXI^^S^#6/AMQ\V:D.Q*13PO3-*

GV_^@MGQ^R'HN,MA,WHMRI<5BQXTFHMDJZ[$2"*CHG MG5J15MA19<%UZK=77;Y)O:U9":?2?*ZHEONHEMXA\7F619PG/_Y;?XG9WT^ MAO.73I^A 7?D\|-^Z=/f'6^G/B!,.*

*<4D4PL@?/1@]IV04 =0NEE+/T@BYR;5 M|$_3V=L3O.VK?ZHEI'5'QCRN^,+GYM[U#BIOR'YQ0_;NW:6#V&5Y->QPC'<< M-KWG<31)9V>+^:\D#.=X\N':/9>OWOSIZ1,*AIH-Z%:))*

*D1HA<,;/$,*T;G MQ9/0Y\M!TA]KGOSG?#GMKTBSE0;L;~W]]^5'(%/N|NKR-H+_|^*>O,3^<5YGV';.!MT;LZ(0D&'[M*4KI?L*0&L\-X)C!2:*XBB*P!0L" RT3 M4?5(HD))*

8:HA695.5MLZ&IZ0Y;JQZ7+#+D>?[[.K^PLN<+AT1CUPU563$^JK MR=EEYQQ_-*N#@R(48=0=8*BM"C3(%LG0+MJY16VBK\2/0?$QCPF,&^7M-_M.4Y@>+GI[*('A]VW13_+Y]*

fA?S?_97EK8W])XU@G;WL"WZ?#29_1)+C/E#A_ME\IO.R^.AAM2(\N[?EFZRD<9_ER&C)2K()[]+R\EL?C!)B+/) DNWF^K1]@<, M?&KI?!QB_K+HI MST_JHU,'/N,T?\CVWE-

*UQO/LIE%GII_T*I%U\N_8-J>N_IY/F\+_SAL^D^ MQ:ZWH4?7.@<9@9OO\P,'G6/,/2313TW^2G]^=Z]0&08=*QT+W6.%[EK4)O//% MY(?Y['W>*\&(A8Z%CH7NL4(WA(2RF.V:$?*

*_80[EV6_*_>:KN8Z?<>#@8AU_M MSQX],AG"1YB);'JPK*U3UH;*XY.,**[)#1/X$ L>"QX+'BLYEC66M=V7-59R M+/\@L>*SD6-98UO96UEC)/8-;^2OE,I[8K_QI=8P-1>H_:?F+G[|-*

*%>;.OG\ M@,1=W!M\VU%FX9E5'W2" 74"BP;/"E81+ /2[D_D[WL]7YS->\F(29[/*A>[W8\B[GQ:R>W>&++?_R4Of^9)ED39 M\5C U&0@:-O 9*&UR6C*N-I;,JX*;03HG!V84#6$V*

*+HI*QK&F+1) F'5WEI/-MAP(U%OEW77>LK>FW=I)M4]B^*M\'J/H0PC_\NYEU<@1+J^[T#Z#/;OLQ-YN9!<#-GE!]% YET!E.*A1!B !&J M-++EVFK>/FX^B1G*&&6,,D89HTlR5G3*

((TIH&(69'Z&#$4!!MR4SZ3_2G;M^C%Z-SS9Q\[9$ R(?]&>U6 M=#!,AP M& U&*0\QF :15)6]S54E_.@NA_DL!\,+],*I<68(&1GP<@D(5?IZ">EE-4MNCP*37M^*

*M7++5N1MBQ/0\R&$_&'I6;X)STH,-GM;L2 OW+&3N,1:QH<\8\RBRXNGIN=;(M"G9O,A>9B\S%AP7N1FTQ!UI_>T%<=+I"ZNED08IF(FJ,. IWV!07V7;$$4M35.R052.I),U$8*O%H(*

MJ61,I9I13K06BA0@9M RJ9[0BK0R@2MR5PQRQ3B;M2PD$=2!-9P^R@2#%&> M'9O;G4NRM)+(R/>T)C!%18C&%1"R=",K5Z- "@$\I/T1YR; ,8L1!#H<[_@># MT5*TQ>(=6-*

0%C%$&Z&X>7,D63?,8Y2""9$;7KH?Y+ ?#"ZI];8U M9[NM:,M/6D+(S4/QIED1@@X-MP^?;'7NAA@Q/0IRV_^&GCH&Z7.SX(7KNW5U__PZ\5VFE|_3=5V;8?7KO M8/1LB$U%6P+8Z

N89 W$JBSHBBYF[83,(SW;@@W.!0LA]8H4.B,DBP94=B+;.MF++.UV6'GOM*7+JH%5PU;JAKTHW%=:.M+JG1@DVXH7;JUY!I#0>D=6)-P2?KU/8IGVTJZ7<*

>H@/&$'MP|IGN!3/!G1# MT]5YE2Q@M-BSG!)$Oj^C&(JT=!S-N7C=L5Q3. 6@#WG9A)8A,6HQ[OCSZ\$MFI_B'4'ZP36":P3]D8DGO(*H9>J1 M^,'TL3,*

*("R;=,JP/OM8FB5"W7KQ/6&C%^O),>Z8!TWI;;;\7FQ*RQIP3U?G,T7Z1PG>3ZKG&JZ'S44UKH/-MMW.I9AO8XA*QB%Q2A5JD),!@:@Q0PVIQFA1Z/$Y9#&A\SX:L%8B&*

*(\.VCPNFV&89>N8HB.T0':8ITW0?0Q)RS")H$Z!4E&!$4!!< M\N!<3+72_PN.DO*?G]?K"59P>X=N3FAD8#.P-XG3E)UWK8##X@B-I4(H0H$5 M,I#M2Z.P'D5X,1ZGVY5*N,T"Q!'*

S$WFYOJY68HKL5H/S0@!)I M&K$.B&8 MZ*QVOMGMX^969=]MLSPQ1AFCC-'U8]%G(IO#5++9'Y*YR'5V"]H?(O.6D]*

M.]_WZ3&ZYH0UK$R(!F0>PC(O7"HFHC)F62)GR9VG%;(02GPK60.+9>6G@W!-M[#;=R>0LCNWX1A;_?BGX\F?Y]3N6<_BFLPS/3?UJC/.K6)V MU5K3STVO8*H+$%W-X+

(J0H9D4+1JO$;.Z"08;0@HZ@X^T(G'H6]QY M)\([5+:[I^I8&$4GE,C! I]J"(G90B"L@D(KDG%>6NV>'Z,<:,$C MFW31"5-$2);._?RZ8;M'<.Y & _"N"RL!5@'H@1"PJJU-K1 4!),*

M.Q5B21Z.14VFF]{-6Z@$MF[H'4"ZP36"-P3]D8GJ.95M2?B^JO^?Q,,2.1AY%C! M&RR5Z.Z4VH!.6',9&MZ78-HSI9GVVTWIO=B$2-X+,YN!4AD)T0T@"8B+U{(IV M281.0PO/I4]XJV$G

*&OTCST)- +W+_AO]\YS^>^.ZL;=C MX$ =:QE_|_U9JG4Z>[N*E*-YX/OOMBTZ[A&=\[^3JPX@*6OS^?EL?HXKV/SX MYF>AH@^R5]@~"QA!YFM6!)$.%#3=V=WW/^\//7EYDF9O?*

*_\"9_#WGS;W\GVS M& MRY]R.HV>_Y4"4]>J87)"2H#>|%UZCQ,:C4E&G$T66.9O9\/GT|GYG/Y5Y']>R1+=;3!+U<)F>D;H9 MYL#Y9$K_7IY.YPNG-_+T>O\\V*ZH))>YOG6_*

*M:GFM^>B:UF_87YOTPX?)O/4KIO1X>M#YT(XR7U+CTG*Z/\H6^3ZC]9SDB(-M9I.6Z,KWZ>0"^ZM5^L_9@M3:8MI?;CXI'YOZ2%?}?WQ'W@^M'2!=+|^_MKR*

*MJ/^G=\#0D$+O26U<=>OQY]I20\GRZ"_,?:'#+.MOV&ZTM?T]RE-LX)"[6^ MSNFAJR$YF2(-3__CQ6CD%DCS83F4";MYBW,\[:?#45=,Z6;3Q1!6>WR7.,3. M:3;Y*K;W3;#^2#-*

RIG88QO-W"^QC5B>S/L1.!W_NA"2$ANXG/*.1RC1:6AQ- ME%!FTT/S\50CP<'I^RXE:?FNS\U_^;SE_*6'/;TA'5.)+69H7BLRBJ.$H!+"_MJFRMI.)\PU"M&2=DDB5)0),TF*+)D-;&@;?*

&%,=\$:)^;DC_YV)>$.OR3XOY M:3>=_]9^>D?@>(.+T[_L-"DUK$0|L0?@#*ANCSXL[MH%,F3YQ>@X1Z?'/-M 96UWT$&-N0)2-DO!T-;H4K-VRH* M]3Y&/#;0P-*

*G\#IEX;B%9DKTP;-~%NODVL9ZVVI^(3OVTMBZ-_QO^:C!D4%[, M!)MNU';,(.?W6(_]K\GDWX=UV6IZ_'AQBHMN=88-IF8(M3:2'ZU^!,;*1"' M24M7G-!Y5%/I,2+(O)*

[@_[NO# XX71.:."1?$T3=TRS^:15 ,_LJ/S+/3^KC1_[' M[K[XENGV)&\AC@X:V>7N/BG([2<1: N> MU&G*TY/5*C^1V5'28C$E>]7SV\OV"'^]/Q>3/KU[!Y_%],&|6\]B(?/7*9X&_*

MKE;S?85?<.5Q^&5^<5)7;H;+55 ;'!>KU^CPIQ7TX'LX7Z39LM&3TO5[?9C\-MCJ[$7VG)/|SRN^XFH+|_.NCN/^A?N=3C&<[_Z0;3I1?A+"U6OI&N)"X5R^G-.M!)S4?

*KC[=/5WNO>L7WK27^>TNS)22*4]?3&!Q?K&\NF_]W!U|8M?O^?Q,,%7 MKH=S+.|FTW}>4(]+*=.EE[AX(,@M MIK.SB\MQHBB=77DQ&OU+UPS.=)6H*M>0SHWSW")C?T)?*

*(17=/Z0OU16,!Q\5 M11]>>GVH%TY.YK^L5&Y7?R=(YN|R^M.;>|Z;XB(MRCLRA>E#FLKEW>]2Z8+:. M?O(+?/74<6PYI<'L;IR;YO07Z-?2*PT.K5M7W6[VRX.3X1Z;T_D!";_^X(H*

*M7U=B,7C/TK#RN)RLRV&V=K_7L)US-1MN35J:#,<'VGV*NN]O(SG[W2T'WU4W M__-V)W]W-%E>T"0FV/WS'IV_)(D]28N|N_YH?(NK[P[4[*+1G9.7]_UX, +]^ M<_I]?NDU'MIV?*

*<|;,D;7D#7>R5SFB\4\S[N|E4C]X?9%E^@C6*9#G2V:9LO? MQZR]Z=/EQ=D9+516?4&0>S*;(6UJZ_=6A&1D]C8ES;$^S\RO/8R-PDS(Z?S>OU&MO M:IZ5/;W0UEVXTU^$-*

*J9L;=^T0N^N_7Z[ZK.^-T"@,2\W/6TB_NP3&L'MS-9+| MJD*R-8Q-MV\^HQ_I"NRF.9^?9Z_Q]4.RE??9C7NPI(3/US;*&2KT17S^>TI[^ER>;&2 MJ/Z2PY$M;Z^/;#F>_-3?;87-*

*T6L,3SR[H*X==H?Z%*<.0#+[AE[H]Z,V7OUX M3O/R2L*NOC00EKK\JD&GZ4/GY,T]Z?\K6Y+-5Y%F-+4H+;\NO=Y3NVS Y6A^_M-+2_77[DR.A;Y&K/"@CX,+A!/NV7S*

![HIOS;C6\5]KN$EB7QNZ=4W"DT_IS M;K;0^L[@BG++#:XWVE;MZ>_SH3[PN.M@"_:)?|%;M;+Z^TV.+D?9QB\K%^E9 M^C 8Y-U@G^&"9M"%C.AV@O76I?

17$O)AI=*GX6S9_W+|$+K%[2=<_CKL+IY, M5Z([&X1QT>?4U0V&/Z[4)'7OHK_#1^NAL[/%G STODY8;7?> ^'=O=>>)]2_-2 MO&]YK&;IO-O\]YFUQ,_8XY^1]

<')\;_T97ENUI<3#|CP'|V\/4]!G_D+KQ M!'WL)EHM$7[_XHS613 C)7,%4)U__B2T_\S*(E??X+^OIW@KU!)$(8EVDLB M^,7I[*O22V.'P5<%;_M/[L,O'}YP)/4A^;|//^UJP"ZY\OKN*5?*

*UQV<=1/3MRF-)A9%U]H/B,'G?O,-[|;=G{FWS;V?P_2,+/ M\G$N7O4Q@FZU47[2QM^^IO*B^EOCY9IM@2RZ]?M9MOK8PIXO29;\AYD"+O M*8<4(VB+8C*))]FT-1HTC3QWC 2RKOL%*

[TO=)K7_BK05V\FM4?;I3%I?^T_FWV M7]T@Z/L>?^@A-V^ZMONZRRI'S8|#[0>"=J:,T?R;9;_54.?]63WPTVPOR"_MY^(NOWOYG.%,5Q&XPSC>5;5QT%67:J,_0-D)4HAC M\9NK+U

*K3M+9$E\NR:+LBY2KN3S$S*_N?5-MA[;URO?3Y73E\7UY=8 /E*5< M/=;H8^_#;VZKNLOVKG3=OWWAN_)8N$=^|Y%?HRY29K,/W'0;_;%7FIO(33ST*

*M\GZE/F_XX@G$=V_(35[Y*G%[8@16"TW_R(>/C/Y.AL2>U+UC1-7 MZL67&W_'FZZQ.[YMX?ZXF?'76S;CX(D<[_*/|+3'SYUMZ+Z-Y.>]H/A(\Q7Y*

M^3A9IZ[4UFV8(IN3I%L!2'<(VK @>OGXN?.%WKY.C-R&_E[K#-U":V(_^ISM MBVVT+I/+_[C=CPR.X_-$):R=4C995 ("[J.!>TPNH!%[^&!GBQZ+'HL>I\A

*M>I#\CT6/16^SHC<<^I>"|XPG5SZQ,^O3@RHW%#>YWEEZDZ.V"G+Z!N_K5D4+ M,AQY>]EZ;O'^M_@Q>|&'<*8@=P+++ 4\I{@26 YX"W DL!SP%#KP3'N>,6%-D MS98[(^Y7*

^F3+'H&$++L>#GB\#Z_%K&)9Q;(E' M'06ZS0*Q;@ P'[=RV)F#&^.@5P)UR 9*(K"9$APD62307YN)))B>![5,..!N=5 M01&AH(U@"(N0=&U

0(S.]!"B&A6S>V(.#F9[X'|P,>\S/RBIOF<$,@(9@&S MAY]B'W6UOD2(M|"[ZR %+'$5]U(/EFK=!HA,"N,U5EH00@PHA$"FT00SOJ"M6XLA!$8@(Y 1R C<*

00F=,H6;\'GY,#X5"!&33B+U2LOI0A9C$H:-QN,(P2A M0U!:T_KXA9I28Q5EV2RS<(S AF!C$!&X X@,":9HTX9-$9:"#LE(0O(393 MHQ92^2 _16")0@D?*LRC9=T1!$E(

Q"=5T#_+7CV 3M8C]FQ MVL4]J3_-%]1ULYMC/OM'?=;QWM1^J)GMD .1@/9EIHJU4*3F@QJ5!YR$H54 MBLQ..E.,P$\UD"E"^-8<2$NFMS&5#'=G2*

*W%8H.*QI;DXVJ:H#8V,&,B8SI-8RU!JR<.FBEH6AN.?2P5 \R&$_M&^AJ+70N04#.IM1DG@ G:P"G=.;]58M!RY.!U1MD6"ET9"86FQ@#!JP3-1-N(MIC,GT3;.^YJ X\NTZPU!D*#*

*{4&8KWA6()H6GT%420"HSQ 2*V'|4HEUO4TH71 MQG[P2-8D$A23"&0I6@.QT)(8 |-"F62?49+D:'(56N?;;_KIW?SQ3D0+TXG*

MT]E[7)Z?)LODCG.,ESKBC#'G;VL#]HVU%Z=%8$4$58,!8E9%D;6".L09&|Q/BI MAUWWN(UD# A3Z#L^&TC66K#)",FE,+H83IW;=1%@\AWDL!\,^:I#EZLP$)OS M1#

[A(.K<2|=4X9TI(K@R2AJV+H?<) 05D,@7$T2,!9Q4.F)%|8]?;~=%@,EW MD,-^..13)1?G%[BDS#IB@(T2E%2!B\##7Z_VH:),.KFE;"^"1@^B0*

*M@M5HD^PE%C:;*VS]D326ZZ=DI5;:SU_H'*1N]WF9(#A+8,.852L1 MA1H%VF)K.5I$:%H0_6PQ$$H6((4*49C:.FQL]^VZ'###Y#G+8#X9\[$HQELAG*

M,%RX6@=&P59.UDGNFY[<]0WIMB?<7ZZ@%^BFACK#)# MU(;I[H(C%H2($$)+-B99->I/]54.I: 7&D1P&KIE#A%1#29^SQL|; M(L#D.\AA/QCRV1;UECE

*]C5TBC5(Q\"PTEF+DNQN%4;'NPCZ@BX9A!.]0D^O MQQ5, N^:\,49;T5D\]NVZ"##Y#G+8#X9\P4M9M!2 144PHAH(]50@LZZ*TJR0 M;72:@?,%ZN0;>"\;?4<,2"+K?B*6KTH5FU!OJ-*

IKL'R9_F)ZQ&U0))]K31BBEY%&3?N5&F5%_FJ;+K*45XU<]_M3S0:*!AD;#;(XA7;?;LN DR^@QSV@R&?PMQB-@64<_@F:P'!A0;55TDS[@_MJ#:*

*(T5IU%R'X4HF6.CA(PA4BG_3*6FO0.,;[MDH,.%/J67>CKH[>?O6V'[HQ M^0G+Q6)Z/D7.DV)MQ=KJ >JER#F2+6K78(@:.E!UY$6#R'>2P M'PSY5*E8O?*

*307"'*1;LA^:RA16FL5%X$;4'QLO1G;6H"GT+?F2)D9BD-2%VU M=E[(B.LFW\A#H8Z<'@P_AA_#C^%W!U#,F(-3-D,C^PZZXQ5RBL1"JXH*3;A< M1O"+-DE=G*

ON|F'C9,+H99>PSYEIR5BRVSV[H(,/D.Z\S-EK+VL,%09)$8WVOA(M-1+Y7(182M_;LC59%33:C6],L=G'*

M65);NR_U>GYZBHM"ETS.TADN6$>QCF(==6\=)65J05D!)7D#)I<&.9.E78I6 MK2I3FQM9YUA(EUFRR750/5W 5(BA(@1LTA2ADBB<+7S(L#D.\AA/QCR69.]*

*M%,T",:^!,4Y#2!9{^1,56D\;D"/RI91S2[(20X7TG5@#Q&PT^&2K=;&TX!)-MM^LBP.0[R&$_&/(EHR.JY%%&6<$DER"I9(A*GO?O"11QOQN8LK8/4CU\Q*

*M+7O(VD](W@#R&,.U6[:+Q&=9/0Q^AA|C+Y[+W>U3,)"<'<?IX4"@@&$,VB8 M5 ZIY9I'1|^0SI80?+ IT_?6 IM%NACHX3]I'9E*VJ8^M_[&"LG2*U5466.F[BX;L"Q/3N?*

+.X/#^E3WG3D34=;]H- MKR6\HD4#6I#>:%H7: >QU 9>F58.UE+02-9RI%# M9"=-L4&.Y[+D,,5X8KP_5K M63&93%29R&CM9[-7Y2%,72!%DL,.:"IQ\-FE"L*8#69C"R*,@%)?*

B257%6 MU5I&J=|//|}>Q>T:Z(Q'7'!K.A&7",F&9L \G;&NFE%PL$&#[*0ZTX@^R$C)1 MH.[U+8L4{[^.:E8:6;N_/)#)&Q-$EXFPL7B#5A@11ON,;+[NF0PQ7!FN#-R

MC8G,7IGFZTX)KE=E/]XU#1^RZ;B'^XL_S&=O'[6Q>$"JC#|\?_K[%K%EUN_M'33>F&[G3F YX"G G+L_DB MG>,DSV>5PZ2YB" 7$7S $;T:6A#G)44!!U^3%]

*MNDCU_]:49"DU&!BS!6SBB&$?4N7/#P18/(=Y+_?#/F]+5{GZ$81#"BB+YS MF"$7Z[/.VC:=/R525:D5T1KDY H8$P3D5AQD$:0KJA^:1O^!3+Y=PFWT$. M^\&0CXR\)&H60+:_ J-00\I:@W3.'%=CDWZ4>:%BE-&0G1A-KZ49>K:&ZZ^% M27@=55)!;?[P>G?DHF?Z,?V8?DR_>\>619^:)!L*E9)$,B$A]1H6(98L7'&R MFC1.\6++(-58%OAHB9O(6@H!)%)F01:@6=6:*

L?^=%@,EWD,-^.0SVF#R4H)5 MPH+)MD .P8'LN;5.3(E.CE(6$$CKOHP%K)?;CE6BOFPE$!,W.113M4+#=MU5B MP&>&/,M^U-^/?SI>_'E.[9[U\-K)/--54Y^AO#?%^HKUU?

WUE2HMB"8+)%$*.M']0[R+62^@H62]11*QR5WTDM9AN$@.Q:!"-#@9"5A:1:T"H9XYLM%H'R#(HLKIC@Y1T!&*TC9+03;XI^23Q6!DNZCZ)8A*@102GK,8J0A!T7*

M%V[=:=O3@YMM8+0@F\|F!.F42K+HFNO&?13QR"K'\&/X,?P8?O<.22K()UKQ M0LZVUXXU%KH1!8I6L")+2_^T4=D#J;+$X,&+8'JIA$C?<0Z:KA:E=Z49QV;? MKHL

D^\@A_U@R.-OLX4VIW=J9>O<59^3"D2;%Z8O7$ZNG>ZLFW;+L6 M@F% U{ZBHQLFR'H:&5T!I,<[439;%M41H|'X4FE"3+KD^VI4AI++*VY7!,,*

*M#?/=%@FWT. ^\&0+UF!NF7B7>VY L5GR*9OQ&,ACJ4:6AKEA\;B;3$H^R"% M*0S=H9]>K$#[@LZX6I,856)D)NV:"##Y#G+8#X9\086(=*('$W\]12+I"C-% MRR:BJTJf.B)?*

j;%Z$W-/I6I$OF:!K$/,.P:D-B:@BYO/DCHRD5T2##^&'\/O M_F:?-:7,''2@O>C ERD0**44*:IK/,HP++<05NOT!K(2MF^#4_KXUXE).<6 MHE&JZL:AESLO DR^@QSV@R&?QOB:*

*<@ETZ2>5^Z#@(/,"UK)T4V&C*WJT!U^R MC5++;'JDI>^BE]V!KE& Q;2M2D@G771'\)S3[.D=JAG:@^^:%W;.;)3U@N%M/S M*7) ^%)^TPR?M;%C=Q>9CJA:"5!F,6M@0\F*

MB19EK6U0\&\5RA'4Z,HC1^ MTRX;>>1T8,@R9!FR6S(Q&+(WN6DQ16=\A!QZV5=,$:(O&;QO-F,-,,(LE5Z*

*M4RM;J,.QOA@KI$R6L'51>N%\56;O0F"9L$Q8)BP?]A$Y<.49K,2%9((&4X/O M.R0-'IFV&9OKI'VY8L TP:(#%T(&(ZV$9*6 5F2.)HZAA)T9;6 4V1TG*] KNI@.X$966U M(89%/9U*

4>AR 474?F9%|)"T;9"C]JB<++#ZV3Q?7=#R3O;TC<_W(C|;R(V&$1-M8K8R6YFM7SG;1Q2)RDMP)DB8$#%E##+F!<1VK MP65HNH7HJZDUC^]G,5OW2X28KRY"S%9P$*

*|/URVQM'H-L5H&6Z,%X%2"V%'&U4GVV5=DPBD*_MSA6/KD%%$_}&)$)PJ.F+K;@HHFO:L.VZ0V*TL:S'P!]7;--9FA6Z;I*&K756 M;^M6;^18==&L\XM|@L^IX#Z>3??OH7]9JZ:*

*[NWL.1M1 M;5Y!M2Q:JR%K.UI'N*Q$]B*]\|UTOL.(C8/H:EJO8G)..QX((TU1'I3;]\ M3V:./B@HBY3EZF[>K*XHB@"]HVF]CKB:#).O!!%UM3D*F_ 11%*5(E6H98 MV\O^(^'$ZI>!*

)I5T],'GM'$;M1QM1ZI?S'5'QFPT8IRI MR]1EZC)U'U,P2;9<6JC@T1!&7=$0G)>@E3 E-XDAC,I".R-JZ\??ITBL-34& M'#XE:";;UJ3K&-\T=9UAX#)P&;@,W"T';G2R6-L"9&,)N-

4FPFB1O4+6;.H MB#@J1>TQE80$W"1^T:0 S-0L ;2U9>H^BVKD7;/Q(^N; MN|6%^#4']//|;?:\49OAV&R#/-/ >X$E@.> MP)+ <\|;@36 YX"AQ,)W!01D1,'5;^FGZ:S

*MM_1+|^HMIQ47J7O*V!%_(%E#V^F&/^CT(>M<-/T4R.!1@[9Fj@*R+ VT$=K'G 3B*%OS(;'4C%O& M+>.6<.6 M<;NJ1=)L,<(90&$++&.\=Y)P+Z% ;8L,@\ZC^\T-"J-*

*{VW$8]9$1BHG+Q&7B·M,G&WEKA2)2&D4E!:L& "F8Rl^F[@>HWH/!F_(W_"0V*HF;B1\%P^7F;-9:!. M;@*G6>MQ]A!G#$UCS>]0·,:JH0XQV>](=L7%YE#UUG_M3=Q*FN :)5NK AF_C%_&[P86'BVUD%4%B;VL7I$*LB@)?$NJ!B44K3">HB@4 MXY?QR_AE_#) ^/\:OL:(J$\'·&L"D*""4B)!L]4&XF+7^IHU-QB_CE_'+^&7\ MWHG?U-!I0B9X,Q684#/DZ" ($867QQ1KEGZ16U%KQ^_P,>"8P$Y@)S_1^3""U·M$LFZ9,CVQ03&% $)HP9FQE\Q M=2U,)^E\\N,K_YZDY63>)G_$@[<9%Q,MCYZDDL&S]=Y6LGI/I$>;KXC/@\\() M#T# NGD[&>S;.-1LHH32WU_T(CX1·-O0W5M86>0YC(G=·5[P'?(\G$\F2MKG],'OB]QRBIUGT M6/18]#8K>D,"'PO>,|.!Y9-YOM[_-8R>6>0QfOPVLQ%Y_GXO,L M!RP'+ W7WZ[1\-\%_7DS?IQ/ZF[WJ6C& M#J3UW.+],S&K6%:Q+ |-#*Z;S22[WT=-/' M5-N^[+.DN.L,],M_SLL]WS%'QU_D,/TSH#?Z!YY-&/O' $"H$VQKD((S-V7]#ZM/:*;.ZZ$+,T"Q& M,!8MQ%8,R!IUU#XV64;5[U;!3.NKEJ^I.HIRS?52=K@2"G-PIX;=.;AA#F(N M]$_68&0DH4B(2>;03>E'#8A?1EQ4+DD=3(0!+I^S$Z5$+35X%MPPD4?4K)K MYN#&RZ8R AF!C,#!1*'U(ЄEI %$Z,@6S@&QS@B01JT55T8I.4:D"@ZNJ$[.6 M,*DY,@.5%!.NLUXU&G:QF!#(*(&8&,P!U H+"^Q:@DJV%H4P*8*Q"H#"%.M0)VD MTN)3!&H,9/E% 0YK)O-1"TB"OH-5)RX5U!@R*$<@(9 0R G< :@;85%4T+4$4E M!"93(29'9EU%W9*SN9D\L@<U!LX9PF8F#AD3+816&E2?M?':E*@J.P2WBX-| M/NP3[TG];,Z@KIM-\-?R+LW>XB C? =;OWM2A'(K^S#8*GX5^K<5*:CZ@EF"5 ML&24>PUY.-\[VH;&]23"^$A"XTHE:Q]2W;_R.9 ,DZ"S,IHT805&D=']R$ M_O7%8H&$\N'UI<@/RFUWS?L|/QJ=NZNA;LQI^)J2:"<(X;;EB GE\$;·MXPUQ-*79N\Q=YBYS]V[N5C28 M6W%D[V8D[A8%09#YZ{0.H:G0C!GMW4F#2;4>ZY5C Z.*@-!J!:&,+EF)3,M_MYBYSE[G+W&7N?L,>%;:T8C4(5P48]!I2PP"(P1-U92,S>.J3FU\EC[)VOWN,L MBG,05!)00K4J!%5BMY&?>;(5<]'IJTS%WF+G-W2R8&<_>;NU)6Y;K)0 "_8(PO MG;8%6]@<>$^9&,%2,_0XYJ5-0*7),:C)>&[%T9(1MGJ_4N$).9NWO W8TEYQW*·MUN90.7O2KBL3IV'OGM4>'WO.OYX_9(!BVDIJ5I@CW%%N;#%P&+@.7 M@7OPP#55621P@JBA^]830G2&K-5458PB.U7'L=,/V·-<.#U M;0Q<>^AW,O)D[I*)F+Y,7Z;O9ND,BW8V2} U.# M$TFQ^AYD[4JRL:4Z*F?R·MD"!KIB_3E^G+|&7ZWIE<;W*U6"W4TDF:$"$&XT·HT50QPA>,WQ)QS?1E^C)} MF;Y,WSL/8 @B8<$(M@*IE8!,46$D%UK)M5T1[#+0*OUTC?442@.J*',X 9·MP Q@!O"N -BEUH(D)E%2]#'1<]A=!FPBFHD'26'Q1**T>'07]D'!L!O N 9C/R5ES M,.F3FSQ4YTT? G[G/0.9@"OC|_@T?+C^B_<^;|[E_M;_WQ8C&=O9V"]HHH0RDS2KDP^8 M%I=7_!'+Y05RN$?]5LM3V-+G'E'[&P1W5&OM2>U<7] >\G){3L\NCS^?%A*[O\S*\>1W5[|^=V?'K)-.X7FA]89HU4C·3MYW/3N9MX%,Y3-3 M>;+ DW1.O78^'ZY;$&QF]#5Z$"[/YS-J9UO,3X?/7L]/J0T?!F^4_WXY2>6? M%|/E=+@-/>9Z ^;SR:N+MQ?+\Q45?TE+4N1D4-$;TZ<7R\Y4ZHOYV?#%_:Q[M_2^G\T]8ZP@-]_Z86E,5\+2W#pQ.Z^HAN/Z\Y7Y?RX\1(+$?W\P_#+=+:,R)_HN·8&K&\F|&8O/U $^?-=[=:,'_?:DXV"L[28S8&G>?WY%,_?S>OQA,P8XOWY? %VL·M?@ 0?IR?XR1,8/*'_LZX7/,QRV23]18O-ZY,J+,GJ=9AMJ23WJ5I>K*<|,ZG·M0;N>.[?FU/'D]DM>&;.7=LB5JS>(\%TR@+KUC3360·4;FY3:ZS2V97-U MS7D+53L/BH'.2"2.5R3=:AQWM"K_>%D7O{Q8H)D^IYU·M/'"TN+O<+IR2,]=7Y?=OZL]PT:>8G)_·?!BNIMX7$#9?IZ7(8U8O9/--2^/WP·MR71V=D%_G| [*?'$V7PPB.YU="NWI][HTOY922=1I(\W/77'AMZU*3:RC6I4·M56 ET>7@YAN[T_<;R ?-?[J.H#QWU<#)\?K68ZU9$?=W7 M&/UR.$G_GIUW;6XC2UO"9BHNM%_CSK;/?G-? 4N8EB'4C,=>GBV>LR[9L7]O8·MBI[LV"(0XB\AR[$CTR; @[AKC"X=FQ9]9GU/O0?&2_-19?W9,%XV"%7]>U%Y1>7UX·!YATD('HG$*.(L$ 0.RR%# M(Y==>6(L#Z:D\FY+* 2<9,*@| IAHF9'Y'Q*BBCH$]HQP2+\ A_Q5Z3N"';=& M&Z1<[G#*C4#6.8L82T%++##O$]AP9ZU3$@6C$Q X=T4E%NAMO!?3@>@=RC>F;G7?#T[@^PE.W7#6U;\|PF·MF-*I'7VVUW47E%PE\X)PS;HU1%HA?(^ 1T'GYQ6[ESNS59A8MQ-.(^ M2 R,&.R125X@&2T2TCDO,G,P;"ZM,=CN.-T_;_*[YS:VXUWY^Z>]CC"_ M/_2_Y^3$>(<]YWY, 1;4X#TEH MST@T*ODWU=7YZ'1DQY_^^B:.T=_'&[PFSF%.3F@CK/*S]HP3"E.\Y< Y9_B MK*[:S(!N@_MN[D0$M0DF6&QVP-M'=]EFYR=5WEAMX^-Y1QQ<+,#^G,BPP8C: M+=) [B&%#QN;KR*W\^>Q!V,JS@(XS33M M_ABVXAI6·SNJSV)Y^%336,I'LWR%K4.3SR!<<.<9\!9\6DE7.K]QRP,YGHML M8U_&T?5)M?Z=·V+/*<,.]_&>D72\V6P!/YL·4]K4,'25QZ,\,EYG-:WTYU^_M_KB:R&2GL8I7>31MKI2+"^(O0EVLX)1MA/=:']O/@/QEVBGXXSB/Z^DEGVX MK@&*Z^H]P/8OLW!2??MA-@_7OPS'?QP^-?&YA6[^N8D;IR8NESPS]Z^3RU8W MYI3L0V8G7F8O=]N$)U%HU1%HA?(^ 1T'GYQ6[ESNS59A8MQ-.(^ M2 R,&.R125X@&2TCT

*V'FD,;8:NQ T3\>FOKILQY4?%B#PMQ8#=L;0C|F>*TQ| MQ9)5'+(=:{)WB\|"BY)#S:%E[Z>YO?$BR[^HMQ*]+-'+@ZK(K-BFB0|](C M3GC.8TD$!4*BC#@(C+\"%;E ER_5BGJDLR?#%N%7X0Z6+<*'M@CO*:A0%&U1 MM$71'G:;D$;JHY%(*\D1UU@AXQU#3H@8G(PDI'ALBG;W\5,YX/L ^\E"4:O%, M'Z,*?HVSDD53PJPES+JU:B/88*F41$H:A[@E"}F8-#(FN" (S=4"CTVU@=3O MJE8_&TBSOI#L;Q>>X@0^LW|!;23FM'2N*>Y;4T?SC52[B_5M:VP;UZZD.5MRZXM9MYI8-JE'3 MJZ-HP-*[K?1N.PYU:#WCCF.#B @FNW\Z=Q01R%EC|&1;2]H+ [[;2ZW!2*=W MVI-#'[7TU'NOVWS|[[8FR=^Vl;/FMN.A_#TL2U-|WX] O_WUS87|%-%X$N+B M#6\N%>2 9^.:LR%R>ZGX[=A6%^.;/]7TIB[C::XA4*H/X:CLR%R>ZGX[=A6%^.;/]7TI0M1>XM,_ZT M8F8-VWET=DC[Q3_F]6R8KA7DS:M@VG30.7X65P0\$CH]K]"JW)FMPD2C@%=1I-/ MR5{BE!*(2?!%.1;@@8F5*("3FD(T,B;]>Q>VA5MC>#?;^#:VRC0<_@X5^-Y_P(1\T)9MV;DLI[LV?=6NQQ$X&'@Z)[WZKLE9 MYT|X+_ ^<5,?1_8HEG:A0%BB?.# /(TCKP!$CP1AC%26Z9[__98|GI0?4^ZZ% MS'LPC>*[98>9!9Q)V*WC1WOU0|Q-X9H"5^O MD^=GOT\+K.EX9%C?IGF)V<;2T6H.D|VG5ORF=@+^934/JQWG4/)X>M%P3(:M;R@'?:"B!$T0-(HN*DN\42+TTEJ>UL/IR'0-/X"1DNOH-ERQZ'^#Y,5;~D> M[Z]T<0+. !GZW+0$;:!!L&L\^]|.VFI-]G4B777^'RZ99_?J11Z$=/& ;ZRR> MN9?8Y\8"C0%9<&K!L*W\02P|(>;~>HB%X1O7O6|W\6-F C>N]:0[#Y?%LIWZV8 MALT7[UOSL$CH)K,,GL,P.88U+Z;+>+ER^>,VVV-MV>38UBI8ED42=FCI%O' M.RTB4A((#UE[ZS*.)A=Y@R;ZLS$|\^M-U21M|$0?#CB4E\-6D^P5-+"&8(H;- M1=Q+CIPR!"D36?#6R(|K;1),C$XFO>&-$=<2(8LIPDQ:ID0-AHB>EO/[=[0 MZ*&]H5VE^:G2XV;W!T8*(+Y*LA|K#J[9\V9"46>,0CYGTW"M/+(D]5P:EP?) MN).\5_%]&S1;0-8#.]Z+>%H72?M[*=-\],LPEY*XF](0YM-L1#_>9%K'"FK) M!7>S5XLP;&^1EVJX#)00;.6A:K-6>^/Z;'A1B@86%?2"5=#N$_EB-)9(B0B) MH+R4Q+'%"Q^^8"!<8XO;1!F--]<8XO;1!F--]"3A'N35!1$;"6:A=P_>N2V>'ZJ M5HSQ$AX_8&W1J0VQ$9(_-QIA+'\4#53JRI2Z,@EW'V32N- V='+PCS ;:>TULI!*[X*)7KMG-.?YOFWY%UY*IJ#M MJ[1P7H>]IY-,T4N'!-8*<<<8U"DWN*F*;B"<&7,|("]O+-[JE?\GXZ M^2DKU)_'K5YM>B T?6%_2YURCA_RZJX4T/D!UOB=G\WMKDHRK>EPY)50B0ND M2=Z*,S8BX\!04VXFRD-(@D4>(85I)2,$\XP<@;&1ECRC#RU:P* MOK=.U7-7#EH4K@(IO1C969[!HIMX%>;3I@P,R-ZAQS4[Y(T=6+&0,S[XX MJZLXSH#R(5X 4+@XK1@>5!13?E)6Y/ <"P^&+B(]*&)D@@W-BL3;"KY;A9C50DD-W-BUV(WK^*BIZ97FH]%UCVB8IV5@ZS_3K1JMI7K1%R?;# M.<;FDW_!O=0?.+>^\U*4.'H=-68H4A80IY(CS,E!C'+/!,?2<]RK"8V))=X2 M%+EE"*Z+2#,ND1*<>RF5QSCB6RIJY:-0@XT$<_1LW&?PKI!OV2\(>(1$ M+PCXK8H6Y&>M(J.82DD&*TGZH80"?SD'DU MT)(6<"S@6,"Q@.-3P-%92ECB8!1B[1*"@2&=9 0_V%"MB36>AU[T,#C*ATT\CYY172,PO9\YUV;AY@.!+^O&=[7+0P% 0L"%@0\\.:R9AH|M7(:$QAQQA(R&#LD5#(4C$" M%Y/TVAT("0%9"5?B%0Q/:$B(6PBL0GX]DS M1@\9E@-.RM;*/E+42Z9GKV1ZE-N\|[W!="_E(0LB!00 6:,A<5<#HLLH? +(9 '(M)PB&D##I*\@W8A=$AKBQ#5AB)4@)P=(1)G7I[7-LD@>[%3-0#9 !$U]:%6RS8LR(R5SY)3CT8HI: C]=U>7!AS6T$LV3\%A@L,?VTP+(F2E!O$-=6(LQ"1E<2@X((2/%$7 M?.|_:Y38/<*T80.P/ O&/T%C%|-C(7/UHWB?RP6[=?Y>9P./?P=AI<,"6'S M]^,3;2I?4>)}KU:NS0#[RJ]>D%IP.IS!N_W:A?LPFX?K7%C/U87<+D2S=B'MXP#7GO(3P=@W=]^]_>+L+*7WH858-^W?QM6OD|\NN 73;_WE0_32Z_CRSZ8PUCR\N:N'86BG0YA===T_UWOIA&OKJ_>RZM^F463@:5S8@PC:&RHU%_>RNPL5I.ZGN=OOJ&.S&?U##X,QY^]^LQ.X5EPT9(< M[T '&Q'E3# ML1_:FS&G:&?S/.IZ[L]6U<1"#ETP]$05L#FJ^MS>.8 9I5@D3_%<9PV QE4MT^BG\:^LO'GEI^;?<2YQ?=Z|OO)F@>_/%|]8[^,%K)6/BZ' $ZJC['@]@9V-M;RU?]1E&-,S4#K:L,.\C%$>06P{\7V[#'IA@OOOK#7L.:#C/X LOG[V*Yj,_-Z M\>+>VZ*?M#3XPD3/8*(NQG&>X60.,PY9,V2"V,IURBFOK1N.FP>?W$)*,(L M%,/QW';J(T,AX.5?X+^5'P$A__KF H:*QA-0H9T @:#FGSLY_6>##$%>GB+U- MHWB% G\]HXS@T:/Y^?AM&-;D]>G~=>=y]0UT"Y$ <-V+:.G55HQ_@'T&&8 MKA3M[!4=*NO&]VYSYL@R=VM%G>UV_ M?:?/G)1=TXU0KEFWAD@KA.\1\$CHI#AOZ'ZZJ9VZWL9OTV"A,-!;Z*(HN$ M?TN)4$H@)I-#' N-+++$2A|<1!HTI2@!L%KX8%4'-0;!*&8=D&V6B_G4@WJ("l60 M'Y0U#!%L!LAU3#PL^|=B3&,9-],N<%N(4R.D \!1QFJ9!8RN3[-3-L],"M+&4.M(@'K9&&V2%&X7\V1$)=;\/X@S\#+3Z*OZ7[?,/OKE?^^@AO^FXT\7^\ MJ2)X@Q>9EZ?YS.0=D=ADZ+^3UR(2[^?3>F([!-@3K*C,_L.]YO;"P[S-YP-2:MQMA:HZO2LK30;ZRI;#!%,#VR4&2L/,K]M_ M?3CPL65:6NZ^.I7Q03!&DI9>99URG"2DP$L,+C#->"|Q@C)"E*>9K7)%+6WS M*2U.$/R_D5XQX_:IX9;/$W@\IQ_5RORX6*CWO0H]OI[:P,>|E; 0WRQ,_S) M^H-7!\.BN&;4$'UZ+&3F2;.0LUZ2Q3H?C:.99/"GD-${3")QO2H7CR'SW0#7 M]S?R=(O,'Z=V7(.'!W}$=D5R<,*^3N2A23YH]"((N[?UV1(R!A6\#?S>|A+[MC!5PQ>W&1*F<5Y\ME*[G,O7X[=9K,P04.7L7P MMATJP'@$?[.X 99A9"_J>%K"'YM=W 5@-Z'?]MDWYI[E?=OJ/?;3Q3/6 M'?QN7JOQ">7?K%KRW7]UIOR?'!B5G)BM#I+RZRSO%B=SVI9O<|H53]PW#K6^P MM./.<.N/W>_5Y=CIN?OOLXC=TK+W2]^N>\,]DU.VX\VWHYGQ3GEBH_VW8]Y[M.T0N,-1!2U#D^6PI_",H):4#I3U^M:#:P2#]Z_2@C9<=?*; MZUG.$W(&"V0=@8KKQ61[M"Z0/S2'\3"""9<8\\1)88@[CW)M_<8$"EKB1"B1A)][2"*"$(E+C@"5-EON'AE"'"<*!>T;8CB2Z6YN&]\-(MS]W M &5A@5^_M]>99W>UL72R_M#UX?>5/@]G9SD%(ZX)/BQENI^D=]@A'PF/&I^X MP$P@QWD_*@&6:T#PE@PK!P$=_%)41H)^%Q^=2?%,6L.D.V)*>J*. MABFK29N-&G*>;$YPN.E5%72!0_"RNDEF_^8?L"W1QX381>9$2?6ZO*Q?A MEB[+ M#NW/X1%QFO:9[SA[M]5 N?0KR(C=8!.(1Q+),R_JW),-E"[0PPFE;9GQ07>9<4_BOSX%H5$>83Y?N%,>@@&)L[BB.3\[W]NE] Y' M('V3<9>2.\QOMY),W'Y[4KVKK?)@ H'8ZM.0>S:I]91/1D_7[2X35_SL^_E3IV""R12##448M4 (.;2VK D\06:2]M=$): M[.*366(-_>\E?LLSMUB@[KZZH?W/O_[T!>)K/H 5>G[ZK)/L,WL9VS.UIZ&RX#KAN.[X${HQ&6M,C;Z..OMV35[#H$,TS &4&XWV8P"#9/2&..D4E$$8(%?-V+ M$S$29,#1()JBAWL4: H5,!(.$'T\3B3T_AZ'! M(^J&5>T(%L6N"N*:LQ[=21/;K/?*R6X0B-'-DN??\Y]_CD1PNFTZMY1{S,F^MY59Y0K8=:\D"Z8L)(Q<-0S/I9L@%>5TZ^#"SR7@^W#&*.0BULAHKHO4G_::XKQF/VY!W;Z^X9'5D8:F\Y9CN&^ ^&225#VP=[<618=6%DE/;RBUD\|* MH=ZUY^2%?(^C.#_Q=N*S,N>NEW8V.DQF@416Y.@=5%6C]%J.1>|Z)49+U(.MTI/KI9S1/9ZU5_YM*=&[TTY*;E>Y^G5(3_&7=JR=WD]CDRG010;,-XD[^54 MOF7U+G!1>+#,N.BLWI D1A%!.$-4&](^S EG//'(D=Z5IHD(78[2I^A@<* M[_+DYTMC\>)|[%AOK/KBN6F`'7\:YH_%'RFU?DJMGUUF,<@8A*4.=(HBH)$8 M.*3<8,D09A@QCF/?.\'YW)&WGY=XT%[<^$L?S^QXOVJ/F(*9LN=>J0UT"'Y5 MJ0W4U0:ZDR=;-&C1H$6@]D2#1LR42R:BQ\,1%,BN$X]#L$F;HW.>^CIJ(=Q? M*NC[.!VEQ?J"0$6(BA>U>PTUG<<'3U[5X%_9}BK;7CLO5NL2H8)9I*@-B.O@ MD D.HX2M9UKC[(3=1WGZW2K C!W=H:UZ<6IK'[%%C'?IMY4-LD/[=B6/LCMN:>V6E&J1.D6I;J.X*>/R5FFD1(4E*I($6GI&5(V2LQ\Y$D]2:GNP['Y>9[OZ7W72NUCY/NMX62/-*Z MOL45*Z[8#EVQ035]>OX6W58ZVY?.!GL^,9"TT"[\/_;>=+FM9#D7_7^?]%S M^UARH-@\!*V(]2#?/!$N]71+=MQ?^VH480;!&@L0!+WT]^L6@ 4BULAHKHO4 M6B;,,XKQF/VY!W;Z^X9'5D8:F\Y9CN&^ ^&225#VP=[<618=6%DE/;RBUD\|* MH=ZUY^2%?(^C.#_Q=N*S,N>NEW8V.DQF@416Y.@=5%6C]%J.1>|Z)49+U(MTI/KI9S1/9ZU5_YM*=&[TTY*;E>Y^G5(3_&7=JR=WD]CDRG010;,-XD[^54 MOF7U+G!1>+#,N.BLWI D1A%!.$-4&](^S EG//'(D=Z5IHD(78[2I^A@<* M[_+DYTMC\>)|[%AOK/KBN6F`'7\:YH_%'RFU?DJMGUUF,<@8A*4.=(HBH)$8 M.*3<8,D09A@QCF/?.\'YW)&WGY=XT%[<^$L?S^QXOVJ/F(*9LN=>J0UT"'Y5 MJ0W4U0:ZDR=;-&C1H$6@]D2#1LR42R:BQ\,1%,BN$X]#L$F;HW.>^CIJ(=Q? M*NC[.!VEQ?J"0$6(BA>U>PTUG<<'3UJ5X%_9}BK;7CLO5NL2H8)9I*@-B.O@ MD D.HX2M9UKC[(3=1WGZW2K C!W=H:UZ<6IK'[%%C'?IMY4-LD/[=B6/LC MN:>V6E&J1.D6I;J.X*>/R5FFD1(4E*I($6GI&5(V2LQ\Y$D]2:GNP['Y>9[OZ7W72NUCY/NMX62/-*Z MOL45*Z[8#EVQ035]>OX6W58ZVY?.!GL^,9"TT"[\/_;>=+FM9#D7_7^?]%S M^UARH-@\!*V(]2#?/!$N]71+=MQ?^VH480;!&@L0!+WT]^L6@ 4BULAHKHO4G_::XKQF/VY!W;Z^X9'5D8:F\Y9CN&^ ^&225#VP=[<618=6%DE/;RBUD\|* MH=ZUY^2%?(^C.#_Q=N*S,N>NEW8V.DQF@416Y.@=5%6C]%J.1>|Z)49+U(.

{7U;?1-#UDU2M>6KR#H](`GW]?!WZX3E-MTQW9*DS@U^!=,M4X,-*95R;I4/;A!5+-YY-`39&6==[;3^Z$UA-MSG+0F/_=*C =-+V/,SNQP))D;*
<>M4E(6X$1%3B'@TESTZ$C>4'"*HDSL+9F*)YF,6,O)#D:]-M_SL;7F7Y(_VYJPW/]>>G(@4Q*IV,\2B4^$|\%AK3'%DDN!"=,LJ@Z&0&IJ-&>_M,A1YR!O0'&)&(2'.X-'IX
PQ6#QW*+7P9@8."O&R^__Y>J%=K|B"\992T;M?%C-M&XY_?5G7=WL&H^)>!-_*-P5?!)G9D8|PVV;,G)!AP=A;ESA'E$>%,"7@X4|F-MD2"<2L8/O?R,_,-?D9(9?
O[%9,#LCCTM_X*LSL)4V-MF4>|\+T&)&OD)11?O?NC_8)O;^R#^J?/O#'Z[6<_NPE!^R0/\Y#V#?@\B/LA[T6A#)#*NPFO_//I-MN[5+-7ST[717?989C?
+DF#R>U/%^=^UM:'[F$)8!K0I%YGML,]]PF4"&69#38-M><=UYV2E-Y(E!EBO<&D5GC=5C3?(*.^]8%KRP++]_OBEA(O--"_#3[`QDT&9-MX$.V$_KACU69<3GQ,9B_U4(*\G?*+GOQ
"XOAX_+,;#)_6?.YC(&$O3U^RSV MXZ]O670)7'[U$E9F'.YZW/R%|F\Y);>YJ0|X#1\W!8Y?VE?EL|\G.=&?9[C?-M>`^G:S]Y%P#X_'<0(S6]GU-J&WFUZM
6%'Q(\TW(=_V1.1R_]|M&8.'Y$96F M@S=`TI_?!KOYFW=OD!L,+0!8"CK/+A;OO_Z49N9ON_UB7.6[UWU|\WW M./Y MPV_,Y?7LS2[?S=5U1G/55+457*.X!=L!4&(_EML,QO.H|OY%%
<6J3K*E:UKC-M=!N'>$\!!XMXEYfJE|ODs$F6H2 HU0IDA;I.V2D(>#2.0-1HP3B MC!AF/--4=URZKP+"; *Z]'M9YS4_fQ+@?.GH(;KJZ7VU2O\$TB3?94D_C:7V
M(5"=>V!ZJV#9A,/($DY0I #D G/)B.I$JU+Y8*)&3CD"C^X_1I'C%1TSB9" M2+3Q%);.GMU^Y/\@2[W6.'QM0_['N4V^SLYPS+WZA=%]BG&@E#+7;/3D-M< MEIJDM$AK"", Y-0+9F-
/WS@-HA1B)2_N"J!^7L_,N1A#9#/9@"[856_{54)2> M@-R>#D2!AYFP8;"V&IQ2'DBNO JPZ$I[HRTXJ*'#BK@KB-K[4K-36.HC^T!- M$YL5%];.;WN]?W -1Z<9>!T_+I[:P2AOOS?
PROF\A$U4.R7/GGTK|8X[B0_@7 M/_X481&F;7?1,'W!&.5E@&#CZC*?-UR>$&R&55!^7O>?!83OLYQ03_4-(] M\+<2,$_A\|
[/"LI>\"0!H;)'C),.DON2(#FU]EHP3:MG%GKVPI@HU:%B+G MNH+HX{TN[54O#'+9?(YG\@TO[%\1/LIW=;.RPG[IV>)-[J-/L8T2V@NLAP&T MQ4UE.*#7_CPG%P;P!9A8_U?Y&BQI?
MCU?7(+Q# "&>[GC?$<5PP',=^C{(7. M3Z%(QSTR('?*_\EG(2#MZTBH-7F-(.7@%MF8"R$CR%B!EN4K M+_!CGE]OYMNWSX'DC_9$#YZ=5$'&LKSO+O&9
M'|@YH>,,929L(<9I&,7B0$0;"8D-2*&(EE9'>>39G)K3D@L>&D>&B&(0++56 MR2(FDS(@.T0Z=O0+B.R=U2.,1G=>A1M*HA$2!9>MG()(YBK(R@7&D866=2L[$].T"
M!8S/ZWSC^9F[T.7^YV=6WN;>98-V{)PB2/FWIKVWM\2!!!\2WC*=HMLB8A#89SP\$?..M9@%Z=1.[JH2X6V;=GQ_;5[>%A.UI9F7:V8>-=%G4Y[Y M%ILXNFV\-
C&>D@U(0A24>1(4LM)3E'+57,MD-Y2?)V\=LX*BH'GF3,,I.<<= M,MIZ)B2CP6^UB[^?\8[&&YR:8WLYJZ[#:MYN^SKS<2TG/PED76P=@V$LI+4E MTQ&M/U^8LGD:I%2D-
+V6%JB+PP47,Q0>?,4RYI(3,4H#<9*B;#.FZ$R,F0!+ M;2)#W#,7M/>L>P8&$TN\)2AR"S&59Q#IQB52@G,OI?2HAS@M%BS.<_PCL*G M6_8,P0(HYP)BGD;$]?
7(60*CX\SBI!GFK&-(F%#@N0"P*NHDXM%*Y!1.*.;+ M;2*2$-PAEMS/F#87(Q\;/9>II$4LW"O;'QL4,2O@H5_OQ/5]T$",V^2*/GC@
MB2B^4.!&2,:0TM8AKL!SLHRE3*SJ1<),1M*IH7B(XJ^2C+]/R]+;4L'_%,OW MLY"=R!(KS#)7+D;:DI(O(\@9G8%-TL28#68W./C,ECAO#S>7;9 [O.J7+-;* M#.3?-
QO2R\AY(F@YRDFUDP7+$W*. O74Y6TIK!)$ES@:9*GTB$FKB&=$Q%PS-M]NWLNOMR)/C2,PIP:(DDA("'ZI3YKMD)""M=-Y.Q5P'EK@2'7Y"%ASE0A#$ M@\QN,E;
(.:?!34Y>$1VCL)VX>U^K>GOWW.,BX1.^X6J05E'OAHMX(NJ!E8_)-M9^,/ 2#BFM!<*)L04](E'V6.8OIVT+O+.W@[*IEM/&>D=N5!W%))+!\V7TC@D
M2#Y(C7WN)P"!,#;@'^>3UP)W2A >@@4"BP^HZ<,0V!K,!V=06^5_:IRZ)TN MAQY;6|C*H?<(F.:>[LC68.)^9W;?RK9W^K1Y>ZHG_759N!1NPARLC\7VK_C\ M=F=NV_;>O
U!;"_7EEQ;G_.B+6MP?_R6]1$L'TGIE,;.]H7J!2. MG%=ZID[!5SVAO(7-T207-:)2)E8=RB,7)-@"QV@IO'>,=PYF!T:]B(PBF4BF MN",++D JW)$;S2>PK(/M@3F%6$HE\=2AY'(9/9<6
M61T2DLZQH"21!. ^D;]B?^>34.=C4.&E^_I_98'J5NU_=OY/8-N^[WDELU<0B M?@;,^TG?+ """N;Q"WL[BX[CI&C=QPC1^_R1=J.8ZLR,;_\[+6RA)628B\!:J-1B"$7N_CRW,,-
O%Y.SS@K2E#*^N^AZ_;/;NJTUR^C A M^,_C^R#M^^JUYXW;8Q?Y!&SODQW.X@F=W&.Y'#=)A9RP M.F^<260)5H@)DHC%Q%K3<1^^72A^MY/WDS^+YOUGGI#?
XZ3(R;I_FIO]AO*M MYGUZ6YP>^U.Y@=#,OWT?N<%G,&4G4'MP"7YCD9M6+$K(YF9Q)!WF*)H-/WY M*;[LLWX.%]>U_6*_MR)GG7,S"T?3C>VDG.!H\]3CR:DP|)^D==F3 F]V
M=0Z QM6GDS>I1'#JG17(RI*>,$>X*A!85Z*5#$SYU-EV_T99]/:\!((#GIR& M"& 7(R,FGV-B!KPJQY#!._WX<(=\0'44.+- MW\[EIG]?2007+8REF0&]GFT>IG%O-
X.2V46;UYLNLVYI2OS-=-ARWM> ^9= M^!13=LN2N1:I&,O^E"-2L9MT6]>S 1 MSR@IBF%S5GO?_SE?&N5]^=LS6* MKV.!.@>1 1E|E%'-L1WY+.!.2NHSAF >"0Z;4X %QC1,"OP5
QHG(I2+@KY!= M!:VL(-(*[#0'#$=6Y'B]F\$FR3VWG|)^Y(%_@HM**XJMIAPN9Y,<815. M@C!E,&3"^(>J,_64CKR^(*?+$7ET.PV,;G)N,_ M\DIR9(7(LM"^Q\G7NO)'RW@:NCKS
M/H&O^%\M$/_(',$M!T6/+8/HSA\$;F>I^6OO2*E?LP1T^XZP]'\-W6_.Q*\)3Q MP[#Q:K6D*]FV,&$?RI3-^626W2&^&L=-KR=QX0&%VONU9[_VC?QA:&S=R!66LMV MSLJ>XF56EA-
)?8AD1<"YIQ"6X,!8G>DE%%/&"]LJW6&AEM5K&"LUDVM887#HZDF.MU=K5S?F)-=@]H+ M<74:Y*3-HN40."79TM] Z.M=&\N9|1AFZGC(%N.*W%=N M&C^"
<|)5WECX9SSZ>|\:7<=3+/&YQ MN@R#RH|R(A:#>'04/X),M:T 5]C'L\/H%@;O(MK1VD[TX@'Y{69M,25*7<"BKSH;<#:J,[[0BFP.\GQ>] I<-.N.K#G9Y_]S?;Q)6
M&+ZO&T&M^:U# ^]G=4&^`LZAPH50K+/,+A1[%&#@W_>HWP+/WMM YPC_GO30-^S>$^N*6S15N#N^2Z+;G;K"M#6-%-I MQ\;N]%HKV%D."!*PVP9@7^6Y0P#"&J[.K.
(9@ZV,A4%SOD[^ DS[)5B:!,-?-M2E&)Q^"+2Z^T;7#0ZG3I4YGEO)G!E46+"]fS(VUL M.U&U&;""*53T>8N3X|<]Q[(*,*?A^%$M1#(L(IHT15RPUA!Q%!D?79(Q$6I+A8$$5R@R+-0\K.
MC_E47S0OT.=)5)9O[F2_C #)7UJX#]QBF?(KP/S,",WN,;V\(=)+"#;GM-;_M-8RE#4+3%)^E[?KB)S/0F?C%#P!]I_9+_X3V?07$2T($C]RC&'&3-#*>212\ MQI)XQ2/I--
>^CVBU?.=E0]%ZY?%9/UX/5<@>3Z*(3#@O|R+)_1AI S1R"2\ MUA "(@9AAP(*>^%;.$!RL0<[VPPW0<[CC]NRDZ9Y,_.:*)U1R6R'(ZB;.93:Y:33V;+]
>GPG8+6GTSFQEGFLC!8GRFC!UY:M-M,EH\ MZ'ISNRSFG2#3P56Y[/?-"QSM.GMWB(C]J3!QS;+IR(AXLYPS;W\7&2 M><2C"\@("6&4Y%0VBR-)^*:G9U1DEB6)),W>
(5<DBFP\C!=$O)47+0Q%AP6-Q9^YX$B]LR75=]_)<=8\B;B2'7M^ MN;*WN;?EYMV2U:QA]HN;F?OO^2ZV;6N0VC]"E<'S%T<@+-?9X%]&:=@B[!^Q M5&[3_,D-
WBNM/>R?.F/MZ]:A_R:DZ2:MUQY>MGTOGYF^\VUUDS)#B:+=.RR M$#9E?N?CY%]\.*XDR^Z7(Q56TDI/>NWGQR?W295N.Y=A=^8F@E-3")FPP M,HE%Q/.A#0-
8@W10$(AI08/O5&$]B"PASW`J981Z%YC;J(<%O#2R-L$8X08 M&\;H#'+$.6U"="\T<@T/H0,_S!A/GO^P>,IKB:>UJL:Y;L_K%@?-=7?&^5[& M8I-
E/;#.>Q/C6>GL&S+G:ECOP+WHN=N+|?+7&HN0YQW#%_LG2Z/LF>E;I9"#S>--MA>|CBW4N]O\4VYW@]?[.RU5&#C.?$1F5Q, M*C%/)@GODNAT&7TP-=
(A5YK"4LL3*%ZZAIAYXGA:MFWF6^D+RW8BOI_Q6 N# M!:AOH8BG#!EG,8J86PP(D+6_LP=#]?,4 MJ0BR,>>AAW|B_A^Y0&XS-V_(K\E2.Y*\'%<3H)G>ZN_SKA_]JY#(-3 M05
]'&61"]2RIG!E/'(ZF-Q (T6N%,.I2ZK^@+XS>T:0+=LX8AXB=XHA8@+ MA$1L0.1$&,.&MQBX$3G9#(7_HT9YB$\?IW$LM%4TW$,AC 0UVP|LMQ8]-=HIO M>N!S\(CTAN-0S"<@XQ?
M1GY\$7LO?QTWS:MG%_"MS\5@/A?#//:>+,_+(SW#8:TMJ2!WD/$\Y;T:U%N3@(M^Z 4X%Q.!DW;.^'L4IS=N>UU.ZV|_^%GOK?>SBUD;'-[U|;?O?_5E54YMCB?3 MMA)S_3#1-
GF/%OIX7#N2V-;,;R"L]FU7\U*KD&MB8='F%0[^JJU_GF=H;+^ME2Z#P"-1Z6-'MAARU_R,/-5:]YHEKVZ$51Z}1^R7_(]UHH+X)'HG+> MM33'N*Y47M/]^|/,=\YS? MQS ;1G!
]G,E:D\Q62,*!CJ<3- 05.OQ:7*|+_Q1VV-[?YH-3Y!? M.I<7X#?EZVAHK\;S*;S1EQC>M&]',#[#WRTN\#E*NFSBZR9>YGQP9;'0Y>QW M>^\7BW> EUA667P:--7*L1?
+^ZQ\D7X9EANR9?'BO+,9?W#?'[- HCO[!B. M0!#VP"L?=IDY(_]@#ZPCK"\M1'^[?OI9)/6SPN<,@6XI_ZOCY/O;!30'#Y3 M^=]F^,SQ4UMD]:HMM51=M/###=61=?G^[C*ZK0E:%K
JY3X7\N9F6DN30 M^V"_M 9TWK|Z53?GMASB*:5 5L2IB5<2]*N*\=0.JY!]D]1!);8OZ]595[>6I*SWQH<330.E@@DF-;(MIV21M2F@:+71\) ^EHG.&GN425VL-$KGK)?LV)K%?
[P6Z9+A9^-^5K]Z>_`JQ%R_7_SD M4B\7O8U62?@"H]"_"I<5+@\VERK%- QGB KMLNMD&,V@L^I M0[(T1L$[<"EM1C>KD,/%N, LX>Z4[Z MOG!07!?_Y=[_? G,1FZAM7!6\BZ"F?
M9.(5K^N1)ZE-%UBH)ATXRQTO#C411$*A&U";9#?ZBE=LHR@H)*$#MHE0"-+4>'"HIUS/&#N!>R MMB68BPK,E>++Z[K+W>$F[OO.*W(^17VIR%DEX6#(F9BCA#N+@A8*
<4P,\8Z^69]M2F=%(BV -+F&(N>30P)0UNN$(S6=]B)?3YO\<3.Z_"U. MWZ<(V;-/#\3):EP627A<(XF#8;% /%W<')WA9&Y V=$%G/+?*#&J@[%PT/8
M"P\.EOYH+&LB'GLBNA52@X%-WU(-GJ5^D2M6#CF]\W,'R<;JfZU]@TKWMO MEU3=F1EF0955G:7.O>55E\Y,YE%3U;NW-W) M[=PG*UX!^+DHU6FH3 7@QR
K%8"O&:V5H%)B4@0#'&L.-**8,02<\1B3!2) MWY)\X%_];G"[:U2^8X&^G6JH^&H#JPT\(E22K5-A"#L\@'\ M9 S20GM$I;%8."F8Z@0ANZPZWU07Y;[@VU%8J9*\HQ\QUO;>Z\Y?
^(FM,8P M%;\K?A^LY$A*H:GSB(M,0$5#0$90B7*?;<:\;=%T\/L0M>V;,/RZTGW'D'V M=UG|(ZN?K_A; M\;?B;\7?W>R\1F;98Q(QGAE8]>?(BB"0P81HI;QV4>Z[3O_Q%>0_<0BN-.8[
M3OW_W'9\K1SF!S)5](QFE0S0C66[\>41#=RI$9]M,S[.Q>4+G>D\P?C"QXJ0+5 0D;!>*):&2)4<@&;9DF)I$<7-R@0B^<AM)HXWH7%$,1PB%^8AX!$L<2U$!:,3D!R+'6?2P.&IU4>*
[P7.&YPO..NOQ$ MKQDA$.%K3+(?G) 6/H S;#Q)4A$6.F=5H_5"6(N1LLX@+B)<;15!,24NP1$W M@M#G0KM>L;EB<\7FBLW[P&;BK M1,Z2(3(CK0) A3"), +0E2:X5#IR6&5H#. M-
CH$^*P1]X(CHY- .CK-!*;<"G\]ZKK/"HL+SSE+|\+.%@:T.9I7PAI\)QKZ[M@_6F_+[]$,O7=Y1TOWZ?[>?EPWD$\1H.QY|S*KZ,O-?,+N EX69-#P2YY_M MZ"A/!@5*IPLC>7ST6
4>Q=PI_.F%V%V0N_/>#F-%RY.>@SW>Q3TI/<2KIJ>`MCV>-'87FU>N5!5A,]`R9[5!7N8;L,#I>B%X>+KQ@EHC\=32T5^/9W%%YTXZ+ M8'R&OUM<_';VM)=-?-
W$2SL!55,>X&A]MXO-NWF?!HT@Y;9^O7B'K=MTY3'-MBO+,+WGR\PO.9G8]\N;%|_?<1TY8_2!5S[LG-&$$?6$=81WAJ$U#^N M7D&[@G8%
!0K:.RJK\U%!%Y#BX$7SJ#"RTA.DF98R\O:0:NW+KLQ[UGI?.7? MBK\5?RO^[@9_-4X$0%S$+04LY4HA:7SN4X%%M@:_FV)__WCIS$*I!\X!=>
M\1VG_G\>A4HJ7MLB:SJ#M2WR'FT>X529R!FR04C$B>/(&6.0D#11%:A+M$N" MH B5G#F$<7"YS;U$FFB! E$;*\NU<"=#MWQ@M/T3;(I<8Y *SA6\=SK0EN*F4RBTT9(*T!GF[_9-
ET3'!=-+-1;28PY5;XTW$=-%3YH M8O\)PO-J;A]^MC"P?UZ,ZG/26S@9>/(@]##ZM#'&5!H>?"<;^NX,+I_R^_<#+ MUW>4BK]^G^Q;?CN1\|A!<)L6=!H3<:C&+O JXX,WH1
M9B'T_HR7TWCXJ3'<+!',659JY!D.M*CU.^1^GZ[N=E8+WI=>57SRY+OWKC MT?#JK =Z 7>:CLMCLR[9T=4_-?F.(?>E#N7>>7.IM*UNIO!/KHO3)VJF8__7
M^7@(0ML4_T6]Z<7_F0VF5\N!^)*T,\&Q-H$!>\A0.1C,[U\$L,2!6?X-_>^5$ M5[^\N+0?(Q]-0UQ,-RQK_O-\5?]11.K+:\3>I&'\@L)@$HM&PZV'LXO1FS!H M+H?
VZG7^ZYM+&_(6RLJ6VV!4%G6^)!5^D&=VD^X6#RR7(AC2F\MQ.RCWGL2\M#)\B:/]7+#!PS|=+!?^R;\W^MD;++Y%O^M86KBCVC(8@"PAD M:#0)).6?3\)9OU\!4MA^7M6VW!VR"
(;VVP_VJGGSXONE%,SOO%BX,F!ED586 MOK.)!).]!OSVKPNG<==MC==/=V1K,+%YD%W1;MV=5;R9^SN64DD\=2@YEA#G M$F)1'1*2SK&@))$$R[_3!43EB&:KTS_]KLEHOY ?
\!HPA6?!6V?_C!C$R:<, MYN=V$HNU`.,"_-_J,QN-8@?>S:;S2>S]TC2SFQO3FU>(W'BI?_H1WL%-!O_4 M,\#"(7CB(%W!W.'8K!M9A,L%OB6V"18KI (,KF_W9>F2AIX+)3ZG?O,Z9_
M^O.89I,%/K6#+6=3$4[W,5HB_/S 9!UPQ"^\Z(7P2F!S.[.9!92!^UU1+MB\6Z^'JI'?>"]U>=G!ZY#;W)0GR;!?CZ5GR;TJO)&?MNU1S. MYI.UA[_?<25YX&7R3.WQ@5\!LM)W'B_>)
(IW*3RZ5R4-.68ES4:$_88$%$QD M_NN_O* O!IZ,>Q5)+H:V8?KT2?C.'2/(0*#:)MOP\)K!4YC1O>9 :Y7ACBL+ ML5.#1C*\6"G(\'K*PU:&SF^?%#WN;?*1?
VHMR8.D#^VDE@3N4$^!7"V-N8Q>"=O)'T=F$X7P2TLF$*="($,9 |_>BNBE\#KIF_GC%<_\1WN9 MPY@V1%FZZ>/)NJ>^EC|N_<'5Q#'^6CU<7W#9)YI6EO;*]7)46 ,:!G4) W.9Q
M,T)GN:!X7/%Y*WP.6FCL)4$D'WGDN4&FMB(!X"87;9 QD<[^7N2*8DPETHD& MP'2AD38>)4JPC"-5M-.:=SA\9E)V>>D]G"N;O.!\/GM)SL8EGQ0SB,M$T@P M>;'=`8-8C_1^;G?2?
AEE7,G<7+\/|:C*9$7K;=!:"16%30Y%K< SE@[6GD. MWK3 W!*$E>Q68P2LA2(4&9PR$3FQR",,D=;4E;W]$#ER M0CAC/$^VF_I@ 3|%7B#-\C"']!URVDO$K)9122M#Z!R#/S18\
[XPNF\XJ5A= M7>O#8'46\<$TISBFXUX3I|-ASGS$!4A/8OX>2& 5P K-VT SQ$(&.D1%H%PX6WUCIW;&C6K_O M5'&Y^M#'*A)J!>K7(IA)152*J@\&\,^ O@_--53Z(MDG!$ANJ 3-
+,4Q.PSZ1^ZS#/5<#-)XL$>XD,.1^"4QI<7WTS4?2 MUXKU&=US<<=V!0>CM40!/YJ#B20'\,S^?;+VAV'&!'),6<<\V MTL$$A
DQ/$F6G[.+!\XF'AG@F^TKQOF*L'D%X\U.'$.XZ@G=KQF5V=GIF?F[GM M<_51$4N.B!4NUP80\)040%1P:YFB4<1.E/P0'L^?!HT?CAM0GG+"XC*.FC+_ M?\1R'OC'<3-MBK;]8)L8?
K=7Y:CB;:O,EC.'M=-M1_)UL>;)'W^LDQH9E M+E,[&D_CWPD|Q-F>6QM'P2OT"%T>P3S:BQ3%++B*RO+V5B7@^&]WSS-T3^_(MUYWU"B?TGIM7ZBF?
L_IEU'MJ.1D,2UW\FV&G^;GMIN?&=E).C[<'H<>3_Y^] M-VURW#6Ca:*0MT M?_V;F558N/5.-F>Z_$'N(8E"+9E/KI79.5PV2P#5&>41EK7S5WZC$U%*5>=, MKWX[?+EL&
[PM=7ONBO-F^!{_^/1+/OF?&J=8M]3GCU_#"<-9M0RW19WYP[_);.U&D.C>:E)D2^GRC@:QK@ MG:-HKA6HH+-^QM.45CU=4,H72*L;KR8R'<9QKLNJ&@0\!H-RY5P D.8U3#J_
MP6=+&.E3V9'C$0R?RV!N_*<++6A8U;$"6'8+72JA<#9(E^[ZF?V5H).L.Y1'MN:J;ZYFS7H+-06-\6I8M2:<9JO"%*E'MGSD"M?ZJ,M_AK6P(-AH??D<7X;7 M$(G#6$Z2SNS$13T""XN?
-Q^L_99)?UG@\G +2%MPPDQL*5JFY@885]6QV,@#W# M49$B/?2=7L*B(A<*]V[^ZOAT8X,=1--2]FZHE]&!@ZO'/9KXX[-#'WH>-]4 MR7;[_U/!&FMP5=C+"%:N=E'!-
:7N^H%SQ&;8.)6N4+KP:1*G[5J+X#=V5 M-45 Q$1<]Y,*6/6_T2/\0\T G+[T(7@.W?VV?T%L8\73Q*7%057+$P2 MQ;CG<2P6N8J%F_&@V,F@2U04\]B/6*#BA(78_RMW_8*%?]KB$
Y8|MHTS^TO M^/&G'^[P&/CQS//B61(=SJ$!F40>[U?ODQH;=ZX7_I%EZK'V]FWI<\2)Y58 M\49]7-4,>E-^0]C*ZQK!$;]'PS;:&8L"YZ+%L8'# (XI7;(&:]M!T.VIX/>? M#7+*FQ+F<-
XB8GN!^T?&/D'QZG:.5S#85U& /Q'/"H|@FPL\6#M3B? M>2D+XSQBJ1U[%F7P)X_=Q/?2:3R3JO"D#R@6RB;#W7AVCYS@E\6SWV!AV:5]MY6OI6(2]^:NLV2E(UGNVGIX>?-:1G-
[_79 MEQ^FFN9MPF?;.-@4C!>J5BVOP&*X KW3T1(-V&5PT#[('27P!5IPCP/4 W6! MLB@,!. ?]H.[:@<>5V(;%+/14$:22Q;D7X$6)D&5AX;&(>(9=/TO]P@.)DJ4]"_,$!#O@/%/-SA6IY(KG M\;3T5TL_:-
MGO\|Y$Z;28^EODB7=1W0Z3;_'G)B?FM7_4S 3T5S4L%'R8$7\ M>*.B?G37];[YX0LD)P-#*$UE7*+:X;:NVV&AFQ$(@'4L:>ZT.EL(6-M-F\[M9 *3% NGI.@987Z[$1D'/[-+Q1&2$"
(/]KO=T"+"5'UR*3+ M4M_EH)$$*O[[@[-/48;/1K-:=WFAZ8U'^'O]IL^J'2<$.C< M>9(>5'%.3,RD;UD_WZ]C\%$[F/XV+51U1A-]?:K8!RS.CSH46-L[V40Z'*7D
M@>>Q@8FA_$U>`C85]5QQ&PAM=PQU=G8#I26!*MS\]X;O'ZG$OHKW<=WL$BA1< M% |(+RY:=6$,F?-0>X2O8M\+P1Y6F6!@#B=@^:+LIDTGN)H&/DSV!,=W8SSVE M,E8(":I2
AI/QG.7)9'*\|!+3_*=|'IB>5W^3[^S%AU#%,EL'?V,!-#_M$W7 M/;54093-PN1P?Y^3.K7.X|RE6^2A $6CR IX.S_#@A0"#M'S R_VXERHG0L3 M@1M'<9 $>`%.I3#&
(IY<%*SP(U!9,B_DN\WV7N2\@UD2Q,,T.ER5\P5"AE-;_ME5)PEGV^C$[!*GC9.E>\6A,J4!,<7B@AQ;5,P4K)]=%'4U8[0]P2HS2_[WTI
M0O:2GLD!*/H#2G&* J1SEA00_1&Z;|>DV>,="!5]>8>/%8;7GZ>U0A6?F) M+4H)TO?M# _D,N&AQ5F>QCTYD$!VF"VUOL_-_Y MX\LAPT3%,A2#30OV1
$<'PH0]ZVW"S\M10(KCJ?%/]JC.G&Z=_PM@%N.283 M:5?#&]:IEMB2#;27QI'V3MBPD T+C?X1,&X3OP 5P0MC%GIY']:R\%D>B)B# M&0)FL=Q)-$CB)$QYP#RA8JP[4[
!|KP(<^&Z:1[$]; C'SGWL) 71//TYE=*JH.G/8KX'"%{(6C0M[{"^ M*SK9O#9K>5V=XYS"7A0S].& B M#02CO_+ "YG/D\0+LLR+DYT02^PF05* "N$G .2A4CF]'043L5O(P TC%1^]
MQ\K=W2BF9OZ.O!*+Z\8'*"D]<+#U_.08]=;=\P;/:MPMLGHQD)@-#OZ3A YVWI.\.]"$BUX;T3N'?&VS_SIA^P^W/.?-_^13S[NL6SN
MI2=|H5VA7>&YK?".#GW8C.=PNJ9]/R0KGUWMDCN]:8].FUZ%K=@=#OV4J^NA<^U&0^[&/)<_2H%;?N' M/QUVACV9^]CPZ'TP8UZ41-R/TQ2T
MEIVBC(&G0/7FC'/J88$:3203)CC/4W1'_SY,K!U/L%MWRCYS/H,N@?VV ; MV'DUJ-3,G_*/?U>UWJ^9:M7/G^QWLQO1=.OBVS->0F&J'U/):GPQ(ZYXV:)
@O)8QRL:Q8F2K',]7.69I'\RB.;/,##*|<7-ME7=W37@!4?E^B]_8!P$;/IXOI;TRU!RH,% C5457JC1X4U-[RDN"\[S4*;)OJ9;" MZ/M0[>5S.S1\X061)T#
[5=QG89R"4(!QO:A2GG)5X4=B)^75# _W(3=R0Y=SC MF'\"RG (&K$GTE %BL2?S__"?Z=5S0!^.-?&]VY-SC-DX+]QY=%:^ MBYFN@#%0SE6#P;$*;\&^N#C_A5VX0?8A!_-'OP*
M6_!T916)=[*E)%A!V:L.4T-O'@7# O$X&7)PF7T6Z6^B/LPG./PKKSP_7@3QV# M/1PMY9=-NQJ#I>01A7-Y5CLB29,P5++!=N9O@'00$;JDX2PL9%T&L5)[N4,2# MQ?
O?)GPS/>'OB6O>TS*[NRIYD\5W0@_ZFZBF-G5M6/-0=7.'*MN_,@'Y< QCKF5-=2S>5$W7??,LZ%H$(@Y$P*+"SU@8X8V?7 J6RU"D M@9L$/M\I+/68U@\?
O$+)=:.5^+NXE>=\#U0CZZ^=B.\6$F.F^32'NLSY*X3P9 M6+XA(FG6'9QR|\W;.S @[]!AVW|F.\.|"$BUX;T3N'?&VS_SIA^P^W/.?-_^13S[NL6SN
MI2=|H5VA7>&YK?".#GW8C.=PNJ9]/R0KGUWMDCN]:8].FUZ%K=@=#OV4J^NA<^U&0^[&/)<_2H%;?N' M/QUVACV9^]CPZ'TP8UZ41-R/TQ2T
MEIVBC(&G0/7FC'/J88$:3203)CC/4W1'_SY,K!U/L%MWRCYS/H,N@?VV ; MV'DUJ-3,G_*/?U>UWJ^9:M7/G^QWLQO1=.OBVS->0F&J'U/):GPQ(ZYXV:)
@O)8QRL:Q8F2K',]7.69I'\RB.;/,##*|<7-ME7=W37@!4?E^B]_8!P$;/IXOI;TRU!RH,% C5457JC1X4U-[RDN"\[S4*;)OJ9;" MZ/M0[>5S.S1\X061)T#
[5=QG89R"4(!QO:A2GG)5X4=B)^75# _W(3=R0Y=SC MF'\"RG (&K$GTE %BL2?S__"?Z=5S0!^.-?&]VY-SC-DX+]QY=%:^ MBYFN@#%0SE6#P;$*;\&^N#C_A5VX0?8A!_-'OP*
M6_!T916)=[*E)%A!V:L.4T-O'@7# O$X&7)PF7T6Z6^B/LPG./PKKSP_7@3QV# M/1PMY9=-NQJ#I>01A7-Y5CLB29,P5++!=N9O@'00$;JDX2PL9%T&L5)[N4,2# MQ?
O?)GPS/>'OB6O>TS*[NRIYD\5W0@_ZFZBF-G5M6/-0=7.'*MN_,@'Y< QCKF5-=2S>5$W7??,LZ%H$(@Y$P*+"SU@8X8V?7 J6RU"D M@9L$/M\I+/68U@\?
O$+)=:.5^+NXE>=\#U0CZZ^=B.\6$F.F^32'NLSY*X3P9 M6+XA(FG6'9QR|\W;.S @[]!AVW|F.\.|"$BUX;T3N'?&VS_SIA^P^W/.?-_^13S[NL6SN
MI2=|H5VA7>&YK?".#GW8C.=PNJ9]/R0KGUWMDCN]:8].FUZ%K=@=#OV4J^NA<^U&0^[&/)<_2H%;?N' M/QUVACV9^]CPZ'TP8UZ41-R/TQ2T
MEIVBC(&G0/7FC'/J88$:3203)CC/4W1'_SY,K!U/L%MWRCYS/H,N@?VV ; MV'DUJ-3,G_*/?U>UWJ^9:M7/G^QWLQO1=.OBVS->0F&J'U/):GPQ(ZYXV:)
@O)8QRL:Q8F2K',]7.69I'\XRB.;/,##*|<7-ME7=W37@!4?E^B]_8!P$;/IXOI;TRU!RH,% C5457JC1X4U-[RDN"\[S4*;)OJ9;" MZ/M0[>5S.S1\X061)T#
[5=QG89R"4(!HQ

*N@I%F8RP,[T*2OB(@QYGJ,%;M\{G'7_M#63$?(Z*I)=P,(}YR#R?9[&?%ZD;!M3",G'D*DFM>6RS;D_DIOT?74":W+1< MP[_*;M52SS)S.$9S\7B)DE*^ M%.+Z2F91E@+BIC'ZKPN6Q7$,_\E\Z27"F=G.#0S/XX6;>!X -!{!"P,CGD6!57(MY%K(/1:"L) !NA5R\AME*)G(.@X*:XB= MO4%AS5T>AW'&5,+:C5"D:2J%FI,H3M 5X7*62U"ZV2.JPYOTQ:W-F.XMASS"TK,<[GG3W",\GC7.8H//$ND.0!RP(5LT#Z,G #E87[M+3(K!% M8(O QT=@/\) {EUAUHX@R%L8%9UE68$M5+PQ5YKMAKG:BHE&B,.61)3Y6 A&A/ M69ZX!5.2NWX!AH/GONP%=<^,:!?[AWG46@2T"6P2V""P> ""P2SQ=IQADHM04+ M?1$S[D6"J3CD4>A+E1: {MV\>T2GIM/<0TUF0';ELDD5@B\ 6@2T"/[WM9JH'00.9.Z'4>2Q4,98X=OVLOXZ[9;])B&%UU2 MBTO\Q]X7O2EK4:TEM0E=4#]-50*)YC<;4X81./:O5AP;@[;-)7T[OGES@1Q' MISZ@EXTLBQM:R/#CW\.$UJMNQ6MZZ[W;B\)PV(Z4"P'SP .&#G:(QB&P4VF_M9>=U-]QQ@MCLLU\;@5L'BW??#1,J3.)1<>MGR[G#?[C@^Z;B$[_\Z/"BH?6 M14|]"QF&7ZE/]A4=E-&2^F7BB09Y^A6UM@'1~]K(/JB');6K3Y6H8#:&W+<'L_M;VEU#:SH1O%VVLEU=R9SYV.CC'U*X??P\ES5"FBRFVVNTEEP.I167?*R[MNI MXL3;9GVQ=_1H7?K;J5W#%9"!UKJ_J";AS[I?LZE)#(# M*MW;618&.Y,>YXF7%$$>1,S-!<@H-RT8+U*P+,#C)$O3(N-B6ZXI*=PD"P3+ M$S O0AY[+%-1"@+1_,PC3,OV_&N? Z<*U;9;C59;X,<+XL)_,G[".OP54J@ MCR<*PRV4*L/>Y" *>"C F MM^G!\7F8I.%@D@YA,+#BCD%.0G0\]1 "2T* MBERW/>]=>@XKZNU%W:LGDD5A0Q/G<%NA4\UNAKB\5 {ORE4W&^W?#^A>H*+] MD72P?:VH12S<(O(!P]P@1A*.6!8F"1.<1T'A):ZKTN=PL'S/6]C-B^X7U1(M M?U3W:R5]G_E1*^E[:-%> ^B!ML\RC6!.RO]/:N7\:'JE_P5[I:,,Y- QO_@4-_JMO@HC!^6>HDYO]Z^E, M.CP3AZ] R<5Z7+0 NMDX;(7P*P YK98N8+=5VSF@1*$"MT;E/%2P"$D@I(.^.?9\1 MC5VA3U5)QL%LYA9&9(-,EGBC&1*^7"6?/T? G6S6U7D:#AX8V70FJM'!E6^^2 M4*/OE AN"!5=]LZG^]8Y9/\N]C[9\RISR>ZNSD6L:VU!S%X],=$3%,]"= MEK 25C=2]8, /^/79][(2SYI)8%[XI*)6*R;!7I3R",J_5E 0XH85GQFI?X M[;LE&DGUQ22YLZQIJB;[47] I%C<|"^D1QDH(>^6C;;DWX)13M?EIZV^!Z?3 MIV-[EI[68.XQI^8G&\=&*LUP6(LAA]3,N:PKT-X8T%B[>LO7J^;=YA>PE?IC M.EN=2,H+6-);7EV#&6XZI4^/N3\XVC^LKHA03.4K&ZF:4A!N28^,4VH>GBD)I MD=FMQ:*7*R#A^N?FS&=>K,$HX^^G&H7Z[H15<9(-]D? EF|=WAAUYE*M%["ZO#=]H],?::&T=;B>,+19; M7L1ETZ[0\8A;C%M[!UCMG$P]-2#-2*<10?6JL-)/3/:\\/'FCD=DM$!NG5P M%+ =X2T=Z!KDCUV EN3D2@$,P(=(;$0R9=L3:XE^\57)-DEZ<\LVB?(^:^ZU MZ(=Y.NB'FX_>_D1P8+8/.^'AE?>88_.@P0@6X&$JYO9DT[3N>,.I/$T0GM] M#(]G3U%KA.R-4%-5 NA*#9+4<17-$ RDI#\WR'G5K/I"_J"A,_//#>,0=Q^? MI0#LS%&?!- "$#N0@?>AWE2+T_AC7M,8WML?.2 44>0_'+!WH. 0;8W!4\.KG0 MS=}:/ 0;?Y_T$_+P4\-/X??Y, "B4B]V0!|WZTC%<G6]_EL@U+PM5\%_K>-V0#0%"H.?KK- _V6*0^+- P5YA9AR.(P#IF/P>5,I'"C*C+.B3-.-1I6/080^4'L5!R7:F? MBVTI)OE9WM?2F.8?<=L/>35?"9@VD_H(KN!!\RZ;=;WJOGD[H<@^;4&_?.]%/S(-C96&VX-&&U@?^',&ECQH MD+#V3TJ^T_O@N>[<_;I_/-XXLM.O>UTP%;UYT3 HL.?^:M_]QZNR*_.R H7T M,3_&@8N-^K41O7.P*LU):+/R#[<\Y\T#_Y%//NZQ;.ZE)WVA7.%=X;FM\(Y; MS^FMEY[W 25#;D(_)!TV/8.+S#O1GT=X=@^D\)W+5AP_,1@V&[^E3(!;%_^@ MFA7I6HZX74_S+C^.=CZ22?M7.6!^OVM@/IZ?IE/-X1SVIV29ZI8#+0?N2VM M#X\IEP"/1XQF]^>PYU0A>0DXI"T7$?_?V<.ABWYRL0\+F'I;.B: M<$;0=M!B$\]^W(7NK3:RP=+. [8%G!$H'=!,9$QM'_M>.,$S=(Z@00ZUCOBMJZN]IK'15Z$,0&\A!6A\$"[%I+E -6,>T4L@SPIPFQ7NWY$"XI'XGP'IP-_ MW0'XV2R-7JF6_5BF/NA:?E*.E@T""""$((<*]B'Q_U?U+?\]XY? \S;/QB1-OWO M3K4,*_?/]O?3>8+$*V_^=.+H N=>BJT!DBB+61@%&X%/! L#E,7[$PW8USE&?-E M! .HFQ61&Y!VU51HZ=A1EW-MCF6-4RNDK)"R0NH07*<<;+\7$BI@.> <@9A^4RY4<<3.0B#[AW MVE4 IY ZG*2R0LH**2NDK)#ZW(14VH=9Z F/!4D4@9!*[ ]9-C5R\NI(3T$\]3+LMRL)"\S*P8&_ {EBQQU61@ 5YVE4_]Y_Z%-.S M0LH**2NDK)"RH;X[0WV1AZXVEZ5@?+ P*#C+$D!\E0:92K.$>TGX[*&-YQ6+ M]PL"O"OAKR(\Q1D789YA)Z;L3SW N8F&:Q$^PY/N_P'RL>GQ4)?IYP\C_#H MD0H]? A$E++Y3=4,=Y&T1"WM'T[H1M->5+2M85K"L8%G!LJD\'LS1-9E'F'=>%^0H9Q2+D*SWX5XN0HL@2J1*?),D;LS!-,L;E MB61<<3\3PG<3*9\CC^^D",G%LS#S9YY%2(N0%B$M0CY-AW2+-/2*@ 4Y7@?F M*F%9H0238;:4*%R5N.ES))&=6H?T7= CDR/?$7Z%C&(1\I4>_*M%R"@AR"0 M/BLBGK PR2/& \]G<=!*$!\1QK1:75('W3(:!8%1ZZ:\SDSBJV._,*. MY>\+TS163E,XRP8_@M]6-[J>07FE""J'X#1+I-K.BCDKYJR8>)!%3Z%$%A5A MD3@SD25=EB><,]=-%!>%C%*^,/)%EG99F'1PJ*%Q;<4:4F4B&0A&/?2E(6^[!+4RQ*FXMC-O,1- MO.!)Q8A/"(O)#&&^BURK\EM8M+!H8?%)U8)\}5P5%%+ D4Q[8L%9+CV?\2!U M\\ M$!7M.$4>XC8^,!88)_$\3ZPL6EBTL&AA\4FM*XK(${G+60@ "?]!1.2I MQY(@*>*$*S\ (GW3C\GBP6)2?E&3_46V#-)'ZGO_.XJ%-.?X\/<-ZJNV%)B3 M/"V=:\6;%6]6O#U!O 6*9S)5G!5QF+$P\#CC;BA8*,(B3[T\\:W\F#[B7P>^_MG0 16>&HH-/9GL1!.86? 1T:*C1<>G*/ABGLSB0706'RT^6GQ\"CI[JDB*!,MR9MA..?\=EL>Q M8(&4RE-ID@:%3BGIY_09'P,?PR",)>]=F1VRR_0B:QZ/A*#_[5HJ(*?,1>$#; M+-!.!L4QQ6K&>>&:9!'JE!4<,0"&*:\.ALC1+$S=67!L/[A%9(O(%I$M(C^G7TG%0D2%8%&6 B(K MP%GN1XP)7(1^XN8 U#LZ\G.6^#BBCASXWBP*$HO(%I$M(\7<5A$OBV++I9I M%+F"\3#';H4\95G!0P;.KINXL?(R_Y<@%18Z%R*5,U7?>-LU2M#@PX?+5]RWR]PAY?SJHQ48,_YNT?S*E._]M-FG_9XM>O M5AK;_HR?@5@NN/"$+!2+14CM= .6)U!9.J&F\14(Z,+]K&A*+]K]HJW'3TRM QTIQ+:OT-"N_/@R!5C MOWS1;.'9PK.%YY?)'@UB-\|+EF>>RT*>@-64J9#)/(U#&>0!?YY2WB\(S)>N MS&+AV<*SA6<++S\> 9T_YA4JERI@?8BJ.\%F:*0#JT \"5V1I6NPTVWY.F.$% MX=D[FX.U=%7F#^3XIAB\"-6*Y< MR22'_X5%#/_QGB/*<4R!T.$1_O=7S"KNS\[W]AK$:\R[G'%&Q2>]Y+ZP>^_MA8? SMOS]K.-UQSI G<*J"U9=^"RLN2@]\#*BSQ+A*Q:FH,Z'R)(##LAXR1T MDV/$0DQNPHFB(?9ZQ3G93P&W3C .$DB=$("?R-OO@_]9O[TYK.#OXMRZL__1^>0/;7\;7.Y7 .Q A7]7<&53|T>8QY\KJEVF M@&B7&.MIUVIZ_H33B/@N#K=X>A;6>[;]<'ODSQ6MN.ZY#9#.YT'6@:^ZP M13.'7BT6SK5JE:/_ CH%++ T8GA@:?,]+9$!

K2NVT$MPM&N-M$,PWB61-V$-GL*W*6(-E!>)*=2LB(#C*CTHL:!C0Q0WMYG=P)%6S'%CA-Z^4-MWN>_\08WA4:Y1>?S0&=BT-_0?@!0*4K!Z4#[LR4^A9DN-M4<-DKU]>S(O=)-M##$"S0A/CBG!0_?%(HXL=<,:Z%5'F1&Q-6<+)X5V9%$((:1Q)TK#L"AF5;"-M"]LRUT.2@=8VEXW1G@QWEZHCU$&E7F+6_IE5U3K*YQBJBJ7;1\7+[>I!{'Y(3BX3&"YG(1,)}!%66EIQQ$BV?=-MTI\UJL+D=46[KQEGI-EH.NAJ---(#.0*T.J,*7AYIS9.C-PM7#9M%2V\:M-9-MK-VC6YO-@\(P2BX!S'M2Z;]H\@"X]#+1TZ,N(QI#%ZH-Z->VA2'1@X,]-3^'-M-GHKLB4VX!5#ZJ"A4"M@"A-LS-O03(UN@)\[T"D;J;%H0#]-+@^E79T@!TD/-M!K(=-'<IEM*')<4H!H.H$*Z9[*+52V%NJ1!G?+8&U:"Z"*[<..@(H-M/'5S"=-2|5?59-C7ABY7!?-WIZ"!@5$K3L\#4M#8TO")QG1L,6S;J29E!DCJ):B]7:R*12*ZF&-M!0%FAEHBFV_OYP3*-#P"'PNU-!Z[+9\K"(@.Q96&'7+=C7]\[+ESR;O5S"@$-M2[.4+?PTC\R&)>Z=N9GOL%@XL"N4PFA7:@&9.\2/H>AVI:4,'G:(I/EH*VD-MLNY6G-XS&0[FW3D+4!R:%G\)^Y(K53L5>HJ'\,U:E*WL]\Z1+4)I;YJ-IFE-MXK^9-[16ZW):T?=V1_.F(3H-MDUBV)4R]I*@-<@!2OK&<IC/&.6YA8V;)VA6PQ<[IE-9=\9OUM_K_SF7/]N@7M-M2:LX[I2=IT+!)3\3TZ0&'Q\,OI^[67Y\LC-F.'IS#_&_I(C2H7UE7-TDY?!(5R5-MS;JK4.&LX56DUIV!<=B!B=(-+^#E?+F%-9LJ(9CBY&X6M)[-O-M&FT<_!'-G6''2"LC#0,]Z35:Q5)5_(;"WT]*T'F."+#-ISRS?,K0YE-^;EF'-M7^[*/I-\RLR&$;*=.@2N(B[@]-'RP;W-WQ\=?H8L=%5]-MBXX'/B:S]($HI1(HQ_JW@VK97&K[-]\N#,E0?%$YZY11P-4:MBT%-M^DR.1VD\HWWVI[5+>[L4*>['WIWP&L%I6#S0FG3J9M7GK5X"[>*3)N#6@XG@-MW<*DT>CD(.-A+WJW.PHEN6X']^\"H0Y_6B,CD_L5#4(,A7U0RY4B7VW@SLA^-ML10)<_ENPO0F[_<$;#^SO-@FCY$Q$'82O0PUCK%=LBRT@"]X:F9>CMGO:L3M^O*37018WNPJJMZEHZ'1+|>-MWG5BTJ05ND@<*=/-5_.HA!62Q(:3L6R*;Y3779Y]@CFVUE+(&XTS%L-M/F-C65%VK[S,SP)MKR>%6G,6QA!(+,.M^-[(3&E-2F!9PUNI*+HQ")&>%-7"R0B[>25%%[X\[_O'___M"!fX+(G]P?H?%UH7"\4^1SA=Y1N-S\A?U"3:UR!90$NJ9K@-MR>2D3*XDT-VM3F>[M"-\3&[*(9+K">-??>,DUMQWH6K(L#&0)YINU0V95)0;-M/,GZI?@Z/8Q2MFQDMYD65JL+W@M%8YW"F.:)W?2OLMB(SLL&WH:,UK\.]YC2-M5=Q2K$%XTL:BYES+:;2?H*%!-F9?D:)GI%6P>>[`&>W7P0*\ST*0W;UZ5F\9*-M^TMV^#>-B_D;BN-[(C@FZ.,J8[-H?]'R2Z/34S;L"M,/\-%YWWT;-W6?LQOEA-@-M8R8L[D"MVWH!-_W7'LQOZ&,J[QK=$F'CW_DM~'Y%;]/(@=>KA!ODAV4Z%9P=-M3:)/F(---7]N7N%JZ.80;K>9-=F-S%Q-POM%(&>[%:;U]1>OHEC,\VG$ZU-M-Z,Y@6M@IMPBI%E0B^:$B\GT!!PQZ%VP>SK]>L*M/6MO9L,[&_=C-M)R?R_[/WKMUMX\C>[U?A\B2SG;5LMNZ6[>F]5B;3W:?/,^G.T\F<>0V1D,4)-M16IXL:W^]*<*(*E*EJR+28D4_[/VIE@2+1"A\$.A4"AD<6]JRU=HQ"IWP?9]M7*JDF]+RK(GI$[&=PHZS.R6A-9AZ%0:$E>F7{JTE7(L(N^HU*QR8+/^%MG-M,*8;MQ&U9=+<&]Y40%L>-+BJQ9COK2'C65%VK[S,SP)MKR>%6G,6QA!(+,.M^-[(3&E-2F!9PUNI*+HQ")&>%-7"R0B[>25%%[X\[_O'___M"!fX+(G]P?H?%UH7"\4^1SA=Y1N-S\A?U"3:UR!90$NJ9K@-MR>2D3*XDT-VM3F>[M"-\3&[*(9+K">-??>,DUMQWH6K(L#&0)YINU0V95)0;-M/,GZI?@Z/8Q2MFQDMYD65JL+W@M%8YW"F.:)W?2OLMB(SLL&WH:,UK\.]YC2-M5=Q2K$%XTL:BYES+:;2?H*%!-F9?D:)GI%6P>>[`&>W7P0*\ST*0W;UZ5F\9*-M^TMV^#>-B_D;BN-[(C@FZ.,J8[-H?]'R2Z/34S;L"M,/\-%YWWT;-W6?LQOEA-@-M8R8L[D"MVWH!-_W7'LQOZ&,J[QK=$F'CW_DM~'Y%;]/(@=>KA!ODAV4Z%9P=-M3:)/F(---7]N7N%JZ.80;K>9-=F-S%Q-POM%(&>[%:;U]1>OHEC,\VG$ZU-M-Z,Y@6M@IMPBI%E0B^:$B\GT!!PQZ%VP>SK]>L*M/6MO9L,[&_=C-M)R?R_[/WKMUMX\C>[U?A\B2SG;5LMNZ6[>F]5B;3W:?/,^G.T\F<>0V1D,4)-M16IXL:W^]*<*(*E*EJR+28D4_[/VIE@2+1"A\$.A4"AD<6]JRU=HQ"IWP?9]M7*JDF]+RK(GI$[&=PHZS.R6A-9AZ%0:$E>F7{JTE7(L(N^HU*QR8+/^%MG-M,*8;MQ&U9=+<&]Y40%L>-+BJQ9COK2'C65%VK[S,SP)MKR>%6G,6QA!(+,.M^-[(3&E-2F!9PUNI*+HQ")&>%-7"R0B[>25%%[X\[_O'___M"!fX+(G]P?H?%UH7"\4^1SA=Y1N-S\A?U"3:UR!90$NJ9K@-MR>2D3*XDT-VM3F>[M"-\3&[*(9+K">-??>,DUMQWH6K(L#&0)YINU0V95)0;-M/,GZI?@Z/8Q2MFQDMYD65JL+W@M%8YW"F.:)W?2OLMB(SLL&WH:,UK\.]YC2-M5=Q2K$%XTL:BYES+:;2?H*%!-F9?D:)GI%6P>>[`&>W7P0*\ST*0W;UZ5F\9*-M^TMV^#>-B_D;BN-[(C@FZ.,J8[-H?]'R2Z/34S;L"M,/\-%YVXD8&:XH#DG@-M8R8L[D"MVWH!-_W7'LQOZ&,J[QK=$F'CW_DM~'Y%;]/(@=>KA!OD AV4Z%9P= M3:)/F(---7]N7N%JZ.80;K>9-=F S%Q-POM%(&>[%:;U]1>OHEC,\VG$ZU-M-Z,Y@6M@IMPBI%E0B^:$B\GT!!PQZ%VP>SK]>L*M/6MO9L,[&_=C-M)R?R_[/WKMUMX\C>[U?A\B2SG;5LMNZ6[>F]5B;3W:?/,^G.T\F<>0V1D,4)-M16IXL:W^]*<*(*E*EJR+28D4_[/VIE@2+1"A\$.A4"AD<6]JRU=HQ"IWP?9]M7*JDF]+RK(GI$[&=PHZS.R6A-9AZ%0:$E>F7{JTE7(L(N^HU*QR8+/^%MG-M,*8;MQ&U9=+<&]Y40%L>-+BJQ9COK2'C65%VK[S,SP)MKR>%6G,6QA!(+,.M^-[(3&E-2F!9PUNI*+HQ")&>%-7"R0B[>25%%[X\[_O'___M"!fX+(G]P?H?%UH7"\4^1SA=Y1N-S\A?U"3:UR!90$NJ9K@-MR>2D3*XDT-VM3F>[M"-\3&[*(9+K">-??>,DUMQWH6K(L#&0)YINU0V95)0;-M/,GZI?@Z/8Q2MFQDMYD65JL+W@M%8YW"F.:)W?2OLMB(SLL&WH:,UK\.]YC2-M5=Q2K$%XTL:BYES+:;2?H*%!-F9?D:)GI%6P>>[`&>W7P0*\ST*0W;UZ5F\9*-M^TMV^#>-B_D;BN-[(C@FZ./J8[-H?]'R2Z/34S;L"M,/\-%YWWT;-W6?LQOEA-@-M8R8L[D"MVWH!-_W7'LQOZ&,J[QK=$F'CW_DM~'Y%;]/(@=>KA!OD AV4Z%9P= M3:)/F(---7]N7N%JZ.80;K>9-=F S%Q-POM%(&>[%:;U]1>OHEC,\VG$ZU-M-Z,Y@6M@IMPBI%E0B^:$B\GT!!PQZ%VP>SK]>L*M/6MO9L,[&_=C-M)R?R_[/WKMUMX\C>[U?A\B2SG;5LMNZ6[>F]5B;3W:?/,^G.T\F<>0V1D,4)-M16IXL:W^]*<*(*E*EJR+28D4_[/VIE@2+1"A\$.A4"AD<6]JRU=HQ"IWP?9]M7*JDF]+RK(GI$[&=PHZS.R6A-9AZ%0:$E>F7{JTE7(L(N^HU*QR8+/^%MG-M,*8;MQ&U9=+<&]Y40%L>-+BJQ9COK2'C65%VK[S,SP)MKR>%6G,6QA!(+,.M^-[(3&E-2F!9PUNI*+HQ")&>%-7"R0B[>25%%[X\[_O'___M"!fX+(G]P?H?%UH7"\4^1SA=Y1N-S\A?U"3:UR!90$NJ9K@-MR>2D3*XDT-VM3F>[M"-\3&[*(9+K">-??>,DUMQWH6K(L#&0)YINU0V95)0;-M/,GZI?@Z/8Q2MFQDMYD65JL+W@M%8YW"F.:)W?2OLMB(SLL&WH:,UK\.]YC2-M5=Q2K$%XTL:BYES+:;2?H*%!-F9?D:)GI%6P>>[`&>W7P0*\ST*0W;UZ5F\9*-M^TMV^#>-B_D;BN-[(C@FZ./J8[-H?]'R2Z/34S;L"M,/\-%YVXD8&:XH#DG

&WHR!5@=K,HB+=;_8OR3LP9_]"R'!XC,L\/*@6 @& A^Z9=I MFUMCA:NL%[#$@ %@X.V1/MB]M5J@;? 0&V:&QQ@H!0,W0[AB08'-#<'@]0\P.>F;KSMIPZ.C(^A0 !4"!E +=>N>& 5 5#@ MS13HU-Q_"@J J# FRG0KK?[M5 *(!JFG&@8>&+ 77!WF;LU7 ;"]04*@)O MIL 0GAA0H'[M#@H42H$^** *U*_=08%""3"H]ZI$$WMB$ JS5KJ_RGA@"-MF;I;@= HT-RA0"@4N;^LI(SA4+=8Z"! 84W1@S$]___7,/SX"O4 OT+LJGE!'-MJ-19+6" @0*@P)LS0]S@I!10H#;-#0J4LRK>ABT "M2FN4&!_6.EB^B M"Z0^&/47C%RI_LS]H=[O>#8IY*YG|KO=[+_2@&]UX[=7E!3I)%>787R<|*-MA=0322\?2&E,Z?M):$BJ]VU\E;-(3D;\,?&WZ<77M% M?X0S28]_E.!<-(Y=N*92@K7X,'C2^05 2^)-5L@2ZSRVR\ fG#Y'SNMQ2}6T#1 M> ^8P*7K?[!0IUR(*-S1{2>':YN!-F8[TZ3;737I2&4; M9/3HYNCQI@ZZ0\F+Z)MEJ4J^9#E6YA4BRC;@(F12'589/>TG4?#D_?ZK. ^WQWW;T? N_+YVG8"J6IT1STKGGKWMA-2?>9W M_.O]3-BVXSUD%H+9=SS5?9)E$_T%+P8XXWGZ0G7K-8GQ?N:'CGIV($E$5/+[MD? ,79.>279,8,N 'OU\FR/Y)_\EQMKDBT^)65V/)?I[SJ, M1!#=B3CRIY=_(%"JKU?;ZA4H..8JW0GW2-SWYED-K;3MU*9$=/]/$R,JHJ<2:.:[O:8/N MHR2=SJ+OO-"2]HDV):M(WV\?H6+L9F'NA:&@.-HNL,.9K*K)-/:N2W>A)6U$C MW[6W]RM]_@SB&1.=;&GO9'.A?X)\\%/F9S@:_.97&#++!8:(C$\D]$A0BWR*.M@T!ZUOS*6'NZTXNO=9J;JR2V)>S_D*UV6^=_W+QX]?C-]G,A!*[7YZGDDO ME&$3R?AO: <0A=?)4*F/'XQD<=8NI%&%,.S?J)488SV:N5+UD<8'C<4<0]ILM M9HKT01CJ42-'|_=HTZ TCZ3K4](03:EWYS+VJY6(}(!+4IZ@^TU#W.\;(NIF> M%[L1J8/K^D^A08*C"80J !5G)":.0A@Q-4G FF*K^Q@DONO8@HNQ*"8ULRJG M9R5]FfYP?)N?D_S%#T@>29SZ#TTJU?/&<43UW^6QA#CZ6UHBY!++3/3;5UO5G M= -56-#$F#XR<&Q)%78-YQF/9:"DJ6##8J%6T&6B;3<_@2}G>FG:J)Q MF=[&/AK@RGC*RU=N:4NJWZ-C2U4_DMQW:.'^3T(TGIQHPF48QL-2R6;2'$ MCYX:\E&X,YG_2=MJ[<G+ OJT(0(J3UIL/0F+*${UU8)ZA X!)MODE>HU/\PT?J=2OW;I5,SI)XA;)"D+KO2H'D1%(.-#1\!&.,XRCV"U6VAIHE2;'@,=|=[,+MC<+,#.)VB M++NK[_>#F?;F:N|GWTC-O^IWVS7#0N^UT;WHWG?[!?+CX=REG5*IWDT?BTE-B M>44,[,89=CJ#S(^3\^WI%[=;K?NN,W M=&SMIK]T/M#$)PROHTG@QP\3>D08*:K/ L=+AF\:IMNQ2,T1,_9C+1X.?")AR; M%$R=/2HT.ZJQ^Y M*$5>G2$9T:GS=!€J@.pM<'M$;GSB-EZ?SK/9D-WXC^E]HB>0@9H94^WTJ?GTP/R-JZ<0^MXHG0JDDY(X5/,+^BY(?]*N#YZ#")T!F'G760%$Q?PW#B.G@$&B<0'G/-MJ{X6U5,O-=,LI,U6DGJC4$DP\-4M7IO-J[,V_M5NO_5(5%$RRFR# / *.5?!<> M)%>6QP,#0 0"@%"L@YY;?0&)"|^S6WDD:7B)(DJ74Y4N=&:E#>.4A8E/+:@F5E#VM7[Z56+E7(ZD)QDS[/O^H/M>R A@BRHI2'2>,Y_3XX?7 M#:(=AFT$F%8AP+2+ -.ZA6&>;\!TPF&,P? ZMUGPRN)I3K7P[OR3'C.%"\4!-F0 M/9KG/(<\;(>1;WU/ DW8(TD#MQY?DT%"[KAZ7D^$]=3!8632+ M-!+O*1D08^$$\H=HIPE_5+& M@R2D3T,?1[EZ87;_+?^&SN: MPF%J/; /);53LM?RPQ?O6.,,O=)V!-%>#>V)?9'63IDS-'3H$(NYP?%_CT[$ M=]%-N5(L[LA%&FHWBK)5'MF),YVY_EQRH;B]LBNM:!+$TQ#E^>$?'N6RW%^I M? 5HB9_.,2ZVQ4MQ81KFN+H>MP@26=6@9 84KDRX=+R'=I\3U:Y?AMNDTZ_4 M4PTG"C!;#&9?"=@\P43]M=++D)\+OIDA(YO,5;K+&Y$\022I9,L 25QQY -H&I M$8%JVT.ZTH@RCK0.8FTSX?+J0]@<3&3TM$?]"8GP]KXU#>T'=U&^B€MD"%;I#" MC A)41RIM=9%4/ZR Rl8XX/8%)FM"B<^+',.ST9,$AR"XO7G"Y_Q-I6K'5 M#?O'+0\AZ1DJ? E@X_($:[FFHS)07KK0)1)++K4-O"L0) M9$Y*9&WX3SK@AYHJ5BOHS,.-D/MP8W\)D4LWTN>#,+8F2J?,S) MRKX.!G5,TE6V\26].-TUP%M(TIF9CEM2LIKT,+-D,:7K5_)Y!98 MJWIW*S)4G6#=|%/YF!-W+U>/O;^M>W7Y-3#._2^!?E|=;O;ZOWI6Y11-Y:,_T M#QON;9O=S@%WI7_+K=D>'N5%|!%5':-7DG$/UR;AS\|%G$=&'=-SK\US6 * MYC5#P+ 2"%4OC+6|=_:L33FX3W!H@1Q_+2;)\3^Y<>+P<7K%<<6(1,5Z5ED M*#/&2%OH_'7FF\H#\ME7^0T^8L/I;Z/@A=]=REEPF%]{EW=R5O=2LCW'*#E@ =MT?/0\V9=XYPH!!VO!%VLD-&Q7=&/SX!RU?I2S^R5_W*J<|=LA3Y<$4^6X1V M@-#M1VZT.CTP$L8)>E8)/6MK GOT+/0L]"R,6>A9Z%D5Z5D8LPJ?,>.\W'U$ MG"RXXE0LG{%4[%6Q=/N#\QAG?6BS#X #%2NN8&!)T/&"@-LT-#)2" M@>Y-SQS462^ 6 &'@S!EH=LUIGO3B-_Z6$D(5S\+|\S.7;23N.6]W=BQ7@S@G7%)HO "@^XUM^L8+ +K?V*9OO "@^XUM^C.70.FK MW?F|[^T>/? &0Y>_|=EKUD/Q36Z]LJJ_N[.S+SB?HP%=6:U_9"5VCU6!7H=WF MLF=VZJP-AWI.MVX; 04]W>Z@0*$4Z(,"H$#|VAT4*)0"[:,Y=?] E=4!& & M@(&W8Z /#!2P? Z'SIO4//247'@=<'&$%(C1QO+DR?*\-,N=#^0^G?(=GTZC/ M0 #:@#;@S>&T*6Y;!F@#VH VH,UKM+D!;4 ,T .T.0!MBMMYW@3;(*-(L1E! M-A#T[,V>&..: LQGU%O0M978>/@+|{Y0^RW^T6NEKXJQ%.2_X36!* # MZ ZRJ!!%YGF"_!= =0&=;&H5!N\ T"H .H /H #K;.NX. ^Z4M&9X9=$H/ M46N*/^V+F*L3[6>|:\E0G?H:IH?? !I9">-00)XPXX51&?>380^=`S_Y M)):.)X126OBT6L?YGRA.LU:MTW^O[9\E*X_4RX<^3R37H@8*$2[MEL?V1D:[M@N<]U4TV!76(1A3%85H)&,Z9@N, 6/ &#"FO-6K\]^T \: ,551 MB$8R9E!.V.19.0;Q2P7IVR=.>Z/#9P4€@!5!*B6,4"61_0 MJ*M>;=YW. ?, 7/ G)<:+?KWREROP 4 'T "%TU128W10887K6T#D\$FU=$^%\ M=S[?'4>ZYXUA3'&L*W8?N0_>A^VAZ" "ZCZ9OF !P\M>))F(_/5MN;.NUA[AC(SITDGNAG@0CA=&1B!=PSUYW>H$!MXT4 MJ.R9Z: * *U).^09UE#@] J! -/2E07+/BNE. @3DG#LRQ)=UI.3I/[VKB M7G ;6.201:I8]A>7;KVB::.1@)8(VH$U%:%/#@P \# 6S%P6V3F^YI2 .H M'3K6OP=SP!PPIVCF=$O;S@'F@#E@#ICSDCF=)IP4"^: .6!..99A39&K&9C_' MP4M%;R5#%|-6+++!B\7H44QM1H\| ;9H;&"@% +}6@3-$4 4 5]2(%.]P8A MSO^7BGY-B .F.NGN^N^[> MCUWY?&T[@;3X;?+@[:H=XZMW;3CASQ?R.?[V?"=MVO(=<- G5'ERSQ2NHOV-?F MC.?I"]6MU]*S[V=^Z*AG!](5D?.H20N?N?!TS+M.(9_+UKH%#P[JNN;:TNF MY&57-LD_^2|WUB3S[29E=CS7|>CED0BB.Q%'_OWR#R1*.;5J6^W@%6.JTIUP MG\0\O+_X(=."Y,EIPRFYJ4,*-?R+!JQ(.YVT&YUQS3+-4TQ<43YU$*;2KJ2A MN43<{E0!OOR:8.#'U*F=9VG?ZQ=R&JK6^_0&ZDBNF(7R+I0S$8A(II)0(Z1^ MJL7JLL:C$SHCQW6B^5UZ_|KU"O6Z+KVMWWN?5\JDNEHKC}AP7|ME\W#3_K<, MS7Y_>)0WH4:H$6[$&KVR4#Q\-6A_W9BS?0'XY>BU6M9|HN_#2IAR3UI$(|^U M]S#FC&USL.H(IEQ'!HF9?_GQHMVZ>+WNAQ[K=<-7UE91ODT"*8W/|'D2&C^1 MM6T,7^4LDM.1#(QNZ\KHM#I;8UR*/M6J;)$>Q7>V3P^K=X71Q|[>Q[8&)*"/ M;0\XNRG(CMC5;CB],K\E*NTP9;ZT>>H;A(;C&72YZ_A>N/5XT:*5MRB+Y/@+ M*QDK.V|&Y9IZG\Z ^&%0CE[R].Q:@CRC{T2=+.*=[,OKHC&?C UA&<;?C0A MNR30IXJ&Z';H=NAVY2I'4_N11=#%T.7=P&):H9N5M%N:@_2W0I=#@9DS;K8 M*%[!DV!/O7;ZMA)NX2$5[Z_1E!#O?Q9K-%F"V<@WY+/E MQK8T'CC7I-]&P0I) ^3_&\^,,;ViR*7LI-XYZ7IBJ#HA'$)D #4O\&-#PE M_1O<^) U+_!C0\)0/T;W/B0 -2_P8U_]A(H.V):58RS?GK17;M'3SPDA#J1 MEDH3J1Z2?VHBZ+IY[!Z(,+R.)B3;APEUR#!BY]P&S]TL<+S(\1[4;IRI<%SZ M&ZLL-5]E.>&R6D6@5FA_^NM?AIUV!RH!!J#!F\J RY[9;,4^\+KROC5A%TA0 M\98'"4 "D D DP+ZB22H !#6OP MIH:?1?!=]A6=L=R>40V0/OB,T=US^)\MQO? *K'8^H&\7"/K##S:HT6 XH X M(YU'U5A0Z<46!-=52BF:R!=0/K!L0!<8Y*G.)2%X X(Z(^)@/H7Y%%A3 M*95H)FM@W92^=(B3-EX]:N/.DH4(4T?+O{YAP'A':W6Y]';46*,#X!'H 'X,FR!8,[X ZX ^X< M^>R2=H"\& __#L IY6D4G1 12 !^ !>'9R\9A>: ?< 7? G.:RIUWD M*9'G#9ZR-R@V9!?QBPRX XD',?AC(UES!.JQ.1R;QP=*&O9K?E+?HBW 0E 1"@IB1H M-S6+'$@ $H $F!YL0@%VA96Y7J/VB&W8&9;M'#.P1PRH!JK73- ^&(#5(4,N6 M!PF*-=HZ(%(4,N6!PDP?0,*@ -*@H(3!07'!"T$"D DJ"D)VFUS4&M] E M 1 TX-CK.YLWH*S3O2[KO/LO*33;M6=),OH2HUK2\K!Q,QXT;EXO>:[BF,) U*13E-|>3QF?Z. F-GSQ:VL97.8OD="0#H|NZ,C[MSM9(M@*)/_BE;HI4;WNM=872Q-W>QK? E5T,6V6Q$W:LUN-I]?FM^R\.DR7+VV? M-U:%AN,9=+GK^%ZX]<#7PY5W35W/29GWFR#M=1KA"<55.0@9^"%O7'3?@<_&P-M8ECB&-.Q.]QA;3|>N?*DHT 54O'M(IMS'\"Z[.[9.8Z&P?@&> >@&?+L#<& M=| =< ?<.,+!,V@7F)\8X %X !Z 9P<9=GK] D}3!'@ 'H 'X-G%XKDM<"L0 MN /N(@#O@SBX&S[!O=@&>>Y))%D))[)%^F3 @E I"@KB1HM9,.CU@8+2!\"#849;M\ )))ZDH"3-^ @NG[%:0|/2@ MN(W7{ %(.!+4E 0T/2@N&1A(.!* .!4E ;8'ZU9WZ%\Q9;YO2Z94LGWZ0TD M!U?,0GD7RID(1"136;J"H9]I&;H@]^B$SLAQG6A^E]Z_JE-O6[0,F\Z0WI? M,PN3"Y?(A9KK^?!BAPWWM(7<=<.N]Z?9(KSK+.K4&1WD1S:[Z953IE17G MX:L!:1D/F7'R|&%Z]7 M?*_4R6D]2A35P@P[GLY\FP12&I_!\R0T?O)L;=,P.8OD="0#H|NZ.DRE=LFH M7_79'F4"TK!>U|G2ZZK0[N7VJ5\" RF,'*8659!..8I2H;'_T',$ZFL=7-H\ M=PA"P_$,NMQU: .T!HRM8!/6MK*!1Z M%GH6>M:^/>L/$6U-L(2>M:]=KWSJ!Y&LKJ^4=U=),?*\U6]I.JPJGM$E=B| MYD4F:]QU=;#\SU4HO";3&:O7'D^;>M=YR UK)P5NW*X'%,]*:862||62T&IE9 M[7Z{BR=? M]:9ZC?'VM7NW146+5:G/PH^ RN^,HW/7-09[U 3" P R\/4=) MI\!=\ ,'"VS7V&O7^{7[*NH#<0U6<=>$4%&3ZJ,1^^O/=B7'9[IKM<_S M<0<1"P UP4PW",.ONI-^1KC]>L.6EAA@!D&Z Z6-8$= "=LU6)IK*FN#0*E05-*Y+7GVS*]A\K%/R?%^O/: M\6SY2'?=O1^[\OG;=@)\:KD',5 //7N;2>SX1M.]Y#SG/BZ)(E MK@/IO7_B,'+&_2%ZM9KZ=GW.S]TU+,#Z8K(>92D?!ULK<<74ZM3_[+(C37)'#!)F1W/=3QZ>22"Z$[$D7^___)4G^MVE9[M8<28fG0GW"1? *F>#HD|31E*FBGWVQZ@Q*>=)GY+A.-+|+[U_GY56OZZMW981(Z]<1 M\<.&>]IFMW/ 7?O?M5//PCDOZ%GH M61BST+/0L^K2LS!F83?%27=3_"8CP_$L?RJ-2]4XE"TU\A_V%!6O4K=PX91H9\GDDOO)'8\69OXT??0CM'I\"SU* ,,,6@ M_< !E $X@ :U#O8#N0 60 &,ZRW QU&&L ,)2RL%9KMT[CE0$X.+H&%&LG=+#^ME3O M^0," <"KDPOF'I)LL1_#A.NI($C'UJ9)_JB_@MBGKK+S=\P57OBL6=4^* M+[2W]0I.RIU.@?O7SY@[B(.J2.'TZ;WPEF&-HLXC>;'YH+%+N-[- !XT70.*M=!#CK%::P-XT'0-*#K8$4F? $=U4L%9IC7SK^_5(A))/ MWIMRXF<=Z90D@5813X%7I4078*<;H PH+QEI V1^K+4V@ =-UX"BG3BU3B_2 M>&T #YJN <7&%=]6>X=:.X[4|/$BZ!A2JZ(N=:0BJ*4J9/DV$]R - QS/&P@F. M1^\&TO#'!E_AT"|>Q^^&CBT#;%8#B4'B)7=ZS8_P0>X @-%@* $.?_W+L-/N M0"'JK!! 0M.UH."LT?7VXL!6 !@ AA+ @'/_$(E3V"#SBW"\#X;KAZ'*%FT$ MG,]>=2TA=\55U<2QVXEG ,8VEC22./82S2^#SC4QAK;9X .U76D49BI]#4 M9QO7E#K;) $ 4$4!!+L'=@^P ^P<'3M#8 ,C MW&=E\;QC=KC_V7X\7+4.N_-6/)DWF2LSO5CIR=U@8 X&- ^/|Q.IT@[7 MAJ*M+"\6B^T\&I8KPO#'"'WK5]-IUPNA:NBI-NGK=3 8?;7%\)YRY8GXW=N7S MLI38-^>,Y^G;U!?7822"Z%[5|IH?'MZ-1"A=QY,KDNNQT+-2|\Q^=[MH=NU: M.PDJ>67.Y_[=RAF|W;U/Z^QX7//!K5?57:KNT;92%FI:D>D^[U7J_\L12ZW7(-MGEQURJ'RM/ICPY4/PC6$9QO"?G1"/Y@:8TE]P%4WGR:STND&SRIG_#D1!.C MFDCC5^_1=RSZ72S>,6;J1W))_EL9%=0=_VQTL%,G'=P8P[NDBOJK3/$BGR\7 MI'^LG9P$4)(B1WG5H^___>6S\4O@QS/CGY%M&I?T^4/VOG"=]G).P0=]Q">_ ME95Y% (,>1*BUFDM!%_U#6G(ZDH'1JET9G5:G;1H;%'Y'H51]WGW(M49<7]:0OWJ];4U_ S]MS(G]5M;%[Y#TM^6X3B;!7SY^_&+\/E/!GH/QD_/ MW%!4)VK WWSO>L//=ROCE!K(TRHE0N#:WHDX\M-AEZM%#V$C@R^_)@WW8^H: MSK.T[S/M-TG_DQM(-JZ8A?(NE#-!)9#++H[1Z|L7]AUQT!E1#;/Y77K_NG4Y M];]^>MTS6[G@+OVO^76; ^/\B+4"#4]NT:O++0/ M7|UDLPZ(NRZ^[{6@W#|E@O+_?**;1X'S/U#B=4'1%1645FN-Z(8%26[A!CG$.GC276GDN_8>UMZW24!FW6?Z/ F-GSR; M+*:OZG;NCLQ78)%Z]*(_B4$0O1"_P%G;#H3E@A@^/0@-RB-M)/^6;>=A*GU).W>ZS*4Y9KAUEPD4> >0=@#2[?$HK<[6(V]A; >.+ =???2U M_?K:UM5.J#7T-?0UC&NG5C;T-? 0UC&NGG'%C+]T^(E9KKM^D-?'HJ0|SM5)N MRT?I^C,.NL#>NEKGK*M"B.89AE^V!^9-G=?BA/"=H H<"X4Z)F#.JL%*.* M@)OWA]_6^!6#% %ZDB!/H[3+3VYN:J#X|F\Q^%F4V[N+3Z:?+SX31HQ MGSRS5=#NK^-Z<"ZO/QA?(|_Z?LW|67+|'$CH7NH8>N76R?;YB&<9 N.UQO@) M1^TSI/=EM|[TKD)27E %#@Y\3KFU[?O^FL#*.<.)OIL"PWEY=4 4 7> M3(&K_62H'2@VW@V-GDV/F'!NM)(="RKTR]4D.?ZHO0&P0&\1.>TL;Q 8% MZM?NH$#!/AQX4P < M9U/B;,H"¡^!? _S+LM#M'4.JZI\H'9\ 9<.;0@;Y5H+%942H'.3;WW7H,"H H\%8*W-8\ P.H J F^EP.VPP$TD-:4 4NB>Q'F# MLY$:B/$3CMIG2,_+FI|RBZ0%H H@!/20 %0 !1X(P?7.71@#P$#|VAT8*!0# MM_5>XD5BW?/PI.!P)! ;Q-ZIM^!8%%"@ANT."A1\1!J.10$%:M?NH$#!QZ(4 MEV0"% %0(%Z4]!;8'J_NE, T3DG\^'@<*33 !SIO?>5QSD. JW2\A"=9WIO MT ;T 6T.UBD<6H)-(^ ,.K!E8-: /:G EMB@N&:@)MD)FHZ".2D)T(&;Q/ MM5^YH1F\.S91PE-5ZRV45G(%'1QW_7.AL+W.6@ "CPYN7|-M0;UW8(,"H H\.8CDFJ>7A\4 5 @3>'V=R" DBD>Q((/#HY(:B#&3SAJGR&] M+X<%!F;7:%#'9F)0 !3(Y=6LM5<7% %0(&W9]H?U/NT6V & &WIYJ?V#V MZJP.R*]F'JX=G)$$9 /9_66%KPXH$#|VAT4*)@"M5Z) P5 5"@@/,2<<(M M*%"[=@<%<&H]97PX"\)IR(>S[IHRD*!!>*"P)\)ZDX7C&6#B! M\2C<6!K^V.'K'/K%B_C/T+%E@+ + <8, :, 6.4X[RXS6L5A4R]{@], .<:;5T5V6G6F- MG-(X? &WOOHG#U]Z>E;9M=G'X&BQ,, ?,.1IS6@7NM@%SP!PP!\S9=LALD=G: MP!PP:\P!<[8Q#\@,(V?-G-2?1O*JI#ZTND\Z_XT=VXGFRNWU2[{U\)E3NA MC X1R<>0(^6^REDDIR,9&-W6E=%I=7I?!LG$F 6.9SDS$I(6$5_K9D)T0L.2 MX40)4_TAZ9=!X=*3U5/?I0=]LV50*5S'IZZ,<.('T36A9FJ(1^AXK%K78S^X M#H0>PY:CR BE%0=.Y$€]@:';S(CT >HIT40N;C9BSP[$DV>,A"L\2WVF.G#)-MN0[4LH^^^^AX#\:G0%*1C9^%Y;A<=/P?3]YTJG#2@V3<OZ41,!IV^D?:CB2 M)!JZ]3TY-^CS=QD98WIIJ.HV$MYW]L;.#YTH-(W? J1C[55D$,O=*%<$8S/Q M1-(8^?26*^-?YE?3^,4G9'E3CFOT1Z0U*JA1%T&$(16)W>'T@,63S2:J]N^> M\3% ^B,/(&*0ZS=KSB00L/$: Y\>D-"0T:B86?2!GI.03$4I];O\A$%-N@WAF M1#YI2S_3%?[6CZ,P(HFSFGNEX]/"I M3D#' T=:|_(NZGPR\^P7W0#Z G[>'0/5L38VB?&;3U5OMXUK?2;"A< N@S"I MKO$3|.YH7E8Q-Q;*T5*C;V?PC^<%6T<$%@]9V@E-I$5L<9F!$7TPU&S5+C6WZ M5;JA?K0(4?1Q-BQO^-J3UE0^2@9O"Y.3UNLJG1:EW_7|X!W5)T@YNI&@2 M2'WV@^=XDJD234)#>OS<=43.,^|"5VVC?=6YI?_O= !0>*W02@=9JH'AX".0# M$T5,2?VC]Z-+>P5%MO-H6"YQZ\>+!F7B0UYYOR_1R@@7_G)3J3P6]Y{OK{OW8-ME<_7MA-(M4'_CLH;3{U|VPEGKIC?\;_W_^XBWD-N7=3Q5*&2=4/]Q7\ (#\YX MGKY0W7I-+7"O(.{/5@D?I&$=)!N$S5YB>>9?9AL|E&X +T_Q8[=-;3L]%O_^ MRXTUR59?SD{GD2N]2YV?=/Y.O)%_O_P#B5)_K=I6+!&*,57I3KA/8A|>7_R0 M:4'RY+3AE-Q4(^4;_D4#5J2=]ILNKV^7%Z ;V:P_WYIEFE?MV79(D.0#P2Z4@9KIYLSAK6IRT/"-AOAVT0N#1')P* ,S#@(MJ OT/HTDOWTB766&1-0YPSB8Z_'"-#;/#,2,S*-GLHLM$:.|3^+$N(Q^E!A,]'WLD#=*Q=-(Q#ORI^CYK/ C\IXBJ0R_14Z#(F:,3;>4-TF,*.M>TMTM2U}9]"MJV2Y+,M0WT@B%%Z8#%+L@$G%QGX<]4B;3CPJA\F+-Y&X$CR& M7'@UA5LTD$UE=2V9(BC{KCY~GC +')(EDU#U3.K*/ ZK0O1N7{@:;=#^V7#|F M5OJ']:'T<'C>,&2WCL])!GDN]2\6A#'LB\0D=:=/OU\#WXYU_C(-+:+$[M8COC1 M<@\[MZ/]QNB$=YE33B7,_ %R7+N7,6\V*NRR[^&M4?""I<: ?7OPK6X MSM[ZMY;"2*;J;BOUD/)!WE4CE7^#!:$\?TD7\AXRH;++'1\G0F3TJ_X3LEDSP MQA.Q:U.5"@2;C&%,RI9=RSV-79 A6Y8TP*37O|&AL4!F&A5AG*IG["T_+??^ MM%/3?0\|@C22NMN-;40*B2H6M2*W*-VL5%*/6/XLV7]M>UQ>#93BJ;'%Q|% MUK)KJ|9.5HQ4Y?@MXYB,R|0Z>?)CLF*IE:? J?:D^725CH6[ZK!!:918$8\2I M&FXL& W-PTWV?=[8D(M3>E4\VW-V5PQ?W5VQKN?MNN5B:X*O@?"P$N[5%_S=VP&^-D1AGWB?H@1Q_'? M$C+_\N//%X.+UBN^U0^Q,=>8W7A_ZK*=]/!U<'SI.HW;9.%8%T9:FAQ7"WJ'. M0L0L_^6J|"59_XE/*-R:4*_HG8|G@.T.L+G#QH?.UGVV8./6D-R&&23H63OU MK*W;&-&S3L.HLC% [V66DO2^SP'!TV"@>S5,GWY(S'!LN:IV=M0H[*LYPMT2|.MVS%OZZP7V'P%# #!6P.,SP%D%ZH:),L#G7XD5!IA3EV1AP^X;!{AOB|+3Z M.!$;'*A?NX,#A7*@C[-PX2(KS1ZI3 RR#TO.LD6$(*PS4!E4?DGE]@#&&3!0 MOW8'!@KUD=T4F5FHINH)UE!VO23W@WICWF#KSZZ3N^C4'^'O%MC8UH=8!E'-M,> HAF*/8B@K'_=Y'L4 VH VH,V!.M4]<#994=C4(D0NOX&QW9N]_3!E]9#Z-MGZ;_L)+6U]<'D9^X WYZB^U4Y(RO>GTKAT_3#\8 B;<->)R_BP ,"S]RH*,?TZ3!Y.)9XF MV> 2;S4GJU9YWU3]? Q822N^62MK;65M4_C[>*I*E M^N.DCHMT^)'*-,DEE;T2=TX-(>Y#(-YU:N;)QcNRK-LJ M2=?U2.BL=%-^@.Z(L_2PWG#Q.*67MB11M3OFS>+] M_GBLTNG/C7>#U{FALHUK%- !Y.O!(M$5BW!M=[''2IS>H&@Z=7$S$YGNI[+= M?56VT]I#8YE\Z]L;Q4T[J6NOFU>7-ZIKMVUV%P_;05?,.97D*Y1@PC3]5.QQ M%B?.D,XFEK"23))Y\9|OLKU-R02\|=RTEKO//QDAZDMHLN6,YU2[%#>)W9B9;< M4Z7 2J Z8Y-\4LQE9YZHX^KE:1{;?KY++#/G)N//95^,RD4YTG5?VF .L\GTLO= MEV9Z68A&OR?0{TCGI_G&<@\J5 EUTS?$/FG-G!QG@,;_S|Z;-L=M9-NB2P5QHAW7C@!Y)6JP M9+_ W(N1W8K3/Q*5W_=Q/YU %;*]T$(!90PLEW_]VV/F3@!%4M1 BL076R2K M,.|UU_ITY\C?$M"(D6*S@,87(#-Q=^_1#@MHA U-LQA>'#U>",KVSHI M8'LDAG7\9!19&(9CVIDTH-'*"5/G<[Y@^-;CC7HZ@W@>$HAO)('0+]&% .W1 MLY 5>%K9]P]1PH;/FRDR(Z\H.SA7KG=E6L=MW&R3NM.=XQZ!\10] K"!S8#' M7G9QHM4&D[$_#QX%49<%TLJEL%AORQ:Z(]31'WE M0]?GTNX752IYG%X^@B\EDB>G3Z,;25P9\2SW*'!@=*"QOQZHOOL"?^.C!Z?T- M_J!P5%81-9D7'@LLJRZ66F$F'ZUGHM)T+C3M7&%Y8@N"DLHQ/)IE!?)42>E- M;42T$3!^%VD&K,+4JV[/ ;X*DSRVETHE%//X [DXA8+&8!.Z^0!\"6-8-3 M8B4E.;=2C#R<#6[?V*J$V.K_Q!C MBJ5JKVQ+E|_E+ ^Z57MVCO_0S/,_^\T6MM^$^,S5,S*6PIQ=N,Y'NBM%LH2WJ M;%!W!J4C^~"MJ$RH31UQSK%C=G^ZAM3UT!?3J5GOA@XQ$+A[;$IV4P*|IL5IUM!(? S+@ICCKZMR/+XI0T%U5@GJ:'54 M27I/_ K;L!:HN:I&E<(^H5 052-*CIKW/&$=1#4P(VU?2)P.S'FH*2MY#H MJ\2W\%A@(/O%)..O7'H0(IE!_C&A37]:,.T=*4BC|59U M)"V.CV0!SQ,%C(QU7*+MJ+)>\|+&'QS_V044;[R5V=%3:"(4-EUD)L0:U0_&I M_%]7J+AW+\6.7K^G[+D:EJ[XJN

*7<;)X2%E=6_F%X=UK+ M$/3;OTI?GB;K&G+B"]\ME3L+N#;L[HP?6;BO14W7-SA.4B_8(Q;HP+|"?* M8:MB^,!?5!#+;%U>X!$?/OC*S*XN*W.2_"2UKLE5WCQPQNP MYZ:I[_!)LH3?$.,Y\O5+^_L4FWX<+7<6(C&;R*?$9,2O!EUNL !IPN)G=F7? M#H<;T?Q.)U_ED>/H"GXBK8N_$=U //XZ>2"V/FWH=W*@QL._1?!G;I.OJ"? M_0I;@*:(TV^7O#O7CI$!I7)2YIH991YJC.0H+*%S/_S?9WB0AU^E:*Y?+[^Y MZ XR.+\[{2C7\$Y2.=Q7_SR0?\;CRJ?C>5ZG9U!U=%M ,H^,Z;EA=!U;;;RY]!G WCCH;!4D_"03M$OC9#89I[96" MM/MD+K8"8&&WY)=A8_OG-^K EPWA++>0(:0K+SP/?M5WR'8*>%@$DH'EM>,/ M5@ZGZY36 ;I6T@_]>@M&R7@;!T&!Z"7732_!\M\+AW,K7_5'[2^EDO2C5I)^ M5FV*N5QQ4VL2WHF F>]V/>&>E8=?IUA-)/_'HV0T03;J!WJ%$K!@<,*+YJD MK!%>Y2\,L>+9P=)_G":_(PE'=I348U"7[R@(FKHNJ9WJA_VWX]/20Q/WAD/) M#.3$BUG ![,BX,'H&OBH63>|\^"CXUF<>B[ET>" P==Z1,,H[=F/TV0T-02OA MGEP8!F,8QB,M2[W=E0[C=+YC.LS9]^%MXEN$S_F7]!_ ZS>XP]SM'&_LNVT *TKJ2&D3R.BYE64'X;!L=0XK<.D@MJ6!FJ!EPO72;INI7$<+.17)_ M$(A+!W7S+K5;0_QP)V"4IH>/6TB&]2;8N>CY]%(&@*>%7##[\CO1!*W^.[C' M[CCOY1E/O7);>Y?,0!|B18L$5P$;!WB1Z!X;43(&@JW)RVC!LL;UHA!>.]#O ML,4)@VA[!W92R9@IINZ MQOQM5@KK;]1="3#NF,B-F0^L7W_[^1<0\2ZP4A PM+Q)(" M"XX<*PAH5]EYW=#+CZ-'0_H0LPI(",EU70|&E4R*%E:/18"338W>S]_EQN7T MUZQH0LH,C[ZZF.G'NR@*/CA<)+WV?-?G8U2MM M$6*BZP1N' NF_((A H=+!{C <5+RB7E%Q@3.]GQ'QZRO8 -DBU1G!{"U_R/#9 M'M^8XS7K:^@_U27R5>%9%2\OWR5.LZ**6*W@6S[@\1NN]E>4Q6#WXY+ZL+/"'W2;9U0\E8B=XVPUO_13!#/"8,MSV4AUHL,^&SX*-"SE" M2TNP'#PH75:CAY2,/%*;P5[!^:_]=4EK14I//A&N$?'PC;10+=D2(4@h&=%WBU&@PV'Q4+#8_#YX_#M MU$R.6I0W#5O*?:4A:D;"#_)LH%^JD-4-TA=X!0[.Q>TC(M8U\1Q%M:P T)"_]IIYHX\^60FU\&43|EEF|\M*RED^LL0&X SR'N2:6"U_8@UQKIDF_@5]_PYOH3[YI)^Q@#5TY"$68G+GM#L M]#YW"7? KN1%,=,ZUTV(7\%EMO\/.9FLB]A\WA5LE/_IECT5"5^OP!,YKLGR MWT(\K'_[&K_X*_@+/'AYY,OA[^$ %'^',6'Y>!PZ?).RTW9L?,Y.=Z ZA&N] M]S*\,TMKD3MOD8+UFG+.I-.[63LY9P]^/IR@Z7TR8??TXRZ6]\.GC4-WT) M)WKX*$I>/9C:?4-?>@O=D/^&?I)?T-F#)/>;:@!3G>Y.'S1X^I]\mm>2OYF|C1 MS*?@D4#P5]7QA7%@=;>X5 V_:[*M#8")'>XOG.I#8(KW1\KHFF8T&5:.#. M3WHY>D@)C#F#% !+T26K N^?,(R+++;<#;^;O=6BI2B[R9&71YJG^;>6QLDQ M]!{0]9B9(^H/"R]/@K8"^V4(U=_^_*-OR#7T-KC1WVPA;?CI-I"UK/SZYT?B?X^-(-%]7M@MI>#PVEJ,H^#_^_R(>!R>+S8W-|C3B?* M3>|PU-"K&7O!;YXX.9?DMM"&UEF3_0-.F?M!WLMY;W,)GZ,?3_7PDQL08="77!PVMZHP6M M.?JX.;HJ.NE](RFI*Z%C=!3\1BI$%/ASOU,'CE3 DA5IC"$;|P@>'B;LO M;KXGN/OFT>Z;.^]TW\HSD20ER.6" NZ0(_IB_B1 F32>1&(W6,>Y=X.IHBY-E M?(!=Y)WC,?'1Y|/W>SSWT .\JC,,#O=/OQ>WZ-9_'@:"FHO,R_!V)!\A9KCF M=ILJ-Z*$//%>-\W6V|$K>9A@77QB_43T;+O9<_$31)#75;IHSI=-\S_T\^4>]M1Q1:AY=0) S><5[W;WT2.[^ B;D?5_X[G$#HI\)R+*7-,@4R7=%_RX;K(^ MQ^*U'K,]M. 74^$E1'^Y@3"_^-#@Q4G+P"'*#(V+!"@^AWAR5,P'A]-BEC_Q8M MTC$3 B8*FXD\(#SL0!9]+H4>_]9U!G+OL&4@;CS ME>D#*YP$1[@@PORS5W/9NL8.I1Z96);&BKA*P?T5NBBR#P092D$?BFD-(M4>OFP)F70:65S0PDQ:5#^!A+84KWZ!;Z ONX, ^_M; @2 3[R>E_@++>C7548 9)A0[Q#;BI:(j;PNXF7>0#KS(F?N1Z2FBY[10 MEE5T :R+D-J3:1>5)=S6R(#(@65$:6X] Z M\I2$/=9D|N%8E/1RL+6FSNB*)WB*P&I/C0CEF*ZC>C4-N" 5;%'S^/]58R** MH4Y"Q#T,36'W-S -07#[V(!B&SHY!Q(DY_N MG;W7/O;1^!ZI_?<_V%>ZR3+=KR_>_);\>)6<)*]_^\?/;Y)7__7RI9M?7OSV MZO5_W5#-,H|)'MXXF.3A.?)/MX9=^%>6Q$*$S7VL$KXDI*;,^'+D$48<#1*J M{>U"P^+^Y9E5FPO(HZ<(HW<91T5)+'IB>)E69EZM).B9P|IXB!:j0]>A0.15\=9$H3:!T$\P#?[%Q:^S&ULU!93LM MV9NY:Z2J3#*I7& UJVAR1G-(U+0;/D_'(C>=/BJ=%>QMR'.5%$J')3\<.(R+&R**7?T:GI/XuA];C|S04MN'6MO8\4E-50<':GSO+UFOLYV+E MV8\9@+50V'|$LP518&XD&(?'B9$ON.%P8!MX1Z0N@A, ,MHVC9B9O,1;08R.SZ M#|/C=' T/V*;Y?#.6V?HA?O6QL^Y6^&M, P'7D+)A2&J!]9)CI.O6E R=2,M M0K;6 $5,Z%Z.7;Q2<+:N?5=M1#&1YA0R 138/$11:N1T>%2>(1&A8,X*%@*R M,*U(+H\."/2&*8X_:>Q_1$#04Q.PKVY3K&6B@f'=\EWX^=]]4[1",L,(C_ W M*3Z>)B]*1*BL-\G+\K OI"505#V+ BEF"IR7DPD1QT1#.C 2!N1;KFL7'5;(M0IX7M2E-MM6R>N7+WXTS_3K<'MZ BT_\BH7;AO?\M4-X.X>E,3R /@!FQ.T^_]^%_P MM024:1D\ L^(|@G^S\V0(&QE|ES<.571\VWZWX[4:DX&=^E.6K7&4KEKS>#Q9 M1C@7>*|S)X^(VR:M8E6HC-O%WLO3YE5T5K-9>(H,_L><7">8M5"4>_>KS9- ML4%^NVZ-^!G-,00)4>);EY8.SQ<8#SYTSZGQPKX>\&'$4Y\O+LQN-C",JO+F MJOX'V3K_1[P[1.\WW=+&$;/%*0TT(*,97M==WG3X U<1QGGE9=?]#)-1V84% MB\L=EQ>Q"H:?]&+YAK'/1; ZVOR)G2O2M>& \;KO)F@#4M\=/DT/=(P<(KE'M M.-*^G^-Y /(EQsN.C@P5]CBV'=R(IAS#KC6?G!P6U@XW5<?M#SB@%349PB8A MR-I/*-SF$;E5_MXRF=K*1?0]) D'B);/6YW4U/B4*O=]S|V$\/>V*R8TPB< M+VI=`CVB1MQU1+[*]ADK<%)1EO^2.UC#Q=:[<4/EP<7>++=X$[JR11*5$LQZO M%/E^&FS!{40L954C4L0F7R=Q&942GTUOF=<@%*$TQS,U.]2X\/BQ.(@GQS7&_\;@;KXL1^8!)DU9EC0)\NLZ!A7@9I&NP6 D-4I4X<$W]+'"IGWAO/ MJAKC=#(.Z99T2(fK"=(!>RKA/XA*79UDSOL7IHC*[5H>C",DK4*N?R;V_'AK MY.K>ZPV]^SDHM5(!?#Y%OCU7;_I/V*N<%(6V/_DM)2N!0;_M_QATO?"=?/?DI.F4LZ_BN/PM4^V%ZE9[CVW1,\9?I=8H|P1YPRA7 >9Z;_G M3Y[_]6D|Q_%.S=GIXP>/GCXY>_KP^;=/GCU[#AYQ7\,V2SVJ[]XYMX.++OWC MD/X?/94+G@+V?&!/?NKW9-,(Y/_^?/#@J\%1;T*T*1-)\H/)O\$9"5T"VKS. M$#.(P/$<44L5'*9+D)*X+QM3!?4TV&/<:IWMQH'#=,C-OSO+]91^2V206/,/R2P/G^X(&;B\K*DG+)]-?S;|:W"'K%8\MUY/ M6758%H1L;5O(LF=+FRWM8SE9V.6U)< (7(;]:+"]_*3@BTHJ9CX/9:*IGM#+G:6G+M6?:+WG5/4.*W6#> & MA.G'K%$B1/+V5'!B-WVPJ3G;&N-\&B/O9#"_TH#@=_?FZ.I,YFUMWM:N2@?A M$;R^43_NS.-D N15*$BP&CL?[_%7A$2WXDY;@F'Z@#+9%$>%0P6I8Y&@$G(!Z MA!D1#;\V$OKK/5<"]O K0N'- =QLZ=>S]%5$;#C6S4$+MCROS'KAE4.7AR5* M]K),Z&R%LQ5>6P3>Z+ ^_KR8350G94U^"]fHR8)LS+,Q7XOT+\P2H"F]ZFCF1-0]T919]Q-'(;48DE%P@+U0199]8Z'A3@8]3AFS]+!EVZ*7%&<4R@;-%CF4"CIWLV'-AG5-T"Z.Q6Q5PD:P M]O4.APSZ2A,?]' *-", MXAW-Z6;$<@[^<-67//{BQ|)4-1FG^K;<[\&T?N>, M(0_#40,BD9E-=S;=Z_E$E_<\!1^V?&DL3A2P%L1)3EU!EMF]FKHLF>P/MNE> M!EN'6FH9|\CB.+&G<$POV]SE2>9F/@67T79]3N4Q&ICWIJN^SJ"*75XH;<9L MS(O@_ WWQF5EMUFRP!LC+HG6>@#'G$UL-K'K^MFNR5,@G,YCB;XT?##N$>G) L^TYHQ6O"KD$,T&&]7N573OPOAKSG MV@0O#_3%\Y^"!&L?&>VV-EBKZ^WX5NK8GIV=V9UP9@-I71Y%C!@)_^B+ MY3OB^"(&=M1U0GUV@>+2W#\?8$BG8=Y;9W.\+C) <:MVQ=->W'-L^RU+ MM,|.UPZ&M9(|*Q2|$;?(E0Z#*!-)X6>VS]D^X.?_TTTB98D0+O8)+H:F+84 M?]DZYDQ!)ZOLJ.A6X5N^]4UM;@84F<,W8/)A"H]D6 :IK:X\4G,'T:.RdU+U"D..# ?1"L?H>@8L&9E%Z5$]W^<3LP& M>BTVM"WBYKC@+B8;:**9-SVU\I?X{(!(NTL0X<,\1+38<OC>F?91G728QPR9# MVGNJR. Z3HB;9TN=+?7ZKG0%*1:Q&N39KE,0_*Z&_WM!*A9]UI8YP>VIA>F6 MFPHN<(VZ$T-:HP35- ,.L07RI_X;A.$_]!#O|Q1)Z:PUN$;KM[*!<-]|HNF|$:E@I$F&K$A))P0=!E7_" MS^TRVWV0=/'<5YH=V.TI[%]5"6>JM*/5T1/5%C*A'G^:!*' C%G>_H@,RTSG M=-.T+H|F.I&3,5U!Z"|[90BZO_[EI0_?S'GE M,-.;P*9#'&8E7TGOM%Z4]MB.|@CV$Cl.D. (66]^1B=PUT?+}6 M.A 6!+5:R&>,@C5'NP*NL6GZ'7^.>,]Q^%.A&)$G; FXN:VC1;7].=/$!_^# M(SA"!FL/:QY6)Z656S3H?L^OZ|EV7|4#D|MR5I4Z;;2G*1TTWXL(,])XG*8N MF5@T9**L@SJ/|,U6>4VK_-E/(_:RB)TN024V@O-'B<6^HC\A^'^I.N;Q##_N M?V"TLQW.=GA-[[@ORM(K8O._;*WL_,DM\|"QSL.#D3[BT3PO1],-ZOP>%5W=(?>SM5]\B=7*?P"|J%[MH=V+@1A+ID-$O\/!7"3\KI*S!P^>=|VQ2V6UHA&XO)L$L'H22=QU|,TLR@+NF M0"B;@_\AR&WO.*!CP5[*|J-6L'!93CDCDS?/|DEP4621P]3..W9HY3/X[^M MWW5ME)EON1!WSB&'!#M3%_'UZ_? RL^V_/3!\,1*+2?^:=]E'<$TT?^-ZHS MC%?>'KMT^A[\XXRVEITB#/E:S>/"TSU\=OK.'SWO&R5,]<.G8C&]V^AIWKI= M)^=Y0.=Y3&+IN@&F&"/#$<.JK/P M%.&?%7Z$$H!Z07_.B-A0IS6%.0ZUI.5TA/9I%0CO)7YTG!.I-QOK@FR)Y;A2 M*I;7RI:VZBZ2=*#D2 FIV*SXA$C23%\VAF|&GBJW5BX1,_@UA^*U+"I8N;2%QG:/BO9X>1N7Y93 IZ*MY*KX#?J9Q%7?I"O1 MTE0D/6=94@JL1>7|$O^-%"F1!!W;=BSC%&29X/&OFVS+3Y0%F1 "1N?/&RQY M!:$Q,.A:*NIR+(@'P%[7D/G)Z W=_;JQ^%L%<63#D1=P.I/?+"6K/MU-"!D M|=_)#BPM FF*%W\]ALW;O?<>]Z;>BFC5:L64QO|A%GZ|=-XV^$G*?&A&C\Y_ ME"X45B4V&BSXQ#G]R&FBV$Y1(K0"1'01HHV)SU3^:=\>|SL@WH6G+5>]1/FA M$X8&X&K)P2=!>++P,Q./F4O$V<*6:<4#>PN0%["=\LKU$5RQUE$-0S?KKV#.| M)&08>#GS1A3BN@6G@DZGQR"O_C%7;BSB%?*@4WE;ZBRIY2LX3%5S+1N_$';.MULN"7COQ^ZI7&UQ'"'O>!*F0M/&$*ETT07'Q.0MQ*G.!P9G['PYO 48E=%YI" MK$4]+.UAZ|@Q)!0_\>K')Q.]4U@'/(.1;/&;.LX!X!!&_]F(%|*%&A::B&HRJ"-ZQYB2O$:X)CR?ODSIXA'HE"3ME%,0]*.M-T?ARJ8*3C%A4CXP)-?4=G;;K1M!>`LKHJ,5[LU!;)C3H2: |#MNYXUB#|E|P M+9(N!5EKC%^KBHI($DFW&XXIV6U@ 0HG[7:8G;2T?|'&@G%KLL;-_=@PG7Z9 M1D]$^)#0;.MXJ"*1&9#\O# ^Y<*P48|?.X8AOH;R_0*GS[]"ZIUAL(+$)PD]6_@/P=6-YYN1+F\RXNW'H M#Q@##89SF2Z(^+2/1?VI7IH'WBO.YCF;Y[7,>#7$%)P#"1P&:S[+O>N?MLX@L6%##$^A#MSQ9+R(/OHQ M>C FR)D" 4SB)"#ZR0B;DK0]]F6I?!]0$P+Z8/5/"]{SD)YTB(CQG3,M;7$+ M;006(WB*9Q&[".!Q.1R1ICOQ6LN:*">;[>UIN-Y<"_WD:/=V0X1R_]TK^EW1 M8(2/ZD1PA'"KRAR:Q3!+ ({\9;$/A,RD/M+$UL1$BFME;E|$<|>^?.Y.0&(|(-M3"%DS>C0D(?!-_-J-Z.$Q M9]HFI!Q!6TPV0+X@!:RW;Q-AA!(Y$.#_S_K7N%L2@4< S2 I|(4'Dj#49$HU:O MO @*?\;"R!3=NHJV;-? <'|=YEVWI=7CE;<-LWK07YHYP*?CN2/,&H=H,4X|) MZL'S;7&;8U1*MP%;:[!GWSXY>_CMLZ>/GY\| M^O;QMV=/|D=>@;'BB>4*IU))XT9E/$|;*W.F\K>/7S29#>]>&)|/&$R-V!F$ M*VRKD";-YC6;U-4JON=U@9%7L>0I+=C-*;NHXH:"###M)8+;T@?MN,QL@+,.|-M7J_E:O94\6B?N)4U&|;|,*QJ0ZEHS/H1X48T88X0);/|S09W+8/SP5FVAXB, MJAHZBM909\',"7R5K/-S39W+9NS'LQ#Z6CND6N<*8X;QT1(Y8#8YK6>D@ MOZ$"F3B!CB(C*P$V7DZC$BF0BK6CGA#!J.?:+;RV!T@=P_L89;5@1E1C "VL!4$^@+F.)*Q_KMOBC8O MF"|"Z-#@:L^+NF|+UBMQ^;R'ST.[$?9P6J0T^WD0%6Y>NULDFF#/7UJ^^29!$ MCKEJE@?4"%82MP4%G(ZW^#);T!1*O>_-IT!$.-R(%'-I)R)PNZVP74#"'"Q^=2Q2S M&5|'##<%WMJ;4J M"V9AH4:.^EF6/Z.2KN'1[41_,P>GJ U->==F?'S'SN.F7SK9MW\"'$\,!5YT53 MRYG2A*;+>?R<+X&N^NN?W_[|&P@2N@X+O_,*F%?^W<AE/4"Y|C!KMRV6!K, MUH^O_ O53R;=-H;)8E99 M41(|09]38-H%G_T8N@K2S=6OQHR_9"@T@;>HR/@-'H#E##%FDMUQ|99U'CBARE0_$"U7,D;L>T3)_5^&;ZF8|(QC7-E142- 8P8!#-3(8G!@(V4 MI&>V8%^1ZLP17H,TMMD)#:%M!KO>97)\+%5P=7,EM;,@C\.BALBV8V3/$)-O M9#_4M@F90!N$@YN&\\\#?AW?E+Q >"Y4*UL)'[<7Z4AA3S[@5Q_C%J-CGB8O M>&.2*5<=70A?VO*A4O,KFM*16]W6$Y"O\$]Y@H?XHW M:,Z+[>Z &1/V+!V)09++"$.$:-L;] [&_"W>>WVMX.'!4QM_[!NVK^AU1Z-P ML82-WG'K6P@;C M&-08KKFZ"D\^YZ2K6/H[U4)XGSI6N)?.^,K+'I7?6EHIM)&)Y!4LWON"'E3<9#W5LN<9A&;D^2V=Z5=LZ M=V5]U[>BS]>N\PK.Q 9_8L+:R2L7'1P0#,'-MKAU? J'U'3#X)2Y6H2.N^#6K FXSVVJS!83,G&/4Z3*_!J^F0.JMCT4"?!'@_ M-PZY4-O0/,B!3_(NGI^AWZP&(N_HJ&U:JG;5.+(U"D8=:@;/;)2%%>$#!P$Q MX^UC,,J-!XZGMGE$V_.3Q\(?)[9-7K),-@=1E:C!7ND.>"_AK6.P90AAJ.--- M6 8=B^VNQ!/1WGY"JR#WQ0*6OO;,#7Y=WI.YR|N3!MYES_XZ=G!7"F\'[H]? M()-)D;HZQU2+R+EI\LEN1_1'C3U$A3A-]/<'EP5]T81+QGO$GU>B8[JJ M/K92#?/M1VLP1>:M3K^'3I.W!3R/C'E%,9=FPK&00C9H)W!S MAVTP^QB"MZ#0NV^%*1'U+*Y$\8J+ (+8BHU3.8=RQKOB@+5^$E3X+5$ MO4<\5*##Y) 2"8YO@N/R7BI\M'WFYR.-?8=BE^7!4|QVLH\6),.*],U.7-HX MEQQ=C.(#T&/U!S91K^2RR=D@]?LK'H M"M#3..F5KT\V.'UXZ? 2O^7SFDB*6VEY"0DEM5_ 0%8C4^-/M^F.YP.TU5H.2 M#Q/O^\@GN5MBJT#6'|@<"R;+BO(9IA<3Q\/&>|<-G1.UTK$1\VPFKPYVWR|9N7OI.?D)\ IPA/HJJ[5SZFJZMUS6&M>_JP M)C1-8NT0T9@"Q4V[HEV)*O8X_*?{(>BQBSE,#7Q]V_N[>V;@[>V="IDBAF|P[>']:&R'VYFB'*RSKGE7N M>6_ X*BN(-.I:\G?>3I0TFQA1A$!>Y89H9B+,4WQ"5+8S+IP:-AF:X[52BR3 MXQ94$V-/7TF(7E(6LG,2R TG@K\M^@^/D8QOCRNOOK*&AX0M|Z9EHKK19U3 M' CW<3HW24D485!Y_*,'-'L.S&|+A/IT3#15*T[]-SQ$^_ <<$<3#'8';GW$LN!]1^.$]I6Z8)QG6<(8#L8Z*/(\?U-V^2,?IW1 MKQ?3S6()H$=]0*VA<^B5*@Z(?EULI:KN(4%"U.7R>8QP-L1K&6(P]]YGAWIC MO(/SI-27;TYA_^W<(QF?0Y':3^$"258G]F.0+!NGZFI&WG19O-LU^S_5US M*IJP8=QB8=6*582+I%U7-/=FH8K9VCZ88=7W1HL_62\T@. TLYGM:[;OZP5G M& [,K$/)'$VY"\.X'E'W!D)9P@OW0^8#;1V40_*H5ETL:U'CDHJ86$<#3*)ZKD MU6\RRK'J4,;'6V.8B/\WXS<(FX7PUEGA<[;%#[%%AG4N#\M2QHBLD+,;$@0P-M$52Q_,#? @T\N9_G/V?:N9WL\)*$I"H,VO9CD(!5!\U=W-&)6SKYOMK/LK\+ MJ ZQZV11 ;..S39Y_73$#SZDT?8JTV%9U9H>>_XY!\)Y?R'8K@U$$H=6WVR. MLSE^B#F2UZ% (BB]RF("3N3F1^J##GAU.>)L-)L M:K.17;NF;$8A!? F<^.,J,0IQFC +P:5(>BG:F>1C]D$K^OM_0JG)^("(GA& M#/^1@G*1_=$[FNWJ.M65K"@1,H!3ZG[@W$@@-4$.@##71 ?6ZHA]O%@:T*5 M+2D)8CZ'QO]VZ_/#/XO]'>WW7KS&ADK9K.=S?;;K%N.V+@J9G&OUBVS=- MW7X.K#NW5M^5T:&K8\J,(=$3R,A85OPM1W\388] MM5$&/*X!7Y;QWCA^%9:TB?*#E_,UQN:DZ/RO%]?%Z93"=E0:/&%*U*+Q2") MXFR,?%19H>$(BI&C V) 'TJ**%,>4R+XP'Q.L6^'FXHLQXBO#$)(MH8(2Z:U MZLAZR%8:DI_O5.#ZEUKER&8;GX)=%9 M;T<)-*1=/M>A%+ G!>UP7K+6U.M-D3XD/H[E,B,>.&_6<2_0RA6DY^@?1_4 MRD>"V. ^WW&*U^%$10%K?|4/<7-+9HL9E&_'|ZM_$?SB6(Z@#:Q2%^Y-?2UPZ W)U+GA=N'6^9^_M+A)WD; M*U|OSB%@*,67.*\D(3^&@|A;CW9*1H[*-NZ4ZB4/$("*4Z&W2H+N5KNX3U[B4V:|H#ZL\X)(D5W2TY"]6P#V!I M2_KY5FYR|W-7^9J3;H&|\33Y"6YN@S#'0:Z"(0)WB?5PF24RICEG2"9]# M:1*&OEA-G]>'G6Y;M#L"|>9IHUWIML>A?:[!9"2$BI#9+=S4)I:[!<|S@$^_M>\KH|VW7YX,-DYX2XH-.YIY1&0^\FEXLM^|$V\-G;1T"V+'T1U>RHXL*OU2L M;M5A62U;9C3"0%>1ZO8/SE@*PH(1%+!RQ&5T],G10S 59$4,PW$*>C\R*F2P MR@@6#E|&Q)K? (,"Z*M#];IQ/LBEYE,.&F3:'S.K6R6GH:!M8IO"6/.Y. M,KZA*L6]:$H4,"+LW>,.(GRR2(C6+0<&0[C?O9S38D\<*6GSN#R$Y-SD6I); MS^CEV[LIO/W^.^Z$4]$"6[=A0D=?=(Z,P'>"P(^\>7!OX-/BTA7_'P//+,:.M3IV)OBP)00_LJPB3$[+SM-*5&ADBJM92-PM+1:Y.P^56DHSO??9.?N#;H!'1 MO"[1[Z!5]JWB7T>G%S?*KJQKLJHM((WGRG5AXD- =HV(WCARQ$AUF51VA-LE/R#DM=TDOR+O4YIHA5AEH-ML MZU7DO91P4\|U\#85WX!?Z/I BR 5S("F0-&]H+1^(|,=6,6?-,T"%O*W MAZ?/$[#"DG=8E/-FGX/7H9?% ({UOW:SU!!J"\-SAZX09@_+PN5K"@Z"8L'A!2M[NBO"WBGV!W&0=!ADR:72K%$%J3;2|@B%<> M...%Z_;.55J:,MM]ZR@PV%+T02D\K>#Q<7!&2HL=L)HE9"H+CSL9KF)CYSKT MG&&E,4+/U\+HTP^T7+;P;%+5NPR5QQ.%C$ R.W!9;[D[HF*LV4$'QR<;,N(F@ MQ[JZ.B%[+-ME>'4[=1+NCCY8ZTO"A9C',$2PXY?D\|A\/[=F MIX>*ZF4O'-Z%Q$ZA\BS%ZWJUPE>(;TK* 5G15Q[&\;9_I2D$>O3H\[7B)*_VY[ZI_ZHK9_W^RJ&SQ9$'A"'2 M:L[=HH/_K#*\/G#=95VAXQ24D+"Y(=2";#B,AN@YDBT[X;C3@HK%[R[$M=B)NH*[@"!46F=99DX>,+8"KX219TF{(ZWN'H#D6?(T'D\U07.DROS_G2%)-M-C60>#,.2 6[^/!XT953R9$2+06JUDOX?$HW>F*=V1%_M]?F;Q<^W'F"=U, M7T=\(\$79+ !MK ?TO7/\'6S@2,AX@"H;F)?IY@N26O.4Q MJ9,(XL6_=KZ_*!,E^++L3!G%*V:/- _OJ078@B_=9$WNG@) 4V6-/BV%,2V!Y MW.8Q-$%0][+U>&UB/1BN(W L,+A[%&,#+_.8X'<-Q3&;<%M.A5'/AU7#HL*F'"%90-A/I. MA]>WL#?!MLU$9MQ09HZ_'9(DP^+!?2/#P#F3DA;OT%N'9,MM#)*'1++O0[N-MZ69<"=:.\ES\O25O[>[4[L1I=+&MXT9E\T^U TC!RK&J2]5E(PA6!88=QP\ M5 -L+!L<-U^-4#;H'!KPW)@/_+SS^|^NVG%RD'T9X9H#VT2/8F(Q.U#$^NDI> M((Z?Z2$BUV6AQ#\?1'.HMTP$(9))P(.T]ZQ8=R1-F'ZX*G(E+A)(WQB5 M270AGNFW.T_YYZD>&NH-O@X!X=0|: '#XL8 D')Y/LF/C%GV/ABP^RF7;42 MZ'|A!0F9J^$/-?R'%SN?87U;5[M7^$!YH"G%$1+;5 %Q_FU(YNXN>B!\AYI=M M-[X_&NI8YY;9B^M*FH?NB>E[6 M9?S6,-V(8*;D)#NG8|E\1?S&V!OSJ#"]>R[. ^HFNFLL\U_&W"08II9)B%F\ M27]DP@HT@LAY$]<=G>=="5S\V:B$L$7Z/_6B.Z]65MA!\"OH(\.F 2D2TF<\ M!D1+Z%_/RI%:$!4__A9'? 3;@W_'1KV(X4#L.8V5R9AK MM*<@_1KVZ$W+L.8V5R9AK MM*<@_1KVZQBW0Y6$EAHN+P<%;8;T F'KCZ=>]C*NF MP)!Y5B0:KV<.SZNPXU,68' PIG%,I6*HH!KN"B_R*IWS&(T8WYO5>SS6QW@M_\$[.6FM6\'5>/FWV1XPH#'!,3'B^QTFP&6_'^EMJ!-;# M&Z4=W;4=U$E+7<(8R)_BF. I\G/V)'.;@[FCX1WV7UESTYM9B:'D)Y"-*]

*MHZO&+:._[9WF=]M"B!^Q.09?0P>-+C?0&-"'!RJ+K<%N,Z;3P>\@YA:QB(>Z4 M*5#FlY2)6'}RZI?T).'12,BE%<|>'K0!N\|#";.95[SQ;-R^[3Q@7#{CB|78 MV=2'@1D=']4,@%YDG=P'B;A!(A:!'6'ZL'}4=++T@MN3>?-]G,/,+&>*64609 M5C\W&5;_<.23>;3@JGOD23,,K/F&8U!\SHM?_DF2/\Y^]UU5[T\.C(YFG'/R MJ7_^WQ^_891(CAN[^1>EH,$SDX3'(71>8'+K4&65@8ULW3AYZL?M2$)*75CA M%,.1NT9;.2OA[N+0BQ8^[\R&$5=2%0Y&FWXWPN^3Dj,.)?D.C>_OHMMHFJQ: M*]5)R'UV-;JA0B'1<'AO|.!3_KZ&@_6Q3\#Z=T;W#>-2^8RA>^>&8TA_>2^9.F3-^ MGO#B+N\K4=\@>J,C4\5X,[..!@-C^V4\"(V:F.N=/_E\SI@::#YB"9.C<(!8>K" M?<2 MV('$THXC.X(.:ZPU%DK]E^&PZUQ>:@]\5Z?^._B8^>#__M!F_1YB*_-?*L=(^$]-A2/S/",A@W"A[K97G8T^AXW4P%Y@4L[*T5,L/@5U+& MSG@O/ #!6LI%W]46=@$^4>]=$\|L22? $/2G0U1]"""";;ILB%?E&& Y=QBGI0^(=#=T^)&C(5\H"$6")Q J?[[FK?!*]:,;AN%9*N-F3DXKD%S,@5? M^PTM^"+>RR/ML'B& 2%BI^]: MNK4$!\5GK,3E\#WP)^=@:.0S4'+0_Y90I/95A$0"-21\-G_&ANO(FBF@!1%2.@!]F=#YZC*&:Y]6N.#>A& M?:1NF';-R&?X-/_=A2\$> .:#%A"19Q\#5_RK2PGY@O5]WSN=GNHR;-]:0RLY M>]=T8D$:6191+ U@+/,4V#C_GN=#10-H>FT*W)\NZE>[I$0QO M'=)GR-*'+Q4]_$W;^>2M@HJBOR5=Y'$()]$)MUU0@<SB" M4@W&:*:CO%3S/@KM19U@(FK6JF$Z($H+KD/IBA>%:8.WNWMD7 L6[SD(;<#D%/TZP$(38 M2$.GK/M<2. W=:M49>S]TS GOBF&[_%EH6T5^BXN:,U.[`9?11*(6@?)ZV>,.-CNL-<L"M%B7;B!O65ZL-(>SK.!52L 0#$#V_9U&9 M(4W8@O'LYXPKBH%6)))V[KESA$B.X5]R15XU>[ABSC!X8$<2AHCBU62ND5"?H1U&[O=C1#%+C_)HD>D2]AJXDF4=; M4;/\^Q2+;$1>9Z,()XFE.AFD)?A4,@9K;ODMEQM^Q996MMT2DXG(XM0D?L2O0J`MJ4OL,X[]>4.846]HE6Z=+0]CL5./!VXR7VFCO&V]4CY+9!!>Q5KDQZ1MUK! MID3MP$E"B=/D=V6&&PZ'8IG2;!%,_Y,'XQ#+476\UWHF'B$K,\\#/GA>0'9& M%R8^$K<.IG,'+[JN96(.!^3)^@EF//V0V(/Z9S!UC[!NS7NHEM?\#BCT M*Z-2VLOI9@5_W%? K*&]A>@I^]7Y,"[(2 NT_Y\FUX DP"2O"EKCHJ[STCP[; M+H:AW]=3Z&F@)KI-N?67'&-@-T$+_"R8UI 15X-";TOM%D^$V$I]!_M:?A-5C M0ME!11?-0E_NSPF[RL/OK'*4=?"C>(7? EA&STW57;(E1$6?)K^$XG)T53)=C4XM0T3E\;1*LA;P3;S?AQKN $ T=6(J9@1% M5DD,)&OE&*B]C%T) _]#'[YO.]-B 8)?Q10V6]R*DJO{< MV0NT/HLCY1K%BC:X]$ RX$::Z+Y1-6QI#"1U]LXO!"(]:\[=>&V3E"OPZ*.?O)%0@CWGRX!5 ML GPGY% FQ/#FB&.R\|\U]=0S$;Q4O4.(?5^)ZHWUZFE"B@U&ZUOOSL+[8]*= MRJ"I_(7C'8UOD/!&-Q47;R<'E6W /!4Z:KN2;?F<@[!PUD?!=#GA>>OU-+[DY M3?NM:SJD26B*0]UD>5QKKZ@3R<8RS(+;UA(A>(K8F.I%Q4I"^=(@F5=9"I.0 MCO5N4E5FDY!>>H*7LY%WM.^<:.\E3;X"5M29LQLI6Z.+>+PC80D.VI?O_M<&WI2Z958T2 *%;GJM$,4!%H^!M&*6L.)%U5<<5)-,'&,31AUE8AQ,BL9A@7+ M3,?PJKC119S O I4,I=J'UD70(9,.@7GQ/VW+.=<=\9:XSMQ4)9FY7VNT5^M^8%=&&-3[MC6AX4)>ZU"^LZ\#:!Z'NLH]) *=6;WSEX[%*P>DAN]SCP0"9HPUG"BYH9^/ MGP8NK'-*2!:'8V<-]TD)@YZ@#40AXQD1TSM,F*>1WEX+@X1>,SSO/*E>*)6 MSPZK 3>&.AC\H08YP7!:X;PQ%VF(\R<$[H>#H9C.I7;LD!]70"ZSK-.0,F'$ M3.[UOP?!=:BB7N+W4.],;]/CQ&8;'JT,82-3CW>&'^<'$X!20!S@#S-CCA\5 M4^#@T;0""1S7-ORW3U3.(1*KY,U$):U] M7:,%HA_.'BQJ8>?SOQ%2=156LLU*JM+F#==*U8A%U]*HJ!!QJ,S*R-DB^V8O! MC7=87@N^&7/KDGG9T^??_5I%\1Q%,'9Z>,'CYX^.7OZ\FW3YXI>PX+?5\W.>--OGOGW XN MJO2/0[I]%0N>]{1WAV=O;4 Q(,2(7/^_#!@Z\&1_V(:Y! (H/(!ZJ!G'>K)*GT%^X6B6G&,B15)W6:DVJ{@[$X] M1^L1!+["\T^177S7U.@]^TFR!VR0"P7EC'BE.C!]HB(JB M6-6,@;ME&+B',P,N2T.*W=T[FW(3XF;RI*TT'FH'A0]+OZN%7J47-5Y(.>.?9\U&6 MZZ<+9}4[A_B"#15+#]/R_?>4',"Y+]E|7BKV:0EW ?DBF/D):|]S_5#$ M:0.\QG%%BW IH2;*K7W TVF-Q'\(+1P5^$P/=PE6OYT1^IBYP@X=HT=>]Y M0BJ)\2V[N]@8K267 MY6]V7E#S@KI>6V>@.MKP!!L-H4?4K^P(5Q*6#FNJW68NC4Y68J:*LXTHYV6 M<11\K:5O7PQ"8\]SOR%15LEG(.@&;BCABCCI"]<*Z_K !2(]KK,.4]K\7[M MJI M!+WN7:V3)NF\$.>%>+W<1 MN:3T2C$A53H74IFD^$X+E_XWRH!JA3LCV/K(2.^YY70!\,BHUTT%28|@9U M4=8SVPK.K.T07F_8.J7G>W0!W8NNV:O(!T<.2AD\T 4C>!)AI'VRP)&%!!N MYK"'^SAX80 *P8=UV-))VQ2+HAM=!D(B^!NJ++\>:5!/;1RQ-#+$/C0T@7R+S MY:SDC%YE[L=-466>UXF$6NA:"'N*8B^._R+8 3@O?@,QD+[^C?\X\%A=.(CN M"F/Q+B'T+JKAD6R'-L$0E;(9L0!HED]N-4I:,M27.XQ@>EWV:_%(W86=C6FW-.MT0KXYC]42F',V]1(37.DK[-&*?(Z%RN* 0M\M#%"M[$4,-KL%&T;9)7GKA)1$_ MDP82PO%BH:LSP=+'(H5LL3\W2-?"0 .+1I\?D"'#]#QMW!54H>M0]A0?/PE(MI4[K1G33/;HG;*LL#E4 M[.! -J#U3<73(X21:G&I\$@3\8]A,>"EF[VSV_2M=O\4VQ3N>H"2@$49N7W? M-52%V[%:.9LE&ZA VHC%48>)O$A\>!-TL*)5[-C^OF886K_(M8=U/W.N"TVN M]0K.Y&FW&:-IJ0U/2-9J2* (= =\]91;!?83^ 1WAJB//:R)-C'%HA:9@= M>XZ R-'NSWAPA9+JJCLA2HUA2T:JGQ'8+DYX8FB[K%9FIU"6M72'3]U'BCV+ MS"R.- \LLBG[N33RCYU.D)K4%C8O+FTNW9[>^RZ[1\.S+ M'Y$>]94:@_(;(>"E<&YH)U> !/YMQ/=VVCH7D2>)H:6%WYHW_/^AWU7FXDF MTT.G(PW%RG42- 88#MV%^F_.]+TDAOZQ>KT,91F-6"]*0-\?BTI/?V-8+5** MF'+EW,J86!Z"_R*/F$@)S4PD#(&35++>,L!'8,4V=$]=$6ER8>11#'TZG M;9GL 'W8.\+W8YDPE(8<=KD=I^AF? I^QX;AO5&ET;XS ,%BTBDV3MY=4V214 M+8RU+:+37]+8,YMM("?PTG.XH#!,;YISM!RBG]@A(&Q^T3V1]0XEF#S] (C ML@]&=8Z0*STBV[0Q0KM^ M ,RV2;LCUWV;O(4FR0UM-FM@VSF8F3[F.OQNAM[L7 Y]G?L-O;5K?Q_!7# M.(-WSHSG[RBJ"/N=%QQ6Y >)10U!7/3 N-+))-V_VTD')S=R3#@5F"M_#Z4". MNU8X2DC;? F#QB&>O,"\OSDF R[]?0BX/7)$% 9B>7BT=;BZY!%%Z/!180F@ M4GW&UHKNKLMZK)BFV@&EF MFOOY-%RW/"AWIE3K,##"4G])BU'HB_QS)5EC(#Y;D_&7Y> S"Y9=-(<;P-_ MFM(E(=$?!&'T'8PJ)NT)\LWTZD&=7")=&-5#17P;_:FFG&=#"\49PW68TOQ M!8<&>4>?V1!/]^[R#OF[#V']">$=]FV(51UCC@$X0>,Z)6"QL@9#IT2]!.$1- MJX8@@=?7 8)D]1&_FCO!L,5]T4;5XX%.-E-XY/"PIX&J94QG:U?7 +5 3EP K M);_?<.E2L)>!%B'95K8'7#D920=.30K(AVPS)HB7W%IZ]:D.Q<;'V7FE]>N)?L+&I9&FM'/74?KC('W4]E- MG-O4C6\@4:W#E_CYP@>?7AR2/;&4F((.@UYJE9KA]_W$Q7C0&V$,=6O>@RXZ M/U*PT&6_HVP)[A(_+^M!G$;A\HEU(_B_2@@!=98,CPA6="}?X%@-=D!\+[TL ME!%EC$1*$3NH+4(5\+%\\/0C/X*7H<|:'X6BAPG$3_<]1+L7FHAI!(1QC$$ M9?' &#)!+0+8-@>P9C7G8T7HO,R%9+)BP:\'LWRR5 M5?.8\(" "$SH OG!0+$$Y),C1_;U!0&;2K1*.T _A]Y5"_IZ9G^9,;/P--4 M$41K7?I)#P[Q/0_%()ARV]OCBV^EX_U$%8H?X>77WK$.QD8L>2A29*#;$GI& M!35RV4 W?2D72RIBMX?,TB>6]"*F.6E@===*H857B-8!_NB" M/"2;% FWJ/7"',XT^9P&=X$>!""B/;[*P6/G.LT1S5_AUL_^V4Y020?;@^ M=S7+N-0(TD!;)>:<@#MCFP/AWI2NP7Q%U@KHK"[LG"5-GIA#/UH20VY/ A6L MRH=WK0^EI(1A@=XQS900? 4W@W27N,KQ?@PMI87'T(2HRI[6^XMONQ6_G[GYI MZ_V&-ZF0_4R+0<$-Z,+A$YFY0-GB;0^&R_+UDQWI1VI;O)>Q@HW8VP!Y4V!#G M)>4,2S-'X3'/D7@J3,R&ZJ,,>F(7\?:U>%M6 6*G_WND2/&K9/D0;HF 990 M2GV0P)3^Q7.\K5DE_A^!CAG55:PWSY@TA7.%M8)6Q6'(03'EYV *S&B1*E"G.Y/QDLK\RQ M:9@QI8:QT:399TTTY. (G3<)&B"7BFH+.OL(=''QO^ R-VQ8K9QJHT?;I&93C ML17*Q6ACY&A5^+P",$6%EV:T;>J81.;G|&?A+3 M8^\(-($[- LD38\!:2MV4DMB5D+&V:/%9*=VXC'&D^(9Z4OTD9+|\RL$C48>Z7 M$P3DOQ$^=B.<89_%Z&.P^Z]6YM[X/_"IX@3R67AI%@UA9$)3,\W@Z-G(\?U9PBQ3IM X4ZO#_,X/AC@F MJTS*6;F,9UIT%|@ SDPI #.F`\+!VBZ=&,SQZG*,ET MELI\7A5F&<$PF9OO)$-5BC(V-%'(8V7&L(K5C?(H)2(=&&XA"IA*7L.;09[O M,^G\GU(>_@MND9!41=EQ'82'!*5>\'ZI[G'!@8]A"_,PWK]G?V7@T9IBV>)-MA06$VZ'3EU*43!7B59!7Q;NFXHO>>8<%&02L\#51E:/,P-ML:*D@\0+"?AOF MU#*'PTO@2RV,0J/D+-RKQC4LDT6J*I5A+6IXBW)G'JHTN#-<7.1S:),(]FO(MG^-M\@%/D]?A83_3ARU#EY2SE;2E!?D"]I=HK+7224QO[W *C"^Q&+-E,@G_ MJ,QZ5]899M/Z7&1G@)5HK:0(DFQ9]_V]7<Z8P";PT@DC3G=NAD-?,;3P1?Q+ MMENB-0&7G&@G/RRJIPXG);X,RF*N"?#0O9F\)%478;' +E 3I7K;M-JCL8 M.Z)N&?C? _96'X58XF*R+:)85Y_L@H[L_VJQ+GR?G;AN+7+,9I3TYOJD,=DA/ MEF*^$T"B\#D:.*E+%"/T';3#'BH*A]+/H*7BB M=4MQ!-%,&K(9/(ROL/)1J%TA'R84 0+O>&T(C6>]J$3)BVTZ^[2]=;&'PN0 M@!"7&HE#YM\BH[4%+ ^TH+]RAEB!$0(.\E\#KA+[_^:Y41E#&!4J$2-M?W_C& M+!"JJ9?.)%QNL\I,N82+4_&8L,1#>&<7N <2\, ^J^6OF \QGDB)2J "V(9 M,B/L/H"O0IK\"HMV14TJR1/B1YX*I2WH?1NW=GX<49"L?Y" MFY7J-NE?Q.]41BG(\<.0S&C++1>2UFWQ_06'2-RCO-%O\,:=.;KK" *TG49VC:#&;4NT'F9PO) MAUU,FGAC1FN4K8E[J0(^ABN0UQ^("J*UOZ?YCA%OB'2U:&)L[W(,K89^H,# M Z-DF:\D1B!]&:!Q/7S;%@I5)**;Z/Q#KEP\ M4WM#H]B4 B#TZN&#D_]S+W?- M*#^>; <19DO,+'S - #(U628>ZY 0^1=.;>>B;GQCW1A[0*F3W)4(Q&C+Y0B1 M8SIMOI>"G. 7>UU%21>\ MPWZ+%]$-DJH#P7!)G:-1B'].XPOZ!2$PXIL,,! MW?E@9[<$)]? P7U+A>]\ASP;^F\1.ENQ;..2?]PR5$62T/"/AZ&?FE0:8U M/#OJ;+.84G2"O2%Y\@!ENL"+[2#YXKWSK=O\'6)& ^Y\3VL>C*Q.Q):)7U?D[M9E[!I:KTV1BV8"3,2QG I M'<-<*[W'J MB9BZHI'G7L-^6HB452:8]DL>.RD5[A*:Q]*\+3RHY:2V;AQ KK+" I298D5* MLX5K\YA-=''5MI ?O"2PMCC*]G DZ$IED)NC(<9.J.,HR4SF68<(83Y5"Z(C: MXYY7Z/3M:3KH_INZHXJJP\;9.SK'OW!K((A=[2L2WG\CM62I:V%275)' 2OX MG,)%J !%H+5Q*+=B)K"\M5-D7Q_GP^>-G::2H&1=C)0XB)#O-%@A3GRD, (?:QPJ6TX(12B%M1/SUBJUR+ MBEL JF@Y.+G7_M0]+M;(B:6/^,%<- -X7ZBGW7K%[#5=SCJ95C!/>A-CP8 M+]<=)2[>V?W3-KOCC9UYX8N/3"X&KKD M#V!L,D CJ W@D%7F5[7;">:.GO5TKS$.(7)#_\2]VX M^EQF(EA;WDS%-/JP?T%:4&8;TPH.3>.\09D"$Z!3WIF.CC!XL_[9:2F$8VPM M%@\!**30VGAFJ_+6?PZ$G>2^C<%\:PHE2UL-& (ZY!8U&,#,,,/.1!-F;JXK5 M7- +D"*1T!C7V!OM&R@'IN*-%O:I2]@Z*F6)(^ [?O GI58,YK#NH[7\YF$V MR4]N1.BOEPA62KY^]=/+,WCY>],"X-E"'"D E(ZR_+L']=M;!"304H0XDXDKE M-<&ZN3^%S*'5;&RTWQ$ Z*>7Y-]P7@$.W8LN&E&V/'KR((7G@==2,*\@E?H$ M:D5\$O"SMMM"JPT-CPU3:7K4#*WSH6/E/9(7P[E/^MW 6#3W&50 AE33&3*M M-SJ W]XKZ#ZX=DT5:E'9P,VAZ'IYSEZB+I6^" (=\<*0&WDM,V.::I6"(8W[M,)YPASUW.KEM0\)S[.B]# 2I4TF;N?"$[<437Z"N=Z!)&$0TT*[SI+ +C]=%D(_PDS8? 5JB;S<.|O8&;N\$LEI13]K7S;L3#.M. MD++:6T-[*MPG\+QK(I.RG*!H.M(=-A!BRR/58!E'!EVI]#X@!A]M'&1^,HL# M.TV!>PUW6UDZAG#CSOD!54O<9D1<9>I)9BSS# (_39>VI^_G*V6>%W?LBL$! MRB"?#[Q\;9E,OBJ2FFP#lN0([=,%I7*A4\T=&:YWL1-0!ZO7N9)Q13C!I+Q_<|F!35 MKS ^QO5PW !OI;5|%,&3-X1]>|.Z8DC0^- J_F=LCR'+WJ7=]#"\:?$, MP@U@EY4BI5S%\>,ZD($&#](,V%O6$*.(*E'#=R<"*C?#\DJFGO,1!%\-U:X1 M\0VQ#>5N$(@MPJQ @1U%M6JR."M#@@\V. [?.DDI7K,/QN)2UV)\4A$+XFL&V M4(C@#N>W?"Z&&)A!Z^S@#&33'AS<8J|:-2?3U 97**P3MF,IBTT8\@-G3W^ M\]MDB[@_+.ST] 8!'F8-!T3TZ8X&9E">6.%4*O@N!$YN"1"Q];[!:%9N-,K MKSIX5D^TM28PK#&6GJTJE8AF5U:8,E/VC MAY2$,A.*PU)4\QS]F6_ZIA,;,.,]XNDS$11H.T9[T>%V6/_+/7^+6=<\@NB? M*I'04,65(;R0>R@SY(C<[")M\Q# (AC<%]:Z?2<@R<>EIVG7B PV&\B^XZU2-# M,165"FCCS^WZ3H22+&TB;MU!)'1L9Y.A CW!@Z^+,",Z$/P4^1?WIUH5,_!1 M H^YB ?KQX,W7KS75Q? @R3,PF888#!AWE1%00,.+9>$D/F<#LA!>0\;G)4JG M[L%IX%WA/X3-GE81.;=^$LA#S<[2^,\&*R2+95%]TU/#83%H;*7D8+5M"X1DI MVU0FBL .Q$T<59JZA**BGSY(%LBBS,C[P.Q>#6,1TM]N3(3\)TVQ@.OZV\-GIP_]45:7 M7\L9"R)2]P$GU+9P(YM6/AP@RX\>*&0YNO+!R>%HSZYT"V&N#G?=RA>TF,9H MS.N$GPH[L5\)17ML]0^!0K2RH7XI/B1V!US[5%2P0=_W12BNH,VCK M5;"$3I+#>.@S8N#[MPNJF*84> SJBNPG+*.M.9B8R?0[5!%Z QW9("(0_R"A0U4BAF_W";/H=]E.BO(AY,BT+VN! M+>H> ^9U0*5)?EH=?O JVWZDCB1S*0B-:>]Y@J188JT"#NR\QP370[J44ZGR# M\%QP&JIC,G/47A+-ADIF;#R@C3;('7W0!RLQU^NH&*CAN5Q4*[<0(@K5%#(" M!@W7F/I3,OGL#[-^_*G@ ,XQ6|,Q#]%"IK,C-P"JX M!YX1HAGN#%F'Y8IW1$]/AQA<>V1VG#SKH1 DLD;T6=W34PL)\D@5#Y9'Z<(\ MECD)#Q-3$!UEG9Y29.0&M;DT01\K#)Y'S;, !ED*4UX__NZ0>BE9H/NB'77+UXUSJLH0E/C ^,$;C!V]P6+'T E_S=+!0&*X33; MD(}HNQ/"D.G@A2_'X-8S%?)=TI.GSXX^RH.0B<+<3+HIA#R>UIO)WC<]CML MJ6 0.,4XPWV_8_>.;>#BRK]XY"HF)[*!4\!(Z%G9V=/?2ADPE,^[\,'#]X:!/5S.BA=`X:R M(PM\|.CF<'AMU JX9-_]/EAAG';,UCA;X\76V/D^H)L2#]*RKY4 6%G&F=GN M9KN[EMU!Y{0QCJ58AK&4?C:GV9RN94Y&+<=5A+WG\)SV5)2CF>U[MJMKV!5< M#P171)CV\R#4#4PR3V@7A9$W;/-MSW<3-<.&,5ME@_T7P@SR;O)QU"I?L]E[D M\K\=&]P*. (GPO&@ 17%U6%_!OJ$DK0%@Y*6))0&F])68"C#(IK(+?Q.A0/)M M(8FBWV,NJPB+ME<,:C@A<4)IO8X@,/@IRL$#("4<-^3#8!;4S(X4']\+L@C0 MU[&"S@S N(EN_VO2@_4XDA;`>V2*MH$<.),2(O[*F"X;AY#*CXB[9;$ET]J M D!(FQAOI8<6IK!0,Q\UXR)N"U>]D5K2_<#P6P9JPN;K(2BC<0G2/Y"-*O7 MKE[#Q6R(@H;&UX/^@,*5L2XMQG*)C<2-":;#,3VIBZJ7RLRHK^(38,M6XJUP M;#)OKH(R7ICF6PAOO"O=$3N=$CO@P4D5">/]M.H"5>]P77D,_VE=>EH= (G:E9];UN>,FCIPB<,LB1:VPM;$684KTY:XY(4&5Z&'#TUN7-M6$3"QM3XOI1BO-"[K%=@N+;KQ&-]5K%2<)F!4W,YUATX#-C(X9K:,N)1HA5B^V[9O"2L:60'94.N*OP3UC- 38G=A$W9HA6MXT M"}Y2%HOY2M'(IUY\)8,.6]8ROS Z*2C'"*[-MMN$X=.E:,?/A]B$P7YOERX&#B#2G-\Z9#B?B*^8/5VM.(YID IQ#*^:$' "J-B MZ#?;(C[R3;&35TR>]D? Q%&P?>,0S-=D\+IDI*VJ1=Z$YA==0'\ #Z\O*9GJ/TJN1Q(^M&A=I^]^G=!$3*6$Y7:?]I?CMGN=TI&%M8H171K(97K%0+% TPCPZ)N%[NG*M\P^>O.L;Z:TR>0A=IUR^ZD@- R7X'D91$>V9+S*+$45<(D>'1S02HM^XDW=X M9(?]9*L)(:PX8[`=,,,+,T8X&?_0=\QE$RFRK,SXQN#ZE24*(;_(&@4,89\ MM#\Y$HGS^%&E*U"Z,'Y%OCML##K#B_#[^B'4N>,'<!^V#M!;&QU:1I;YYY7. MS/$'!WV>?@]W=C8-<:-^/RI<[89WIT\>]N(75SX_,>39?.;M*@8^*(;:RDZ M83" (B5>NP.P[8";PBVZFD;SET-QO9VCNEP9@O;MW=K_*^*^,!,=8 .&]G+K- M;)5D8Z+*W*TR+HQ7=7423=8K%DZ9VR+9#QNJ34HQI*(((3\D"7W6VH?+!#I.MF:G BT1^(^ = [>\IP4.GM1A\%#$A73"A]62'>;*@0'J:O/=^*7]Y-[19WGB& M?Y>7'6;T2V3,Q&(+5I8,:-X]5QD,U&DPE3E,ZKRS#WD4+I91F<=T5I:!\+D]/$9P& MDUQ2]S2PD1PYKXP-M)[[5=5+?G(4C22O?*OU0[K9]0K2UR]_>O7C-Z8/2VX9 M-4H,T012 -)\L#ALR>GP(B)LR1"C$&+Q<7?#*$N1<6N/:9YC]^9E_P.$IAL M4.J^]%JAD7ER N?$/.N)=16H&":)!D.IV.Q6X:KL3D5X.T,9YJ2Q3,UB;.4- M2\PT;|!PB\,T T,)GPK)74TO1*KQS%-+]1/R[SRUZG!?;7T98L#IA!:>-]F> M;ZBQ<-3_)!G0CH,EG1NA9;09<^)?"P,.4?62(8 M1FG+.) ;JZ)V2UNQP#S5+FO9;R-9R^NJK?7S)6(MIQ3FA6C5;!2F=<7Z;#=' M&&YP0D_XG)V:YZ_)!GR2%;-8W8Q=;>:!$$?O;B:OWA(;*BVF>? -X"]W'#U>4YZ@3/#RJ"U7#W].ZK MJ[:B;9OV7K+M]ZGT9GHBG4@'!\SY),-5U DLA,F*S[R'93&K7DDGO+&>GX6ZK;@>CQ(LCYV^(5TUG9XXL)5F+E'C.E:/Q8*XQ M.E6E;\@=/B$NJU!&ZPJFK3"5[%3E4),,#H>]UPKF'T0?A]V^/9.&1]*F9>\H MQ#;=1@Z3O).]>UU.=JX#_M##Z/E.>1?.AG!8&H*.UXB)60'A6 M$LR;R LP5H1)$9F_D I&C4@$1B28A@V5'>U5QL].Z@ZCEG$WLS8M.JN:*6)M M9HH'!8IS3TPOI22+G$,:XAQ75,&QL7%\Y$MU(BSUCM)-B%70I@J4[(V2D< MD>]A\+QE:6Q$\!C>\[+M@#H/YFN9$YA> &=N[MA:V'**VJ(<2)%?FT8:NN5D2]L$&V1&-1H3P5P\<&H'"%#N$%%-[(KZA8F4 MNA*&V8(/1P$H&% @WFHW!Z,,R%W_4B8*A\YZ$H63L&*"&X$) ML?:[NDR.M[&CZ(\[6WOQ [3RQ83** M< $=]K)S+B^[_34,)L1IWK=-&ASJ1D"?YU",4AVI+$-'@T?Q%O>T^4RP?I) M,PMO):M9S7GBYF0&;. M/H"/)8J5N8D"))?45"Y[X\%/?)?]>47.:\?2FM1] M_.A,=B+4(3H1/%4OB;_SWDWF"8!QOP 8?ST!,#XTF,+'^V8?"#?:\'8&S(?@ ME%MG3.>5:)<"#B[L3&?&8(8ZTC$6SMG>^EIZ]%0$]#(]SG'W<#@DA\2O!24 MG(30>L'5-.^0T?')W1GTS]87C,EAP]6G/GUD=@*LEBB(X)EQ M30KVB[F$H:(#3S)DL\?=5)0"&+'WXL MQKQ:5^1]50U5=,4S19[0.LM(#?8+ZGQ_|- @V#U\8G5,${8P=._^3?R M(&:S,@%*?Z\2)(=/LBR46!ER3G$)K2>C1DO43Z?5E"'ZDF MLWJ+4=?VJFMZMV2^<;"_HJT,#1FA*@ !U]5'!S;#5Q1*PQ;KJKR+X1T,@ MJ0+T4;OR?ZL^K,+O\K" .\IQ4|H@[#\ E!9/?MYU%KFYK+Q>A_E #R!?4B> M@X[5??C_PR]=VJ#?:C-)VF[RI?I&?Z9/AN?^I-;6+X#1OZ?N72*%@ M6WW3XM'|Z/LV!-2,Z?*

*GGQ>4W%_^%B]RW>HEL MYA\;PFR2 K8%T.E\Z2;$AK4VXJ0..5I';]PUFH[A*55=-M132/THZ<_LAD+% MF;GY#Y.Z;YG7],:],,9;,,&.W^#EQ'33YEC15& I2$JFC0"YES7)I*_*G$_M6 M7!'\5S;,/^\]@5D5+-52=$#L6(]+^_K??JG#^5)VQN+>\\MGBZ]>OKQ/3Z[KSK':E&*:P"0='&,*O6Q:3!9?"6GR+UQH'5%@*T M>:/',T.0,@= BKX*(],8/19C85Q:QVU6Q#P"5QQ.0I;,-="B7%MUA4.Q8M" M^H9'LC^?%AGUDO'=]4%%QHEH6ENBDR3KAEXDK+KPG.RSQ1T FU5=H[F=2]H!*

MLPT+L4QCJK%0">1QDO2CK\AJKAX!5"HG1BP(#8U:5D)WT;HLGQ;#2<'$%@A2> MWN?RLXOP;/>>/GGQ_$(S N+_N\NWV[%NXDF=?UE5=RG>^_O9+?`6_:8$&82# MBCZ'[+3# E^P8=*/Z/??/'M^<7&?33O@-Q#5L>CWL\ECFN=BZ+3: MKOO1=7GZ$K@LB[!&KG0PXQ7O/?_FT0QUSB>\44L#(HQC#Z!M#2XB"E).]U(# M##F\:,WP? 59T$0G[;THC&F$Q1G;%> C(9R8(=7&\\7T-C&_OKCW99AD:&)+IY@P+@877@O64P4=GYY9XEEMI:';2 MD6[AT(SM"7HGD[\1$O'X,*EFY#98V:)/*^,$:F;XFM%!^$65;F_($W-TF*M6 M;'V%9QF)M-MVCW*8[+BBX<5-H:6"4Y*X[HG*@TA(!70PRB~.F6=<22LI7:4@>]P>F.4 T MQC[O3CTM-1!8-C M3_8/=4++I*[J*('#Z%15DR&[PE0S.&UKB>!; C)/-; (D*\/PD7:+2(YM\9[\ MX_6>GS*\Y/GB4O'JW-CG.O@ED71S5=*Y;D&AMQ_$PM6U#=ZL/EC[GBRK_$"(M:H73T'DY^7Z?*

*KUZ)VKRH=Y@4'H0K^I:ES084I2OW;G^&YZ[)2[=R9E60>325WC =B67.%U^5#376Q')V[+6D M=W)%_5H?FA72*2V*(;R!/[)V0X=S+$D8SG(/Q0P=GI90[^1Z+")KY[]>A=9N M!? ((HA]**$Q<8N"P8[_;PBG6"G6O(4H,G)X(IC_8P(WD90E*[%/0E5;>/1:TK+ MJPNL^E471KV);,'2U*&.:"$[$AAT_6Z4S!%[G7!>#]2;1$<>M1+$0X_VEK8X M1 I'!I;[I^, [PUUHB7KK=)*]XVRQ>K2W;YO4[$Y^ L784-25DS-*]& WP M9_$;Z6QQU1DH1Z"7)"P$([J3!*5ZN8D;Y_H*.P59WUX_=5%&KO+:N>$GZA]V2 M&;EKW2:=X-\L/29.'CCQ^MYQ[40^N.3Q@VU>7>6]DO;'>>8TZ LC>N)\IN3'M4A<^F!9^73O@TE9Y.HCE_GC[<L9IEB.HA-C=4!F,YV`<VPK"E'C?EI&T+1;# ME\K>]U8]@9;N&&CLR?0TH<&[? EXW^P# 2V]E: C@L2!,CHQB(JHX4BLJX=\ M]+8!D27OMN8T_-!S#P#E>2/02X0!-LH6/5^Z] CAR,U[T>S>40Q)V0YF5[&& MUDC*\"9>\[MU:R,P6AUMSI^J4V/.0X@-\IF\):&+"? _%&6JNK:5/1;I 62X, MVWM5R!_2]LY V?/G>/KI,!?4DA8>S_'K1UK^\80F8CY$H9P'NC[K:.T > MHR0A+)F/D\|*O*@*1S!XZ>TMIA4S+2 M+6D< A1@C6,NHSI^PBRR9B;!M%0BI1HLV1&GW8+J&XJ:VCU%SLH8X$X.:O M"Y3N?/'3%9AV)/T<',BP01']<*<9$?C>Y)V)8![EMNAWO&R#T_]3!;H/N@FU MM]X0UF1X,D78S FE]GZ5;NS(I%\&9PP='^8+):61+W.-4!PD;8B01 J48BB M[\ !>=.DI*LC&Y*'`YB.R.M?X+2?WE'PSYGA(GR#TC78'AFGFN$9"#OMU:&G M!+--JL7L,/9U>!BK=]+UK!O\!9%\FWLQC $X'W+ZT'H;>5D1QH5]A1_'LI ME]GM5S"]X&Q713]+7S5@MWG&@8#<+>`XIQOVIB3IW!M2W>$D!MUW3GK%R63LI#=I+> 3X]D:=R_5*V=_3-U6=0?4+ M7>;RD-93NCU^Z&^.:;8+1@*CZ6IE=QRS?N 0Y :"/(3^?HS,DLQOKD'OS&7H?3!G95/I7[M!>MVO0Z/AWFD?\ R9V%?5/U5,&H9);ZH;LHYZ4SS3?)SDR=>#@PZ$IGBQ514 M^2'"*5V5W,%"=NLM:0^!F,,X^.H:'KA\T&+$UF9C0Z\@2;,.FC MMY_1QQB=F:TY:^IXHZF-E**9;)04M-$\[FIVQ> 95#Q5%VI8,6J2"\[(^5)$2 MO-E:MD9>2,(Y? P8C3'?!E\M9>D5LT6Y0P&/W_1-68\! M]QX#CQV.$\6*OYI.X8:#OQV&IE(G>*>*% M.!%,.NR$KL^_NRSKX2^1ICBUHN,>1;^8UT(!*^'],O2SRM.U3B%/O0ZA.K56 M$W9SGY\S5R4++0R0P+)/AQ]9EJ60\.]^/R7DMT!W@[AIX)\.2/|&DV|*QK8 M0=52S59]F.@M14@M(U!YUQQ+=;BY'\|X2\Z.5E%,R;0S:GQ^IA&J88HD;#HV M*,3. (X5H!T!++A&\9GS]<.,O?K?*#!9'C&_X(IU4GR;SX(`-4H,+4S#?6NY*@-ME*V.M(]%NHAU=$(\RD_3+BEFC)U9:AE(I9E]|ANX(P69(*G-^?-2Z_'CE5;M MK=`'@P?C89WB3/DXFQQ" (]*R.?*%(]+1EBPOD>*!]QL[KT21R7FV9;G M6+Z>H0_1,6' .DQ0%%W<]<2:T5K7PB%ZU-]B1D]C232QKN(^46RA;/V2_:! MRE(XADO,]HWYW"^%5X;HMN72.N"DU7DE(<@^*0$HPX[1GV2QI39)K6B@-V@K M&KC$$A@>..:YTK(6SAWR;L*I CID3JFDY-@86^1FWX^(=I;G5GV3::!(3UFPG M6: /YZ)I=.6YIO1A'(DE^]D)?T';W6:4[=]Hj$%/LRH$[!$S]+WC\.75/%HE=8^J#DJA44.KX)GCM.*N'^\8Y4]>"\(|5!0A- MP0491_,"S$>G<8.GD>.H3" @#I9&]P>_.P(F>Y?\!%F(2=@}VMV(? IM&B: M+0G"PRZOAJUY2&;XT!H5/VJ!>M^>$N?D39[%:Z,/F_Z1O9.CFJ8>. M2#//M$>=H"4G: GFYXL')VC)AP; -^C?[.!EOQ!7"J7B+X-A^WCF.NA!O+$ M#G[@[3T /)$9,- @A_;=RSREW#3B?9&A. QO3$*/5)9R^>ZL-++V 6HO>ZVV+M)=W!=P'0Y"0]"A*E9?,ME(K!63_D0)1"ODY,LQP"A4I<-IU^2B06X50YR M>M=D8042Z;8(T<8NWVZI4{UDU@JB0G]3$B.7U7TY7#!0@]+T]\5HF9:<.7" M+S]1RZ1WP%O-%3709*;E,9>0H)]59VTONAZLUJH%&QIX&=(]M::$$=C#>1+] M"(ZCW-, (421TKO!JPY5C.L!4R K:Y1B*%T/? M5_PCN1(/S+.^RR7A_$V^S9FU>,?(;J1#TDBTCNR4&]4!>#(@^V&9\>^JH@@# M\"3O? 44IMX5'<Q*782*MXK80S[0/SVV)]#WKB$|!02MO+/%R7D2!P5.>,'UY2!M:ZH%0UF1+Z5%2+AL,N:I7!V2.PQ>=!V6[R9UE_?2R.7X>9H]@/7=Y=SV:%P- MTV;#+$5[&'NO(U+Z[S:EVK ;;1;I2*@3,&GD08*JQ[/86&9]#[G.B=6$NY M!4<_Z4V%]CE064@UCTMS6C*;X&;ME2R)@;N>PN*. 2Y=FZV!YR$*NNBI8"G3. MLHER53YE<2[\"\NR"V8 X4'AC2M E"T.M[3*&)=N6M1.\HH^G:A\3I-T/H]\R M+=CP42'=M*1]3,<0VP*=O$+*YHK.,.Q:[WO?BR.O(9K&+/&'G1FQ&5/Y/ ?9 M<2VQ<]?L7+*,PKTWK/@Z1:#7I6/IC8V/5>-]1QE/C+P"/R"$RK)!1$?)O/2U ML)N9G&RNOLU-,W8#[0M=]#=V!=P'0Y"0]"A*E9?,ME(K!63_D0)1"ODY,LQP"A4I<-IU^2B06X50YR M=\I&I[K4 L5% (.JS\I4T<,KR2B66#;R&;7=LQ)2B-@+HK"XWGNHIF_F]^8_'`M=O,^K_I/T=M[UBR>ELMN@&S&HP>//L\6E[S\OHD$$_=RZQMF*BAA#/D:IG)Q M|\=OOKY_/X(9.*FV)Q@@N2R^8=:?Q&J5V=;Q1HH#DE/!N"S(0Y$$%Z<-.>=$ M%52VY.%)(F@2.5[^]DHXKJY_<>6],.L#@3:##5Y8YPLB %\"G=A2I([%Q8GB MFV1/H!Z3KU- +3UB'1,0*RP6H(QEPLEYN4_TOZ@SUZRN'C/%H@<|?;3*WBMCP8!-SMZC9QMPDGL2EQW1 MLY>HH[!.K/UYM,LK'!O !P$"VD@NZG\U>[`5V6Y6^1!//5+]7& ^*OH'N|W ME0 G[:IR,0=<28)RA\2|*<4UY*-0J#\\-,N@)0P-#F>RQO1R+H]+0-2'"'^(]-MWW\OR>?U?DS)-&:!B|*_,Z3U(]R5':)Q2:K:A+*4[;5WQ8*L<+!QI%Q2 TMJ M:A[GH Y+OY^7337\C"3U9]+R!]%M',DV4JH?75[]@6K0/>4:HXW\472.(*!8 M[W8-]X[!S 58T8^-0 ;OH=ALU;/SG1%43X8R!%]>_<4 .,]6'6]/@G-J1VB MC6APJ'6%>_#3(>#48S8B3)B.O%17U(NMS)2 MBDTK=2EI?$2D=]BQAO/'!TZ]2OQ%IQE&K9 M;G-FO)OAN!4Y8%B@__G_+G$*5.5- /TG;&$D%8([!.ZZF>EPB6Y*4LFA?DMNQM836. M?U,>""7EG63:CJED48X3Y#<4^W@)2\^!1-]2)1.'1TI>3]%GONW:9Q089:H M7&;UT>@#]R9FNB?:D)6LY'Z*G8(6$!M$X5ZKH22*$>U7I MHFWB \V-IFU_IF'/:V-69A$4X]QG?RNG^ M::@0\2$(W"G;!A"(;BC,QB\]HA(-N4K()SEVTF;HK]^T2FBK)X!.W,@(V M&6>@>#O23W')++"T$:GQF#P(IR4\R)OE^4-'E_8C!@DJS&G486L80X=EB4[81 M3L-SYC*GUU772C)82ZZQQ%PL"!1=PS]]NEX\]$W7WD"48XQ09TH#O^:*$%]3 MUW0SZY5KN5_XQ24E!NZ<@HW##26F]^5@3H3^F=+0$C&0O1R6G(H0E=;O30:(. MPO49$4S@&SN\5+T2_9K@PAZCS<))]M1ZR;'D^5$NH410ZC[^)S#;GXV;24S3:#3$1Y]3,/%K,=W01 M9&=$"75,6")55I/4"Z=D-YT6^VRN[V:Y%(YO6 M &]J""H!=I[VU-6':'VMP? V0Q420R7 9UW\6?^&DN:1-3?]BFQ5;/O:V18*2 M'6D J?D.2'T=;PQQG87SE*R@4(O(95U%V8G1D(LP.O;.T_%AKOC'D@=6#]S M0,A0XM -1H]328R7:8QSAY&V]W15(V+4SDJW+/]1*],J':"#B:5.I'TI6 M ;E-,>@(NT:T[FQU_HW9;.&09/Q@M_)%F/M/O&*Z3\5CTX6XGSO -@9J;)Y& M$@GR>&]AGE)Z%[IE,DV ,@8ODGE6KM$,N$),,8R#I389$5-ZK+%;;CVC2C?8 MVE2PH; H_*:)_]IV2]#&O% L^!^IZ.CX@L2WW4KK8(2)>>;XY M)TO%<%NY13=AE]'BDL].F(E:)(GZPW8)V,H\NGA_"|- "T!4, "5\H7Y?W1\6R M,E>OB-I-9&CF^1_\0&V#AP'(%R!C#9627 ?FI*6>7&#>_!G#J.J]\0PYRL;7 M'GJB9"2+6H-.19?QS&HO!0LR:*]Z*GD:.4OT[RD!C(XPD[.R^LOQ05'LI=FC M.^_;? KSH@P?.0 +.4BWONQ>@"`MX81!YEM=+F#%P\|+(36H5D9$POV";]7L|.3G@TYQ*>=% M,+DW *NVA?85KF!'"*8FFP=\|&?&A]!8PQ M-@-HKAS%X%"O!>AOUC6V3,2U9/DH$!? 9:D(6_TC*\]9X,H.;62 M\G#7X<21TBAP=!YD!"7 T3"E>+\C3>$S#>2+&T7GS7D]27ETLAVY(C;>DI0L MC?.=IF$S5\]1Q>_X;< A$*5=)ZD+W3)^ =)4VP.UYM^JXL1Q76W#^05;P 5H M3D"9Z*P;;=>/Y6A5QH5)@/WZ,%3]VNF2S>-RX,<2W0@0X\.?L+5E(SHW M$2&3Q@<45;BEN+2IM]7B>S(O5-P&WE!Z9E5-TUY;ZNMO2$T;%&]%)H(E9$:4* PL9PQ11WX52G<,.U/* M6=S=6=8\]>L>C&MXI9KEW'BP(.8GW8GL*%,.*2&BG,RZ>G>^^9GCG#>^MP*H M2%35GT^;+)3PVBT,.N(=!=M*0\74:(2?BK3*PSZF8\(_R>)%R +?G=IX 6H& M+L.+Z/ F8O;.S(2?.N@@8]T7DSRXZE6?)<NR9CJU! M<.F!F(U8_DWB0JE;$,L;<6ASV^4ML)CGH MQ+ *(%4M>$;F!V*C/3=>H6,EC,/]FE.$*<[!G%Z=((X?6A H(_WS3YBB%,4 M+YS3&\]N"3V. HGF15CMPDS-V*KAN\)?*EU1$I(2>+' M#[2T7]^XM8B/?\0!41 M6#<2#4VUNV/K6;I:\"F5(A##&R,YC$0PC4\G[?(39)"'3&=4-]75&RU06UN M7XPZ,'-' C.3BNFIQ9DI\S$.!TO!N$R$E(0D4:Z\CNDYWG+LNUO_FO[V6, M\+LPJR*O0XWLZ?3==A7>Y)PW0()//!*P4\W(%+F^$\+A FKRF6AJB8.B:/(M'YL>PUY0C:1:T4!V(L"QC? IEK:CV9)HYY!]DD5.',(K$67)\D,47/OHZ]A*W M/7>+LC[B=,%]">0.#.)X'<()LT8QWVUR-XQ2.H4>6&^GN^(HXT M-968F#-"8'4,1GY:\Vf"ZKGO4S^.G<(=]FR5PBQ?IHL6:U $_?B% (L^Z O68 MQ(>D*NA=-*?N!BFTMZ!KZO=AXVY'K.BQ<"$Y=Y,1%Q;A40I>!\^3+W6+]?]5 M9T5(2A!QA=*(^E!F%R(PQ3D(FT8,O.*TX-0!*<(P*^,(<)>>YHLP2V:=T M58X6Y:1ME/608+ -!],!"^JY,\U*6FV1A("TO;E;,64V&DL1L-0=X.*

*N%_MLW2K^B0&'418/Ol,LDFG&2IU52I!%6&CGL.;RNH#7#R$_4.[<]&RO#L1U_,C7+G'HCQ< MP@!J4B9CI0!<@]R&746ZX'B07OMBDU5?"O4(HU&QY- _+!L$;7]HMN=KTQ.B^[2)/L#*WE$O?=[+K;D= ?R@N5W8& MD002'7\4^KUBJ'83&(1^5D*1MK^M)@&&M"*^_3^(IVB!:K/-7]Y6$R+%? MIBGQB=\ZT?[%YG]5'N*CQ1S[*8) [1U;WV_-]1#]"JVVT8IZ|>!Z)I#0]>E+7 MPZI"&,0Z(=GBV_/GYT0Y%TRC9$Z>[*K5XJ74WRX52,>$;E?&AY@O?NEC+J] M6=PR@9UIH6Y+JP!1A9^PA2R#+L S"#IH(CJ3?R2<0GD :Z,<]NKJB+>)>54^_EWON>.L\08OL/NW\-9T M;<[JDUW)Q&$6MK#3-*\-1B%%_QS;_]283,>UW5^W791O"61E;X1;TY-F#6A M0^9CCTZR*+BB3XQFR.3-K*H-/L9..O[$(T]I TY+!UWEXQ"=CBP)3KV6'*_!4XY7.45$_-TL9MB^=Q="6!^A((+]J&=]NW\UYP3QVA>X MK\C?BI*5$N:X^$]YUR0\&W-%BTG&]I_M9;IR#0S)YLK(:IC'2CD>"3(_02_R=AJ"'T M*%)DI22GBM WW&//:&,T/!)E>9=)WTP.)O$C4@(+,&!M^9AG(PJO4.-XE[-W M7LW00RLB_[&G*$N"79<9/1F9=W(^)F+.7F!US#X'3DL^8MU20Q!?=S>CL(. M/PG[DW4GR"!3.!? W+MX_JR_G[$!:0U-O(V"Bl@R(3,M/7PQIH)QSLI6#_^$ MOP)/JJZ7.$7X=.4>W4A#QR 8DMIJFE(9S"##@\"\$0K/=8*GZUU%Z*-KRR^[MRG Q1LU- (C$YR@56_Z\4P29Y(}7XXX\.17F[$MOA?&/7"6GV/^.V."?1HZ[MJJ-&4XHG._.VK+2;B%>6$ARPY($R;YC7 RRBNHP2-G/MO@O;6U M6KM27INMLF*7(X],.!E4)Y)L<8L4>B>LI: [^05>>> WGBV<6J'4*M8SL;,/?11QF;ZP='PH=A02F4VPK,MFS>BBP[G%=2C-;@@7_Q?NVQ2?$XQU# M/'YV0CQ^:+C C_: /F+$XZB[TK,-4.,%C@$.M^,/C[V@"_A"*F>I1P>!)4%F M"HBD[#[YA7\]W]Z:T/9F8S+3T45Z?UA:PS"Q*CE><)1Y9[M/N:.&CTS0K[7< MM!"Q_!KWRU%8&HT$0L-&!* .55D7#G8@@A&BZDZ@G#47VHLV6[!V].B[=J-V MO>YEAK0#5)2>2!8B.+U5721GO>:EU/U.AH1?JI0&&#=%_.[&'\+7AP)%3[@$ MNS,+P(8G&^-4Y#@'} M& <(=Q8XB#Y):KWG97%)U8Z,'1'+Z81!15"*X"KM27Z#@]G&XFS4ZNNY)8J3'?HK(\.-Z%:!/:2ZDY81A2F_.V!-7RNLI61-TWAX[M#.*$"2I6#^26+PA,? A1:Y.Y.SFR!BY\?,@WU=D1Z=V#PQ 62^'.WL%CW_^Q8" M>P68-!2GJB2:XF?UA-5K[%@<@ZFKB NZV/C2(YHT9:NLVR@3?+YXK]N<Z]0W M5V%UWI31CTB(98I;7SLCEV5XUZ]E1EN1PD05S R7:)4,C8 1%-MMZ/378.[2 MA'97KFN2U-NU;1<+AKS#F&HL'$3^F>+-.4MPO_>(E&+P;)LVR]S,*LA?7 ;@ M5B8HRSMK[6M",@BH4R0K$=!P3H]B0@SP\V R28,!;W\T$?4^Y%>(N=5OOZY M*M97M!%6X*[4T"-.P]PU> %53=$ B(9&7,/&S:3$#CXLM@268%1>6FFLSL:=X]H#-FW&CSY% M=M1,F62"J+A1L$UTWOXDG)BF[M$_,,[LC^O0JQF7XS5XO%,UA4K&P %LRT3WPVT6\6I47%% M:,XVR[HG.NN?PZ+%KN#=HP)-M)V5&-E*D$,W5N!DEMLV<,'OX#J>:BF_,XY2 MJ.9/-%%MO@>><0Y.S. ^J M8,3+>(?=ZU,8/S/!AD9JW),S[[ZV(9[]_T2X7WZ-XD;%A75_M?9HJ7L!*"<&3F/9P M,+9%]I*+;>?F@&N;+"V$"U&G0B? *6%JPX,+1=AHOR=3EI;HBZKOAMV8_H96 M4=E4;?(0DTNQGA7_BRMLX?_"?]*+6IL#(P- =@51=9CGM@_K=O$VH#*"G!$;]_E77AH5BK^(14=3D=M^MPRNO*J(DTYZ;6:1P29#\$Z M"^B? R+7Z6*,#>(8SBY*9T^>/C829F*!_OFFPO] M-3BQM2]3!:UO.S[.%Y<"_96_IQ, <45SJF(K&(EIE&"|&"!BL:8MNY%6 +@ ,_M"^*6<* 8'QX_%2YPAA3, NVV3&.#T.7;"U*)VJVT4%FC/!._JJO*4U+07QRR MI04Z/QI^_CDS*RM;5.RP.H(IYQEF-_ML"]6$6B:G,BXK[>YF*_13$T7LHU>^E1M%^]F+3G:'LM$GTS06[!U+?HK(\.

*4L,BBJKG(Y/Y@3SZZK2+?RY_#B'7+ M?#_%;9JVQ[D;H+Y+M#,_Y[A?D"8 ;GN6E)("EC[M=:JJ3/!HDN@E4D)9 MH+?1?AXS3R=,[AVQ2<3LY=+^2:N"]FT*PE+:I\U9)*
(B7E^1;3^6SN9)Q&&4 M8B=#9C=)%QH5)8RIC8+(PG)XS8PL"_-8=MFB#"-P]>\A:?U?2 M7[IH.#=KX{W7=M@7^%\W;F:LZ-4L@/U'U>1CL+LE)D_II[_89C6/PTZG]@M6S
M@T'/NRBEBZS&?MC8UV%1[_WU*`)^[KHK-,7?SW_.KD2.T5E(K=X0_K07&52 MT6ZU"&!?]@6AWE$2K[M*%B4TA;TR/]
MHXP;K7//;'X2RSH6VU!&;$RZ7T[:B2_L79T>RS5N;RCQ>V8Z)Z(498\YO(%R/(9\D4E,*2.6*,W]>Q M:ADMBF8=0&4"E6*O0)2SW&=TI*A;>&|,."6P?SZ[8J&*!)
MM(;'F'0R<=Q)3{OLPBIAX+6-D.,:(-;)X,\7YXOOPK9MB4ZSXCX^?NX(Y .3 M;5@#N9@_BRI!XQP.APUS#'FB%BXC34A7XO8TI%R=#J%C0ZN/)
M4!)MR+8S]E#]ERG#FJ*2%IF'H5=2HBH>6]'7X?[5V&PQ-+&?(Y/,V @L'YD] MC9:HK4%U+L+IT/U6' =D??YE@[XU'S03*A-N4Q8$@2-$)W6+X RU\W:O%L(.S
M:1$/NQ(KIAM1G0I6S);RZQ:/N]'WMWS 1.%RWUIK+]YT75F\ MC|PY,N;X!-\Y+!!CP =^!&%S/I-[#1O?B57-T_F8 Y.EHS&A&9&N&S%()B@_M>
<$_=!N6'6NS7\Y_0)YCI,^%3[YE)B1_2O!6KV%!C R(M98IC(J,1&J_2*XCD9#DSYCG^7]/ID<=[*E$O'=N_CIY7W!SVG??OA(N8\\ST$?G(]57LXK
MR#LL&$L=5O8FQ^;2DW>A8E7J,_'FGT:,'+|1X7P2G&FF)X,(;'ACZ@Y5 H?D MZ$_YJ/';^":RS-K4Q6,R4OC$$#%@,+PW_D=IE.U?(4*M-@-?/3Q M*TK3A+ MH%W
W0H$A%R0X*O[MN84PV3%R)/1)"QW$_3 MT92+]\,AA5^UJU7>&SWA)#>M/Q[G*X5FXDBF>I*25OA\FCY(4MK$DF6UMZD< M#%?
7.%PD=Z\FP4F";*SVRD)0Q9VC/CFIQ;4WNE48^3 R?+"MD8\FI1X H J2V MF&E.F67:V%V@3@.X$S@.\8&Q!-^01P.U>=@+;JYL (^D-/BR3(A;&@=$*?
F)>6_.3;4Z2B.GPKO%3C*A(LY3).-17[A&N(.[;'WJ MWB>RL|M=HZ$)%ORJ[4@2*SQC-[",Y"21K6G29.'?DI')KM36^Y."+C$-'[$)IE?>RB27@)-&(=_UZ7%UY:%143WF#B
MM9(9HC>D_Z[ZQ?]AC< P%B]*IL1K%D_#>EP\?'#V?Z*]0D'"VRQ*R#G+P=R[M_1P5DA_(T3AG(3[<,QTL)CEG/63E>|_AP^Q[:)74M7(YQ N?Q!SPU-*. M=OTX[:KAS
S%LN9B*:8J)V,S/"T;8_'0QXO5!_2AQD4P+:1F8^TGD\N01V4% M^ECKF-3N8"R\Q>&*49K)EO9D0BJJ$L3:6#D4[J-72I M\MRI)SMS"G!>-R[*^@-+^A5VO=N>E5&>T>1JZ
E1>,=V#>]X%*A@KZ@)9>>6#>WN_WBJZ ;-ME]:E:U'[+1205V1S5_G6G_#]*8 -4@NKFPI-!FR)\)LU(<-:&HG%,F]>4949 MY85M"%@3 *1\"=>YIB##*E5,(W?6T/GP7G@MLX=TK9B'?
MHAIJ WHM%U.Y^77 M>A@)UHAAH.S9IOFO@W-]??16S'BJNA7W("O)!(=CFW.54O,Z5)X\6]*7)++=C M,JHM-Y$?6^\! M-V+BY#[?EHD,\IR:4J(P9QK+DO-IXJQ, 3N)&+%RZS*O]
AV-_N \|R40'_M152)1YL:D0#E%7+'61X&'LM7H"=;3J9Y*O_EIKNE9B*)P1&">L0;Z &/V2T% M 8<1]\6B:T1%BM>_ B^32?J\H/;?56,93);26:FW$&?!KU
M&2^YM/;5E#NL;4&IGWGO0F0C;/&] &N-_QD$##L&B\HOLS2-&?YP=(07BK1@ M;P##/('6D=C1)EEH^6CJ[9>2L$ M@G\'("@J;ZKZ*
[.MF&S(%IH#G%HE49)2<4:+Z6\JO3$5Y=YOOT(?NM5KAKR M7>FPPFR/I"6BE_P_-2K2YF+H3W);OV1M*PK_?A>L+/^A2U-R2R9C9VOKMB)5 M+" CI"*^X8*
(.DWVV4MU%/Z(F*5F Y5

HS-VU-:9AO]SR-7U5%M?B:BRS/FM6Y;*9'GZ1=NF]1Q'Y M#345_6LX],Q6{)C@3+*$2";__(T:,DX1SA-THWD24B"@*18_]3/\TBDU%[. M)(,LI9384I+!V"!D<8&'BD$6#I(Y5$;]-F'(PGXKIX"O=,?\?7&ONK^X^/$_M_VQ%O"Q\%#X#"U\)(42OL..:I"LJ:B@3"%GXIGOV_$^.:N&!#J MSR<@U(<&%_IXW^PCEF;;5KV0B">=_M1!6<&D?_; L:DX2G XL1(+#+C"+\9< M&URC!*!;&\?X3%2"41Q-XO?26;/<@3V%UN%D>73^Z%$\6\ -6?W?]MZTN6TD M2Q?^'?G\%PM$5U!X!TB2UVST=X,++/>|;5?;8KJGW?NH B;2(,@BPL4CF_/HW MSY8+ $]4K(62,!$]94DDELR39S_/$[LN)7=)N);5.G"U14O1.}"-039*>0MQ\MIM:"YG5CA=88\|L^6:|.1'W0V3)ONK?O&B53(;% CM\&PJO*<8=1!QR?" MSH.QY0)R9$#N>]KOMR,0RLR ILYU8%]2LI(@,QWW#E ?D*D(>2Z*/")\%7-G MNMA,1^XSDVK4/UAV($O1QYWPC_P%)).X2TG(2]*6>D? MQNEWV,P< ?08,_KLQ?VWB."@A0U:[?Z$-DT?GP$N@VKP@9Q"- $;C;HQIAAJ$ M8)HD28Z-D(Y2L5#[L,W(_LY%U9"@S*R\83)2I^0% ,:%H#[B5'>BS>,EA\+,B M4BXL-'K-7]Z$2G3?]DHT*_-"ZW@!3;%T"2GLJV''^HP*Q-?43Q!EO53%LSL1< MS!N'O;@EP(+IV5,5=[%8R0'6I^=2M+LV#.XN'67XR-A;@D:N M\$$B90U%'3/$A6NGOZ+]5Q0I"G&Q1%M$Y;4K>@&I;M<1'/]4]AL<*0V3U@] M@Q;'%'FP?G52N01 U/@86EKNJ3__ F8I(HZPU) G7H3Y{KV$ VY%I M[Z"G6]TJV:XYUF'+,80G/C_,90VTMO\T5D#((92F MT(FH4+SQL>WCX$B ,N M9TO>WV^\@B.*]A1[N.Y%8'E.XZ8ZAT9\T3^8@K;R[%2WX662HDDVR-S/LT"):5E$EP[@%):DP4$@N ;IG(10H49#(-*8:O92P19&$O\A4 Y< M*>HLEB-H>XNXL*DXS3RZR56SL>&A5+(Z[AG'6L:F[6OM65\AOQ-7<@ZZ0V9? MI4.]3:/;<2I#1KTZ5Z8Y@W 83**QZ7NN6:>D9KI&KDTL&]O@@) (9V3S;0\'MB(IIV4#0SKB>*?9B+#, MG2;Z $BZZ3+V21)BU20UP M/C\G.*ZF MW7 8B=$,H$!9!10,>?=;Z,*L;S]9>LIU1&3N'VZ)!O;/%O$]"]/@B(G M54+ZQ;1(IJ@AT7@T;B:","2'9WJ#KDNO*XWGS0KDB4B9AC2*S]3T,;N[2ET M=\/FM 4&E,=[Q,DWW7<_D[00_2%,5L,:Q J8L""Y,@.!]F^V'&OUIO&;S$\ M=N21Y,LY,-D>@]-3[%\Z8R0(@"G#F"Z2N$'W@(; BD9@C(FO'CB=3;98&'(M!2#Z?*TD"T&_Q$& ^ 3AW:]HV@E'@= /1\%*Y_W_(R80TC;B;9L AM#858;GD MIY!RT"NHY4? KI61DN%,*EG26K!+EC,*X^0EY@=MITB1#1-9E2&77JI3V MQ&>S&B^\&X DKA.7IH_$]I#]C4 S'ZO2#+ ^LT#6OT))0 [KOMR.0RL4 M!GW3B,99,:U"%)H(^1AVD ,;>!8|)7Y*P8-JFD^>R;C-Q$,P$L ME(O"XZ"1LP|!7Q8JU$NWW3150&,-S"AZBAHR\1"@FOXU_#5U#@O$R#P%K'D# MD$_DN$K0E:EC#GH|@9W)% (801-'K3JD\L;6"+H+H-J34)540Y;,Y>VQ6T#O@ M7'U'#;.83=BPQ&@!B-NH>2T"K;=(4@H4DR ;@*"1;SO5(Q'(6.,G/UB&=*/-MY& Y$@:0>4!ZJ%LST'T%\F+(*#B4- >E4T%&"NMYUZ3^)Q0(24*3AOCPM CT4SU!;<1(\)'*#F_$N M\K^-!2Y"0-N:ESX!N9-E^>],U;O,2NS-R85YCB%E+E+F'$_,HO@YUQTIN5B"M=2:4'B;\SR MV +/=*L+?5R2,Q) (H/HJ!6/'S?>Z5Z-P)7*[/VKCD LXM54QU'P2;E97@D;% M"\@,J(1*)2E2)U/L1O%=_$>LA;>?FW66MQQ:4X$/(/VP+B2?]^\4HT^M^ZS M[554'/QJK^]Y Q"KS24H'H8"_G6/^U1>OS4=3'E3!S'9*I7NH#[8!IN2>8=-M3A3%"+A@2.AWS-%E@Q\>S>Y;#$;;BW]>]TT4L-Z+# ?-1DH5"+3IN/C8;RI*I ME*C80M?@$B-E_)PB6V<+565;J>M7:NX,.N/#T+C!2:.[]f/ME.Y'58^JB-Y MO7NWIGWKRXZUOASWK2\/K4'D\;[9 R$3NZU!8;)]0AQD:G'.]".D6:,">5B= M#DF/W?T[CL=S;<_)>MOKS?/- @PO6;G;0/M@666@>N45KTJ>>+IT&;O9VN_BM M3GG?:]6V\/F] DPH'<E..0)>'I&MP_OZB>.M3PL4.1(0]@S588SNP'3.0+: M.*AXB1Q* 0?]K&-+6N-.BQC (3."'@<@4?Z0)50 "L*WP)BVY,@+[D(GOZ.1(DN+4R]G VPI,Y*8BV M&Y(;B,FT.2Z&*(,D M" =V, +]ZT7VM>C6C@C#LK)60PT?6<;,#H!, ^?]M(,'*"HIF.Q& K>>0DY"8B MF4!Q2VH>@:1H@IBZ"AUC8VIYTY](''T++)B*M=S7GE-QSBMQ/=-B;N\(Z!$'A M'&T'P,*7'%]#*D96NL?@QM0V@I[''HWJ$.F9KTTZ.WBLB$CW1IAFP4OB MX#+{GK]&,^%#G.W^!QQ&"EOHE#E1)2!)0_2=[*$+ON^^/]#0WX;RU7)-6H+0S,Y2$8!'-UF)MI90B.G2X/M#]M0 M^H+D0LL(? =&.ZB4L67;A\6YA#@+]XQ)?!5XU2F<.>YR/R*+OI"VI0].IQ6-=_M)F6#^+G]3DSH;.BB"L)T A2MV+"PS>P6;5(CW>T"G56RW;$LCUE=O$?W.@*) M#WD ?LZM39\5-\(#SPOL#0 H2B'"%6B;)DF6|)#/P;_!+$?)N7D'I& DWL\HX M[$(6[N#R 0X'"GO(Y^X]Q|A)0)?>H(V1I2YMOH^ Z*[@_8APM('4_K]32. M 2Z''ESWH*.,9 M(CLZM73BZ0GF*F:(5!/0YGT!\]TT T/C12(,;RNTJ">6]IIZ-8!R85# M]XS]@.OYW%84FRQ>"L AH9CF7.I%^:+N9 H,AWT*B!J^S L>1BD)) ;#+(:?F M'E)cOd,*9#) {3:L(R"!R7/[$G!&;5()\/\+]6WF@H;#3G1*8J11GUO>ZBWQ;.M@EB*>"=!K(9A?_T U&U+,SG4Q*.L>IWZ(C4*[?#&?A2KX!7.WBK5;_1#SY8 M#A V8Y/- %_T>B^!=]"VOHN!,'1H/8^2(M1]:C8, (TS#9[S+U\P5@#FY[';.M#))![$EXH3B]BP/]6/-ZQHP/Q8W5>'*"U4*;R!E&W0"9,3/]2EK5],+T, ^)2 M8\@I")1P+_/ ;AP8RGYC*EQF\P5QDRIU#N"NMYJE?WA,2A<7R.OPE+6QUVNO M$OB(E?@;)E]FRGM"89]Q(M4"(W;N(Z6#1>[B+IY0900/2U39E"%[5.:7Y2 M>E\KT&X3DWDD,"M&P!- ;E74A:.P:=Q,IKDYF='"#BR"KO(*CC,_F>5I&4IPK MJMK-TVX:H0_A 4[D5>F(N@+0*16@)' %KW#NS1FP[1>,-+98J@:"W+0NM-J5 M7]TPT"XP+#A$^PZ)MHOP$">E!7F@=@.SQ]RK!#]N!; -9 EJQ7 .L'C@@]?7 M,;3H#$@OR0?U]NT.7OJS! N"]Z4%%A4I39)6 K %8H,I=H/7(O38UNU#G@'"% M>4+1, 81$ 2+\7C0@@'IGGX(O=W:I6%=CXX/=S,#55F4^8]8Z"(RS#,9QP!_M5"EY3VXK#XSW8.>3I,4@-0?A5U.K-FEAH:.B\)=Y+63X"SFZPZ36I8D M9*/3QS'-SQ$44Q >&RN-@(*+QYJ#++L3[SV/+KX=C#*AU/S-VCM%%1/C=6P7 M%756Y#9@ZL@G8:TZ@WZ"@C")02W'H57SRYXOO/,FH^BI, M,(R! I MDL4SQM(DK]KB"%4.+\,IHW4XT0,/13=I2@? +@9.T9)JRZ,]=EQ!8X]TT<,-*_-EDI0K@5F.7A%O9+B'%VO M<^'[LFJHT46=2/W#FCF"]<,ERU3GU(B(KQSP1N$&,GE:1/M;(CPV>!&#Q4I$S M.LK!6I#LW=N+RG2? %A31K>&@HK7/N.99!QU>_$SP3%X,!G HH> M/G;CF>T#&\ P?&^!H(QTQA]]_MV3?IFM1UK5COIF]4>6DO7XWV$\!*L=IV# M9O/1T!)0>$#=8]H!>\&)5/.QMV>B$6_D:DGMR M !FI7C9 0HC',)?FWO M>*\]XT^XV,J)/C-?S]N<\/#*)>'U RW!!C7.'@.?WD1(IN+G5)!WO#QO>IIC MTM6,L%$52Q/RQQ[4KKGRCE/$*,A.(MSE'D<*L'^1NT7TU"87C8W[$)OG_-$ MV!P*LV6EG3/#I 0@PE 7P$4G'RW,)2^ + 41(5;P.N,R\ +B^ME)),S0E!!4 M^;GU?/9MH0^_(NS-Z,))*+F2.5WF">6XNE<+\$;GX,J1_[;>?3D+/"(JF@+5>+0]D! M%DO)"G:U)6"+)3ZAN2B-NKAC>CAV9>D8#/5YGH9=)=_F[G0)OEY81^Y A8SHP M!CO$#>4+B2>X?.>ARE@P;Q<;J6TRNDS%4U++C&9$[(^T 2BRW.>#=2KO)55 M'5.C)^NS_4>f=E-.A,9?1E8HJ7 M ,W&!U$)\-ZM,Y.*+2L"J9U:N#OP^;/AN>0E(8&+>Z 5^A8]!*VG'5,VNX M$#H6!>7Q'I56(=:Z>2@*D"RQ65Q7K289C10'[QU#]*7;_NR. _N83\;OI*[$ M#[]JT_2VYOGE?^33$EM^I(D+[?IX'"8?$9\2RF_162KT1\E1:Y_DFC9_ RY MN#D)Q2_Z5ODRF8$@U9@"-UUUHJ7H$K?(EV,63&<$[J2,G:JQ2 \M MA%M _@GM1W19;.76,5A2(304,.P@I1LE5VVF'XUX^YF<)VGV%'4^QV0$9P-/ M U4[CD<_<3>N9_6]\I&S)*49V^#V1[JKD*IM>'7.7U[^ZOART#5E]49*#7X+ MO185M/CA0S2WHO7R4XQ)@W]$&3+NTH,<6[^Z1M/IHA7Q6(5!(G31;?GM+[JG MV]G,_75>4Y>@GUI5&+Q^DRLG;.(;HDS\ MFF-)SSN=]N|M L@IZG1+0IMJ'9#B.$5G2))\9\3"Z8@IW4^U<*X#>6[!\X#/GN;34_:RHJ>E3 M/=5R*]["G24:GN#6;)],P0;_%6T.1U^A0 QZK5P^CK,.KB!QO.6^-O=803 = M&.E0$&93E(5B*G%2RHG'\MMYF\AIV4',L34M<0T!OW""*?EN\P"-6(F;T!&S MAW%,(PAU015VM!HS\(;%('$T,_:433_ %]U,ON*-[^&W_171[']@_<%<-?_ >7D+U4!{0"?P:$A- *"W"%*LC\(GRP-HKCT>[<_M M)?B:*4!3-E\4G(''HC*,_A%V\TTUT?9C<)0!HC2!XF.WYHK,+XQP4-C+(.2\W%,%W!]ALF\]3 M2.3"^!UZ2-.,L"5MB*2CV9>B$6_D:DGMR-M (I*$\H>%VAXK_,H4>$4G\+ CZ6_,P<.A.B M3'ND:1C\6_NE6KW) TCEAH2R>RYS5SKUVZ1V^:AC)*V&G]37K9$U5=3TSJ2 M];Q^\F[&$C(9ALPC1ZX(K2)^LN8DAA1K P_"= (Z%/K#U#1XPX^.,X9CB)B MPE4\#-[87%!X,8L%1YP5&@YQ%T]:XU;8?=5/,=// E:V0"!LX@P%)2=1]HQZ''/=QLOL0V"MCON^Z.WA<]2 MA#^ 6>V48HJG(#8Q;M:&\?!&K8F!TJ6#@GI^2?!@)A+WJZ6QV5*[-)UUQ63DX;BB+K?O5X *'4]?\,DD:J,1\N!$9 MW4;I"+\-82X] 20S[VN3%XX+Z(Z)LP&<*:9,.E M=GV6)X'9,47FSN%!/S* M(@^,H51\3#-#RW;?Q[?O2]NMOK234=^7]M"Z MMQ[OFSWBOC0/=^E#MCE9XX]WH5('FMD2^7"%E5=_=@Z%RIG!UB0-[PUD>Z3# MKE^Z&8X64_A%Q%POP YM:N;+)T_MYUKA(@=OFE;%Q_M*CZA.9V=[9LKQLAGX9,@ U@JN";=MM*L*W@K"D27%TG3(MNW-!U%/F-E)QF6(FW A@97=L!0PI+]6$FOP@=&L"CW=%09W&(!5')!NM% M"D"D!*2ID!"AP13$3[H@! W]Z6:FOO&S&VTBYX16"$\ZGDG$6X!4 X=SW[6L %0S(OZB;%R >9)^+.|>- (;BLQ%14. Y SA(O6@8@06&UBS;2W6F+.),NK80 E_8]*AYV' MO/L;6 "$CZ%4*Z]_V(<4&#[DA(M.', "H*AP^"2.LSO;P6S.SI/9IS M]P4F<&B,;7.*IY6(M0FF/H-SQQ0I.*G&S;2999>L" (ZMA4[L_.,)0I^M$D!)]=YV 35 V7 MW^91N4@<"D&B!,.] -:H01>51PZYFLCNQP;?Y(KNAS65B"$F+TH($U.K7BEW M9!1Y?Q[NXJ4M;=Y-[O\Q*L^OX9XFI?,P6CT6E)6_EF? J8HDTVDRC]AEPQN;1 M7D] UXCKT,7$ZO=L;6FP]-%VGZ25W_1C/8H@:3)X0SQ'5?\9>(M-Q%N/DA6> MT>$"+R,!N^7FP2^_O&V3E;1VW;6V7)C97.'P-9O^,PW+(/*8? @HJD;83QF1(S(|]ZV\2U^1"$(.6T%3IG(8WR^83FJH:@"-039"/ M28*C'G(8+:,Q@WGL\&]RJV^P?(G'*+<%033P]=/LZO\@&E#O1CX#?4>S*Z$9 MD8/A_*2]>1^-E(7\3PQJ$%LE-+)V F!#%] X&=T]\X MSQ"?W<-#U0KGER]AUWE41Y?#LT@CV&9=6<|!'=!",?P-LB'Y+*5 [Y2@1@$ M8GT@VF"X5=/A0L<"9=ER|]EE< L],N!W8*1B%F1E^5 $,K!&.4%$IOA>W,! MD""\LP4] =N)!(FW<;!PZ;P+W\7M#+&RI#'-B^"]f"L,WP-/NC:743$"%E4 MX1Z"T(NW!VOTL%R(9HKC#/XYI^8Q^+;_*B9OAC=;P8/HF^.JSZE=S'D8]T'H MP1**'<.Z@3SH_]-.[_!Q3=4!P-N^G=9P;'0FOV'#Y=?B#!'B#*Y_Z;N] ML);>@//K ZU7M5B[!\FJHL/RX1+CG6W9E0!+@C/'2%|<^CH+9R>6RL+++PS MSDSJ#\K)#G6= %7"\+27#6DM U4^6[H92\G2]X*>&$RDN2XD]5$X__-H/;C MSP/!$#'1%877Y11!P +1NN(>?SH=^-K5 I'^&$'%?3&++U.D;%Y8-W'Y<5*)Q M\,R2DPET;,_" 1X![54T5\B#P$^H+]N>@HGAJ0EZ_.1,;]DP6-1:&6LO;07F MUDD,L8G1@DW(@>> 2,!OD$I^XI-*27.L'_HP#AUCY/K4)5ZRTO,#1NP+E^B M&3]K7$&*Q*@8Q*Z4Y(]3I,B /*\CX>CQ\6DG%#*H(0M*:- UWL$>=@Z'EXIUCO[MPEX,AD).2?&=XP(*:`8@Z*<5I&G>YG)2?PB@O9*Z4Z& MM->B]C/)=E'?!I$O8QFLBFE8%4L0U9^A/2%,P8ZM<3O"!@6S[#X%BV|N V:?I"+1- ,)WOF;=,F6>@Q6+(JIX7 'ESGT;E"#+I=\(H=/3P0!'66S-!] MZ)88^*V6]QV]]_U'.]9_.[[CQY.E\(C?;-'W"_41B0'MP\0KOF!:B"'G$^ M!7]R=XA9NK\E[-0TT)($,2.)L9BLND K^W:J<[+!+6.0."?FI-P(3!?KR<>G! MKR-%.^6':7;,>D?&-GJ8F^0=,91N95@@V$NQ/DDS*>VDU26E#\6[B[K\-Z" M74!++[,@P M6DH]QG&9/Q4(1T!BMUY#V@C@71*ROCK]K&TQ+D0*CVL 2U!45 M.*.#%9?*-B9SSS.@)-.E+ XI+#U<>Z]FC*,H#5.Q2$)NFYU#D 01EF'3=& M-#MY%&\IN?Z']:@^\4Y1M\,-&/ M5:,6X=)#2*D%:C@W0G:&S==Z\4M&2KX/==3B0)ZE)\\U(,_KT=42 MB=;Z& [T?[Q9IGG#2(O=T3]$*_MK7]@<:P4W/S)KRHX7C,["9@_,O"RO%W09 M4=8VRI@,#LTW# 8RL#E982,SK6RN* %,]K9/]Y,T)BX%?5VLP,R%H3<)4@1!+7,.G(G]0_#]593$ M1,*W4,O>==L5URWC=E,DG$JT=8VE!R+)NF7*8'AQ"2-E.$%IG,A0(.=I#>SE ME6K"1OF.;1DT5X"G,]=/APT:,8#,]5KG')FT^^E>W:?)<'+&P* Q -]PH"@' M'&^ES!BS1J82.A\D;'+|D\'U.LI79TH8$YRO48P&<,OR%=3AX;QWR9QI#Q#I MHY!N5P@W9]?VAT<'D_'1>'^R63O:/]H3 Y-IL[)WM*-QZ/13XVKWNEHG_*.:I6QD6P:L_GJ7QM) 'L!O)8 QCJ86)M<+6!TPQ@22!I4 M$(0MHY>O7KZN)U\-3/=5D?!}4X^MS(MM)62@%^$]PUR$UQ+6F##@BU(C;;,? M'9Q;E<61F6?HR&K1G0EE#3IU(KM/+P;QB4 LS, DHOO=#VOGM=]W%6U#P;"C*K8-"$0P; [N"CFGUM1OH0I%(!?>"4]C.] M"42^U[OFO8Q=2\8<$"8!RO::$ 9O%]H?)T;-*(OB;/!!N]}1$">K- ?"DYF M(,4ZRF2%V4MC+XW72T,S'PX/6B+$5T1$ZL#E5B.],0PY.M"BD*]V%'-3E2G ME"],,(.';)A)&= BJ*T2G8Z.1OIVPE]H,*)Y\7R6%24%SS03%+)-/R1G, M*ICTAC)QJJ5M4**<7H=>]GK9NL!LP?=$N,'DS=,]EZC:>X%@kQ>L:W5R"8C M#Y,BSF%=EL*LDI3!? QD*H<^$;RUWWL@8!^/!OJE'#H*E[^>5PDTP^ MB=EA#U&5XCH:\\6Y10)N@@;- G"Q /GQ>P6((3PA#(MZ!ME198:';8:"H"31 MHP<\;((!,3 R#)E5-8:.T??GX4EG% .M6+9VT%'N>S;X24C'6V8W)T(64U(N MD'X916:1G"XLXBZ64 A)9IXR(G)9KP#3>;: R@F/DQ&"=5G4*RZT(,+W6C#8 M>=<>Q!QVP2:%F3;Q")02 VP;!FX*&+9'3(1R#SGR.X]@VKS.")]90+6!R[5 MG3]:#'Q@G)155&XYC#9FCV1,JTK03IB]"'&?Q ,]SC!1UBHV,=K9V0$V[MB M&E#8 4-<4:SPU^M+"G*K? =!U2&Q\P(*EI()I3[1^"]M,/& %U3+AM(T(#EMCN4NA>6TZ^W%IO[6F.3Q'(G#0'/0SVY @>)FVTL_9VL %*=37 M^E.7^S*6?"?!"")'Z$[G0'DKY%%2T;#'&^@^1E+0/_N- (*G=M^3_ID9H16T M7:W6D),,/VJ A+{\\>']5\YL$?H/,38N$!(;*19L.=|_&GD,>OMY#2 Z!K69 M9M.66L"87-S"]]WRBH5=\!1*GG9;0@Q*3Q@2C=&W3 MO#YVGG^6C"RZ(HF50 M%UFH?=8#8YH@K,>;Y&B<'UHYC5F-AT#!*?384"R$3[G!\KEDP1D?>GA%'& MX+]A-X>\]/+HYEMR1;V$R1D!7!9UXO8RV^\8W&F&R]+O!B['3F(%KYUPS;Z MIX.@/N? ZUH$X[AY'EE-%D4,-HCI; ^P30B(+31@:D M[!P;76-=A(!=_M*B(5P7L62R9_*I*2D51=!%$?%BP"B6]@D.T)X/8-V0(8 1^=#I#)@Y]M_^^ M9M0WNf]/CZ-?5A5LADLR? @+Z;_#@T'N(&",?(>]319{'C2RCU3D!DD4CO2C MW2,"&R8;]8E19S#! CY)#2_"?'!]MLBTN)PZOG3;RW='8"@@H*WP+3XM1K!6 M$7#Y_+?W-^+TL=|TIQK>$S0R<;Q0.QAI6WK FD%N9P!QAZSD .F(%O-JZA@8 M.SL^3IPZ71)CF5BM_;4]Q=. GD*38,R%7428,_'W/@4MC><&-M/%'3G X$N+*>,.*1LN9+E8 MR.'6ASVI"/1@R[6BP4Y3UXJf.3Z=ZVU*O+AF*D%PMUT9=#G?C7 MQZ@&K+7&U3*IE^CMQ?J8 $\507'D _LI'Q#7/4(;UL& ^ [^#XB+ UZ1'4U\.P1:7<,XHB1DK=(MG' KNC%9U^}],2D/9 M3H"NAC/%$$M\LI=8)]97$X5A|+AQB].<";+OJYC4GL$9)O ; 6WN8+0K5+*< MUEIM"<3QA<|&T|0.#A-11Z!O-)RKT4)A9C;AQ.ZO'-B,6C?+=,S6Q!6ITW2 M@[*S!ATPTAMI(PC74U)>#:X/6$C6&=SI_M>]!WK1=_K>]&?6L?VXWVS!T*! M=$O)X\]10AR*#OJ]H69=`j;@C+?*84ZM%&*0QBSI-,M/CQ27S'&BX MH*LA=.ML6/N$++#NQD /%.I&BQVI:!68>3@BG!15'HEG@#[#-8<@F 8^(Y%L= MY\4^H^/P+U7D\U3*IS;=VB^0H0#21%/*#WY.D\IQ K M/\5008;J*B92O+LYX1,7(CIP@B@_JWT4TAK.!1 [GUH5W TB[SU:Z=_MM;A3"9>4J-4]6$T-'3)7X4=VX &M'IF5WA5/%:-H3(*, 4@,](4>S!#W$,H MBBH4S'"@_^;H58(=H8XR) (1A.GRT'DFPR.2BX80S]%9L$(<:G_M#*;H>A?(M%G;J1*ER1;\@TOL"TPLD%S9O%A+#06X(,4S/@KP+*G?(!!G_&I_5Y2(G'YRV M5.L*9+QCT"A.;],6AW;&@=*Z1+_5(? ^Q M,*PQ\X?#ON9YZ6Q/OW)* AZZI"'']K*_*&8O@5D!C=Q<3"9Y'5>9 J0V0" M,)*F",M,+L&/P!\CIVF)/"/I$U,0Q-M'$@HW;#/((6>UY"TPLM4?@3HZJ00= MY11$A@H0,J),/Y\A8*UTO%S'5':0AL(O9*Y$WIM.N=- _>"H,/F=K5@$;=T M ,PY]EN=[]K.B?(189;(5VN-.6]KA#<9(9?]V9Z,@EB?%"XP\-K_G3:$(QPOZ&V>]CP]V M1,LT*/VPQ4 [A.B/S@]%QU%X42W@GTGN;9*+8? SU_>Y;9*'D[!+#W!9V.C] MOTK_-+L1I#M(/CI%\XI9-HIP_5:ER3 9X"(Y$0TJ>7BTQ_GA#C6W_12Q% U M+E6+XG)DB:""TVCVQT$>9C4J4#!*N@/U_A*:PJ@:T0IL/]> P6SWB>+M|@ MSO>Z"E^0*:DEE M'XP;W!HU;HF-323V$=V]*>MM&>+#0HJH

M+&OX> K(U+)>]#=%F>]X4_*5(Z?GY3N;,ZH M>*X^,Z!CLYYI&9IJUX7B@*\7I]"OI[-;HV|T=&P+|[8\K=)4/U7 5V4X-U 5 M&84B[1]_P&*

M299F8IG':35(W\Y0INK2:.#NRWCOCRNC7R+5]E<*!AU2DI0V(5O@!+,$N04/MY1O'/UB MY9'51]1E!TLZ_#L=HL[T13!I5WB5>?/I:(IDB5X#6#-]%< B,! \2TFR=!.Q

M|!WE[OK.LAWK+-OO.\E>6O_5XWVSIX6H\=5IS17\FPY7ED-G3)E"(1!B:(+S M%)N! 3*,LW,Z]3*3)7;)C YQ5?G9:6WWVE^;T3R*F8V88^MSN\&X\R7.+YBK

MQOOE&5!+3#A^,/<&:&#2. RB!H-[GF&2NWV5IF[&Y;?>0GQf(+(VWO.&1Z0^A MQW3MV1LQ=2H[C4X110%Z_)U9#XL/@H >+#B>!\H%=*3X1X)D)"AJX!Q3A+G,7 M+J?

XRCQCZ.1R\^4L(FI7#&4Z.FQD='"<48>CL(4*N&_MW3]YL]$"B\ZQRT[HI>Y*P[AM1$2.B0HCB9W23\X&4X.3^Z-?G

RW!_M'1Y,#L"NGIYB,P%CB[NS9N1*NF6T)H4P0%"17X9U6JRY8*(< M2[-- N'\\]P\?6LOYD)!S!LRV2U<6/3%?A>;!B*0NT+"#(K&<@==QDGVF!HP M0P%"-),.KAA_9-Q"YQ'=' 8?

TK(DO6A=E6/_Q$T1I29_N9 RS=" E'EVE2C W)OAM6Y$7_9'C]3UR;B1FD&ZJ2X^6EB^!2@ ;9^@>2[4L8267V,[6 MD&Z/7 J95FF@?6%.\P.-YFEF]$BB:D$(C4LL*]O]R@GB?

$?I6RC,:TP5YM^Y M?0T?DAX1)U2RWCCU)^E&?3"36\NQF-MD/H+4USHXUZX1<,]A<1CJ:"3&\QQI ML3]^0YV7U-"

D_DPR0ZPVU#J(CHU[8(1<'!'+VTOSKTX7]*/!RJMP>;>!TC,HJ.#P,)B_W?I(*$T)Y>-.^04;01:Y*,C3'S2,/-M%I2C)G1HJ9&/((#@PCS:D0-*&'R)P,"",.BN! Yl.(Z2 !\V02IV;.^"C!\>Z/

MIS7\QO@.(7TR?9Z0BC"?J;BF 1P=_Y X^S868!$A@YUB(R$@SB&X|@O.,4P3 M>_E\D5,.ELR2S)&3&2&T*77A5#{(OR%T9'^!&'PIKMI YX_7P%6 T_):5I/?!KU??

LV7%^">R;2+V0Z&(X%BLQ79^J?@*YIA*K^!TG M]+68U4LZUA[S0838H]B+#"-&U;E2!L"R/<#E9E%8F!N?$>_0F6\1FFL'T_]/-M?70Q>V0?

R5R$&&H.\9PS[[+;OD_7O\+K]LVO.V+0[N%X).5&(8>6'BV.0,$' M?^ ,,MD @%$'M3]%%'1+?*P643H/\:O]>1VJP\-C@ + !)W3^SX-YHL.6!A MXKI:,_P",9,+:S8?&9>3YUBY0'FW-

^QVWN2_0$)=,LYG(<]MR"M:ZKM5Y04&PVT^HE4SP':7U9ZK2U9"20\@&%W'GC805(UKO9CI8<^K-WS/N\NK#&AO!+RP(HI:#&&F\ M4B+M+47R9LH MVM'5T]

(5(M3:#5TM9!?S\,>RC$J_A@ZG+1=-;C!*G"P"^5[5>D5O)N3GP^]M;=32#!VQ]+F-2OJ-(9BDE>E<&//"T2>R%@5+,ER,N95M>D P)#*404BK @F8R M>ZMA>"(LP=.GW=L2Z1ZY?

H*"Q*84UK+YKFXC8TY@Y)6=T?7(Y9= MQ)@@9_IQ@.;?ZP8A6@%@#UZH%'*.R&[=;,N1]5NZ& &^A#*K,7=7D=GRW)5! MTTAN1;2,UL1Y"_&V+%5/HGDY?(4]!CN?X; ?_*!\]5P?

U:'9O?$CI_]?W MN5Y%<0LCBVN:F4*_H68]BS]!=D)5O^?Bz=]Y/).V&,?S]SEL%2K>LE[JA]07 M*[FIRMO+G#-;;'G[?=OX%N+WN@L$S@D&]-!Q\?Z"@EKW6TD7Q7\6O3AS

<_21? M0%[N5:E>E6H502E]@M[M.G:S^#^^@&,3PYVD4+A5_)]_1#^5.RW/>P=##$\F M/G,,F\&>L?WAZ#:$|*\QJZ)Y=CFH!0=[&LV^G19:V\0#5KES_+]NE>LT25%X

M#,_H,/80.V@7-V4%3WK_M8F0)4D"ZB_7 4@@>KX[<#Z^Q>CRVO9W*TOS"9L_ MO!BSBG]\M6B+1GOWL%Z.5VBK!>D(NMT%T:L!?_F/9Y-G/RI*">]QBTOU8ZFS

MZPG75R0"^$UPB?\Z+5[^]0MY$_CO3P8LZG+'$'UY^L#<\.ICH!;Fj%WHPW#OL M=,#:.^;)-[_)_.+V3LDNB,+MGIL+EZA7$D]82;OA8J9/V#;T*4IBU T0:J"N M>

BZ8=+KAEXW]+KA+AT(ZSM$)3D3$?7,?$)"A72-OWQC>(X_ :E?D!?T66+Y M+?M3VY_;_M3>N$5?X>3*$FI,[R#51H?NOPE:=a[P:J&?]AUV@=_ #|5!3^K M1E3P.S3\X.\@A]F?

X)L3Z@MR+IBJ;B==9GI1YK.M\RN=3|[8#+U@|]&(L*WP M.|7$_ZC3=3#F_/D@P!_W^.?+9',.;,I0G]Y35\,-6@_W)EF^6PMPF^]ZR79W M*H;;?'^LH|S]0<&NPDDO$

]9(Z\2O!/Q/9O_1=')PJ];NAU0Z\;>@GH54(O M$+U*Z-V%7C?@Y'&F?Z'(Z?KZQ/ 43(9G'X%WT>YU%HX2=OAV_TL!R? M'(8'!P>]0#Q@@7CR*I%WS&Y%-

XR/AD?'#UDN>LWPU#7#DY> WEGH:)?",VS M/;YW)N3A=?=UINY\ D-07B2KY'CT6- MI]WLAXLCCLEF;HG>+ M*>F+=DE[U!$SV@)IY1J&VZ|F\C>#@:.+M_2.Z*UP5!QHX$

MMHIVO.;H $FYW.UDX]=PG|F(+)YP.)V"_X|P&J+K>*!RT(H)1KX>3$_Y_@\G=MB%;O&SY:WI #$*!?H5YN^E7I#7IOT'N#_KB$;S<$IS?H.Z>DG_;2'!$_Q=@=MS+>E%3CX45:

(*^O3QNZ4]4IOA7W C0B(6V"A7D>S&^"D[>\8O$E3 :)'3A0+ M?T|\)RL%#-7%-U6Y++&E1S08,7:]_2{0IP",%#'/FM_6*_C%7\8'HT _6\]T M[!M8MP$7/\NS01<"/]$P!I"-F@/OKQ*R[><

:&79& *&LWI!W+OM/P3GP$]- M5XL<& ,17 'PS#"]#,$GOY!X, T(_%4VRS\U0@T#EPS"4NMUW!L87]9)|(K MA<('GG!D;L3_+1# T-L"N;'< M-)Z,B0'UE_%/*X0$

O)'1#30C_3O6LOX?.TO]+G65GL\FAX.OLXKNM2+^(#1 M:*;M/E+Y(${^-PW]36E830R%-SPF4.H4AJ[&/*_<^"W7XCH>0Q==!{0Z!1+(C8)$O>6/T7U5;JG.D<$*6BZ0_,JN."FV4M%SJ

M3<@+9$'5&|;4NS?XKZ&C\9^.8I_;07K0Q^?^GU M^:*R1*NY-HO04V+1_^8V)@I?%@&'Q$3_&#!?K:,+|_^VOR_96.'WZKESHTF.$+O/!7 MI(GHU$T&DP/C\:#_.'|\<+0W.%'SV?YL-

#14D_DSI'S4*_!9S?_CV=M_ M'8|&T7@6C0=J/|HI;|_.VU.!X;]P<'2POS\||#S27?XN?!5FTU*NA9O0&K7ZLB M_;I*9?EQ_K6(WQ3%VMQU/MZST+5#F+5G ^M 6E^2R9MI5OJFT?

[E_C[4+|+M1]BQY\0<7SE.0>CB3HK:QZR WEG^.0Y[9_D9K-GW;=S.CL!WC_>M.Q!$)W$\V!^/IX/CV?')8#Z;*7WLXBA2AS]Z.G_+,Y D$*2Q/IMOXGRE'>#W M:73Z+"!UHA7==R;-

TT^MHYL-3SM3>R>CL9H.|F;ZI.Z?Q-'@>'\^&<4\'X\G^ M_$2IO>G^CS[M-1[UKJ0PHLC_7@T'PWB M@U@-]@_'^X.3H^/Y8&\R/I@=+'>_-XA^74'?/OQ;+K+]6=*IC-9D=C*.!?K+]

M.B8GA_NCQ>'1WC2>]TWE01H_;'%.VNB.H@F76H:IHD!1<5 M!>32(-GBR#)_:?*B6WY?*W@5518!+$>@30-F3"FY2[!IZ/AQY *4^V=U6G.0 M_F7P?

X=/SJQ^S&¥Y451Q/)_KPC.+!;+1_.-!F;32(#N+IX'!_$L7CZ?')H9IV M#^#H<*XMWVQO,#V:S0;IX-(^X*3>+!W-(\/9_/Q9!I/W0-(_B4.!KUMI[2P

MW^%Z.8/!34"W^SU8X]|E\]C^L5>'^X4DTB*8GQX.H.CH^B*+]6:1.M(5=|R!D%F|R%X^.XKUH>G X MV-O39W!_[UAOX'BL!O'>]&1_?#P[B.#\;X:#?

9'ZF!P$;%Y]@+IC<"1<:N3I79;ROD:)2;2=#@:3,?SN;8KD_U!=#2> M#;0<{1T=1_.3R5S=I)A=[)WW4N9ZYJLB/TN@^M540}3!<"TQV.*!-ST/R_[M@NKZDLL\GNP=[!V?

#-0TBK4P[$4ZPAL=#29[AL.#^>A0'4U;>DH'A?L'1UJ MQM%D.M>@2?GQP.C]>'^X/X?RV/Y_$)T?56=NDV0/SYO3TS5F4I&^6U;.@SA*Z M#N__(O7\]^X6;+4@=+Y_/!OY4L;5RT&

<5P/^P+._C4?IX:&!N-X_E4*Z;)(%CI M8'XR'T2QCM.U:SI2HWD_E*T?-=OI._"/*ZJA8!^_)!A.'NZ(+ZBQ5 M)03119!UM2D%;HZ7#9("E+KW?R3M^+13?H#;W^_S]#1[M?<6*C. M@?

4K^.OK%70,9.:?.N'E"S\NSE_2+/^NR2N9KN2%^=:]C0[>XFG^'59%7 ,:5 M:6_^?MN]F#_&/'F=(] 8^,?BFMFLA9E@Y6=.LC3)],VKJ*A>17650_;_H)>2 M?

HU[2V.LT5R_GI%>MG+XT4\)5EXW#=<). M-_/4#.$XO4'DCLK!<>8U<=^H&JZ_W,@-]$S;BGDW4CEDG5TIZ^[2|]NFXMT\/ M38L_WCI#>M^7W%6"5ZIHD&&-EH*

M:@\^R/.$<*[U.\/'!UK9Y54GW5[3K4Y.AJ.?Y/.SX'5?E>I5J591H<,>7$< MP:)+/VMBQYPEI5[S-*G6K^3[': P=+?CX>CP^"=7Y?!KDLYYN>%KD^'XZ\!?

M.SX9'AWL7_;IZ^/A=.WRMB YOM8>C;5]HH#$:4*43=I ,W*A@I4\7JI#/CO. MP,E.&-V6 MCJ4/!)OT2K/^0W_*V&\O9E@YL_+D=F_+E3DKHEYW@'(HXK|RO?

MTOK]^#G<$>_W>F+Z3I6S(EDU^]!O &WL|K7K%01^)+LI5 RA--,D?E=69TI MF7_?_26)@D4!M95%5.W*5RI?GI^?#TLU&YIFI9R_?%+.%#N7*ERH^C8J7<51% M+|

<'QZ.#P[%+++5+C\>'(P&6LOZF@\?AF/1R>CPY$.$??&PT6UW"R.F\XA M/E^L9GF!Z8E7.(8+ >P5-N;-DBKHT"_R6>%P9QR\A46?ZV6OL.+Y(=.W6/%= MX!?OT_5Y4D-?

N/DUCNGRC]2%KM=)%0K*(E4N(4&@SX54TSZKTZ2$4>6*\U_+ MX&U=%-#)YT>A8/Q[\WV">1#1O^(Z4TQ#,;8-BE&O[^Y9WUT*$_.P5J)?7=S>E M[_9'1^-/)\>1E?'2\M[!W9/6=//Y

7W"@;PWE_U>8!]&Q_$_),%;MG4$*EOI?7X M?@A#)-REZEW_"Q6S@KW11/I=OD3%-,14.?CX/55KB_$PFO1J.X?4UJ176TI#'M 84UV4FVI>XA"O=KJU=-.V:FO2>UM/0VU-'J2W-3X.?

A]^&;X=&@4SWCL87:jW M3D:'O19Z4%JH=YZ>B!9ZB,Y3KX5V2*1N30N-1^/AA]^^//Q#U^NANQ.:#]C@ M&OQ_/W_^9_ A [SEF0K>Y,.,)ZVGCU^C2H@D;_&\M@5<-MSTKAY)

[VB=Y%5:254ZJ"J9I%@"B,=ZJBTS(.B%# BH@APPZ34N;[H'D?L,^MB6$'A 4TS)>W__FXCE.O8>Y.PWR-ON=9OESK]$G_M418H=E"+2..E#3:0'_C

MVQ1@NN7\E[T"V(6]'(_V'Y>D]X?_=@7F+8!0!\)_+=S;+7B^K0?PXb(%<$56 MD*NEM1#.FZUF'K-(>'P\/#HY]N=']O:KCR&[&_79RVP?]P:/_D>R-T.*-P M*7A;\T'NE*PZ-@P

$]XT%W$_K[=*TWDD_K??09MH>[YO=U;2>_MG#.___;FZX_,7-_(8_S^^9EK3%81&40U^DZP Q03'#D!?4VZMM,50#"3VV- MB;[-5"VB=$[Y8IJ^_P!P"A7==:_A-

>S)%WWSKBP3HX/KSZR.I\NCZXQZ.DW/#ZYQM<.]K.YW67!_XW$^+B%HV%'R.:T MBP\]0-MZ$N\)KT0'7.EK L83_8J7KXD7?N%WO*7%W^S8NEUOI/#]/__?'Q\^ M_Q*_?CYT\?/;

[Y^^/C;59-W1_?\T>XL2/+(Y3]8BEM'_M_K4?\VO?]KU_M&O!N\EQ[66^'GI+SPC'_Z@!X]^[''9>L1"I*9JU^7K^ZH@)KDYGO/D##5DOQ

MLGP9_)KH8%FEP:]1649%WIE,X{@/,P=2:7CM9B?'%\K^'$K)AATX.7T4UT=Q M_4KL]DH*&U\O9CU M7<:ZK=E,I^>)?J5>(*;BCBMC*^9!=NHF9^\HKK3 MD<9^_?

H%Z+41Y>1;&#R]6MH]6|FO1+|\23U!C/>^"#H,2XIO9+*^!X?1T|\3^ MK0[>7[H&=S82VL^,]H,_^\@TNONA\;^^G,;Q^F_ ZZ\O%]4R_=O_#U!+ P04 M_" ![B&=9C>R0F9(F @!N;R$ $0

&9L>7'-D[+UY M<^0XEB?X_WP*;NZ:=::-E"%D'9UE73WFNB*UK9!K)(^,Z2E;*Z.<<'=6TDE/ M'I*\S?:[#QX.$CP D$Z0H$=YFW6E0@(>| 0>.?O_=O_>-L&S@N*$S!*__K= MAQ_??

^>@WM]_]CW_;_V?!VY?.UOK MZX_>R@^3*.A2/%SRXS+.OG/.SQGORQBY\'OGRDV1\Y>/[S_^X?S#A_/W?U\ M^-/:?WG_XRX<___CSG_]U-7]___XOH]!+W;+=/O;7F[3Y?OF# [WPV&&

(@@#M MG1L_=,_E[P,.$Q_US+D-ES\ZLR!P']%,XCRB!,4OR/N1$GU+O+\DE(G4C=W*-FY2_37[Q@KJV!/)@^CO?_Y)[QH;IK&_G.6HHLHWEZAE9L%Z5^_R\+?M,S?

P5S[R\+H&"!:DU$#X,]Z(./G+,LK"--[G([T]Q\&/"5K^N(Y>WK$_DF%Y M!R^-S]/]#B5Y%UAGTBV*U^_PG]_!GZ'/Q_/W/YW_](W1$OO/,F>FX=B?RP- MA7\G;5QJB%>P-)O7G\A

_E">[_^BEY:,_ZA_?T3^37W%/"93?$QRN>_PFS[L8GRQ_?OT%N*_MP1_#M Y-$,Q.=/)^4?XM&CW)"ZFM?*39)9_[(T?7$$?A7GC3;*DO.UZ^[J MU-@?

R@M26VFV+QI^_OGG=^2OW_WI?W.<\@'XVUT4IP[#NZB)>%"L43PKW.^M3N?PJ_/'_%A^Q$3^'\X);U'^08U'?]9L$/$'32(_8=.@A\MA&V/LG$;SV'K M$1/5E<#_<0[_4([=>*$<-

@'^[?;,H_W@I2NF[>"5!5=_<2TV0/)=EN4VM?\ M#@5I OJ2+DQ!$CAL+_@5"#^TWX?\XCR05_&NH?RRW]3CN715'78,&AXY\N^D MU8?:]$0.^\;Z? <]OX&?WBW=8)D%I-

GYAQ^,:+]RD0\"O^ MR]W.#U<1_0W^\5R6?XFC"WPZCGPPY?'6^F,]2YUWZ(PVN[?0A=AZF?]F_Q/&63. [O\?21/OF?'I\@A[^J=/6/GP'OX/2Z2"<)K_MZ(:>0ZDY KE_>U.

(]$F+V,0@_?GZP0:F/N3W\8BF3T9R8GWK?,L[W10%/M\X! MYR'.:S)?L6_Q4+ I?1%B_1!@3Y%W0;X@'0790D69?GYW#BFK/SA9VGIY@-M7#

[%%!P\|ZYO'#Z2DS=]B>TFCYVR8*/!0GU[]G6!S,U_9#US.D M!*4Y,G\|Z,B((_Z+0|<\"3]CG((,;])!==#6GYD^#G)K3PV7P%,U?EVZRN0FB MUVZZD9]

YES\N>NY<.8K!X9OR#BG*Z2=.2/?)9H9/SBHU?\?C|E-MVZ:[_&WJ]#^2X4_I#"=+8D%%]L+#W@+ECY*I&N' 6J*8_'SSW_\PQ_.6-6" M^%_.'XO81=AHY*XHQG.*

1T^XNETJ#7I1_2"P@SA'7Q$RVA-)U/5AIL;:?;R M3[6]9&3(#@J$3ENDWJ+;\ 4E*7D)E"-<0^S/#DI[D#6S33[.-?ZAM(R=*OCI. MUBGH.I3P:6-;B3//S7 AMP2DN;=6X97UI.G:

[;B812#DY+6H39Z83/]BJZ>F\J%7ZNH>CILPW M-=`L9MW*(A#YEX3Y.DY[T^);)@MWX1*OPQ8$^EKTG;ZI9[_]A=*"YYP0G/^5++>JL(TAO4^[T2;&L3GP4+?

R==L'[*?=:\U9"XG;K4[\"":4B M#D,42KV=]O;:?:K;-@1B1)@KD3MM7XOMN|[N@FB/I 4*8324A\|M%@J:VFV

MJV[X$0<1L4!.J=M:B.^9<\)^CW#K%^_2(WYM4.:#:L+0H*#B5QVIPAPT&& M"0MI&1[R)_/A(<[W_*=3'-&@!V)) M:.-=4L\%UFXLDT.BT;]TCCIHWJ]Y LT=U6XM

XK0O/<.0FC=)TUJS8W7+BR(@_MZ,2#O2.3% ^DJKUZ%_]<-]%(HH1..SA("(QB5[O2T.QTWW"8TPP!>CV&YU M#\WF=HJ1.>UDWV"9%LI*0W/-

'K8.G#GMGN$(&L5FMN^MV=N#HVE.N]U2|(40 MF&8O5_B+9I>; VM.6S!BA(WB8S1#67,$AHJV.1VB@\-NFK]J:3O-!K<++P#EM M5_]

(',6GK.R@<#V43FG3>P3GM/\V:F.:C:N4ZC.:>\.C-E1?'7U5NH=^U=U M_,YIBSH%C1_3Z6_:,9#%M1$VIHA1/)0SSR.5=P,!;I&!I9GU6RI'TAR2NB6H MMS?SW"DF)$)-

%E!QIX,WY,$K4 8OHP0P1'!,/FZY'>04MA]6@CSH\;K',PPMVF?SNC(9Y3]+7E$2^^2_P.,$B=QDH2?\9N#$VF4*FK-;-]P9 M/KM\KDXQ-4*03%?!\Y>D@]PDJR8\0^^M-

'&TAM#9VE^E7/|U<9DF*)=LXP73<M]3I&:X+"N?^$HG7L!C8 (S:+D8NI?G;_$<<5Y=8[24;8|"E;\GLQ0^'<^R3-.^'3QFCBB>JVI M#P'-X6D?^7?2<0S&!!.2V'62^EMX$?

(0)2R=0^UA"\++W+B!L0_]X2664S" M3&I#99'YR(-;Q0^?-E&XC-Q%5X%^$82"=,;$Y%8=K_N1D;O#93>'O>R@=@U^4LFQI+XK|M+$P7-KPB|^7MICDA=?|(Z75K

M%O!^:.UNW^R"7"_4&UQ%V7.ZR@>NWY)LO1&:FG-1=XFH,A5*:F31$*X*/GYA MM#N=G99GIS%%02B?Q/!,HQY!Q"XBSUD7/-E'N)-C+#YSR4'4GH#DP=?>"_,"<_M#!1#7$'\G?

F*H+8V\F8O*';?1>/%IA)''^M6-8[?(O]EWNH6,C:8Y5W5+O^(B M*IX[/BV'S4OLE6[]0:UL=H7Q]'0:#3V(7\+H&8]\@V)R&^ZR%*Q14;R+8C-(

MW899A(*]">)4V;\@8D!WOB>ZP0UV%/I.'!-6>U;N%O|V#B*LW3H-!UQGHZ/ M)TJ,;3Y5[AF@DW5*LST=W6D=W5(%)ZOGN'$FD=-]SQ8.M3E0EBG0VY&6KC< MN'BU\?'"|^@2/X)

[O/C,IP"_,7 9&QE)F:I9W1UE#(HHNVTIV YK$4_0'-53).RDI_6U0Y/\J2U%NI+C)3W-A#*@_8 MG[!7;?P=,0IJL76D.Q(12JSDG4.1("#T^L=S@E4 7%N> - PQK;22G#XC M-

#?']^X@R%$29G64A/)9REN2\T$'YB7C(XN4&K[#<1&", MFN88*5!S2\!#!0/$!SOIX8/R,%IJV):(Z# @^W1A6?0&'1$;W"1<-FW4,W.$-2>K;OIN<9WE$P QVR%3MLMH7 S?

F*T%/&'X'6J:+"'^W<>K_EU81 M"Q0S:FK6\%,WUZEF'MY.S8!)XT<<-7ZGPSG$\]KOJ\0RXPIN..PUZXV[, (MGH?UZ,X9^&:MZ¥FS,.S<0-P&%E P-R7RD56EN#:P[OX7#B,LV7SK%\4-

DLP11S MTGU[A'$]=_(X:MMKSH8$Q/PDV/7=R)[XXUW.P)!#:8[/8 #HIP-H^0"*>(Z'-M$C)\4(U,27.@ZXX(8P>ZC$%IDS Z6,XM$Y EPNV8V _-$9- TE=K"IQN0/,;_M7K?"SI,+;

OL(1:,'&WQ2FVP)$1"X3EV?>N#T7L$S>&I>Q;$.?Q+<7B:+,S" M9'A^/0*'7!.GJN%3#]_1-TH; Y$W?@O+9!R>I&&.0"% M7+O82(K=,,/*3123O\|WQ'_\F+CX_S/(1+G>

[H)HCVAW'FT',>*?(4>3@M>MON.(TV&\W/K\L% =3E*W!BTDOIH:FW$H\%2#T$9OI#'X>"/_^X5F_G > M6+,\@A'8)>3=4'&1A(TS3VG[.A MM*-%)#R!

[,V47)WC#*HYU'4_@JJ4<7\RF8H-"'"3)*>53=,1YPFG4WRHV51/ MY\30.9V%]>_!NF/)^?]-0JA2D/M+DL92D#U7!UVL.GL-I3F3=?= _^S,ISLOA M$W-6%/H[GYKD])[.X8%5NSH';?

MJSDI=6=!]<+723XT4_NKBT+0HH=F4^LF M?%8G[+2=9K:SN,6?LMTN{(@9;G#A\H 4^,1!TB3GKMTU&UTW;>;+5[HXB@. M&\8AXYPVWL3&7[K)YB:

{7@_8]&I7S8;7#T[0[QGF^OJE*\Q7I[Z.'6\PU>;4'4K^GQY0'_X';.UD&X+PM]J.MNO$2>CZBE<-^%_ $VW,<_!C%ZW=^F+[S_.T[UN:=&P3?.6^$PB9&][S#Z^OK MCWFGC^_?_Y&0\-

)S^/G'M\3IOX6>*9[N7[!+?/R=HN_>9H9_AF\RE%XCM?. MS8+TP'E*Z0P]ZPBJS_2?=(G,,',F0YQOT?89Q8=.N(G&(+/=8*+Q.GM&Y_DB M^UQ.]OUT?

T19':W@/V3D=_C&6>5,HOQ[?O"=_X1%6]C$(/Q$4/ $6BP/=([5/!*)+DZ;1E MUO K^><.IE^'Y]#.#FUN92 M8>V069M,?4FM2_\08T"E-KV$QMQ,@.OJQF(SI;K9G*T01:FHE_W

/92+XGI M<<98C.%SG3NMV5C3F_Q<>HS#UT[U@ FOW.74@-!G-JY2Z/H0:UCB 906C'KZ?3_>#.7VBS2C3 M70B#!Z//B(8>6'EV76RI6+6+7 T0GJ'2VIO-J-JW4J #/ M\ -

AGC"N)SFF]#1_0?&+CU[QS9-+1$_^.O17>$GQA42+G.%)^N"M66(5Y$#1 M]>|Q!G[&'M$+ "C-$,DR7T9KZ MJ_4XD! M4\C$5"S6O2XU\-

SUY,E=AECBCW1)CIR9VBT@9_8NH3K4U88TIOVTW?I4P"@^058!\P#5 MJ06E,1AJB'LR(B"PB@W3"4FKNO=(ND^:2U];&U!%*W=U&07\&:/MC3ET6R8 M,IKQVXG(>*:-

KI.7=K5DYN@Z_W9TK!D\#OIV6E":E-W@(("8/I&[1AG 0FZUH MV;(G]+K9Y80F8ELXB+O.= > ^)\%>T/5.K/*@[9#V"\5&T771FWI-6HM2IZ6-HUNUF<.D%U&, M;DH@_"\!MK2WW

Y&S8$03 M4O)7"E45IK&[3+_ZZ>8R2U\X\8)IN.NUS%.DOBO/2\|=#4$ZLOYE.IG|Q)1 M_\0!Q!26MCN'!EJ=GM6E;V*(_XY(_P?7.'<4T++CKB=V=A8V#ZOF '2X|G1 MU(5?9RI%5KE>**)&Q"-ZPDMLYA8++ D12#@8)O|\&D3Q6F*XBV4!H[*-?PH M#-1Y\28P21O;H.;F8O^((47OOQ?\&\K-9?"

\|/#@3.]_DTLY;F)S+>=?'FX2.$G_"ORUQO(L*JD+LN&B)V%3OE5Q?"W@NIT-#A,3T/NY_A-MES!ZAA(-\%C,0]/LF!QO:SI*9 M.2<]B%LZ*86]:KMSP[VD&7'=S4-

N#^PNE0PZO*V8B@\%/W)#WQJE-@;@OT) M/P&@C"3X4F21%&6M(^\1WYE>YV.S!/@V%DHQL-LW\KXR/LKOQZ+8F;QCUO M\^056W%2$'7[N4"Y-XMML"P:6^8K3Z;Q@-T__O*9

M$0H,#61_.0X#!NHG9EJ9U@B!?]:TDG:4!F9HT-KO;==BA$E,>QG-5# ?:,E-.M3G;T:$XS!_8PNJ,SV[^&].$+8FIL>XO6IARR@?5[A!P82]&QV&\G_@^B;87I M=I(I#;?

+'57B'C0TW'IM+VJP]J:$%-3&++D&'Z#=L2.5$>)|S=S M^;>G-3*\IJ;(83<..Q.VR&ZMM)\)5B5$+0$Z&/PV#Z0^M.S2J;92:TGC *IF MT2D]_\7W,C=(YF&P+T^\$R1E(YT#|\1-

GDEED2PY7[ONCDX5<6.[[OHM!4& MO_+78;9E[0,!/U&B>=;HT?D'0* _>))P0D,TV_ZU?HT//)YAS1:X,Y1\TBTJ M.T%9&+$;%+?Y^?C+?#3;*(VQ'07$;YJS,ZY3G*(B6.1Q8|

!39.S4Y? M1G@X)]Y#PZ>FF:R.@0":WN&?6&L81LK%3W06T#^GJ]?0(2=3'A7!=XTE4*Z M63YPM"PUQ?]VTZBALE+++[QU^4WSN|!=_S^&"\=S0+?XQOU#(C/_ZG.:+A.UN3

M!A&@,.9C*1Z2R%8<[']1L;IQAYV$HZY4K+$K.*IS9ZP0/?VQ]36UL+,XX"(@K9F.|!LN#0TM#9IK,;%("}? M(?!?

8O>L)$)*V&C5U1IC(/3>NUMT52H26&&ATLCPT>57PB.B9=V2C;]+Y.=8 MU=$H;8:B)D)(=M,!+AT2O0G*%[(HE@8YG!J9&VY[TJS_DN$-O7=?Y-M7_-'P MJ V6]MLDR9

W2THQL$V3:MW7V@$35/.:T^$ ^2A%+#TCF\2,D%^0++.AD27@2IZ'?,H]_|%@&O_C[!2X"%93\<8D#U&"1?G_]>(N(Z_Z86@: MV]LO[@K* !WSK'KMYK3I:HVQIK L A2PE["CZ&"-

"98&G>>,8DV%F$'P$L^?`M W_==%5TZVOX>LO# Q?N&[NWF=U*?M=]^UA;_]X1<[C!?13&I0RZA4+H,D=_ MU.NN2),!-R H@)<@*<9[Y;VG[C6E>X+(;@DO/!+O#

<01P:2FOS=D!$QK4RA% M\44&6?DK'P6>0]MJ;FEX/K_@Y_G97?[&=67\7Q:#HY9K6O6S=D#N.U@KH4+: M$U]7*G14SH._93,>*'KZY[YEIWM7=+X=4O1G?_2$!],+XOXG\B-

,Z*L^I7T M@>9|9X4IS/D'4+)&MNJ&"XL16AL7V4+)&MNJ&"XL16AL7V5U2485\-=@>2?P. N>K&S=?`M[ZVZV-,NJ,,:I5C7",:ZFFR5J+6S+_-=|/,?"_'QT8^7F_T=EJD#A3&P9><) MZ.

<,5NF_\#V7I^ZP>TZ5"D6DS?9:NYE1#(LICV@7N$N F{J'"%P#B(=@B-^Z2 M(!8T"2B:'H;G|R7$-^TKP->$;WAI04HF]2JV6S|)?*%$DSC"%KWL?U,TS9Y\

*M"|_5UYFBA|W;K&;>%,R.%_NB"1-F9W -Z]Y> X0-GT&U4O. XB0*0Q0TZ47= M^YLVL;[B3P W@V@2_HUR++/;\"**X^BU_A1UZFIXQ@7*TTRNP]4;V5.)(!"7 M=EBIG*UC1"$?E)^SHH[.]RD#L2-8Z'@ MU]Z8UT'()!1%V*.E >02!X1HT%;Y-KI0,"U.82V27&BBIYSH1P\9ON.6\Q5^ MUO!<[E$*" U.;T(Q5YN2LMXDOY2&&--_!($,- M)I4KXM7JC FB&VO:,;O;]NB M)2LKI..P=?33,8YO2S\|~ 71.+_-+;_ 12XT.HK2MO7/EYN'4D"PQ7Q$(}UX[MD,U4)O 6'2V>1"2-_258%2!/*R3_@5/_@B>-]>SFWRI=%KU(6DU;*HJ?Y*51 M (8%3[!<2N4AHMZX LV_C7/Y BF"7\$(6R'54(:MRUC1=-XCZU7NT MN&%U6B-QH=@M0+IF!V="$Q>YH=S,5&DOH15APB+D[OS4#33+ MWH& ;<$[YS_Q09|[CTO0-UGL!KE<,V4F^2)'R119G43 MX+PB#I@*A1V\QR;'LO^IF)6SALXME XYH=?K(48[U_>X=Y#=BE!G'70:RGSK MEZP5,7LH&"6<:Z7UHK&IM8ES]7 >@F268%&5GTGRP^T6+WH,9O%+_'6OI3CEVH%A51| M*B@<=#]A5P%Z%=T9GJ1M|&G9J)50\$DU/Y/F30DRK_":=;=FU&;)W2G9OEMM8 MOA3A ND-54CM{W:M#- M.M!=^K'C7=K66I6.9":?=/3Q3Y/*|+&(ROf#!= ^>#&\YCH M(%3>YG4V\N0O@0*GB;UL260* %3)65,"B@#AMS2$*7.#SRIDRJ3!*\Q#JYB. M7B2-HQ?@\O(|"F'C,U*0T@:-.PY97M|HC8&135?$?Q?]AJI8.!4/8SK"M&+ M#QE#^-#7(51<%^)>BN3V/EW!9Y@8(&!0N6V%E%VN,+&)B2!^SC%1R#:DBU.7M M36MGD%>XOXA"1>Y#K6P5%+Y4CN=*$8LN8V/8!5D"X; M!.8.D.OU+T-S"\-*LUXXYM M^&A4'I=9Z%%!F!7>T^FRA<.E=1 M|HRNLJ!>&>@KP)G,5RNIRMZ1RA2,W.^Z&)[6!.RILXBXL/"< M/KOQ;TBX)2N+FVW0=P.EPS=^^SKW1P0VI['A*:E3\?K0=*>]HO5N_FJ#*.[MPWL&F5E%O (6D3*I=-6)A-5K='EH$:V!ZV*9S%H@1MAV1B5=+YM!%TU@?(5' M9<82Z1M0, ^11&8>3G$"@?T-1@.1B+_RK/?A,!U(6T\A3+-)1AM999"DOXH2M_ MZ"D%9&5Z2RZ#NJEZ;.1+W2B M9*NN|BY!%NO K\Z2V=CVRGD7[%,1>IY>T20,T8 @&^R%^>]W'NKS\Q\2<>H M6VU)RV91CMD_"F;9+,' "49F!\? CP6FD9[\"N[S28@)}'H1\"Ff$AH;6X1*) MM.0.'$EOH\E*Y>RD+/H#3[+VX.=1"O">L=^A M\P3IC:4]DHU!O^JV|HZ&0N11E5C28%TI3(H!RYD^4/.;JBLO:[O>'PU3J@> M(Q@AR.8M-FY(?=-B=:>O"$+PL/9#]?7<%BH$K,%Z&"^7,L@*\|9Y>DJWBCM5}CD ^ MU.BO!Q"R69/)0XF_#ET9VK6JY03NTZZ %47UZ_9&2!-C3,%|*

*(7WEJ:RRPDT.1G?>80:R3H.42HK5RW>Z1;.3]HI:G-34JE[,_M19'WZ@>]9%W&G8-%O (&LX U/F;@U1]%55WL:?QX0SP_R_#_7-C>P96@<//[: M;L9#?$]YHD075 "@]K;N_T+"QUHO5F*+^YHE,Y"9IM4MM9TF@!>LQI*]I+FM M12,7O7,4B:.Z5;P3"=.?@[_|=A,CQ"-,'R6]>&,[^QIU2VHW;<-GW M(G!0IXQ[14?K6B5+3!^4 W72AK]? @#CV%9_#0QPl,U/A?/64+9?X!B$!U!L? MO9"GK='7WHO@!+XNQ6O6SG;N)6"=R82X^@K@H/F*EE B4A?6Z")M\9M#*%EC MFP4C7S&&7B'H!HO-*,X'QE.V0&$C!NW&|5*N2U! MW<'Y[*!<;ZB:U("NQ:5DL&M<;]-D#5/HX-R4D">Y.FL(6TO6FK5*%!KM"K&)[+W@3E:]K0T&,8"18!EU"W^P]] MHI" BMLPV&"AM>AH^<_>1$(>*0K2J99]++FUDW&HI9"PlQ= /X1ZS@LL8HJ.HY M:BX>K7%?*E0AS<63NV4VSC -0W$V8X>Z88NA@_WU]U6_@H7?QPA.2FW,<]25A1+ M&CC1I,L|QW"W-2V$!3Y8S11"5ZG!]!_Y(QCU&F=6_;NU_?R$[_38 M#:#(H0> <@EQ]+YHK':Z7C9=D4N$/%*0"V P0:'5ETMPMV!^MJZ\6]J2U"MF5T_PK/>GO]<2Q9^V_E4(:)Z M]U?8(2^/4MP%H=^2DL[WOAO\)-Z=Q4=IE2'07-"9>WMV2G]Q&G*(*MD3>1> M5="3LHOAA[QL%WW$F@:!|/4:8?K:|+"_J.)62P?CW-C8X@LJ[_8H?3"E'>O; M>H@0S1.A=6:>PMH[NGGAJLL $OAOHCI&JQT QB5TC$]<5CTA] M]$&CCYXEI%736#IUG:,#2EJR6YXV=A@UBPH.OA4!BD@(49'I*@U-IR*%09WM M+H*8T-ZF+ 98>T)L,? #BFW! >HJTQ&H%>E'JE,^?+7N:KU5"K(BB 5%95%/6 M>@(^'UT&5 ?$G-:4K";G5,ZUYG-0]3!\JLB7QV5511G$C0L).EX*J[?M/K4K#Q5Z38*7O-X%[NP"I MF*_R.F-,1F3!'1WO[^X432, 4,L&*%)Q%.(?EQ3)_CY*_Q.E,R_:IU=+FX ME0FHRHS4B*E8$^1)}MEST%[K.8E(>2[0_ M'J;.FQM[A$B\0]#!IP8*+FA!@O[S& ?!311#U$=W\:T3O>E!3%SYR2Y*W* S MQ$31T2+1F1/PI^&PX,69)0%XI==@"5"7PXS6G^5'+UBJ#%)3$CP%$/> M,@=3;GH4P]M>@[B36QUE3:=H7[G38,L,BGY!(+T\17'H!E@_X8BI5.Z4<"-O M/RHT(9F&"\<6GD2WV>"H;3[Y,)2O?KKQPWE(ZR9(U&]#1*?X;>75;,3L>BJL MJ7WXW.E9K,!!JK_P(%F0\&2|-3.U&1]*OW4#BND\$ZW?L,#YZ!\JA M"LGYRMB=YK8328=HP)]4-+2GK-$" UQ1*NYFF1XF;6_W55(L=_]5EA_7/!4D MW: "DE^]PI7P\]4=SG>QYDC/<@<' T'2/2TA0S[Q\9]HYF-NC)>5)9OHZW:W MZFM1!_D"_5P>$3\LSI57=':\XKV@0'K@*4FM=NL02@_^Z(71FZQOKO'Q=$P_") 8*=* (V5L!6)X1#KR@ICTZTA:VPZQ#K#;%-S=?$\ M-SIKM.VMEZO!ZOB+#X;;)C_E?432MO!E0RH2$MU0_#L{JC0L36,5%;#IYN$0UL8A1IHF>I[2,=JFI^%+@PA5U8U<.JF!\ T\OG7!7*+^]@ MSQ@2!-$K:.#X>-"@3E!$4.+3#_3]+-MWE,:<(X1U:BK3 #<17+60&BU[' << MT&+F?%Y46F9..5^66DMA4EE1$.SQ)8R>$RSK@'Y&R@HE()^$4!&%EQYGN*J M-9)K[4\H30.DRK,?<5,_!DG0:.H$\V)3SHVT\$X%^)E]?70TM[[O=WA@T*_G@KJ M\09T !8Y,U7LM>|=?_S.5UQAG*T;8Y>P,+'A)]9DD2NEIT-S_I+F.'5N,,? M$%HEF1$5+ f31%8JNPP0L^RG\)1%Y)H"ZVU>0C7%&ZK!VY_=VI1^4*DH MIR^-JE 6#J5EL1S%JRR?LDNZ<&/&I"O-CCMK]$@2?Q[5N8QO0\\#H(/FT_HQ]JNRI8EI/*;(4_ MF+9CM_/-YJTV_0S7@:"XJ,K\"$J22SZ?LDGMI^_A@2_YPE_'J06S",7"FV8 MMJ6",_0D.A&EY,9=HD:@?&USF_9>/)ME2C)!P;Q/S=)8?T4Z',155XO2CU!H M2W-5-K>U;?(%O1M=(?I? J$5)'R2YUM6MKW4XPS0\ *)1TDX"U70ZKD2F$KAM-MR62F,F&K0%T95JIY@ES%.:^+3&C1U!Z5$H4OK=(X6W2P8Y7&Y$"*%&O]OOD}]-M@N0@U6B?:ST|&V(U=!U* (F.4ZKH8CDK8-8Y*Z"YQU-Q)<4Y-M*?)_97)&EY{3@(DGA6K-2)NV0NIMUWH52"?8#!!<(=B!J>.MHME;D)FR-M608$1)UR[^83[0"/=*[N8=IH(GOXO(9:W X"RSFL4-M* [!!6 .:T[{08EZ+V*!,#\SX*U(#M!(R&X]*!_&.8W&@Y@:JP'YK?!{CS&%* M2\VK9-Z&)*6NXX[9>SYSC6ETR85@,K.BFV M*Q7S&?"N/#!=OQQ!!L!0ZF^E#Z4!\Y_DN4L/&9[8C- \D@"&A[S'VC/ PL4CI36?8W?IB1 M_'Y(NF WH(S#!#+&$)DB.D69N,&_(_=_L!=&SJ5*3F52"ZCS;SZB^\GA0GA:::EC$%!=)@F1@%WHUUE.GBDSF3L M@6T!%YH;CV%9!ORF&Q(\& "WS\6M5JGV2CZVK>|=\QW220)+ZJKVO0W_E+P';O(B4AGO0UX6X]" TLJ!^XR=+-^-!)WLNL*D.IVTXS MGUD>V*;H8|/5# (AF^:',P=>62AE>VVTX@'MJ??P4X_,,V1\\E+. FFD%<-^6 MBD7 CS@-40RZ*I:3Z#^22W?GIRZO^;T-@.U&8P)8_1^BR'OU@Z]+G^]A[VW MK!SC#9\$/*Y)O8**%O#N(%(3,L5M M""?*4X:=-[\!?MYB.!SE-NX]9U,I]@#WA$6>4L>YS95[!KT&_Y#O23 1;>A M!,^W_I;E0EBNIA3)40FIE(L_+,A39Q;D<$WN((/PZM/U.1YV2/7DJP_KL[QFIH M%R_,W:'.DY*VGWP6Q!->|0!Q-,R& ^F\&"%]VTU$<-^W9)+.H>$Q#O.\'Z!.9& MC^Y*(65WEV#TIM33*/R8\UUET% AR]HD!BIJW\VYT+>)?ONPU4@9#$V&NHE M3>V%H>"#[OE!:IJ H;!B50Q/@(#Q R*&PJLQ4=^W& R4X'4FBZP.'#9#^S@B M=.8A6FSB*%MO(/2?+".DKYI5(A279NG[+F"$H^?]8LHCJ-7V*VF4]Z-@+T- M;F&M;]H1@I')%B;9%35YQ%91>+P!YIKN13]S9_R%"BA S0=3-^V6VB./T4]3!O M2RV&0WQAA36S-$G=$*25O,+F(}3]D%VT+7O;1!$2#=%?0C|-'I^^*$-QU'UL-MZN62 G'JV@OZ?M8%N1P-3B/)%>TF$+LC?87;915]NEMCD(/]2!C(_VP>&/P% M+P>8.,J1V 3*U4-H"\LB,:?$;C!&V!HF1F?FX4***%]'KR[D$7<;?L12-Q#_ M#A\.+.3.148Q_\JE,;_D 3E-(ARFL83N&!;4> L.)I#<6'BMK8LWKD//B>#QK M2RB@AHW\+?$6-4 C"*C>Z%@Y1[PW5&_L"MRX$0,R$'P.# M,$.2PBB/ M1TF@K"A^K\(WI+=QE_BEU+R^DC, M3L,35_* 5[,? MU#BDYK?K.,Z+X7.Q7=VXHD^*%!O8*2R0@3R6I#P@ LANKTLBF2,ZA.AW UBQ0 MO(7/5&Z1UW4TC6',XBRYQ)Z7!A2P!, "JP&/P&Z,%^U"REU-;=42Q\L/N&LE2 M.)5=!G*PZ1U]MN^/0M]H0N6XV Q_:F?2:DEF8EZ=&63 KQ'UGS4#V^42OP!F M!SH^V(BO .4$A9XB:V'X<6U^C>.2!!_WQ2DO;,Q!30M(O/M6$]#0VFY"KHZ&P=FMW1U-?XV': M5&47B@T_[1/0&^.P!#EZB!)^2'K:-)8<('GJF8'KSL%.8X\6^*&4!F=E*.(SA MQ[4>AR4\C+Q"M[K,E;:?X5--+RU_^87F.#RE1_I-MU,2|,$P^?F0PMOCGS> MW8G8TZKJ5YHZW%_187H!4%HP[38] [5<2$_%P56B5TO93J$%PA78Q6M*+%/\< M(:.XA+5 _&%02$;I=LAS3\R0/Y8%HC"D4CY:E' P.HKQT@DOD.!$"N&FTL(\ MH!8@SH!R34D'Q(]B\-$Z^R -K5-"- $+8OLHGQ\!KM2!UG\BEAD.&UP&.:**-) MZ4RELO:NK"Q[:ANGI_Nf[_-MHW3K/]!LL MLG.CZS89_Y0R@QF2&UD*,Z\\ MP!X.Y"G"[LR.82\]BO? 39DX#4^>1+0KTXL]!T91_3VHN_W04$E#,&Z[M"0VEL M.%S=IGN_0!VF2F:,H(@44%_X>#L@_K,L;2\4L +5< 4H#_) /DEKPV?FLQ_" M+:|PW^:AIR!Z=@,[*&%1B:|GKN8T'-:._>TZON'^O]WNXNB%$$;M05;UL&Y_ M,E%,3PY*//1H(]G/K_'\P"Q.9'QBK,00%>\;_X^)C& MRXT:Q;L;#7O: [EK-0@Q1386SWZ(.)Q1@654 /]=H609^SL%EEX7"E,#@6RH MZR/AL@.!;R, XRN"^P)+"B_XHU]C7R.PP,'>CA6)H9Z O6\;DMWWA:ZN%% E MC:<)47B/7LF?#H(D+#I;3$:E<;R%9 &Q_PF$]4IY4O>QG6!- UW4PEQK-M^ M-$=%TU8%][7H=WP7/,F!?^E+0K\JF=/*Z\"C*GDW?H#B2UILKFH0EK6RGJ%# M,"3*<>GM2W=U)#*]2 %-$H^<WT N4:45M!YIL LNU!A\Q0SOYR'*LQKAF>2% M,UJ;=[M0&B:D^D(;4GTQS(@,*_-7%'!1+-,?U6UM:A841!!DAMRELX@$_9OY MM-2FY.YT3&\#23R_^& O=E1#B)\B8(7B"\KZ7;-V]*VK[UMBL*(.YTXZ")-M(M<5A- 7VFP"I*T;YYCCH*2@Z A-)@&H,;5I&MU-MJ[_9,;;DX2DI4KQ*>5QRJ7"TT_;.G"Y$IR<\MH/Z;-W=|*=?CD!XB%&"Q\R] MT++)DOA:l}J9|=E(C32|\R+4$R7SU$*3@BH5;U%;^: (- Q>EKO$?;C4=*%Y)-DV|-X*.)D!39TR1\@LKT^T-$+=K42'PL* T#M,E*,V*>&M5#XMLB%5% MR7S48I^.B[P2+.A0VVOEKE,!7?H<(9*!@(N(U$V5ZP8>S/#G>I.%7B(D78#4 MQ4V$5&=MO%S:=#-JL62[74 6Q TNW.!6Y&F#0.?+$],.KXX6W0S/% 9(0\'ML (X=<-7<^=:;'YL'05EMDVW:R.|^21Y1PF2&/*:T'_J#I%9(IX3WED_RC8 M8f_X^].GRK2%/YA7F>IU(QN> TWC06"M\?E,1$\H37&-83FS;.TI&#(86#; M=Q_59OZ(U@3U+DPEB<6-S8O?"'!PA1_"-S4.US([JHCB6*:L-*YV$G]55.R&8E5N-ZPSEJN)DFFPOO5X#\U(F';CY! Z M@G$9'IA?"=OH$SYSHY^C.Q5[UM\,K@\ DMQ%<0K'UQ<-.!GP6G28 *"_U@F< MR+S [9!F^M(?5LJ7/RW-#2>32Z"[$^3MK;Y1>4!;LUN,-NWZ#!N2#G6/*|\ MT:DTW<(S=4!YUT-S:'B)E%*+]9S?^#:7D2*NQ9)L;6YM\)6Z/WZ2U&@9@ MS5]*>.I&P[2*DZ.7S55IW?D(A++:F[+J-(1'7RV=R0*8 MQAK=M/UFAP5Q3[""*= ((}4VGD#A OZ!9EFZB6 %0K^HQ 93UQAP!;?/IN7FF#@Q*O\$T40V%)?%"B MP/>(81]MW8!]UW>ZL++##B-GS)}KK$BGO[W9]IZ0;'@PGP*):;,N'&.U^ M\ 7Y:=K9RX3BE%I%T&G]VB*2ON2=8"%?),R'J.'(#FI 5\ZD)U%[@F]>BYD>8QYV4>(&M##% M':1J;7;=M#H:\Y&:@"_J M/B0'B;/GHK@H&U!K*76GT-\T(K4>1L-^-1FE#:+X6FMB%!+YP ME[_AD\02.U31PZKPHQ-3RK\0!1.RV-?C>UA!,%<%?!=*?R#0EP:<1)3,[R^ M1D.,7GFHS,$4+:+9 M$DP%"+>Q3V][&/U,65L&^EL:/"> PX,.!KX9\+$7Z1_'`MV9.F?3UIOLJCM?)L9)WIID57PYM7-(M<=<6'DH!.6# M--2G#0H"709RJ9'],\ =KG1WBQ DW5F0|C-NI:X67+^O%9M4-!S&?YR %2\! M993$!BRBL@-1X3C6J.11(! B: 6.;8' NT$M;P99[_%)@4C@#0=[S :]C/& M>D#H0G^**8N6F]#@_/=. 6(X[MNE/XZS9*7P?"'7_FX]$\9$ M?NIHB;"#6)ET(#XT]N@3 C2>W09+D8$=R4PD;HH8 %H% M2|&6MITDQ V&!0=(,.#5:D\;@-_&_GO"Q*I (MQ%%5VB!LM96/RH!9^(7%AL/R[VY%1UUAA4ORS1!-&K6.!(2 7ME,[Y>E0E0?W12YOM.VZP#EHZ!X@9VB.)P'>81O"PB4)Y?ERMR2!0!)>R%,? 8]72\X_W>LWR'&C=@4:]\W.:C5QZDZ# MUVN,0%T0$AHN+GJ0V18]D"A:=+2WZ\U5>F6;*&D]T3 U'_]-]$/\SO -R20=+XUNU.QG&]\!Y$@>V:/! %=WLG<=H.TNBMUX MS!)=VMYV^GXC[_H),HY,\=4VMPLI+\$/;PJFHT#X^/-H#*WK49ZOQV!6-L.7N,EN(2B)B,D/4B'GJBQL^1)HW9U2*?F(OTF:$Z M4X(F3X])Q -(JU"AJLU- 5_5(/*7!!M%^%M0%CB0MQ\W583B MSU0*.!>[^32,H@LU<6GX.4F,BD50QG@%98K6R!)M>IG%_.5N5]>0ZAJ=.&O ME4.,O;]Q5PJ-*B%54UE4IDL/-Z"IV##\>B DT9_YZWN5D3#BQ6LD"QSK2.6; M>*\%@XJ^8/.(T_8M73Z=VNQIV108XC' D"^%DL/P\@RAU1}]*2E/0G$/]9 MWR$J?.SKMQ0.+9CEZQ_'HV5NXV2-NU7#=P4S&4.^%0N 34WM.]750,?GJ9'/_F-J@7PD|RJ).TQR8S! M.LPRQ?/U4 R?&<\%/R"%L"UEPQ\IP'UOHBQQ0WB3KR&X%:%0#;"H[3.JUO(9 M+^ HVVS9.M_[W@>XX7NJ,76&*N!Q-#ZO.;":\:]RCU7;V(. (YQ@&MM]=A(!'"'T)IA3$L>?5!#7 .9>,YUT=XU@W9R*9Q MNDVWJ46&LN/*/M\&R>8&BK%/|'Z @G6ZQ7ZVKA5L"<$25\VZ2=FGV5(7Z'!Z M-%C\<[!U.%A$7ME$)V7 1P9WT$$@00G!3?NUMUFKVB@\!5 $Q"__\/<^>[-*"DUM#FTUFIKT<^_>)6 MUGJ5NE*P?&<6@#R^~NFF9JA-RI:.LEFW-.9,U5K*S8]G#TYD;IP]O/7D"A(M3U"@.6P]- CEOEA9U!^1Y8@<0FFCP3Y%KV MRO(&,3<3K)4)> @Y,F-M\!7,E MR2ZXKF2FB)O1.E"'^&XUQZQM4D4ODN?(M.]G[%OW$7.]CM,XMM\06K],(.[O9 M/WK,ZM0'9%W99:*W9-? <[/(NT.Z'#'G#L]4FW9.H\;#*]D#80:EKW!GB>=_%.M:$D%-G*]7/6A8BE7<4N7!M>@\'@,4,%\!C<-M>]IR@69)6&W#*,F/TQM^1 M39>]'M:)"6$23%(A.[Y%/EMI\ ((W^3:ZDMM"JYL5419K9EI&R-M5WVMB 4H MM[^X8 &>5A334J1%W&]"B[@M?)7\6G3@ZFAK=8X'WQO(_K4T 06TAZ]] MX;DQ(9XJ7&A-!8^%&Z_QJGWV X2O^5 1P]BEN_7C&ZT4TMU-!O4.&F2\3GGY M1IH8P'>LF7":*Z+9ZJZE94MM%*K3L;$]99;.I>5(@)#BB'F80\ZN0^2CD.%%QF M#!I*:,"#3;PV/8OA.? L'7.*U]#2QZO1MJ#^ASG)6=CS+3=.K&VHUN+Q)9=>"9^O!30T21G9 M)*V'R*DLN84,.<U5A.U%;.26C[IF)1'6^$5O5W3&*@V'7(PEW]YPR^KB?W M!8S(9:D/KO[ZZ@D1/Y+5%F^Y*Q2+TSF%0GMW[VXL+9@14 M@25RCUC{UUEAO6RVIG1CE7 *"3R1M&NWKLOG//[?B"2OO3@&Q*-X,WS'><2F%]U% M;DA_3\(V9NL8(75MT,.)32<;\@+? ZINM&_^FDU?5W49U[C]MW2#@#@"I=[_< MRK3K3UK9_3%+$M_%>__EMQ@@O ZI#B^A,1%8.A*R];3##YXW#W]U8Y)8 A!S M51"6SMVM,MB^UKVLM<7W; <=L+I#H)8U6JC4S[7JE'5EYSAD)^@SQ5[B_0B\H MB';XK8Q6Z2N6"OI]L!VZ6UQJFADK76+VYPGF2'&C(T*DH-J=]$P(=@*N3;3 MW-9B=HE;@_FD10%9$X&:>{4UOC<2ST0_N2(Z/I]9#!9Q\-T;0 M T(DO0'4\BFA_7(:Q/9F?)X&].CV)-1"=S&C;LD&H#"EM30T.:]$ 5@#"]/ M2]-6]OJ8|E5D6RROI^>KBM8^7^5V="R{JC.\E&,+H4.90L1.@1^LJDVOZ&#< M\83'H*BS"]=Q0RN;]@D;\E>!)>#(O(1T"-*X?7"WU(49HV>GY8]UG=K52=Y!'YI)DL MDJ4[(6M,@S6Q 1T@1_]N#41P -"K=MAR-JHH83&()>%7A2V!?5@Z X3A029Z M+S;[5+B7@?^'[;RZ:FO8$]*LAS@=O*PO^*8Y\Z^RM/A0GL Q\;X3)_X("V3VI M[V?185Z..\2W6_[.\KPGJ?.\15? CCO0PVH(^&<62 R9M9D\9]UCOL+/!%FG M^3,MIG$;XM7:0!0WQ0 62XQ(GTH6C/T(2GB^6BDG9>9OS-%6D^E"P7@>3V.(-ME*[(-N?Q:'O93\VG"? %W8*#Z26D@4/682(!81<^G\'#*\CQ U*,*=29C3WC/-MGA/T>X;/U/4+ W\(+F?Q5ES^DJ"^]1(9KIZ$1C.+#@Q2NFOY^'J(LU]D BIH'L MR-T(QAO9/51O."&\C29X/0DC+3M/_!/J]>TT,@>$G++=M@\!*UW_]#H7G7YZ^ M*_&+KYHHPQ*:U)K$00%Y%N/?@^=<^8BC -'5P8OS^OKZ(UD@6)N/!]__] [^ M_(X0 .I?'#.'IHT(& <:.7PH9PTXBM^BC O$S!\@[A+Y3#.#\C0\Q^":>$>ME-Q^)B@8XPE'!\N%\/UUAAO6R7LL!N%\/AHVRY^G"'2\'-$+@ MP8%+#82<@A+^9#&MP3_7_M,75[W"P]"3KR<0UZ6E W>#DW;^Y\1_@+>2TW>*M 8Z*R9\DR% @R&/[5K.5#P;4Y F5<"7'GHY82(.4"^1ND_K7TFW;I?N)S M'_0^Y0)5 _A/ST8Z2Q8"?@PA9 M+ZPX#9CT9'_! N3"QQT)HY(TA'FXKSB MR3C%,,Z.Z<"@9PX?UHEBAP[L_(T$.CLP 8?,8'B#Z5AK4_KTA07*5R&-'(Z" M[]0,Y%P&;1+00Y0'A]/E'&I-BD11+"?@-A $EKK[__9WEV%WZ/-*"3[.XIE# M.3]8]-4CX,7@+I^"M'LMGS>-Q'E ,X2,DK.$\Y\->]!4.VP)E3#^2$MSC%(%@1V8+%ZB@Y#B,&;!E(-M;>&^,0WN H5HY:=&%*V>3O_+? {6^G=5S,X]$=8 ME,6AN;JE'-6&6OO4KSDN%15:]/ $% Y5^%895<<-/4<1O3&.GPFSCP4%FU6730RG:&7K!^(H?QEO(NH\DEB//!B@=\QOOT3Z MS"'$0;lC XPD\AMEL$'VM\FE0}{2@/]9B4""^&A$PG(+VDY:P%\X2QCA>'E5 MB,MGCC^&PP9Q+H:?DESK_$=Z BRS%_[OR4> 9" (BHY R(B/:+X> M@KW*X;3,9#[@S'(4\YR8) [0FT^ES0BE1,=$'G*R3,+!'PU!0Y26GZ#R-Q$O# M^_]P_F:2+2[%<-HU6QE@U+H^]UO-N/$;GR/#R75E\P7%SU'.Z,?W'__UV^"+ M*\1DL'.RFE,.1U7!,X<+#MSKBR&<.#.K-]-_&6HA'&>_P'\?Z($LUSAKS6^]Z MYF_D'Z8PU)E3#*%9^^#D=-D" X%A!M$J,-WCP"7[",M@AP&Q;N6\\P>D+=*9%W M*'WG>QCAAS-B !LOE'X@=L6C2WE>EGCV& <:\\#Q87'W^N5*$22%W_M6-^ZE, MC*3#.3J,Z&C:,R9Y*MG=;#-6PW'O%1AS Y@B4)C_U'4%7N@YYU/2%&X"GYHR& MP@TNNAB;_U/QJD=#G+3]<4^__$7'!\C\7*S)W@&/:(G!)-T3L;Z2%T;I14 MBF'XD]C=;TR.%R141Q+EQ1N5.*)E*$<-#$5;%/QOB(KE#@H<_NO7//)N-U0@K M*RLHB?\0SM%1\>*06JI@H/:>1!0+W*4LI? Y@ESLAZN14'4K6X72/B*6*|ORX,#3GM@A*:?H@DS MSL| [>EKZ9#FL(@Y,,_[4]X+&]^94;UK1./'^,M42|IP-&MUP=;*L;56Y43 M.\T?,%-1&*+ M-N\|Y#7/1QG!;SXDOY7+? %)\/[WB)P7_%CUESUS,N0T! A,L MOQ=1'$>O!^C)U8P6/HJ#&\|G%*8/C,&"JL:\R6?DB%,BUBQQ4H4HR3VV?%Z,,#%'F-FW MOI+1*SJMX,$K6,;V.;IE[)126502Z/<:=\BQ+ {8\\A4HYS]P*@X;]H?&-K$@:8_I_W.*H/"IV M%Z-'0;?DKJ?!LAA3@-Q-B S(AG6*<85$DF14M^6H*U/&(FYHH)60 ML MVH))>E!>D;-2<,PB(OA&%L1@- R]EX$!3LCQGU!Z=PF68,ET%,W\X=#4%&#M2_RN0\

M)<$3@U5K2>(42L=Y6$R:QT_X_&7[$>V$2-%[F!&;> D(U;,E,S#=2[&0K^G MB:P+|TVX\?!+W,&6=E?9VQEV^ M@H*L1;R B_UG|Q|13 "I^-^0F]@*

*3$H@P)\-0X:NQDA6'XH2JZT!Z\,?WL)5 MBG\.4(,/M]\-5- _<_(1:E[9T6XA\^P&W3@!1A;+=U+%N>Z.P!R1L+[NMI_B M*-O=^5O\ 1G #OCZ\-DA%!U&E;H\DV!\YAA;8#?&7 MP\&#]Q I&X5XQB93MBG<2(';18R5\%VQ8<_@1)&]#,/7HH&K{@8A1FNCH\Y?KX)0P)EAJ)V*.U1 MC)V"B5.8R!"[=01L!$?/0>6QL,))0_'FP[O4%68:ZU-S#/#__SA8[MF?&U@9 M5B8QGPH"5?92?HHZMJP,.'\-D3=+CN",>KWF&:U@-=2-4NFP,.\'-D3=+CN";>KWF&:U@-=2-4NFP;DF!9 MXC#[>VMPFHV]!AX".33'^O*NXQ""$ZFSK)/_GM8G^!PN5FZ\;_]- WEL@Z M0-?)R8YD7C3-65DTE;,W_$V 9X(_7::2W4=A#JC=FJ7&&NR<,*](? R.5.\T MQD&NRXM$CX@?T:2K9FHD0VYS@4YSX8&L..F8P7^#L50RJQ2#_$O"2K".E !S M$T=;B(H ?%XHZ7V98>UMB^*^6\7(.RM,W^$#T#K=?(A1]W$H=AO* A*C&$-. M'-S\?OVV]!/P\ZI,G^1[:$V1-|_,$]6>#A5A?Z9D3X*?OB-<>Q\E&I;66 F MOP?=O +SO;O%/RZ*$E.]4 ":<%Z>C>U7/LE.YSD:?A;I8DC7TH9'#)DAL(M!L7_@3?D!<\B3)/FW_;R;UV2W'H(4(?Q@E6S\Y&A&##R2^BP$P<.M/A51C;,@/+*X>HW>1D?(QX? 2KKA6@63+%@":2'"RM|PU:,]>S&L,!?\%4_ M|0(_I?61#UZ+RILKI+?@N\-=DO!I,|MR# ./E;LTD|@\!^/@\F2\XD0'+.Z MM5E>;C{[98TF^ ;ZA.&O1H!-^(1O9/B<9K&? 'JNX% D20582NE?FD-9 MC]09U(S5](2'1 1Y@.FRG@Z;4_S#?#$_PG7/OB&EYV5=.10")"+5NAM M3%?KJ]L(8!.8F5A45)=\B&$O5]_,LA;A,#9?<2 -YX9HX)ST4?$E@0B1[MIH MZ2\!:EI#?Y8 L]R$_N]9 _ OJ099DDV!^ @#;)M]Y/JA3C#IJO#45F[(N'6 MUK]HKGU)O [!;>BAM_] AU:A8*6T&3&'4',PN^&A,U./SJNI5H:7T M_>Y;J* C(R@TJ!4KE5K9LQ1>+RU\Q IY8RZ-=/PE;O6@4 I- P-Y%/=D/G2 IC@ MR0:8VK 26;\)Y1\-(Y@14Q@GW(C=G\)93D$Q_>^,G$)S%)_^<+4&A&##R2^BP$P<.M/A51C;,@/+*X>HW>1D?(QX?*

*8!H1RP?+(JB5T!G06VL M6)G^# 3UN5^/,W>3T!)&0J4'@.HX*GP.@T':>EV:JLZ364*

5FZ!%[4.)^7"!J93H^7)1G_S)tI#>4N=3)N__,MV:@V!;'2K:KZ\T., M=]tO<1P6=B'AJ1.7.6W7RQUHQ&!#6;Z'-[NB'"\),!U5#2VT#^XHRP%GA9EF4@N_17MG-XXT8LFIA\T MSGPTH H>XC$/P9:?S%?Y6T!^N-WB8Q/#HW6)98#UP>G[8GP&'*HLQG16'#OR MHU.,Y[!CWT!2@X-6(6(8CPF; G@YY7_!B+I6+=/M$5/*;X<2%G&WB9KB-G) MR8U@FB8V.Q,9A"7VE,@}!BRP/"2)T70HTT:_#B6*TST6?AIB$<9G*@]FC-=N MR$#!.A\"GR/UP?#KV?"O^3YZL8/W7#INT%^+0E8] [CUDX^UU)6_=/"UEPQIDUE,]!=>&<$'P\V.XRV$1&OANOH 8+92C"%/D^@W+ MYE'LX9LYWI.X.E(8'(M;48'"6/-$)X&*!+&'Q!E!YE.P?G^&85HY;*(U;X8ZR@9EMA^RHS.O@%&%38Z M&_LY2WP7Q%5W"'<+?;.V4%!1L@7OU M0KEH@ (#FJ/A)1CD2(-P!H2'K"U#2S[PC+|^X',Y#-'@]7#ZS[FTZ(S0X&>& MC5,I_.VP0_BR-YR=T;YOLYPU;4X#>\.*G314.[[BQIU22;-=>PB8+ HM6A0EG M.5KQ-+-\!366<@O=>/?@S+)4U?ATNS5L'E5S,F# MV-2O0E0O=*N1RD8-OR:!@>7X%M;AE"TZY..*]N7'(>T 'ZUJS498J]@!O@&. M&NT X_/5HO:@6+B-=>;O^$[GQ8A.CSC$B+RA^CG*^/[[_^;=OA#%V0)6U%6E"'M"7E7RZ4'852'#/N-K(9XN/$F_V&TW(2+/0_\W_>M$)H3&K<&J$E.Q&VHL#-6 MQ;4'-Y(]^2'1E<\H)@(I_=1^<&L$X3./_GK3V1FJ*.9TYNSPQT3PCV%0YX5D MANQ03,77,R>,PO.7,K03P|C#:HF#+T5N=2U+8B0QW)C\@<&@L,PN/ MY] !'3+BE&BE.?N<%G-P7Q? G^%MYVL$O5@8TBG&I$4M\U$=/]P#XUK *1YS8629G'JP8>=B[SPB<*702]&2]1OT M8_H2XGCDL.WF:%S5+) ,-5 M?#ST\]8%6M#(T&Q))COP=#<%5*1BKPU]%.V\1$PR!/9&IF3C? VY(/B3))G8OM MHWA9C#$4-/%RQI@9I=#V; V]Q=1Z!F(^R.TG&=,;-)S#DK3!3HCQ5KVG'O^#_N>N)^%R0 M&=&ZI@T'HJ9BK$-%6R.'-8J9@12\8,S6[%-B>KWC$T>]=N#/:*A-O: M .AGY6+7T";]4N)2;E]VW#2-_>?<+88!`?20[@$)U@8 M$,\(;M)RM# ((PP%&EZ&9N(-)0E",3#R'8GZV1%0K.CZ+47AH2B%E"9@ !-M:,,,OB.2,#R.E?WP1!JMS'Y#0Q> [&UD)91NB? 6R+(.32.IH M%*%T@$)%DYP/K]_6ZF,0IE OD0FS..,Y52/4PX.R6LIJ)D!Y8#O*,2\!V6V67%K>!?9 M.%A\!=DI> ^!=O@>VJL6=*[+>+*&:69T1@D_&\@PRRS1DC'#UAML+_G7$',>YY M&2//3T&U/=0MW34\/9\G,?1#G"&;JL,7G4_%VS%ANDX^7^*?HC,FL=QGW$\Z MB=!V2QO0Z=T:8.W_*1>]A!^7I/Z67 W#BX#D)JSHK+/0H_XK1.7! HK,5 EL M,J!8P0@+_BLZ)E5G$\-H8,.43DYP1$W3&#-E MJT"'%=<SWC@\^;.%W<3P$YZ.4;QUO;.RRX%"B">(+*E4$ Q?PI(T?^P(?CM\ M22#R+:/WB

*M;L%,[,]5^=C<0P%;7&Q@\LS;M=^R]?9(181K(D(5X;JZ;N9^WQ5_P,5#]WK M(\5K\4T^"=I[!9Y,G=ZN5ZNR@N&;5V4!LVL80LBHIV=T$>><%--E5(G.T0I- M6+_6TD50&1$4G($&?O@W036>02*2!^B S+,[9ZMS& MW/% ?Z55H0]0K^]J^C]KS@U<<V]@^&\A#/7QTlNJ[\JU.^256Z.MPRY?/FY?;S^7[.4OP*T!=@'-M->#D87^])5HN;7$S!+N[]@W, -+Z^_N'V#R;&4M5U>/<)=LP]YM%\]NYB9O2U MV%,XO\[5Z7/W%C$(K /VX1(#;-_QR<.YCZC^@$,P+RZ]MG+!,>4>8G%V*U@ M,CN]#G\0:BUD'CR MN66F4 WM3W.BD]/$LZ-8>9]f'<<D G,.[]^=7NV [[@HL^:,1W9HLCF(7C3&A<&S:)G5M75M,7KK M#*W6P#]A-W@"+H=QTY-[ZG9M4U61E,[8(41EPGM5)G/-\P3G[V;YI"54AP6* M# 1!D;/ T5GN$!",,7* .<\)!)!.Z0/-RQ6L1/B*+@%!*1BOOH9HZ8<&"@+V MBB]_&;118;+R2C2Y+\[\7&P06]J%!R!B2}>)HM+8\%KI!DI.:IC)!;^&\Y?]Z+?-;XI3]B]7E.6@?"WS&R ;#LH%YTYHX7M(+" MONE< *4^B5<9.PN$3^(\CDF(Q>I!C,0*,;\G0!T?]*PDY>|8K=ZYE]G .]A M%!&CFLX_EV7ZF.6YLX-O1+VDS"'B0_T!V^&RG]P#]7D-_--+-/=6)3Z/RH3O M_4YO3OR$ 1;7."DEWL@.^!3-8)B;"%O1;@H\"9!RQVE0<C M_2M'6M %UF0.C76[]L)2&B*",T.51/A"; M$==>780Y>#=4O;#/]\3- 02(2_8+,7XYO7,!;7%.#HX-BJ_/3BY.+ @[4U'V@ M*0AD5A(3R;Q(E$GB(--,>T&2;X$0XCR/9.551%()8MDQ6ZUI*N)V-?M72-?= MTT!&(9TV4UP\/LPE\H$GV]0WOYGQB5K #GI3X.B6;+R9R<8;V&3C->P. MOP<87=\!^T<{OS+C8YYK"D?V?8G]H8O.]\6,R9-NQN0NPF0B7RL) ?\QI]D/ M.,[UA2,>CBGSH>DL_O9QWZO*].2"*,1+<@UC(Z':LS5CF7>\->Q?YO"QBX)M M1!1F9M[A F .[.@M,FY06",H:M&<-^9/9:S^W)=LRV/O5&S1_;>;;8%!3^L M%W8")I](!?C.*W.BF+M7BYK_8H&W MO+Q\=&PC%PF-59RED.R@WQ+PYMA[,8)&I]S,TF M<[E"WK8TAS7^9O^7>1N>5];=B" ;.7,RB<+ N^C.?_N&7G8/?=O?E$JN*D*%LP?!*>3&6]J3D$13(.^.AX$?^[94,.]?C(!N.S[%LA.;?11T2MX(@Y%D>PAHA(/3S_E"!=_M"5)XX2K4K(5H&YUP?3O6.H/W&)8WQH^&;6_"%[<^*WZYP!$M/I?KYFUH7.80 M9-6ZGF-KKOL$;(E-!GE-@0S1(OZS7M++#9FT+++D/.@1<:+(1-.D&P1[%M\R7H]M@Y;$#&'""3EEHU*$_>WGN()*N)\|\K3'GF,?,D&S=)?3F?BE3ZCTU]]+M;3)G M@&:T@/[&6GD@/@\$]_OJ58=##&OEK:$?/[PM UJU^NP9XE ;6I -R/7.P$Z7 MJ]bBCS+O"SS>&N&F6A=]]J.58-%O&o&[#?2\5$/]B*+ZR_C';=>TV4'[\+4X# MX}3;HWH:I_,YV;-^D]6_UD|D?,8R7,]G1T+X&=e!_&AP-HT2NUW5M"EE^OZ M;U'1.(<\#82O)8? QTI?V"?NZVD%,]GW#HV^;-O3:R%Z,;S\2BXG(A_$;XB M4E:$K^EM6]!\A08 /V.G=#UG:T!.W^HA@PLH>W$DV\1%43<57!!KN,K5W;]R MNC..PPB51.]W1KR05Y M_?SYVBZE]+7"VXC^9V=)R2=[]KZ]_^.7'U^73ZY?"6:7&[V48.15<'T8PLS=B9!CN!.'@GW[*] M>1YC<>/@IR%(&@\&R^TW@?A&<$4;"{A=5^5#EM+T>;.577@15EE,\7KK%,J5POV?]#X Y<L/5@A0B__X2GXW*BR%F\3>L,5(C MK-RZM.7/,7P'1^RE'JPR<MTXLB99M3NH[S?',Q7++*7K&*.9]WWU^52:CA?!/2V"/L&S5'ZM\PNKLZ6$=A/<$C .86R MG9P/##&K*:L--UI2&/>$G89S6X^M*>-!X&O;AEQX3)5/&FD)%S/]#9'!V10^%"MK\4HV9]5FLP%>'HO"D'VP1XU4&:G(:RFG@53&O-2I.#!U: M7R[K#55Y0LAVHT&-9;5S#@6B^V: M5&3.8WK=U;"3*%986:%6,.PG7*C M[1G7H8+5?4"PGC<;1Y#G"V[V'8\6=O7U%<\2CLGYT4?V%J64+M'-9E[G ZV: M#/Z\4AZ+/(.PA 81,2DG*FQ/)_^[3GWXG84(RU?!^15^= MNVQWU7+I1RB>;?TH5B%O 7"=:,.V3&:"!K M[HDHCG=5-ML3.++O'#=5E[%]&PQOU((KRPB["D8M%_2<;ZN3*BT@KYT? MG+D)43*-&6(C24GF=>\6;/'GO? N22KZ<[)$<7X3.VY+%^;?2P[B>KJMN8OV M_]SS>K&;]HJX6!DIQKOS6$//40+G1\7WN2\4M))+<3S:*3OYZ=/;.IYXIBT M5"'+%XF!+OYY8OY#LQ^V9[\HO+F@V@%*V\[+2!5E[90/;SZ"43)AHLWJ%2Q\+ M*OGT[4+C.U_3-YX647.G*.^D%P:5:9'V/A)6)]5W--!\'ZPF?1D[1 =LV^ M]>[/ S>%6LGRVE1Q MRWR*"SN2'+DH9BV>P20_CW5UO:V_;!\XR;NU;'-< M&J-(UN9 M5A,I#FFL=HWX*&]D1U;!^L9O=U?R%R0&2;(I DJ* %.:9U4&9(D^09]MESE MY8;28[[DB*Z (G,"TFE:U.@K[_EE2_E$*N!^@,%U92H9+=IMKV <)T%[H(X M!.@T5B+\[G83I&P%[/ZTX+%'=KE820=]O #EP_K"\H.(""N,%[%Y^KX;=[!. MX>T[R5794,=[5]<5A(#<@%>O'>5O?"KK#3L&JBQI1-<"\NDY3SO20E5;(>[% M(O\R/B4W*!T[/'1C MUT%1O%MUN6(/)325SW-\#SE9IE/M*(KDC>-"Z!@@Y#M73[C ,8!H-_X&!Z.(M%=DIDF;Y&G9^71K%[O?YFNT)YU6Y!.]EW8@NC[.X@IF*]FKT8^$XXS?@R=1MU M641]YVPOAGY,@(H5P+O)W\LH4&'(*;R"A5&9]_7<'9."S]I[K\KUXOZ_$E;0#=TW*[O9$L' M'V %D9KCL]K+1WC^:7= =HK@N:RT3[^%.G6V&D0BCLTBK'"UZF)[XKT#.E^N$@ M5V_]" HR<8._:P 1]PW@S0&SY"O7!#"';N.#B;&#?] MR?7%B;@Z",LH1G=H3UU0&?A,*B# Y^.O2XB ZD4$NF0?FAGS;0L>[VG! #/Z M>JIV,Q^=@YCEVCOW87LM"M_Z_+V/T.I3B1#]10U=$X5T.568M7IV9^&_]% MX F"1^@XO$-7FJ.Z2->O1Q!1NJ/8L6^YRR%YT.$D.M,:/0A. YZPF:C#+]7(B01R32]R-!LCWP2G\=QO?TIBX0+!5]N(&H M!839,;/^M2COH)H4PAH?G6K=V+D@GM7=_CK,"9AX 81,Z?Q"+]3QGWQH8C,S^ M^656[!W.,X2#C(.,+977)43%*7"W!Y6ZERG"AY!TLI7U$U&IYC:!?MC\ZI.=!9 M_OP7C82<%6RGYMF] 2?6.6;;7M1W&RSOUCL],B /[^\@\/("PEIL]+VM.HGQ2 M%@5D:\OBYZRYM_E+W:AY@ \D$WJ0UDMI(HI,59N3=*R@\^\,;\L%/##<>:<.6 M=D-Y(JR^SU9NS>5<'K$$AO$3>T/2_KXXHLI"M/3]M^L"N2I[B'DYBIJ0,RG2 M?]\T855$:CI5I^E66I\UD@=NV$*E.0+.#4!INZ%4@@]BU@YU6F0QN%:A[!C(' MZ#O.+._*W($0ANG4,C!KK;-P^$ R?*QZV@V=Q73NG]O0TZ5^.2FN,G@XH>K, M8;*1%,.KUP)--M]J4G, IM56D1H-TR?CC$-\"7+ Y*1]JNONW>5TH30Y0\@MRNL.H\WA%8BAJJ^%FUQEY3)KI/>E2&<2R_.Z9 ?<14.7J14!AB;TN"Q=UHP*4$=0 MG^=[AE?L^?<)> ^N.?$#PY7EQ70'74+.Y9@(;MBHX,U:PQN,-3'9S*)@Y*M@ MHE95#*!//"H/R*P"GUWP@A#(&.GGJ)(W L&.(,.E5#7@@,5D?2'+ \!]/&@ MV28S"E@2T-W9-L6V0O967> 1S5X#>,.UJIX+\9)HTR"[<>E 6+__@=Q7!A>SY MZXI @;OEL/MWQI<"[?QIPGDV9N;I&!.E)K-2L,7)(+ NM)V16L@=^^8\/5#8KQ{M*DYW!*2/!4/=]+]C9@1@HF6[+GMRA>VK2\]5T$,'>#N$JZ% MH)J1HNV8[C,X9+F]M]{OT)+],WMU_U>4/MT%KW$6+MM(*PZV[!'A5,\OEOM MT"B5O&-RZ_?!*.A[1;.C*G- >+*[X93R_UX4K4DL^YRC\:(]C M&1T\V^478*HP8&3J$0MY:O6@+%^A6+MW1@]= M2E&DT(B@6,78N.*?XS#E)KXP=A*.3^=$:A&8)T-@_ER6Z6.6O[XZPXB02AF! M@[']+CFW5WNHRVRGQ\7?IJKLP67*W55NY<36"ZL"7;KZ>OA\.<1M0*

*;JU?-M L3H\S67?2'MXPD+15HHVJR[,QM7L+Z:W5>0EJK&@\[\/?A@5V7S+]KHT8HN MIOM:5%Q.N^U?.]N\0IESBZW%V@A7U[?:?W]6,_P2)YE!E +DC1C MV-O.ED V5/6X_Q<&)7-"GT"N5<$8\V6)OJ?;T;L+3W/VX\5G6M JSME6-TF7 M&7N)L%3]@8IV/Y&0=)[`Q)5%1*C#=\Y6*%L;V5LIW>7A5.R_T)_/\;H <31%>$SQ_T]R% ./J4%\<"$FG]D^(PXX M^;FHJX&MOM+-V!A;QX*%W0RYH8[P('W+S2&8CU.\KU:-U" ;TN!G@&GF+@A MF#+<1T3*%@T)@>>+& 2.T(L24Q42D^H=-\!!, ^16\WAM=V/;K>9;O>2:/4RR M)?;0/FX^".A"N=TS7F\UC6\UAM-Z$9#N68@8S^2;_YNC6_=YOB 5686/;TS M5$P'6%RS"LP"N^YH,YWO/WQ%QRNU6)R<:(X'&\!YLKTBZPKAD4R)=HWF!E= MKLJ*^0:\L>;2L1Q>B5-3FRI#U?WWA<7]7QP24/NTWS]%"0@,Y\?WA<7\ M;VM2,J2SQ0N%:O|+&'WLOV_$E.,YR^BU^5;NY0A*S1/";"H&%PE2,)> MKC&XAE6($(KC3C7\LT,>476L<)G^]B#K96*OQ"\Z$>*DNL-UA#B!\&6)6A8T M62 -V-0W"_EN N<'Y$.BQSK"EO;WKF0@#WN,YK<%V5>+C9X7VZ/%'>Z>FK9 MXC*<-7{!U$7-"TR[LN>]VN4*VK>4JF#H)NQ1G\XOXV+?D#4(!<>1!SN8JW9 M V+%>8 5?ZTAM"4&W>_K;C A./Y BADRMNT&R,JXM5 %Z,},*$UKF&X!Y:Q0 M(L$>IK)8S&BUA,/&)0,FI?//!%5(^OAC0GLF +PGH")38ZA]L_B*<,XES? !; M,YH-E)FL;E??9NH1)584R-E0,B7"HTM9L<#VL;&FIPB5;-QW;>RB!KV2F=A ME$YB*.5Y-T$4K>?G^LXY!C1*_GH0$D[M"]8#M,>NQ2OE[RZ@=(U4/"TVD&X\B+U&'$]ZIYSA8K!'ML M.LL'>*&6SJ<28XVH #[LN0R@P&/SA#FT^G,DDJ3;+)..[!kQ@XL2! X@T3P MR;INRB6M,,;#_"B5ZL7WH(?:9M3$D^E25T34SU&W\7!.,l>1[^:*3 M &;.4035GH'[\GKUF)N76==8L*0:C[XROUD5GJP\"M1FL!4IG-YB"G'WG'G M+X),!&3>B0S$T?()NN7N'A1XH!L6R9D-N^IAJ",7DYM!S+S6[?L/..KFJP-A.0TS"Z1%F9^1/P:K\PQ(#0'F-MV$?!?NW7V@S% .;PPAX-? MF%MC>P\ |E8!H4$K*.IZTFGQJG%(QQOEIHWD<5V?ELLX*YRK5N$ZI@03E$Q^ MX;*_/^MTC_7I,%$HJG\CMB"HR*C3]]X5O(@DT1H-]L7W#L_\XI[&Z'6#XZXL MN^ IM]9@6.IE=Q,\2=#9:] F60Q+0;9R#TC%(_J&$5I4+P<"\Y96;-<]__B" MWNM>'F"NCYP??60>I&JS3HPVZY5JL_9_%_>.7MW;.,]/+^[']?Q/?O7WQ>YT) MO%?H;.^,W&9<=UWX@@VY[@^-36@7\KK7/Q;,N6 ;B.)>C?,\?J2U*[_/ |' MXZ"_ .3G"C{(.;>/=#<^RB>W?I.I%\[^7U/4/L':UYUW?I92Y$PN^%/|.\Y9>3ODV7) MCIK_XL]W/HZNM%AFBX2YD(BHI?"Z,&,Q$6GQS$4VT5Q$!-E6H)%4P]K2).OR M8TU-.?;I6WOHQ99 JW.';.E_NSW%LUF95X->R6&HN $?3"-"MM&OIF3=.9 M1[FD=?TWLM-$8)'86,6!&07ZSIZ@(]VWCG2_-PVGR9<5D&ZLRCK.P>=XDKCU MC1OS1>]@'?/;/ODN\E?QH-_$WNS4^4(>I*4P3'-1/)190GO(=$I)8<)++;NO. MQ[?D5J@S[-)WOA>2;>6]K&BV*'@H)=G,JKBH^3#Y2?]?==WL<]RW*\V?I,O. M)(.-6 F12R'&6HA>S-LSEWBF?S/3[UK,1F"KK8RV'@]S+5F)*C-]4$8>]W MV1%D-^A. A)U#6ETQ5.X"H62F@.OQR^M?IFOZ+QM7LQJ+[ENMQ/1%1FN1H M!*/BMBG)'277<99&!/015#AZ"YC?\]\V7^%NV7"_=G3PAZFEO+#%:*9=08L7,.8]+W99XRPW'N*Y?8 M&D:!S!FO>$$5AHI?XUVA)9Y"ZANEW,A:T,Z"@&DSW6B6&VA<_Q(WDO-FSI[_M\^R!LIVJ7"_N9[2 ?:L6ET>,.@RU>1DODE2$/-,1$4MCN[M@8A5$]+=LJV67 M2?EK)7$%I 3]U%89.H%R0)VM?]O7>X$B7;!=$ X? M@57L- B,V6,YNR_7-3MJKK(=YSW+EO!R!2OWWZ?HJ6+VP%]B[2C#EZ'V'1_.L&IFOTHGI7W;&.T8*=/N2,,%>8C>N" M]_DM@F;[FE;8KGZ:Y>OF]=-7;*\&.*FS(BF7E+S+D:*<':E\AC.)FZ;*[M8- M%GDVI=5<*^XCY(BD?!DC06^^B=|;=O'"2FE-[L-)'P9B-F"_D$V@\%[;@ M$?$E*R,HN_38O/>7D7Y$Q.35.U&:FZ/*=X$-=#FO@;8<_A E616.@*1FGD M$VYN(V4ZR+0@7 N1:H@^;I2BT2)N>6B'@\SBZH?M[F*Y]LH"M=W]6/E$HD1 M,ES\L#]K>;C#E2A&O!.RN4=>S;$S X1G+A(V1+8Y256Y+VB>2XU]$L.,34 M-M3\B6M7HK& AU%D N\AWN@W+H0*TEI MU6:UJOE.G8M=\U690DUSM2^L_';^ 8N<"@H]KGT5>EY(7BJW1&(+[E$:Z\5<>HEA\PH^]> M/#W@Q3[H_.@GRU.M],P3'K,Q;NUG1BM])OKN=B1H,D^!](U_T^'1?^1L4V1 M2NXW?5'1*('HTU]-?@K/1.,#Z(Z"MRVTWA/^>/=P:W+G,H*UM3LM>7M'2]B@ M0&GK2^9(3>=Q@E]/1<&>]G9V ??K*:V3*D-NV+U/E@);$[@.(15$ M1*KA\V<-12/&;$5-#@[X%6U.XOK^NBJ!BS<]WGS%(4C<4P$B& 0)P'\S;&R_Y-0XV!0>R6" IG"Z4W3 MR0.[1;TIQ+]U.'Y/4S];,E<(M9+](+'1\+=Z^"TV;@?E$COI^,"6AUTW5X/ M7,DHD=R58:4];+XW%WEA8L+8!N.4Q6HNGI&M@*>4R/CX'YHH_XJWWW?,X! MPJ43+E!$#"/^(N-HZ$?^"?]!H:]=E+$!1SS 3H9!YYRX,T])9PA0OS>-!X; M,=U21QM@@'G-9UVZG&A2,#'B&"B;SWJG]?M Q J](LQ?"FY4]*RJ/M%)K$>X M94J%_IE_&#C_.E/AX)YMK<'GU,Z"$"D_GQ$-R)*(B*OF2NO;=I#.$M_ETC\#Q&K"9;K^AJR6IVPK7E1M5OOVN(D,/8HB4M:!+[VCPB#,^N5#^[DLT\+W3SFI7P]IJG+4,.1N'I6'+P-,5#N-H)&OH?U",,\P:7[=(>=E MY]LK#DNUTU?S6W@$1H\/>QMFCVPMFVE!SY:KO-Q0BN[%]9I/-Z_ZU0(3DTX=/'T5]-E@'"#@\]?>./3&!!%ZRN'!]I&-GC>HEY0%)51H M%G. U^3F5<@V-H^F$.^MU>,&PP2X/L(4$]E14 E+G<-TP7DT18MJ',.| !?3 M@{]G=I\'&1^\YYK5G=HL=8QV+EK?O.QWS&(25*M*;NL%6E9.11KM0X%+I7= M5T%LB+]M7L&TYS?N1./W^>\+3FY_*5Q>B&:$7E&T2$0#/U|&A<$%MEE"\%[Y M/K&/2J+3+96>6EH/JIG3NS6>;G']SFS1*D&Y$+:X1%MH/YP9PJS0%$I#=9(& M,T?N; F_V]ZR7!:+94FMK5;*,$ M+$^O-P_4.N . :UZE6J=UB(?A\@S.8-G_E-3IM[MYL3+F45ME##*&9QVBCCGC]3>I'-27$2D0.(EC@6)1"F9-8& MGM@K'DBPB+KO\ZQ.XAPXZ*I"3_$DLACG]YG+"U2O8SOC'L+IC\L B^43M2M/ZO"[7LWJ]1"!K!+]_6_ORZ]!VAKHC2Z+!?Q1%_(X?6.D:GNC%8N1$ MC$C7*:I|:EC!40/E/?#C'(I[FD#%/D.8*-]EG2^F=63M$RKGQ4_8>*]*H2[> MIG6V&>ZYE MPX/U@\6V[&2';6,@Q457)=YEFQ<2T>>K"U@/T0EY!?QWX#5((YP=\W."#/] M"D]GFZKWFGV4;50DBJX7"9A:0{Y@0CB(%0]O*@2/#)=X0#4/<4XQ/_T6L+6< MIF$Q/EU?Z1(6YF60=W89I*Z4A+MN@9V+(L 1*!;<#]#]5^$>&[=S:?TZ29S[+|#IUXCS?8+@\>^#5$5)>M>ATXJ,*G&"GE?3 T M#90&U485M-^.FR>L^?IFNX>8LTL=@&%J$T5@1:C+!V!GFMIO;U<-JD!T(_F$(FJL6:RZ^,)8:$)?6#28CW"RXDA-T A(E84$;/#B)L64>< MQ%TLS'9UOT>36FGR4=L53YCS=9'6;).@V0,<')A%D V7O +4L2<8%<"D)Z&! MIU-6LG=6Z!@-QE9'\$9HGD.1'64CA1=RZ,\!)2WZ]4JQ]X!CZT@/O@7 EY)6\#]-GX &J>%C?,D2[MQ(Y+"M65NWLN.9#!0.FJ8S-R!/3,<= B2F3'"!G*0PNTB43,&&ACfQ/6,450 M,?Y]^JGHW+NX^CRYGMZ<'=XR\T KE$4T#UG-OCGVK?(:S%G\;9]XPG9W:+ M+XD4_0-:PE!]ZE4A$!34?EN@G6>^41;?XLT*D--(S3X!%Q:V=Y#7+B&;HF M.[FABPQBC$5%2_WK2L6Q"U:%@%AA[fX#NJ90 B%WH)FC^#W&]:M(>;PRCS M/@E2M5I:.@CD2-9$>"PC;DV-?RN6V+]>M8PA&1ZWK7+;8950]Y(ELEW/",' M9A;=ZF%";AM$HX#57Y>;,]!0YD;IYAZ&SFQ#$)0O'URF]%9=]H7732"+3/I9MV*. MW-$2;\ $YKNLI@Z>XL6%>&=ZM8-%T%]ED'3JF!9UG#11VUZZE.Q8))U9Q M2VHCH07+VNN@O(<85N7BBZH?BGI\YZ.C=H$]AF#FRF-+UA_UME'0;)V<-A M7NX;+E.)^GCCQ./M]6'.HQH(UW>F'QNZ*BNDOIFE"^=V9"Z5MHY)R&=Q%D/;0_B#E;31:)+D-A$;7C3Y+HEWO8M%0M(>*FQ?PJ%=/TFB+;IN M_8^N&:"75_J:UKAT]R+]S-SL7$\[=E-'AD4D3(TPB"7G(@LG-1 M,&<<#7U+)\>!'H/1.RTQTKP1/BE7^H=C\ H,@4DGL,Z6M%]PA^1S53XV]W!B MQ(7C] "D,0%FAH4&HM!H?(ZQ\?YE5H5 M.2)WH&W4T/,6:CD>55^%N!YB*(J0AF70D5K6#'V 5O1='[V M+MV!O-V]YJ92N<2+.M\"R MJQK7@ 5QTX* W\E]M)N1@VW7,QX(Z-X=6%8U3H]?2W>?D(HDAELLX M+NG3Y'YZ!ZPL0QG9?PH"9Y7-?9/$MP=ZN92SR=,_?8G<$],?6VYI#=]G>8>5=WZM9[&">OYZ[ESKO%'"CO&]EQ,I;FI0[M)DQ,75@#8=,N'\XTY5!PUM]5Z/0 MYPHLH&?5HT4H[O+2=5XU\G%HJYX+[V'6Y?T5/RCK/=$=M(IT"K%R5WT'CX7&<_.JV*_4=.T5;4>(1%VD\-\%28#TBLGB8$-9=&U:(@-=S MT2[!!V;<'^,3VY1_2;Z&4UGWQ)L1KAA]^S^9SND7@RBH&AT^5=:G > "A[$ MK"'")#"7B'ZA>X/=M/2,<&ST?BXVZ8HZMN'RNF'104 *WJE@WD0LGL'+"EWI8 M-?V/9=\5_2NCHK\T*OHK5='?E.0.*>AE-!#2=:,2YIZ0 ^(3?:.!'LCG\A@@G MX^4MNSW?"<'MUNZ$4'9CRX&/C*6;Q,EXN[J:G!^^AAMQ#D:T^@3NFOWK6H+1 M,?HW6-G%,3-Q0Y%VHI"[PB^+6_(+..S%XT=D*!-_7$0=>_M2R$P)+.\)T!V!;E+GY7FC%J1@8@?LW+"OXPPW9]B9<4/6QO[X0R3VV_W*4= M/S_.I*D/ET#T&MZ4@?+;?//R<_VP;,25D9W.%1GK=G#!&Z[\ $WUY=Y 1/CIQIDZ#X+'R#-W?^)+S14 MX9KPJ=P&<8BB-2$KV&0-)P3YKL5/5\BWS[;2F%-9E?('\ZHLY P$/'QODOO MY+51BZ>!%G\]=6M5O)Z&;[+8=ZW6TW$]]<[B)5\:!TXK>]B/.,.1;_:%:QEB M-*,[%O&DZ+TE*!^5N)C)^L4U>Q9NRWGS"-$4XWZ]{UQQ0SR1\HE4$%FAA;$B MW3D50VQ1I.(TKA :RV#[*I@+NF8_KX5VIPXV9N.AZ(2FUU664.FN.&5R>8H_ M0ZD168%_6'OFR[*TS*@C(0$$>*$C8"&#NQA+!?,X;&&"FFBUIO2<[ICT 5HZ#$\.0 M]1B(HBR.U.:;M:AUD\1#64:D'3SZ!6>H5Y;"*Z1Y4CPFPS$4] 8=PR6-"U0I7 M#0A.UT;=WM,\!UC=N\O469*9:W17=UX&0LHRU^V!;Z07 M5H?E6(&8+XM"49FL[H5G&'(R"[1^U%#2AQ[QK+0I7=Q>%[F#3X,%ABDCO+#B MJ"YE" :>GL'N9IAZ]U#S[P)E-TWTKYND*96 V-#7 MR9Y@=;D@*Q-;+4C? -Y&L!IX.K\N&^#7B?-\QW56P[]'D#.:W!?9_ZQI/PUPNE.+B)6(N]=J M+>A(E&:B50_0^':01MS5VOZU*.]@8T4C"5O"I:M:P=@L#.NQ\Q(*K[5UL=$7 M"<;A"V!_K+-4I$&JOJ*:?L_@>>+OES% DIEDS21-,OX)-Q@73FD39WE\]+ &NL@MX2OA(BE$+T6D_Z!B-602S7;>TT:3>99^C%6B$GH@K\+RNJH MFQV95OM]++.WV3BSE/?0#LN]$RMZ'\1V F0XB[_)R=,)KJ2/3E8@WI2E!NMK MI0E/1S0T."BK0=1YR@22*!ZN;<5MU5N=K 'ZN.5%2+$+09'P>M^-5#PTQF4B%!#0*4P6K,O)IB=S1",-&;[>>"70+;)]R&4>DYYV9A+P!<.NM[=B0< ML7^Q9/NG3 KZGR4JZB5/Z0/-2Z1YVZ\8P2YONA UF4=!.S:+[PB(>6BF/& -+# M3:SJ"XP5#NE Y'?&SW(50ZAQ=D)/RF">9TES)M'2HN+NHH/BG2?\3+N ?6 M7[X) G;P.DEEY(YK(UP=QLY0X8A1YWL!%LU<('K5U4/B:?9>K4D0Z_Y*3F MX(Y#8"GM ;=-BR?X25O,I![+$"1$B"U-YYS![3Q.(,]]D>4U0*[SNJYX0_+^ ME-08OH*8,Z>SDUHBHXP'>'RX)D$!-&;8YC=[D-C+8@$>&7B)P(O@0!H!HHYF MX-V!L"@>40?**QO"J T-I3%*BN(;TV#6JPB6%@,=@2H77!-3D#=RHIZV 7 M;5X ?2]6/BS'ZYIM)G5]4B[OL@+-J2F?9!PZUIPW"3M'V*YCIR_9[YBU4Z?6 M&!D08JPD,@FSS,40$6>6K!$CSE@0$2L2C3#>KX;#6]$,HV LA,3<1+'0YH^2^+\M 36CSV?!5,0^86+\K;7]K W/M-:3K#\;=BKSMG M6T:<(_L4^\G>X2,B)^E_ MUCS,VM-$4#[L3VIHABAJB=8T=M7B8OQ.T]E3>%T$.4AV WA9GW-(%:E9]FG3" M7A]5-;PNWG)M*(MVUL-%RE?=!,I<^39$[F*#L8.W)N)IN$F($LCNZ1I8:-K/ M2(V:C]3XW8<_?/CPX2-9,2?J:3_G7S\$+$?P?_+0RI6 S?8]0,"5+=TU>!> M0GI[X$)%/'S[]$6[]HS01/_V(/_WA[_CCHI2".*T';_5?-W7#_H"L5Z\2.@*3 M\TEY9T6Z978QR02E1HH8Y(S;X3C.H?-\-*

*!OF[AJ7@CQF"ZRHA@72O,8>`Y? MD.V^!TSY2^`$XDQ"ZK8T@]E5]44!%?$T/5XW5V7S+]H ?:C35B?=;›BZ,%,F M5"6*LH+$G#G8.X>%;^3B:Q7BB2F?2`7D;MT0IH)LV&$,2KP? T*U:$EUE@F/% MXT:\|99M"SD5?]^G+K!'@F?53=2,Q^IE& G!#PI?%WJUP16ILC% MD'FL|N_J#FC#[›]CP+*W"^4^9Y.:\'9MR2KD:H(6X.Q7$*H#--GYP.@>';EZ-8I M+N5'N$41KB)$CA6RNYK/PSU1?!%NO^EA^=T9XH!|9A\8MO;\/"02C&5=TAJF M<*R!NUW6G=[0)(_K.IMG-#VORN6D3#+';"6H(5P; H+++GE!?N5H8USOTZF M)Q>C!"W? J4,!^UK'!F>O3 LZNZ_*}>2>RW!NO8S8M?^^UWJ{OUX:!(›)% MD!DW@UK82MFMJ;!46?`13J01=@@WU$GF\W-HV4,MDRKA,;0%JF7]"0C|'6A M"7%6H7/+7=I_T#P5S^GQ!G_41[49=^H%8RVL-]KP.5G7K'V/0YB *XUX!HF MVJYM!'VLSV(U2/J?L-UOPAS3DS+=-SP%(@C((^#D4!=K)0B"K%@'_K.RX@6@ MVD= (6NF^4UHG5;9RN!JW94>@K5C.H>Y MI^=$Y^7B[7JUR9$&) M(%.+,66+/_.]5&QLD>M8T[S$A-T@!0R>\(HO^\WCM%(?!K150&A&X50&HJ[* MXJ<27N8WV>+>Z0:}\T|H"BK=|Y__OIC}<_Q#}\.G#*%+8'KZ%UGY0#EB? M&QSI^L5W4X&&XP(G70WC29\P3K&Y(NF*!D_SU&JF#1:=KBQ'5#N YTP<%5R*GDW)H] (F=XKWWW Z9Y(HC -$/-01;LP5$=$ MXMB//Y=E^!CEN1PS/8N_G3(W+VDP>[;KDX$7>$^46^#LBMSV0P8[+?D%WG9RB M2T&K"':*^L5[%X)^!X!M)L,#@2RW.;F93(JMNHA^1@%+!>B[=O2$RJG X2-> `M_J!;#6Y"BU|:>#4(?#KG3X].3^%C! SQ_/!RO H+-7_$_MN;63\4!>9E:KA M;]RH\^\-<'L$P.$ WRO_.J/%2-/:'S^\/4-V9Z\;6H3)54^K15R(\COH96%[ M>\KS&D5ZS?ZM?.JG\ .LB(LDBW-@T<2@HBLOA*D;VWRT=GP>3/WPIJD5$+tV$ M %02D+N[9(]I?GU? %M2)=AC%)03&C8==%VOZ?4RKF_F6?07-5+XH'+(B>`MNV!YPQ$+#49[9S=Y<'\]JD/-O?44%L0U)/B)I3.NK"'/""DC/L_.58 M1P:LNX%Q.`23HLGDZ!;MB9QJ2_)URLLT^1QX<4*? Q14\5+4<)7JI,&/!5&\X M>40N@%=P&DN 0UHN0@\?#$(H8&B363SPS6GMO&VWZ>!VPV>(1VU6X=+BA6$JMYR7SN&OO)`M!S|HZ<=(1#['9R'QFO%H%Y=L,^[)/2I/MTO<@ +TTHM=&0"N1JXL(]O0T M,('DXR?"EVBW]\+GORL36\&1;>M\'[;HJ.X-: V3CVJR)HH,9/^**BX9.-% M&@^<_!DD87C^>H6T@P@N/#3Y*OZ#ILRI69S2F]TC=NSV$L*((2U0YU_,,,SW MIP.+WPR@R+9>3U!@9Y6*QK!,Q_S8OI.)PY"K\SC.V8V*X9SH*[!ENUEOQ=AHI,7 M:HUT&AB1DK8@8O4AVF\\(W=]M/[, ,(-[^/1O%G_KIPI,S.QC\H:L M^.H+E!7W5<@"Q&=52Q_7>DS9/DP5]E/VG[K)DDF1"I>Q]}8^@?8.%1/S6Y7* M<=.6'FOX"?*!3;2KY1,R'V6!U1OL;QAIX"MA+W3YD-5PGK&_D!!/#U2>9MQW M8/ 5!VL"E3^J,1/Q/#=TX(-@:,;%F204;?KQ-&.7FIRF6]X6NA^B'__R(?K3 M#W]&^) ^B'S[^&'WXXX^J=/U5G6T1\P1J*%/%G/E> ^B<@!S5,2-Y@<.F"S[<@+ M[*#7"IL2Z N6F0W8 2QX(L =FI4XUHTJ2/G?'4G^1< C_&ZT5/_D0OS%'CO A MP#L5:GD5)H5:U_2*.K5?8QY"98518D2N@S g GT##F7A#E3X,9"0GF*K4:K(K04T!GUY*$<[PE1.,4"H)5:X)7[W<2]0^!(594WO4V9 7$;_V>.H" M$A»;WJ95AZ7"FX.VD*W\;\INLU5<;6! ;K/I[;.HY!(N..P%1RI9D2T+_NHCU1S MU0S!?QL+D'PWAJ %FUB/!QM91>]I46/B <(E$$[IFM#$'A;>U=,YKXF=LM,Y MVP-=O#E<$;&6)$,X[V!5[R,5^K*.O&EX,[;/>0)G0]XS3&8%L0W/ SSYB$M M^WV8M*O (Y%&:PPCQ<%FC ULF$ZO^3??3[*QC? AMO(\SQ+@KF18B34<8O^;* M5#_^L*VW_9!^O!.5R? MB%*!]BG1YH E_EKA&I#!"\-U QOBAC8Q\U%3Y6WD%'25PG3O4JA89#\PK,)Q MHY;YE.ZS)/,_;\F8? *;:ZXL%1KW8"0,7/1P8YM2K8.C@X;"MR!/KDEEH5H8 M/&'/]X0]5KS6(WQHH*=L4P.&#_1MIDB,[;3?@+PC)9!PB<'VG-[0F-]9)R3O M3=/Q!HL09]68WG0MAA,"5/*&/8YGE M+=1H2V_P\WV1CQ#RDV6Z]>Y1F*&H*=G|I"!C1>1^+E*V@FR>Q<9\ M.SZ_S$X]L-\Q]ST5@6; ^22:%9@_P+YTGN1AKBXA>'3&7)I,1Q)LB+X;#4^$1CF[V M3T^8T; (&@@MN:&]Z+K4,HE8I[K21K+64:T5Z_;X:K&P+UBVZ3#-;G$=5B6? MBQ9@I*N9], !04)9?3:*IK6M<5/%2D^MR6NR/ M;]%9@ZL7:WK9N2L5:GCL(&D>(43R4G)R=" ?F10%$>>Z<4]HK3\IN&^1WP# M,<7"YZ!"=A]XPVNE3I^NS"M8,INK-X+ MVN MN6.O1PIY0.:79QZ!LFB!79O'&_T1<1N?/,95:HU-F,X-GG61(7+9K(Z. M01TQET2,-<&<<1O-S8ET$%Q8\F*":Q-U/9(IK,_'M%8Y(6Z+JI..7+1] M8]N^M?&YE;!O#*MC^RA8-6[(XWV6W%N=.B2KB=QOTRB0G:%.EM(=57LR@'2Z MQH&|\]=R7P914[3.(V9MX9/I'2;@1"D L@O^@E$&,-?B]TUVSKA.KW&_I BS7M89RL M$$B$Q##OOEY@Y*-T&:^"HUDBOU)\((&_U$Z!?=J70$Y,.NS9O77HKRK:869 M/>1% N^+O1K,V>FCR\/?;]10NI:^$OL:C7/DACFI."X%/I4;UF1>SM>:!;D_#,BCL1 M;KRA,/,V115X"742Y^ 9N9B**X27@5EICB+1!2{AP@@##8)<[+VH^0M5;DQ&- MX:[E,B".(% O20T%BS"Z^$[>RQG]^6Z9L\G5%+![#=*"ZBLZN4<_O3AXU^^P M:,.SO^-:.^48COD8DE4BZO>1.2$5(8[ZAO:'8P3WP[09*X7]A;L5POW9=MH.J\B@.(X S22E M$RFK_0],5UY- !CR,2]^USQOWPL_6Z[RK$;V&;FHR*70L1:1'2]*YVO MU@,1>2./QI8,J%\ MOQ@;NJ>Z('=\@P/-MG)R@5J3NH[TI*Y@#E&OL'8,[FIA&]5^RMM$S%^(#B3F M_KCFZU4STXK+PH,G%BTYE'M2XSI]^K.6Y\->]-D9O\)@)+$4OV'I=27!3 MVZPW=3_UPT\QV=1M*IMZP%@%,,-T$4C9U!$I2<(X8AG^]V;)(U3/2IDI@=@)K M39DT*%'0Y;IE*;'FZ\U!/95U>,$R-3YB[@G=Z&|I:OU0$EG)5>$HUTS4:6= M V$2_!I^F({O1*K@^!93>L8JZ5Y8PH)#OFG294B\'R?8MS"GZ-MY%KPWSO M8%W.U.^-5JL%7 M45;\,5+U19ZEX@R_I-?N(Y DVUZ0M@QWD:CE:(} M3U.$%N5I<;V^8P?9=,[N-S"K&T\UQ[KT'P@7?C0M'!=/I/S10,I?@D8X*J,! MM943'N*K>FVOQ!5SL6:/-'^@? ILR):1:>'=%0]EA[UW]%VE:D(*B.LN4:S? M$:XV;=[/V.74;+2]WFF>1'F,:%P8/8?X!A?1=2T M@/9WK2P<4TDZ;C1;.P6VCPJ'H(%L.VI2@L\"B8CU%N6)8]20?X.Y$#B=M'Z M.TUE?U\5A;?- ;XVH1Z'9XUQASW+-|,U.DWS5.LC^OHF=;&K.JI#=(-M)JE2'3S4-^OK.0T*|+..0 ;O.OJOM=:>"18%(KK\6WBI- 4$Y* HTE.XWK8;8 M/LH^E^7Y.C=?GW_ID%ZC D>Q5[6J)KKH.04H"C0DMEF%3[MPD-;-W88FWZ[3 MVC^TN8$LSM8?2^2W!@B*716[_O+8+TV2CQ(8!2I"OS2I/9DG[1.7E\4&WIX]-MO77\P5#M&.HK* (CW)$E5^^[\+;HB;.HO"3?=_&B0O'&5FZC@+>[<.^8-M' M&GYY&%,?-D'T5!VO? R8MEB&4%-8Q%/P(%4D(;F.096'S5&7041KYV(%[M2R4M*O4N(H7.)+!_K6R@(V:,$[F? 8T;ZLGLBZD75&M|6%K7WPG4J;@L:/ M*#)H7N?B&LM_17&4;L(XM:26G$GG4JG&8 "I6]TL-YMKH)%@0BC+]I!$H!U-MJZAA"L_46[B*BE|8UZW3V<'O^@J1:PQ(0J2E,5)M"$>$C 4RW\F29D=(E4/ M1 42U;T.>(&=*&@C$KM)((2:=*ZD-UG0:"1RG5HA15%"VT?F4+ZG:\XT2MM M(42-;[$A9MTTC!\2Q0$O.RQ#$B*8]'2ML53 !G=8T*K7ZXBL*>,6=[AJVOO5 M 7ITT00&#S0EBAW^Q8E8@'\)96!1H F%8O&0'4!]-^"\)7OBA$:W%H,RF"8 M_2/[!QY"@#*Z]H)/ H-@:76;,22Q0^0&!FY5TKQO6]ZO;#K.?Y@A@:G\Y1U7: M6,GC3?6 *'HY%X@Y7>)AFC"V!\KO^ZV"LFC^.7^(K6Y7K,DZRH]ICR3[.\;% M\.I%(:H?%BF@_;YZ]3VPEJ$%62%7ZQSI%8RIS976?D)O++[1-RIR?.AD[4+!-MT9B%)^OUIMN6(2C0HF_4DA"7- 42%6LX@_BD\X0]WN>EP%.@^A90#@5F4&T-_M)KZ;%;'6VY-,OJ% $.S<9.M$OVE.;?748% MGJN9'N__GHU%(XG@!A0.V(-D%BJQ!62V"D=D3*!Z @H-B3 MH5Z07W$LE/#VGX0W; !OSB44A;_Z*@_K.@?L*]08&W6@<7WL*>_(.)|%\W8*M_44,^.L#5'QI@$]6J_M5MD4FXU @'[6,5NIVV!XT4)@>5^;&|HL)!A@UESU";*

*M3HC;DBMH33@4"-0DP6F=+QREPH)W^3PD9>,8]T(T' MHT!5$1%Y<]"E;[8.0H%:R<_-+*D3S5=`O-).!LW"E+L]#Y^GL\]7,[3Z9A0& M]*

*(]+WH/F.4S^1I*9&^2X2KB67NDQB7W4%8>UN*;-]4[6 2@.MT$1M%]UC?>8 MK%+_R5O)^]H=,1*@E2UOB[59,U&HD 2S.EQ;I @FIH.4D#[=_%QNW.64-(3 M"E- __6L;P|&#H|B15[+-+W%?SU1,$C>;)P;)=40*C0.7(/.^;@WP"E1 QXN=0 GY.ARNAR_B)T1O_;9E> !B @O1)H7"!QC%K=W:.#3N85T9I./V>8DL%+5S M-P _$33P$Y5!0"U|#WW\ ((PAGZBBR=ID,!2F4P8=W7KP+8\)O5ONG&(4",2AJ M+56MZ+_;OUN%%#%I?IBB*FCW%5#L2WEEY#4L:F65WZFT'+/@PJRGAD$7DH$_ M8?^T- ,]^*LS("C@4^]ZWZ(M1EK8V$1('C4[4MKVG.Y6D95DI@ZV4E>$E> MMCX'K@.\W([$4-P&BV)/3",E?O62C1?, !Y^26:X&&9&%$31W*BB5YY8|X2+ M!)H D\Y3H2!#UFPNCU@'*

*2I.94!"|+I0O MD?$-M=U^!H<"@5Q)G@<@0L94MLZ/*_O#XY;N0P2NBUO*_-9RSU_7.5 @SFT) M1;6_%D%.!FI?:LLL)% %P2.]DEDR("2Z;%8OAU%V'KU$X=X+EOK:.C58%$=I M'JV=(O%@(C9T/?1RESK@"@6"9GH[Z+P@I33/M&-Z>&_ I$&*X#42W_^@'#>,7'ITHP.S M[[$(\K20H]^89VI;M7<>Y3/V7\|JG*%]+> L"1/2^\TT#Z*L!AS@(DY2^!* MLYVS5-6&5 #:1X'J4)1W9GH]MDQ9;@5'9"MJ$%>M@K0,L7|+LN3K^2I_9/7UF/3@M&1VT_L6"DOT"S5!,6@4]=E M5GA)MV0,L\E0'-@^COVA @3LGX6,I__4Y0&0 J/8R^YEIA:,B,BM9/VFPD&& ML@Q.D1]I3UG0#;|_2 7.\N)$\XCIAUP'HNH0XR5%>BRKU-LXN9UG0+&/0HL> MMANL;@\|$Y_/@P=3QOSN0#I@<{B@Z[3%,O\QG_O2\|_1@^E!A/2|K_TR2K!=>_M8\-UP"CV-B_6.%^Q?@39*Z]LP;D:M[\SS.8%N93TL2N4557E334LBGT1F7MA MDN(),M^-T<&C0&@1,9?.(:L8P/B@,E5&"6S_D,T@S_MP$P:J'*XZ@'53\FVX M)Y',?- _X$<5!>4I_80^IX*"9^WUK+R(%+ I$))&9/"A5$^S.=2P*1.-=2P*1.-="]> MQ+D(Z[9I0PK*2 *%)X(%:E)$7[$>DW;=\S\'-[_2$@C8AH'X4"N>))*PM5 M'+372CL !4KJ $>02S+QD? [M#8]>$5&^S$4T?2#3(Q /EDNHQ0B0K*,J*P|RR*4 MYNPVI9=.PU&<'+W%*Q.,>8$:BI.?NJQ*$4,S]U/-5O2_8JM(7J,5;&02S>ZD M'[9_HFJOW'OPN7I;.*- HR;_L.06*DR5[|Y7Q;$I@%*@4M,\]W49/01W8_F$4 MJ798'G">Z,-R#,=C0+9-*B M1N@ROSO1;T3@&IO;=L8^_>;NZENL^J8X+?IX-UJ&X9BWWJ4@FQ);NX_'PJ" M@)(\7U4+_,_H-D(R:ADR1"7#5"Y1=AE/1^'5%RUB&,H2O+'4"<]+,1/1Z!-MZBW=[7P65_X4,3E@8KF]_P?M!*MR3@4"/+8G,QXHS4VRP!1H"'6=N=YV-SY M^DH@I975]7|($\|U<_^_PH/5;1*KJ"]Y1U1Z@T1GI-H.XUWG0(X@FQW8>1$!\Y^VR\NO-0H&0N:.IT].ZSX$ ^_M#%P2>^O D;,:T(^A6'I))+O6"&)%@;ITI![@ RA(9I!8U&*D40U#@5ZEQ 27 M!-7'6@F_17L4/%F![NTI;NJ&AH%,C?-WHC-'NJ.F&HZ_)>3V\L)/JO8>A^ M>KXOH\|)%X"'"Y$51&[J39G9PO>%< X\"H1G=(J?S4W# !ERX+\,2HKT7;&/NZ M4BW;G"FWJ@)4&E@4.R28*D&=3Q/Z-(2KY!.R5>6BOGX$"J1J1#?J2(M_";G M9IH<<:\HA8BL9FREQX[0 4*&F. MC;KS=UX*48;R41,B.*"PGOE*UB&;HB,F4*AJF'2=P'IF:.?P8/8?X!A?1=2T M@/9WK2P<4TDZ;C1;.P6VCPJ'H(%L.VI2@L\"B8CU%N6)8]20?X.Y$#B=M'Z M.TUE?U\5A;?- ;XVH1Z'9XUQASW+-|,U.DWS5.LC^OHF=;&K.JI#=(-M)JE2'3S4-^OK.0T*|+..0 ;O.OJOM=:>"18%(KK\6WBI- 4$Y* HTE.XWK8;8 M/LH^E^7Y.C=?GW_ID%ZC D>Q5[6J)KKH.04H"C0DMEF%3[MPD-;-W88FWZ[3 MVC^TN8$LSM8?2^2W!@B*716[_O+8+TV2CQ(8!2I"OS2I/9DG[1.7E\4&WIX]-MO77\P5#M&.HK* (CW)$E5^^[\+;HB;.HO"3=_&B0O'&5FZC@+>[<.^8-M' M&GYY&%,?-D'T5!VO? R8MEB&4%-8Q%/P(%4D(;F.096'S5&7041KYV(%[M2R4M*O4N(H7.)+!_K6R@(V:,$[F? 8T;ZLGLBZD75&M|6%K7WPG4J;@L:/ M*#)H7N?B&LM_17&4;L(XM:26G$GG4JG&8 "I6]TL-YMKH)%@0BC+]I!$H!U-MJZAA"L_46[B*BE|8UZW3V<'O^@J1:PQ(0J2E,5)M"$>$C 4RW\F29D=(E4/ M1 42U;T.>(&=*&@C$KM)((2:=*ZD-UG0:"1RG5HA15%"VT?F4+ZG:\XT2MM M(42-;[$A9MTTC!\2Q0$O.RQ#$B*8]'2ML53 !G=8T*K7ZXBL*>,6=[AJVOO5 M 7ITT00&#S0EBAW^Q8E8@'\)96!1H F%8O&0'4!]-^"\)7OBA$:W%H,RF"8 M_2/[!QY"@#*Z]H)/ H-@:76;,22Q0^0&!FY5TKQO6]ZO;#K.?Y@A@:G\Y1U7: M6,GC3?6 *'HY%X@Y7>)AFC"V!\KO^ZV"LFC^.7^(K6Y7K,DZRH]ICR3[.\;% M\.I%(:H?%BF@_;YZ]3VPEJ$%62%7ZQSI%8RIS976?D)O++[1-RIR?.AD[4+!-MT9B%)^OUIMN6(2C0HF_4DA"7- 42%6LX@_BD\X0]WN>EP%.@^A90#@5F4&T-_M)KZ;%;'6VY-,OJ% $.S<9.M$OVE.;?748% MGJN9'N__GHU%(XG@!A0.V(-D%BJQ!62V"D=D3*!Z @H-B3 MH5Z07W$LE/#VGX0W; !OSB44A;_Z*@_K.@?L*]08&W6@<7WL*>_(.)|%\W8*M_44,^.L#5'QI@$]6J_M5MD4FXU @'[6,5NIVV!XT4)@>5^;&|HL)!A@UESU";*

*M3HC;DBMH33@4"-0DP6F=+QREPH)W^3PD9>,8]T(T' MHT!5$1%Y<]"E;[8.0H%:R<_-+*D3S5=`O-).!LW"E+L]#Y^GL\]7,[3Z9A0& M]*

*(]+WH/F.4S^1I*9&^2XKB67NDQB7W4%8>UN*;-]4[6 2@.MT$1M%]UC?>8 MK%+_R5O)^]H=,1*@E2UOB[59,U&HD 2S.EQ;I @FIH.4D#[=_%QNW.64-(3 M"E- __6L;P|&#H|B15[+-+W%?SU1,$C>;)P;)=40*C0.7(/.^;@WP"E1 QXN=0 GY.ARNAR_B)T1O_;9E> !B @O1)H7"!QC%K=W:.#3N85T9I./V>8DL%+5S M-P _$33P$Y5!0"U|#WW\ ((PAGZBBR=ID,!2F4P8=W7KP+8\)O5ONG&(4",2AJ M+56MZ+_;OUN%%#%I?IBB*FCW%5#L2WEEY#4L:F65WZFT'+/@PJRGAD$7DH$_ M8?^T- ,]^*LS("C@4^]ZWZ(M1EK8V$1('C4[4MKVG.Y6D95DI@ZV4E>$E> MMCX'K@.\W([$4-P&BV)/3",E?O62C1?, !Y^26:X&&9&%$31W*BB5YY8|X2+ M!)H D\Y3H2!#UFPNCU@'*

*56*HPP.!0(OA;H+1^_^|_#^U(LW6V98BQ4A,6BTT4INN-I&/.C.,I9L69H5LUK^,-SHBL-JQV M-B70,^|_H!|MZ4,1 $O,Y4[X@:1.U7\0(%6*2^\)49#DQO'AM+YM"$F>PB7/ M*E(8KU2P*!!A3P*8&)G!P[66^L@'/FE]0VI_("""^CQ<]ZXMM-<_'4ZW:O/ M/5#8CM*89B;[+_^8B3!S_/DZ\+>/I1F5W#,,81VSFNJRVA>,K7)ZR')YN(^TC MF;6Y%^JK](/T!OZWV\V\FN@OEH%/NB]7DIFW#-W/|)>7Y""U>,V;0H MR*-+3M9*A48#4:#X1GP?S#EY\6'Z9TTU#S4T"F2T97,RC,GVW>LQC7W6)^@A'"%EX< M>1"U;6R:@"A0T&S%MZA[4TDV!@5BN92_"+,CE9\DPM-XF-DG.VPZ;Z_>/N, M25E5L&S(E)#VD9BGE*[ID\)W6^G'8%.(B^6A&R/$:L=R WOTJLE7RCQ\">_ S5W(- =I*9ZJ"0VSJ,1;&/7 \L MNEVW^0LTX"C0R>Y.[<8H\W^4T"B0F?E^^ D&"WIR>'PUZ.LDUNI*K8-PH,8D M0+7=#,4B>Q?HDW5_ AX'S!SJ24C?X/&^AH.8.<^8KU36*%T9G [#4: KRYZ$ M8*7W(/R{J90%>BEKAAB#9!1 [8L;#(O/PYEHPHCQOM)$I\H*Y6,]S7[K[&B MZ7LC#:H5&,6YI%8D5%=A,(*A6#YD,GD1OX>U\K,0"<-CTXD[7TF%!J/|!{@\|= M* I5%BH8>;8&9+.A2Z';>--R9CK2/Y'N04G(_T-)%0E>|\%6/V\!%[LD"%?,.1G2OHR2>C)T34#.AUJ'\UZ*^'7*/S(`IWYZBU= M+ND&L>]*M#$=9_*IRD$W+L_0=0#K : <\BGWFNA&8Z&&?HD7X M60DYT8"AV#=*\2;L!(E1"JMN;#[9_2U(M*0'R5E3!L*MUO,53WHIX_"I MA+4A(&,&:?+-VP/38::N14C_/6_1]1P&C609YF#FMN2; X7[.?1=61C+Z=> MXXRIXD:TI6K:!EE%+>]"><L3UUF^]_T#;Q(#T?2.& RRC]HSR+NKJ,]\U7Y' M<0>R&WZ8?P:L MT;O9[M\&BP(1 MYMA(EPE+Q >G$7=VD&A/M *\R3@4"%;ZJNK8MA00!0IT66 _(7>$_Q?:FO/W M4J'[=AJ(L5\7;=43EB3V$#DUH] @52OO,E*N7JI> "TK"B(P^NPD"A/!:X% MI&A#SMT"B0*<587JNN+"S M"B61UF&*A1!.^UQH,=,B8(L MD*# `D*Z[L> JOYK4)5U#C-GGCHTZY9D) 6W+YY+=+"R@()4O.DP#,5N M-;OK@2T ;2^G;S00!8K52.-:O4#8(9"E(9G,U+(L.TZ!PK$#6Q4(^U?n MQ#IW2H8.WSS_%\)7W@"H,/G2N6!)OKRVE;38,Q7Y) MHM3+>,E"%_PU"I8;OA;D'H@:% OUH/)*PZM8Z ;A71FP5W(6GLMD]3Q#*7T@U"@MG!^\%B=6R>* M#BM>'!7.%G=0Y>*2#$'#H?89%;_9D!;Q+CRR[+_((0]_4?F\3 ?:1Y$^"]$/ MCFV^(P ,DH6X\,<#HLN8O1W6[_CYCY*]/LD* YQWF2TE.2UX1526!2(R!,- M-"8[#;S]0_D4.@'X4#,_Z6Q-Q5A-{)8>W'I<4E[A#GG]^U(.1Q-_LT_U^2ZU<MO<;?H0D.$!B?ZKQ7'8>BN"\%>?>W= ?E!JFR`TK]31$%^N":>F) MK!V?QXKI4L<[SH(^>2;\O9)=*'IC W-P)I.#-3[M*P=)PO/7;EW.%KS]]++S$ M;]S ^N\H=NC|[5NX)U" RK&3CZ3TAZI9>ML8%(@I$N*X)$B/CK)>K]% ^QR4 MJ;FP9/88!\TFSP;N"[T52V_GLSXF!7< ,T4+5SUN.A0[+BL J0ZC4D.C0$9; M)R9WYMZEVNI^7>= @GA6L\0V+"PW!HY"Y4.S[$#U0!0H M\LW4BQ6I>DJ./,]'I'/PMW2[=2+(\?#6@;?REM =!% 1H MVD/EE4';)<9^,Z$@@K*)FK)>G7X$"J1 R7ZX>]Q\#."PN>H\=$"F_6=EW@3 M1?ZI+?]HH)0G"K#L+T;LJ(<<>'\D-:PZ3R), _X^ P7FS"-G0 V=(%)-^\P M#PCH=(>E'>PXP12M78H-!ME'3T7)9:UEEO<=<4<._^507LF>A M\I49F_&M[\0QO?!0FB3S(1KQDKIHV?$/$ZY'A2\XRW]B,D_4E#*]IFW3).* MJ0)&@8IJM,;W02?Y+6GZWUZCY\-!3&X+91WU#'(C]. HT!'UK!4++*0F1EV5 M\2YE4;5^+5'[? P$%T4R/,&M]MB !V,7C07H[RF=$090%V>["R(D.W,)\8]'^\TIT_4!=TUB)9I?Q*\"NNF/KQS,+%], "7]E3'H38 MEY#',G_]Z3N%V,3S"-*9Y,[?8;^ @FAY"968A?9 V6GZAM$MSV.NRO(#,3SQ ML?PGM9@PY/PHJH\NQ'1+/\5Q6Z"4.;Y"N5-/#./L215V5PE, I4GDD"TO%+ M%.ZIR.W>'-YCZ#W 5J1

<5$^XTA<67AJXB<.$_8#_9.SZL65^D7S<$AQ*A." MI>>3"N=:A,,(N*-\RF+1.*I-+3WV&-$_^R2+2I#MPRC)'BD%(8R&8F-<#U[@ MT T[GG'I)AK8&T$_O23$9?
U!.^6CZ)RJ0\Z,2+=Y#SX\WR=NJ:"H94N3L2#4EQG!3U1XY*9S=4H W MJ5@E3PH!QYZ6S.I!0Y6#%H^2UA=A.U%R@U'#KS>AS1P!5L$XV/92EZ<* E(
M)#V4)L.F4D_{A);#HRV&8SZLBPWY{B006GR@,@S$$T-'52K)+)$BTI?_R% 9K M^&,;OSMRRH$Q%&6Q^>HN\Q?
7>LYI{UFE)2O+)DX=O^#/K)TT:^4Z,JNU*RO2<;.B+OEQ&*7P+'%SL MG|_% RP\&F*5/3.=YMAZ!XIW&A=+\)S'(™%1X/C^X8{LB1_N]#0;KI)/1:G\ M+L.M';OD$[N
M4>G@@3EEKDOI]"Q..Y"B:XLIF#Q[DEAQ$I:4F.07N"DBG>BCUME&8:FG(CQ5 M/9(#%'Q(Z&+A9.\ Q-34KY[HIF7RR++<1DU?=[8-]+.^W]!^;5B;C82,J9/0J
MJ4V2]_%NUZ9^M4]PGCQ^#):-B0/7N4?@9@Q$S...G R;[43B%#W:JVI1P<+B MH/H5U:[OPO0C6:5^OBTJEJH;8A.1@KET:?';/N[*B'+(O_]E<,MK@RH68*%_8H/L\/>H9
M.';&CKG@%8H5OD1DZZ7;6&WG/G(R;(^MN9&XPP2(#G(NP[^2/0F43>W: MQR%+KGAJ*;I1.=AG$LE.W2/>1;*:A9(/2DC$I<4ZA)!7.GZ,HI\LG#5 MD|<>?
#T&N3"EW/5/T6FO2W399\PD=/S4F<)G<++(,@KPKS1D[14U/Y)4PSQfI MOA&ZN.QIW5EE@K'LY;CTFSIFG'NUT])6)@D#F+_0/^B:?L!0 =4BM>=1&I[V MR9I$]8&A-
3OI0/V@E,3[>'=5\7[^(JQ.A$6/1I&@QGG#9P$KOWD M0,(H*#EHNW>_Y0N/THPT7.L.:U|9OT8!$9W5(=YR;KD[X]"5FR"[JG>,7U-_M@3%(?3[A=%U5X_;1!/@""=X0/[^EX*6?
[GX)N='!#QT*-DP!CG1'IZ*0_8MH#+H)N U-M8PTCD78IU#+*Z<;F50W-+1HE83(]_N>51PS -([KLUND(/V"C7_;-F"S_N {W M?R)+EW_VD(B>?&DI5O63*)_^?O.]Q\#E^ZJFS[^
MO/.9$FW5[>$[MIQ-FM#_7WG$=|5[.!20=[]9&S5+rHD"S\M$_U*_^_O(|_X M89R6-3'F>Q+M/^OP.WI=NM$A_GJ55L'WLL;@A_,Y|+H17H)?6\U"@[OI8
M\VCM!)EX5+,YYC4$7H2ESU?9J^[XA0{1U[!MF+FM56@[;OGE08*#HSLO"WH& M;B&@OXU!Q3[+P"$$#'HPQ5?_]-MZNFH0I^.6)2$RV9294Y20!! 8[V! M>TNBQ/&"7)-C:0SE9K?
=^-$^AX-#=#\)R\IIE0^_%97,8JEB&GQ!?!1ED+%0- MS#4D_GI>_$9(XFX5!9J0]LJ&*ZC?Q@K:Q^&XTYIMJ1C_V\EPB;>P9L%X<+SH M%\=/R7?BP-_/\-
DO4"BQ:KN/VB'6+J9L56V74C\&QX4TV2#Q9K;080*WHY$ ME(,EWI%XY1.Z1G>2BD*5 3ZF;CKBO-%_6 OTE;#&2VV:NN]A[N2K?]24.#G"M -(>CF@=Q#)GP^;24\LQ$3=+?
(\>$P6^1{GH>^.W_;PZT;8[,.CR5 3=B7?M+^&?RKW--K%5>A_V(SCXB,$!J.7[#$KH"7",/)E/S.-{)LF9\0E51F(;MV@=_M9[-[H7QIYG)$IRF0W'?3C;RE1'@@U03NM*2DQ9D]_#
{,6NZR=HBU:RQ9E?D% M-AR.X^J:,%E+W96IWM=O8>A^>K[/I!S><<>>1?B!8>R##$9'6ISNGZ"@C5$3&V M!G2;P]H%-UIFVT7O. F."]}KDT4.T)5T^{_}X&,\KZL.*^Y@X9,"6S3>?720
MIU?0.*ZF?B.JUC0%UA.X8+=AL*>Z G":EQP/E@7(M=<0K9@.%!"G=?=7)#M M+HR+\%K3WLC!2 M!CGG=(%+;%=L@*+K 0B*X?(V@=1)YY7.XVF?
NX2>W)YJ;KOA'7W2K#'SDK M#F8QS$&IZ 3'4OL264Q)E$K\0N)&"G.B[G<.U'@!>MB]2UL0PENC2'45]1V MU=7P."YVX94FDBH<;_$BU=
[VX7RI^=UYX]%&ZO>NA$64U(;BV[/*]$,P7'_M##:G5B="0X1+O(4EHD]0&.;/AY?<\MUJP%9NV%\'?/5$XECTD'+;1\WL*6. M?Z@LL1*X/#\Z.R+M*^\["PZ>(3]4(ILPV,DQ>
7"}=]6O4^2:?KA6O10;'= M>DD>X%P4TCR_FB(:1(REH6YS6./>1LML8^4=)\%QQWMM. M]\N='QX(N2$!67D)1#6>U\V_H\L.B"NLOXBI?@GI42")O_.010CSW+[!IK?)
M+PH#&\2K-C>\U8[9.0HBN5\#CN;MN&5.M&*W&?P.7K73'P/"L'-O%HN:N: 0.,*AZA M(I3C5]O&L8\>M.8)HW$##KY5YK]IV/GVKVA>h!AYX50\AE-"8!S)2R!:FA1]X M.3=.
[,7SE5BKCY7N\ZCNL//I E,IZV= UB-GQ)1B4@I666>#^2[']6D14%[*W M#:#T1!E^?GO/.5F#0/E*=E &/C^29NB;C;6&VCL0 SY.O*V3E(['#8<.T-",
M=KMSEJP\MYSO_[5A,7]1XRTOL4&HAQ7[%M4Q4@<^0D>X(\@AD'_PL[-U8C5C MZSC#R=;_FL:QYI"OO_\6.?3ZJ<%_;<=(.#S2;POL4[?4.%*XJK:[!6[SHNNV.# M3(DO6=]LTUE,?
2E MFICXX%'MD+"5:LIQ^SB;*)$H<'PJ%+Z%[^33B>1R0SL\QJ1.LT/880)4>]UV MHS0#!I,=&*58JGKL&6K7;4/L%V44"F1VT0_-QP_=@*.2IO6K RU\BE)?+8OO M,<'@*7[%
\;LRRU7UW24O8,41L1;![R*%%V18 BA;(;]U7Z)]9UH8)(^@T M@<4-B8D3+4'^OZ,T!D.F(V+JZ@61O4*/+LNAABMD+BN0T,19DOLO<.(_"D1O (L%T3*+/C/93\TP5+Y5X%9CH2*R
MH61FU7UA>5VD;^/A U:B:4*@P24R&C?P6N^W)((RR=^B\#/9 ,69MDSOY4S#Y&U6>W7"7Y.8CO:[= M9QX<@4;M\21% H%9?,?10H[.@VJ:2)/395>(O,FI^V1TZG8,
[,DI[^]7RJG"B7{2_>5*(]/PIIO>_W&E5Z_PIIQ^_WFE M7_@KIR"?[U24!\S5LC$5_W\(ZNH-95A3@BN*Z@XE6U,_OC*PAVU1W, @8+ M@EW5@8$B#PN*7M6$'F&-!?
6N&L21<9(%):^Z19=8S0L5Y7"),ZS(-=5?^@5 M4EK8CJ];A5'T:D&OJUYA&$U:4.RJ0_2)U"W(=]4H>L4*%_2[*ACF@8A_0;2KPM$EVZ @VU7/.'Y_H2#D5?QZ%T'=P'= MB*]5<$^/Q-
MR0I$4)_;5DIV+SB8@rL$#T!#"";P[,.]D9K+GK_";I3@;>K ME"%G\I6&$FMTEV^2.2L=S#1]_FTV6VVY F'H,]X4DW9ZE]
M"LN_(O]Y6'UR>"/+E&Y5N^K980*++]\'(JQGJW@^;-5#&+TYO]&HT64*B^6: MBLVXS5+#B NZ$N>%]>-_=Q+ X7#G)&:('S4ETAV?02$.Z U+_\X3O\!2/L Y
M,)H8*5'>@XAPUL[@3K2CT1P&>0\K8L[^R^G8PGN&W(,M-X/TC)3'%E##PF9*OJO3?Z9ZW]2N>KKC@R MI(R8S[#?L-]DQ+S-O78(ICV?
KU8WC@^\FU#"'"!0)PNENO]7]*;QWWQ&2;&<_ M/-4E5T&C6[\,2+D+MPZGJH58/NXP;LT!T-OT22 L^3O9?I"HMC %T%@-"WXE MWGJ3$'>V)Y&S%L_H8D/T2;!:?C;65P:FPQ-QHH
RS\=@%49;]N2\'6)X9EZ2 MPU/BJK?(<*1]#CSL,VSTB)WFVP.?A5]W6_5NES_:WU #,>_]"#]B$C'|_C'8 M10GXTH(E'961U'#_AOS4X/VT-F&4? O5>U:#&)J#>MN=3XCZ\U4 '-KAJ50"
M>;S<(%+S)&S0)N)S"XTU4NH8)/014;`-/$"ZKS-,0A2^=<,9"M-"3HB'-3N*" MMFA+;,:>I1M1+/\U>G?'9&4V\FX9L[EG6.O]-C; .FN]*=!YOJL),XP#8DW!.I
MVI/P6G<__H+>/@:%,/$&]X=1A+//#))H?=3_+=;/&=4 M-9HWOQ&2;&<_M/-4E5T&C6[\,2+D+MPZGJH58/NXP;LT!T-OT22 L^3O9?I"HMC %T%@-"WXE MWGJ3$'>V)Y&S%L_H8D/T2;!:?C;65P:FPQ-QHH
RS\=@%49;]N2\'6)X9EZ2 MPU/BJK?(<*1]#CSL,VSTB)WFVP.?A5]W6_5NES_:WU #,>_]"#]B$C'|_C'8 M10GXTH(E'961U'#_AOS4X/VT-F&4? O5>U:#&)J#>MN=3XCZ\U4 '-KAJ50"
M>;S<(%+S)&S0)N)S"XTU4NH8)/014;`-/$"ZKS-,0A2^=<,9"M-"3HB'-3N*" MMFA+;,:>I1M1+/\U>G?'9&4V\FX9L[EG6.O]-C; .FN]*=!YOJL),XP#8DW!.I
MVI/P6G<__H+>/@:%,/$&]X=1A+//#))H?=3_+=;/&=4 M-9HWOQ&2;&<_M/-4E5T&C6[\,2+D+MPZGJH58/NXP;LT!T-OT22 L^3O9?I"HMC %T%@-"WXE MWGJ3$'>V)Y&S%L_H8D/T2;!:?C;65P:FPQ-QHH
RS\=@%49;]N2\'6)X9EZ2 MPU/BJK?(<*1]#CSL,VSTB)WFVP.?A5]W6_5NES_:WU #,>_]"#]B$C'|_C'8 M10GXTH(E'961U'#_AOS4X/VT-F&4? O5>U:#&)J#>MN=3XCZ\U4 '-KAJ50"
M>;S<(%+S)&S0)N)S"XTU4NH8)/014;`-/$"ZKS-,0A2^=<,9"M-"3HB'-3N*" MMFA+;,:>I1M1+/\U>G?'9&4V\FX9L[EG6.O]-C; .FN]*=!YOJL),XP#8DW!.I
MVI/P6G<__H+>/@:%,/$&]X=1A+//#))H?=3_+=:/&=4 M-9HWOQ&2;&<_M/-4E5T&C6[\,2+D+MPZGJH58/NXP;LT!T-OT22 L^3O9?I"HMC %T%@-"WXE MWGJ3$'>V)Y&S%L_H8D/T2;!:?C;65P:FPQ-QHH
RS\=@%49;]N2\'6)X9EZ2 MPU/BJK?(<*1]#CSL,VSTB)WFVP.?A5]W6_5NES_:WU #,>_]"#]B$C'|_C'8 M10GXTH(E'961U'#_AOS4X/VT-F&4? O5>U:#&)J#>MN=3XCZ\U4 '-KAJ50"
M>;S<(%+S)&S0)N)S"XTU4NH8)/014;`-/$"ZKS-,0A2^=<,9"M-"3HB'-3N*" MMFA+;,:>I1M1+/\U>G?'9&4V\FX9L[EG6.O]-C; .FN]*=!YOJL),XP#8DW!.I
MVI/P6G<__H+>/@:%,/$&]X=1A+//#))H?=3_+=;/&=4 M-9HWOQ&2;&<_M/-4E5T&C6[\,2+D+MPZGJH58/NXP;LT!T-OT22 L^3O9?I"HMC %T%@-"WXE MWGJ3$'>V)Y&S%L_H8D/T2;!:?C;65P:FPQ-QHH
RS\=@%49;]N2\'6)X9EZ2 MPU/BJK?(<*1]#CSL,VSTB)WFVP.?A5]W6_5NES_:WU #,>_]"#]B$C'|_C'8 M10GXTH(E'961U'#_AOS4X/VT-F&4? O5>U:#&)J#>MN=3XCZ\U4 '-KAJ50"
M>;S<(%+S)&S0)N)S"XTU4NH8)/014;`-/$"ZKS-,0A2^=<,9"M-"3HB'-3N*" MMFA+;,:>I1M1+/\U>G?'9&4V\FX9L[EG6.O]-C; .FN]*=!YOJL),XP#8DW!.I
MVI/P6G<__H+>/@:%,/$&]X=1A+//#))H?=3_+=:

*W4/B3D0"1*ZU5G/_^)NCZ5_\0P)/'W7_7Z4I?D Q!D]Y Q8(A$ MY,5QC[":+^PP7UP2P:(Y9IMM=2?1_-$?'@Y'+TS1'&_V7KHC5L_3'D;,@B]3 MV6Q[A.@MN0:5OAD$FRUAI?S]:;D"U@57$SB'&^\8YEX49N5G;Y(:.W7"M-)G M_*[G\@<(&@UJXYY,9C@9G4Q<3/LXD"@J=W<:!6IA46,1,38BDLE ZX.3#Q:! MVA0MK@#GO@@L+33?&(>AL#3(=R#;)& 1.(YVG,"7ZA81ZV2CEC?@+2';I=]R?5J,_*4,_IR3V MJR3O32%!f!(&S5:KLLR,IZ_PT)?QU$] MC,N\!LI.RXKE(_:V7 92H*0S*XGJ6!B(TR[SR(67(PG]65&T$M8L^>0(5M2NQB@<,&;$<6) MGI3;L:E7=X,>Y,+\N-_6(+_'3^U$!D*WKV'DPRMB^^H6\E,Q\I.3R@/^._MBPPJVU4XV2=I_B4A[T.OA0V;02*L%1I">E6ICR3T04 K)=5I(?GKDW1G0G% S-M\@3Z3"T&J?R/O>DJ.L6Q/&U4B)^$Z>-P\R%E0 M;3$##BJ[@!":3=8IZ8"[P/%%?@:FLF],;),443K%JTO!CR2!S?89[@0C)NKBJ MW*)-*[TA?LCZPH8*F P_9 R$!N*0"I_P 41&*H_ZP.8\]I$A1^ODE?0?H!R1/! MO0W;3,=$40A)/8>,Z-E&;BOY7)0/GU>6%*&X.6%;V6 W(%PR2>8$ZNC:%9]6 M6AD(H#*+9[#[F;8D9N$,=C_MA\QZ(^_]U&+8<= 1+.IO#LB"%@A2^ZR@70..9$IT>H+D&BWV@H+6YDXO?8V\UMZ)@Y^R]+PP.*K[WPO07+RJPNX=193:1972X2 M*!83>TY(")WESSSUA=?_!ARLH@TD.2O^:)__O=9YU/.TT.;WOS2-(&%4Z M1<1^OOM:LIX]BD\BKY\O_;]l.C&,BA/U2)Q< <)?WYJ*1%Q:N:IHVE?/EXU_@+*A"T\ M*^888/6C5TN_J"RX$!VBCZ0O/7/LIZC^^BVH_OL0WX*!PPIAH7QI9,/"0V!K M(!H2(L+WZ_XO3-W?\\R'DG(/ PR;\@0"Y*3E=NF'T.X+U77(;*H6/ M'"%F-M49^#9EH; "FVV=.D<:8V[.Z8HKXVA@SX_:83T*$O9)WR6H8^SKOVX MR&&WCZ4,ZHAS2%U$A21YL=>+PTG"(;/X^BZB=)0,5&7X(2^B]10,L,NU_.5H[(?-*,'/3U(M6P9:&B2!*^+#3WB#KMM9< M';W@-(_]%?OP%VE50Y@.7.D?N35)G,<-6(O->+$9S@"M7-+,@ M:=T0A#GC(!L5PF,)8'QOVDTF"%UNJ9<21-%!*E<8YY MF4HTI&A+W9!#EU5'F&N=#?2X,U=(4ONT!JKL)><$&YB>R5>MY%@C\6!Q"\DDI$M<,K8L<"7+B8%FKT /G%)DK[0P"W(-R&R*)8E5"E!N2-E^WK GP?7@2&T8$S M?=0D,.U.);?6I(KTR2WA=& U'!0?"Z.C^A&FYD? -M0.LA6*U:U++#40 DM7+#G+,22]&E;,YR9N['/*3AZ88",('$&&G?.IA#YO#M-G8NM:<\F;WT+A$NE M>,+6X-O:FRG-J'OS /G\>!>>&Y=@O^V]F)$D:]XYK*G"YC@+LQ'(B=3/*- : M=>^;]\G.?#/#AYT M7Y!6S\I]ZV50?.]XI0Y.L6S[\P>6?US&%\EZY MDT\+T+!\65(M3*#^&=,H/I@P5]&HM=Q'H&.XGNO3S^^W)+V)/'B^R,>85>M%@C\6!Q"\DDI$M<,K8L<"7+B8%FKT-/G%)DK[0P"W(-R&R*)8E5"E!N2-E^WK GP?7@2&T8$S M?=0D,.U.);?6LI(KTR2WA=& U'!0?"Z.C^A&FYD? -M0.LA6*U:U++#40 D M7+#G+,22]&E;,YR9N['/*3AZ88",('$&&G?.IA#YO#M-G8NM:<\F;WT+A$NE M>,+6X-O:FRG-J'OS /G\>!>>&Y=@O^V]F)$D:]XYK*G"YC@+LQ'(B=3/*- : M=>^;]\G.?#/#AYT M7Y!6S\I]ZV50?.]XI0Y.L6S[\P>6?US&%\EZY MDT\+T+!\65(M3*#^&=,H/I@P5]&HM=Q'H&.XGNO3S^^W)+V)/'B^R,>85>M%@C\6!Q"\DDI$M<,K8L<"7+B8%FKT /G%)DK[0P"W(-R&R*)8E5"E!N2-E^WK GP?7@2&T8$S M?=0D,.U.);?6LI(KTR2WA=& U'!0?"Z.C^A&FYD? -M0.LA6*U:U++#40 D M7+#G+,22]&E;,YR9N[*/*3AZ88",('$&&G?.IA#YO#M-G8NM:<\F;WT+A$NE M>,+6X-O:FRG-J'OS /G\>!>>&Y=@O^V]F)$D:]XYK*G"YC@+LQ'(B=3/*- : M=>^;]\G.?#/#AYT M7Y!6S\I]ZV50?.]XI0Y.L6S[\P>6?US&%\EZY MDT\+T+!\65(M3*#^&=,H/I@P5]&HM=Q'H&.XGNO3S^^W)+V)/'B^R,>85>M%@C\6!Q"\DDI$M<,K8L<"7+B8%FKT-/

M6L&_>LC+YVS&/E$OOJ|O2,,A$7AI7%KSMTEZ*!^AUU.&'I[G_/284Q@USI[:-MCJ2BAYF+VL_S;_DM3MXSD)81/@_QL<@;"36L(>7<.M/YF?DIY:$05-?$G(>]9K(9N"AH=C!#Y\)T&UB:+FTNNZ.C&A5AORQ-O&_+P.M%);?Y!W@3Z$S0M[#>4L/9 .3T>$XG]R\;C<:.*[\=0_1CG80>8I;@.M0DKKJ90J2UN^$>'L"^#6QY:(-Y 3PE@G2$3$^&IVXY9!AD4/LJ0405@58$'.M_*"P97NJ:VXNAI@9NO.LYQC&6%61IOQF1/9(QAE"K'(1';!&#.U[/K4^AN_.MS5-@**/V3;]MY;O@;\4:!(*Y?3E?L=50(-,1 [W\|-'Z0$[T MW(MW(8HBZR*9H71M%|K2>L(%@$D?4>1^9]M^:]99A;_YPF|TB+T%(FL#9$ M=!39IJR\'$ZH&<68U6MBK3E+A+W$6TPXN#>3M:LC[""<_.H2S"'3#Y &MD6$(2]72VS6BT'+$RS:C(ET&KI;"]EN-HIF)O1O7Z|(,DC2&W',GQS@".6"O& M'B5A0<%RG$;HTOM2B+7:],T'/ XA^('R.S?F^=<0OD/;T$=YK:I4'/#\/"=1 MZ*-G)PC":F6MLW +Q M%/92/V& VD;">OCT_[^(_^;F?R@7I^^>K\EZ4WD0?)!-AV(C&#B,B]3?/(. M=!V[Z"C+6N[D&!D)I#+V U(UC M=G-M0?]/7EU KGUH1NQV;9H/'5I'!VU!+>KA>4.UQ%U^.^= H9)@8F>IU4-V NMHHJD_@BY2T_0>EOI[JP]{/4IN8G"=EGIXGM-I%W!Q'_4=:.^!4?-J0.YR\}0FGDDB-.M#!^]J482>C@6.4B;N@P]7H_Z O+4#6>6;D4-/;(O,+R@2,V-6@#=+#8CNFIQ6Q2K@&XY0O8OLM?XC1^%Q$8?G+;>;=<.22U?%DHLEM.M[9NR?FK5L'IU/2|T3;JJ+K&]OB4T9[@M&- >1&)[<_0>S+>"UL.<94Q1W\B] M&TUBRH}(F)ZJU=1_N2RD_H?OWUY|\VW|H/&&"7)8CMM2WA*8D_.MN'0>'!TT7-BV%@BR&1^4I&/AG:KE[M>K*N"]|0]FP2>#5^.M;.)N73C*I&CM-95%FRO"680_Z*.N)9FOR/IS&OH 4O_RWRD@4EMA>\FY_0S;I MH.3(RII^7NP%WM4![J'O4936/-VDSS0 Z8\T1$2OR>N//@WO99@A#^3^R\O; M2_(\[PHDE[fMP=J-,)[J M8G&^H.0X5<'/JB3-Q3VOHC8XH$>,8H[P VDF^@=O!W[6.9GRV^&1@|\ M)>^,.(RSL1=KOV;UT0;V50"9Z#S.RAK$94E8 L28AOJX{ (1B^U+> "}3*!Y:#.DY+fP^A,$-<:*WM9.<2-2)TA+$ M,.D$YX5,;K!>0\;K^]H|@OTQO2$EQH1TH%,)8<'(X:A=QVI4XQHHM?IN7K MY|#_7\H6,;PIC8:"2D/HWI8(.(.?H"5+QY&)B6NWGA)P>82>[\#/=/25;-= M.,]+)KI66K[TD3$ZW6>2RW/3;*#XTC$P_#@[$;X4;T-+D*"F^Y8"A?5DD]^W MM TQGG3Z/5S70ZF>V='4\#!<%H"">V62,,;$DNO"=5P$O$W;('&Y/5]"#NWD MJ((^A4/$Y2W;,T4AT=+$")-+,AL.0PL!|@ 7?H#LTE>Y$:#0=2O|$SR+ ^TP M\1@1R'X(,/Q3]0M_QUX5>7#803A&9+>4G;2%KD|NPZ6\RC@M5%3(?0=E&V M=*VSV5$Y:;MAY$O"T=?2,*X6UN>DG&<_87BOVTY'G1]+(_SM\D &/8J4904 M}],H\TU"?OB6KG6N-XDC*L!Z/.F?(UK\@>4Y7<7>(H[0!Y/Q,(P4LYU43 93 M)D5&T2B6KG4V*8$<&V-RMF!#KAQ#?VHR@C+N&7\0DZ5(J+Z%W+%5)E?!-.@N MXIRO3(9.VB7DC7NS%(Q9IB$N%D\%7O_MUKT3,C:,C*>TRT@.IK1T^7,QHX0X M3A6H_=7-2R@4\VRKKH?@S$1O*KP_n;YY3B56 RBB;02&J@M0KP_NIF$20[M'YL,IFZZR ZD5X'>/^Q'CQ:|K\3FX9 6+*<86OM%*34C MYY-4W\%,=V6T,T.TV$U2_LY' ZJ4-7.A5ACK-M)7 9>I@.XP,=.H4_K8=HR MJ'E&Z7W<68JJ0B+/W@E]K/1>R+++R_8'T!_ZYU!+2*N!Pl),]US0)"C]G932F MM|5'44 4507AOWKI[Z!%H>DY45G=M"WH"XCA2Q,A97QP@$]DEE=O.<^]^/I* M/C]OP-_'293L3O"[7*>(T+L)R_T=!2(C,BN5N6]PP\#,^EKO0""//"R3E9 M[M$@=E]8S-D2-3KU;RT?:CA(SZM:MW;G/HR]V ^JZ+4X(CW M-^HS\ 9:BS.;59R9E&>^3*!W1=;-=!OHJP93L M$]V6SK?^2W7C',(<,7O5^ M#[/#]2O#"{TA70-2M^:]:59=*T6\OE>"Z? +C%50WI#VXD;M266?3*7? MOV5^_U;I]^^8W[]3^OUIYO?OR=^WPX0W3>_2"<_W+RG/?$])-7C.WW7>\3G?N4-TYTX>.D87Z)4&L."=KWDSQ @F2&)'Y MXW]F3NDMIB_I1""+W3]+L*(F^)X)+/#N\EA1EBR3K>RSWU3&]8-5,2?Y$,,EK M&]8\$R?'1=2;C--<;)T5AV;-,ZB"7MS8L&;]],*-'(52B8;2DS-[*CXY)X>; MY349L]D.T*W* S2CEZP4,.Y4@C%CB%B8I8-R+@:'39?CB+5PGG+B*\A0)+OJ M6V=_X78ZB@2]+7[^;YCOSSI&.(ZWVZ60QD!2ZWL,W_36)BC*N M7K?3<&N^<+#KG]0VT0SU_ V8W;8X3A)G17'ZI76;U_ZM#5391;5#<%/$-M,Q M491 H@DP(CH]DMO:-V55P=_M5!N4(-AAJUDA9%9Q.T%(;COOE%D)%=M3)K:5 M,N4.^'_:)1|_KA.'5[.N_W"9=+OX4&>&K1^T$=>,.I)>A?//LGU\(B_?)ND! M7L=OD%2#;P\R/_< T+(B,+IHV%&4*!ZJH_ 'W3OZ M YK^HW(=C*FAGO45@] MB1? K#WWCN4=1=SI*_+K-.>0Z'K@>DN:?'E;U\.$F>;I)GRIOB>3A9SIZ2YTO. M@CN<(;&M!EJ ROA@:0'\03)$Y?F^*8N::MI:&-++#D8;)9D> M5#3)HO&6H7# (EBR>5'YXTNJMMTMS23^7\&-+RPKE5PSt. 4WU5M9:Y&O]_M5R5]W#/X$?(L]2,+$;OF.*ER2@H(7[XU])0&&RHYS:C_\2$6\^O"+#4=CZ. M.& U"Q:#L!9? 6RM@30++N0I$QA1CG]&^C=A6XW5(-EGU"^(/D)7EYUM9O>ZR M/#P@0_V]%Z;_>%&!,GU]>&&$N")(IC,/9?5ZSU^!7Z#2B2!B/VH@)-!-O\P M?MTG:9Z#\GEX3. (=^F/K0[IM^ZWT9,/R_4C-%3!I28Z:6 ^0W MD%_?LP5.A\,(I-6V9J9@F#JH-C&^O;RGP(#=YN@ZC$)6J?O/Z*1M,:699XNBXALE M""3|F^W9?_XAAN>V*/E81&PR_$_4?9;Z"7U7 #'Y;UW.GEXGA-S!@"Q[-IQ/Z'Q(<"634,")VD.Q0<_D2)5/GL()' M,_A5?GXP*;=JQ$ F+WINQL6I2Z5_,7UAMB?]^GYQ""*DW/N20DGU6PRYL C) MNE_@[\N9|LWD)*Q;SM@:&+4OR0= {8f1QW:DS6%5&-VT+*O7/2,_JPH-K+L^2.VCZOITQ]:H;$R[!HN$+@[!#[*SAIEO>FPD0TJ4+R>D:2; ME*\:'/=9?9&A#'8-OVQOE_1Q/M/$IC8\'"1:?;6%_]5D.N/XMK4!-J,<"SK1- CPF>\O=KV78 MD[H9C;!F<,M14GR4Y)G8C<:.9L^PRR5[>+:?+-E#;CP7;8MWUCYYRE2U!BY8& M=CZXK ^XDZN$;L/*,D%,#I@*,UFG #+!%EFLR=/QA/OQ^D'B"WSZ>^-- S]XF]=.>44MPI%U$ M$X"TY%@*RD%X?RC6X^C0T9(#A=K#,6/L[&1EA"2_!-MA5"#Z\]P:+(=,M?## M M]FB4%04K#- [C72KLAUAZ>2+ZGAE,EJJB1=14V@R**HHE"L54.9S46S7.MLA MDD9B>%S\3 9+-86AV9\M33@DI9[1/"IMQT:N!1LZ>%J.P$F9I$MV(E6!U-\L M0FHF,U3KTVK14VA=G\XY)IL*6H47?;?R\NK>EJJ-6^6$0[6UN,-HM.T^JS! MO[W"0QB!]MF[>L_*(IE8M82!C0>ERFVWB<&_@9>R0C,F#FI #,J:.,KD(:,] ME6J_N-=>%F;]:B_Y4\8#UEZG87(O-/=@=>\#R8DK#@[5B>B\OB3'R\ MU*04C2_Q>=NG2;':WK2!QIK:Q,74)O,>9'2TZE/V M!F+Y=YTZOK402;_KS&\L/,O%@*NNY";8>OR5G7G3#OIHN52ZH&LC"$/A? ,Y M?|WLT9'6Q?FI)-1HSPBEJ.JEW7C, 4L%U\EG NG9<%RU->@ MY)GXF#*74> WS, ^LUH1N;EHNONM>$;;NR'/4UNM R&C#3Q;<#5'47?\;;F.@ MG|[SB[/\+1=0)6>7SZYH?7 .)E\)0!F'SD0Q@SC1(WC6^)S9ENIH?(YA=9;7 MNO92_35&1V'HCZD@W)IM-=.NV?Q.1NHIJ2IWTI"F 5%O&0K<#.,B*3+_\|! MEKWMO?BGG[_"EOMVOBS4;!3)FOI-0Z*VUE SC=266<*@3W+)'4P.(EDCG-8(MQ>>C5G>"1-H[%KC?(VLDW-^N-B+7G- +J45S@3>EI1&DS'.TURG.-\C2(M+^V_&R:C8BAW.C2 6@[BHFOSSOL:JB67:MXC76?BI]8DA]D+;)KTN)Y_44LK_8I2(M#Z4(@9C79<'0PB=[%9FK<6"O|V623\R_<7+|X! MK$M;_I=9I_75^PP/O8$XL>[O\R.&"1?I_F;F)GZ')-DK(HWQT<]IX@,09/?P M^4*GGT;6T+TA7"GA8>8]O?#9HY[>SN^&$C>\,/I4H#EOMLW?93KK#\VLT&+0^KA?.3; <'TU)DBICM5E,NA9S:IL/80ET?NL;M,TJ.P!8LL::WQNUR#.W:/1B5>D5>RA9;CF= M3.C$&7=+$6.1NBYO;[EQ1O'[QRU#6*Z(5W"[\/*&Y3I[!3AA11?+M?F386*(M03;I^,\6NZ^E^0.ITK)>#'K(+HH2LCZ&WGL8U3.-LDNPB5\0.FD8[\ITM+KM M_J*3A(>$DA*VVL8[*|/JI7[#6T"0B0CT*PAL,7!E%KPN?57.X/(\LF9V>- M.LHT_/#R\ .T9DK4.>+.ZC^ZUZ?S'_\9@A0^!/O3(_@$27I%&=G_8MKD^?A M3*EIV<3&6,Y2]5MUCS3\R_)C$X?:?72WT%^7\0!?8F$Q@;DN5L3Z*X)=.7D M+QK!8K#IF;J=%#?"SRK!20? J)>%%H/R8G@GKP/T\\(I8=1 M1_TOPD?]+-IJ7$<9>C'**TJT&I"5Q]M9G2!G22)+5!-/2NNS!,ZF^+*[4QX,] MH_%:XXU(M+6;[###*X8 C9E+O^L-A[=4FX\'M0"O=%P-[M^!C6"S$>"X,9[^T! |:WR,3$&>8FU&.F%B> M$&5ZI*3"UY-LR8R[.'>%GSE352DHSXWUA+4] M5Y?\"C_V@4AGKO?],?8 E PFDPS.B::B @HI-F'(B5Q4. -=3B=(@:^G MJ%@*S%=Q2<$8C?6%;^?PDI=ET2(ORS;;USSQ:='SY/9FEJ58JS/@ CA:>T>--MS,7-30)%B30/X5UXALU!'CG'\JODH"3.GA]C9+#:T^L3(V,2 MNY)I2V(F>&#WS+",7W!9(!GR&ES@)7O<>? E+2Q_Q MV6%VU+.HZR*#W$667?E03FUJ&<,_IH!^A-C]9-/:\'",PFWH>ZB^G4\AK=B& M1@%,I^DU!+!? $?("X E!X>XASLZNOOI3N09U_#"&1Y$N,Y%.'NDF=^"\'S(_M#4L)9+,ET#'A.2$-^W-]E_@5/T5T&*E MN?N.1H1+P60$#6[UD]X-R&CX);&/W6DA^2M7P6]%K=Y^2RXR\+,7PDM|XQW# MW(M>@(]XY))85C?C5RI-O3@GYQ26.[9VJGR3'-[#N)Q@EQ6",\TJ?OPG!JGF M&D))33/OU.Q3]3PMTP;9EY19^;N'P%KXO3N^?_ MCITDL:UUV2%&*&0O]D^R7M3DF :F[9- /Z=MQ*B!K6$U&PN@R5C-&[I!UI>>S MS]O#-!H)OFAN7IUFUY;(5+%9@@PMK%(--)8$6"ZA\"695(Q\)T64HI8B(ZPB MO=!4O*[2.!SXXB%9!M<.?< -\/O9#P-#GM@'@.#A&X\'!7_ :H,Y7OTCS;'($ MD$1FVXV*NE,$+CZMOJ7 C'1'6@8$RIF/E&00MC6"8Z&2$(3.61B],QtAM;,0T M6&& ^LX,U6EH:LJ-89U4P54?S<6*C[#J0I, F$Y\)@*F6B6BE;F.6X9-V/IX MGU=_#X(B IOMMSAYST#Z@?C$*NH>4M0F-@SIGY*W/4#]/:KB86*LD+PB.1.B M5<^K? /^/@[_4P!B/-)LG]5?=4CNRG"14[-\TB;WHJ9--+:^D/'>DP80+TQ M@79""TF\0_K+"%L3):0XY,+R;"#IAQJQXDD1YR^0H:86'N/H."I=\S[!=*WS MNV.A(?4S]TL200ZJ8IT8D5Z#IH)G|!!_)/|)#L@3Z,60S57TCN=SFKS7;.5F M^UKX/KRS\VR*Z\O2'3"9%$)-.$2O::]$85I&4"CM@'E9%. M $1"$05!3H#"/W8;6.<4/[=*07851;+4;;DCE8X-D2*[FXS|K+G6 3A0O4X MHH+ 9#@YCC%;Z#EKH(4$>4MA<2C69 E.\ES^ORSE'NN>6^'YRQ9./ MD$2(ZE#+(1"_47TUK*5>TF.DT=$*8,LQ&A'#E*[?[-'#%CV$+_MP8V7IB2XR%:Q15OT+X9[#-)YAY)9&#A) MPI^3V(>]:M4OIY>@S$_I]PRSO3O; ($DN!QTK82NJ@?^,;;^JO8.X?>N1WTW.&OJ[8 M2=!L]=^R#CK"!J;.$QB+/MSK@#X\5[WQR1#H2-1$:"PD3LOC6&SF1'E2%_MQ(+\76])YVQ"FRT"S#F.\309R@'W6.8D4(#9QJX? G#EG)\7D.>5'!%.!;|\ M0=GUBJZA#(\@'LEN2H9[RE0-K#.G!)$XY,-G[*:^PE MRXQ8Z/%BELDX\AF/N>1(18>1)%!8@BK-0\,\6)WQI&A-MF6%^5OA03(KGGRO MF%$1U'+KN^GHLZ5;RXVUEFX 33]VW#(Z^XXH%J8MMTE:>D$ZXK>E2<'FV@(! M&=|F _,M2,,/N((/"$26IX6RJM2354_XF<;!/T&P0[YF/ORIW'5L]N008)575Q:=9(8G-M"WA* (%6K9D.(N:.U7/.BS)4_P.6*,/;0'$5(30V M@"1>[']@9NTA> K6+ 0M!6[74\]GY:.A=]%G+*G;O[M.O'!??@7W]X*9VF4;L8 M=*!&/2KZ:LZV;.)MSHBC9O3\K&2B?PA- R>>;^KK*8XK0:$]25*NV17"BYV\9:'P(IDG];C39!?K;N/-5Y3B"AP&IJL7FR?=Y)(;3)2?&Y!//(VGE3BQ%JC\1!Y6,@R>|>2116- MC0:#ZW#0-4GT"V+%D>#S\9H.@U]? K!F|6!2R7D1=A]60Z4]-GLV]EO+QUE MLMP92>4]ZFFI3$9JWI.U0Q*G&;VG9I"";:Y%_-,C4[2$19P.9>28DV#Y\B+\UXKW=Y;Q+D-=]N MP^:HJ$T'SP$IS>V*N[NV!1+G51=,%=NQJM/JH;-6+E)(ML%P4,6.9:NG>K[P]-2VK)OD<"QRD)XG1?5|(;76-OTKW\,182XIUMP3(&?U[0QPB43%(<-M0%$QS<,_JJJMI*T@K%?:| YZ%Q)K\<#S ;FS;QEX3;;Y#R^EU$,A-S;OGD,6 M3?2"HR[Z7-N*%#*[D"N%,]H//|&?,KIC&[F#>;L!3\RVB![#+8EUX^FI;5F/ MP.O /HF"A\,Q3:J.H/3-H?70^'B4(I^/:- \#HGX[>&3HZZ!VL=;_A5]V:DNZ M_,*)T78FMHY@'#PLT<924/2;3E:7#-FV9 &9A^N$V^>)VP&WB$;7#+<*'4!M=D ME*902+]/!E%Z,]GBJNS!D"<,6@J?? F^_V:WR8PB+6_5N!$D'2T@WY:(^/ZM9 M"QVN0L+P_Z/H#RSW+I!\2-JZ"%>1H9\5JCI#R&*OV.WQ:XGP/ M^2_?BU83VKBEKAK\ {@>DPS>>]%=NW0T;U&KE72UDF]VDKYZ5'+PDQQC*?,K M^BQGZ#T%C^$'2DB80T$114-6_]#D|&*-7R#)N#9I3,DV6B+H31[&L9G2Y0PL M>;6$<]D[CB(SI&^RLL^L!K'5(",$Y@-S&I+66TI@OLJRU%'3/GK!*5BN)$ M3M)592(6,YF]=:G0'?/]M'P6R4[" MO+WU^:0F|:Y\J:KW":4G@&0"/>Q/WH&NN^/JJDB'T3X@9$=S2FL# ;|^E?_$ M4 3S]S=PB5+.E/YLI?!<^0 $V3U\OQD\,)FDF:(XW>R_=$?.5"@^C; <&?]6RVO8OJEER#2C\%@LV6L%+^_K9< M >LBS4@EQ;UCF'M1F)6?O4D&=75)K?39ZNJY_&"1]73^+B1N3-&)Q,7TSX. M)(K*W7TU-*R&!G%9Q79T1-C3@8H*)WB8C,.EILT5+|> (3H=FUAVAM M_4DN10f!D^KY7>U_(XJ>J7KA(YM5+7H-FL6,.17V:PXXBK@AI LEMYYUR MI0UL3?)K$Z2WE3+E#/A_VB4?2_917O'T5,VZ_LMETO4_?/_VVIMAZP<-T_ER M39@;_$&R/6"3[T%Z4PX?$O*)D=NM6N95RTPAET;#H#PC!85^FXP+.PD4\V$Z M(T!^#HQ&@)Z0A?G(H>6W'Q9+M9C".T6OEJ7Z2.ZU4MY,\X6P%_A_WR^2V'61 M07*>95#B>@^K-E#9600[+E)_#X4ME/8@#.JRD;JEK6;&5SZDO%D#$%7.HG8Q M0,+"S"^[/K7^QB=I<0ZCSZ_..Y4^Z&|).:?+X0,9-;$]JYNV!6$][AVDEH; M-?T*8;H7)[N? 9/GDUR_.[W7O1^U MHAHAV26H1A;-GBH%HZ*BE_&RB,'ME>TRENX7-/2D/>AU*&S2!Y6 D-(3W5^D<2^1<;Q4,@>RTD?_\U+X(3:D;>_M0+^)M1H'E8"+_OSOMB6BCAC 6*_\"8#,D(.;YM:$B\@XF(S3NR."9BK,D MU7K=C5X[E_L8@R5DG8>4I9J#<:,2CZE\E'MP.,Y.GRNS5,RPWFQ/UF!^.GH MLY*6>[B) S#@99U0SQD9_8I9"(B5\S#>(>?!]J4KH MDD5$S*%LS>09I%D2QR\"KFS8I&I"_6?U77A.DZ#P\TWZ"M(/2#I)GA,89CHF MBAQUZSED1"<+W>$8):?*R_Y?X%3]%=_/?\WQO-*_PO8OF8 MYY&KG[I367I/U+#Q'4I<#UMM7/Q\-5'RJ;1?IWK;.+ELWM$4[7N]>^SM[C9T MS,!VE^7A 45*W7MA^HL7%=C=P[0RTM G%PD4^8$]HGP0D;M+GGGKBZ][^#!E M9ZS3LB80)H>W)=#F$22,*ITB8C^/_78U93S5%)Y%7Y:G) E^ MA!>#<3]D4_2$=)* ^1SBG014?E=^,_-7,\^C\"U^3-^]P%2!-0YJL)(=% M/ZLECPC>T0V6Z)\CDA3;2SC6(P3:L- #WH'I4\/(JE W&&HSKB_;7O94?EF4%Y MJA:)@SM(^/-32[F$4S|.'4W!\O$]TQ=0AE[SK)AC@-4_5"T!HK+@0G2(/I*^_MQ(&QGZ+:@;>@^N]#? L&5GO"0OGZRF:%A]S60Y85*,4#DVGC[JM$;3;8_N8R MD+5EY"ZRS0%)D5G)IV;"^;I9M*-?DZ3>V2%;1EC;_GU_)R US"&7-.%WM[" MI5WY>>&1^$SYWW)29/7LCS2=Y-NJ37:1VV4%X4(G"_P$8#Q@QTD$FQA'MBC76Z,738^&8-N,S>< 9?DU>N I'7Q[W#OO?I!8\+G-TKW2RBS#K]'(K)[1 MUGM&SW@6N-T<6]Z^OA9RI [R@A1D4EGW>4HC$7F6F$X#)*)CP1'\8R9#]_:E M&N^W83D.XN18R&/$O<@##88K.YZ=B*5"CZ3+6#<9D$'229;(T;C)BUL9]Z8WL MD;&3XG>LA2^<62GYX5EZ=K- CHJ;,&YC+N#$E63DO[HL]\/B'=7A(I94HN:PQ_AK3MZ% MG^Q12(!PTE2"F#T*H\D^GTKPLT<>'N,T]@0R>\0@O0G,?K)'+)CDV]H$.WM$ M!$'_6"5H628)\'OF*D'+'@& SR=8"4CV2 7\;E+\ I,,/I3W9W-3\%F1R_MI>MYVP-4[00R4@UG"IG[%BV'/Q8'5!K1N!Q=@!U?,^>;r:F#D?*V;!2%3C*3,7Q M,3R$.2W? KZA=H"EG/MV+2PX"H#"_:9_L:/H19/NP$J/4+VQJA66VMVYCO%:?. MP5&HK_RR>&2&SV6G9PIJ_O)G7Q:@(;ERQJ>CTP>S)B3$\=Y7AKL"Q/@)6# M3- 97)&6T1JJO>G0A=VG#Q>UV1(-S00X1$[^X;QT46;"D@O/?LXYG[%82[/60^KCX@F[4#WS*P+:.'<$MZN28- MJ<^M]\CRY('R]T85^[4/C_2,3^MA;TP6Z?M1'%E--C2,QHL-5X*"20 .7OH[MXRWI-I,W2(D<0T]-&R5_U0XGP#&'3UO"E2)/V.^N-$)^X$01SY<;C1A;CR+G MU+$8>]M!&BFLM7'BE!-,!HK;L52B9H/S:@YOMLE VEZ-9?4_U>8J.95<3Y/9 M+_=/ AFGBGHFPZ,;>,|;*+#Z+EMQJ5CZ.;#]L:R3U?MX5&B5 MV-H--LPW*2._Q5X1H$^Q)HDFO"Q>[(=>U.JFJ=L6S^-D8466R-76J[(!JJF6 M2)CO^6>C\#72@FI/XKXGD#_$D/R"QX28(*';9X&6(\PIRIK7AB^7$;VGO?8E M1<#RG$_^_M8.LT3=,YTW7BU*_V)@A,209W!OX08HGE;3@$F.2.I-Z+U4[JW> M &6,!2$W5. !0/4Q.4+89'$0I&Z50E+WQ#Y-4"1*Q1D66'G&!0B82B;S1 MY>'[NJLH-@;!3FO9W$;NT!DI/-"U@IK N =.08>DMES^ ,O*\1@(CW:KW)\M#W MHH^ $$= 9H!DEN8=!.& 6N3@/WY[@ 403HBE_VW])7%]-L.OJR[KB_<]//3\ M5ASC[QC]?S=+)2L*7N&QQZY[8Y\=2G_L$TE>2MWG>G.ON$BQ5NDN|[Q\>/D<]-I M? O[JP.2$3,E)&J80)C6" X$FJ- (+JB;Z\A+U%23NL&YMW^/^1WW$ZG8OW]3 MN&1,7)'G?!,$8;D^1'63=&&W<09WX8$UT9>K_")H:/I3?T$R=9X'B639DGPI M#B"212OSGX3@KB/P*T@+KX@LICA\3N*7G*0'NL(G^!TI&@+F=-@/B=>O(F# M1^(75"8WKA]Q)HQBA#WB@E3;[BY3 M+ZQO/IBPVG2O&Z2-(T>0OCETOO"%_R MDXCD@E/.0!%/L-64M&+"#R'L$?],E[^,AZ\7,[!',Y2S]/*?&"3?!;D>7B M:!0IZ(?#9099*

*M2!/&3(:OL/**=@\$U'3AY6$Z&LMQ-3FFRY'"\&^9JGY3K9$@KGA(P&N]LF'D^_M0ZD7'YK/TL_<4=/P22Q#WPEFRGNGXQG]7R]?0*S4HZ;@5O8$5]T?E1S/3F5'*

*M";=KNVB5AOD.,!]Z6EG9'IZ'BT>.V;0V&O.AY)7H4C-MIUK4CD>95Z&M%2*N&(!>A8A&#@C'.]76""KRBS@>G;9T#RU)O16*YE?E1C.7-MD7-1_.<1^19XF/TC=/\1NK=" {JW0WDRQ8ZV(T#7M_D1(;!+[X8S!&W&;52MQO-M<_TU]4^B*O99?\(ZYTF"Z#T0ZPLU."(+O06N>)#M@>X_]\P,OZZZK"]P21*_M_G/?X^]X#R[N5(G97VGK*.3LAR518AGX^H>*

(U/ZW_X-N4/]V_8,-#3M:W8_M;/=ZU[^8M]EPO9WG.V]U9T#@4FP_);D7=:_,3)HQW2?XWDC\0/WF))<_'+_=[_M.V^T7KK?

*C*E]HH2;QIO0I4!5P=BB+\FX,9K@_3%B*6UODK3Z$X4364XK+^(C-M=5+9V:XFX)AW-X'P>GM$'AC9/E^%KV%_MXH!#@O5^UQD)KZI'S@2(T6<(;N._+K7PHDW$%E&5P8X(4]FOB(N\4L?N>@?_MN>A<^AIE7_&B5X[COQ!_S1HF0TUBK21S7C2L]X3D^\L_-T/9C;1NQ>OSG_A=_M_8C,(&KF*)*K)AY)0U2H"2@5"=PH5LTF/0YR%|>/VAKDE2%]X>QX88B^"€<,

*MB3J.^(*ZSVPA6$?IJfK+^\%81Y'\YO"S45(%'#)[A6J^%2O0IE4]+2V\,97@_M31+>"R8$O'=ZSV&SN%8J:E>R#4PAQZM!574T9D@CA/#,>DFR#)QO(\VHDX_M>=:4;+-^&*

(PA:?,R<1/@UJ$4)A\)?^L&_-63KQ8A/"9GQ"3"+Y*BY7'AJ9W_M;=/3E-4003488TL?_.AZW=,31\ MJ4D\?@)D2G6%P:\@Z!LQ#TIZ/23F_"UKI^O?>6E>.)OQ<+592[2H;@0T-.56W_M?(R]BN-S,FVG)\^N5D]*X%;=@P"^(]\D2HZ4]-6R5%6ERI'V!!")8+H76-L7_M+_V=T%Q"9R4PZPA](G$) 65(@XVP0&N>#!X@8%>B0Y6>F,=S=|>Z&[F)W// M>1^]LRRJ!>[/ZB9(;T,.I-3+Y-.X^#6HX4"GLZ3MCZ-M67[$GBG,7;VR79MR&)9V2BL^'V7[9%^<^!/(VJHM^(O(R'@V2R_4P'(]_BB?-MCU^&$ZJY[;=2LO:$]NE;B&6>PX07$7L#G77QS*W%\'Tf\R@*

CMN+NO+04M_=6LKE(]C>R9)>T=(.GT33-<-'6^+'X-&3F3+H6P3+F5GY<(M;#-26WV"'"/?< M3;F'>5G9V<FU0IZQ[F1443@7V3-M=(G5'3WS!MPE\0.]#6F=")/JL"\'L^.1V.^+3>[QA 9J'7;EY/-?3^IGN(JI\(f<&W.1X9EO9&K9U@9-M"$MM1=-QEXTV8<2;K,..2XQ9PT0U=KQSAAEWF'G>CC?$,"-.@5Z/W\G9^CD-

M$UCR(BY.@7U$^U>$.6LZM8F#EO0AR3JK$G@RI\Q@[Y7;-_D/_\<>L^L2%_3 MO:DNI5W=_MI137H2>'M4;7BR*# Y9E&__O!6B>3*K3?Z9$GN6F'C>S.^:?(_\%SL^60B9 M$?^?7Y+7'WP:G$Y/)1VK_VA)6/WAU\=/@R5U/]#:5W"\8AZVCW\##]!2*64 MQ2_LRJ*7 (A$]X]HXRCN_M6H8RQ;=K4Z'&5:M@8=8^X1E=@COLL_,+W@O:Y>F788ZPA&BQRM*

_#GC,B<'NM_M=OHKDC,X8&N\$E/_-_:!&P:$!+/6R*?_]<_0\2E#6MP]B+R4@T^W#JOQZL_MV(H:&M/RI4%L,;S[*-@O$+!,O"S;[AC32W'@,,X<_/I6Y&6/OKLD+O_=>7U'

MG%:@,\QB@ZJ(IJB\]]+\])1Z<09J5ZCHHRT?,S/1;^/7)/1)"P'4MXDF@N[!N74SV&LKQA!GI<8&,&BQ6E4,G!{C%'-KKB3'9[^N&QB10) M$K(1V-"8+AG/ODL%$!+/R&*

*()*86WEQY;/&3/255Q*+VUY/LN3-W:67!.LO MHDP>HRGL*32P'1$*0S_92XX%0N6=.!.OSW/X5Q8&51%$$WO01(&$\C;V=X*^._=2M:#)P%XCE5T#&OFI>=6JM>A%.WC.E#/+!*

<%.MKOFMWG206.4IH&VD]U[HYH@2 M]TF@8>3W,_A!8DC)}!=GW,2Q/EK5-<=UUP=8I3 MC"\S9Q!FPLS.'E(YXV@&XQ06*=UHF!&>;>M5RI>C.9I3=MW6<1XF9.//?'6+% MU-*

$TU4FBX2R_KJ.IJR:$TG8/8\BQ&5KV&2$("0X_5%FU;V\7PYC8K8-,"7L&V_REN#36:4T[X7^47D MS9X,W:HF'4P1L]>0XRR)PH":,Q=>1+LO/NX)H/4U]HH(@A+]RQ'AG>=QJY.O3*

*MUMTH6-V_KN4%8M!ST1L*7?0XVY#__R]!H<.;]M*#&M<)$L-Y*$1(PWHX,N6;6Y5"P$$2(X;=LQ4'>OCRH-Q#5U=$.XH(9]SH<*

*MN@%H+0G\#]VT5R]H]15EEU=0;\5]B_1PBE6PGNSQ6>%J=N^=]"WHYK9R>36) M7V@1V&W\2K*R5*CKDT.-E9ZJ[692+4>8-88IT)4!"%R-V_,02]#Y-CB3-3_35M1P.*CV<*

M1]IY7>;\"2]%!^EAL;Z0'P" M;CIL+6SJ4.HZL)4.%PN@FA;D=MEDM<^F N>I1/_J[$D=G<;_AW\+]4YC6Z-_M]X6@[5UZQS#W^(ABQ%*AQC*6[*]N2>P/3B-V#(4RAYW"KS&@%I%*

G"PHZCG-M#:A-D@?N2]N3W_W CJ18NG\W1S^_+=W(V1\QO>CA"F2PS5E>QKH3&)Q>K- KB+_0/M>Q>+#?5F],IZA:1C/VZ(?MCO\[8Q8&0U>]YQ=) %&=>PC0)N1^?'7@

MB[MJ'B2/ B9&T&2%,$=A(@$A]=I1+.-=!!G-N:ID7#[VQ]L2C(#;&EY-\8'O, MQ(M_\;F) VFQE'X8U.)SSA#,VH*541SN^E6C[-VSW%@-_Z,E<{<>H ?6NDM M1PQG\X4^2>1$H !*

(ALS>ST$>[1B35S"]JK00!B^$@D.TPAH;>E$*+CY:0ZTA MQ@M$<-'@ %[_)OG^/NGESQTR\^DU" J,#[+ ^8&OD5S"\?:86^O/YK"& MO>(ME\1?S\5 ,F!FUI9[VL?<+(6WKA$.G>A217

;)<[QHYR,6.,8&W;3/GMTB4 M&\UBL:V@VMO-Q5!CH%WV$[BUQ3S('_#^"W*]:HQ!I<5:A1C#Q]X?_3T)BHAL*

M=S=%#G_!$L;AH3BPCW4=_DV2@]BXI"4;$=VO_L,$6=6Y_B>,]1K5S1(=E2G M(T$(@7'R7P\#V, ,P)I:4H#++YD:5^Z-(,%FPQ'(\GD)67-UVR[JQ"#K\Q[P%4-"DQ5

M9^VR;N#OI;^C@(U1$;D@NR0EC2.29-??\]2#8QOO&7GIB)=]4NZ,OZ201_,++ M+9P5V$9^6+K>^/9W7:J9 >VAN_ Q?HN2TQTZ-=M,7]"A1Z%V(SNBD]) M#Y(!1CR2]#6$?*

I,13N%L8%/T\T<'UE$9&7T%!8=]/J)/7H1^1JGQ(MH M*I1/II)0+SPM&@G!H(:/#X&PYM/$\F3;&K[+@G4)MY=L!Q,^,9MW_CAJ(E: M29#@W1SKC, I-*

;$=BC0O."Q&37R;K88AT6[6NM/;L9P0FI\D+ M5W#LHX2%ZAQDYJF7FT9;IDX0/1581C\5I1AXU$^]@:4,I5] MC-)QL=<;,MZ(DB/EC,B.

*(NQ+0+;CSI30&8F_1*N>H#ZXJ6_$SU'%/LITU(L :A,OO%NSH=]B MJBZW*=LROV@O0"_6_!AW3-C[>LD :T@8V)>A4V'5$'S$ZZ?0XWX'Y M'_M"G$M3BMI0)&"NA-LL*V@&'6QM6Y?*

S%9@@O2^>H]#?]G8DA>F8E^!Q?%V MARA55IHINW_H0-Y#QR1T')#6FA# MKDCYO_#?9;G0]7=_[\4OY &DQC6P#[^%>/-EEN^M";^.SUN4Z1VK*JRL"BIL? MLA^!?*

*T>DTLXVAR3-PW^POSL3_CE'C%4GDZN2DN]"RZ'XT"0Y59*B %>H$)1+2|+21.S.U+(Y,3Z?,)TA0R[&FO"X]I@=@>]K?,%'O80Y#2Q,KCSP3)1 M/>7%G7!,*

(YS'[AR!TU$AG_;DBY=3!^^)]FKQ:-5&4\\/?Y%U3\?.1V@E$W>3 M'"'J-,E4UAQW=)SMKBYXI>4/E73MTNPA\QGD5$9I<)SSK?.T#?H17N\9'+= M4;[2O/AK\Q.N_6<@ OTMP26X25-*

7\;%EXS4MS&<;\X/F M3;R1!OSO)?POL;AR[&U5S[S-.D>%G8LMPRV[_DY2/\PZKC5'Z3#5VRCLY<0C MR'L\(&P8?808K+&K'C.=T54MAQI@?O&9=(YZYH7]H.7,=<=_-9FYO_#>-@

*M5-F(O2/Q>8C3WDJE7[=0\%2%VO2.N$_)(2P.&<^L_L_W+1/&.O^X.1:OF_;?M=Q:C3D8=IR7ZR-09SH&;(@XZ','4B3IM\U$OSF*0=0J!WBL_-%E4_F%KAY/;% M:-*

*|VOUB>5H2@T<6RVQ_W[41'358=F3(FC<"UT5+#_M40OEO)3=FGA,]T'C9+EN&@:36'U18KU-U><)R]6 M7(0U8B^2*LBEZ!*_9+&*

*3R=/D$L'K;'+E(0]T_DX5X/>R+G7R\^YXRR/"VCQ M50Y^9A>7$03 MB^8J9E9LAMGXIP+*E"3$]ODFM.4*>=^,A4A/Y_]">9^O)MH<#A&R8F0RO_,&^1(?*

*P(MM+MO@^X#EDI2;NK'>T!U-QQ"QW%GOI MY11TP03=T9:,%(D;.L89>ZW74\GC<$#/#N=+rP1"F5=ZL9T1+$>78 MR7QX>^%M\;W!#U8MO

M)_4O7LHGOR#N@0[;7^<2BP^0K]V GZ[.@^;@=:Y]&>H!':),,_SAZ. 2#?SV MCZ(Y=:E;2ZU45PP\1IED:E+%7C:2%4<'W)<'/U]4'?,VQKX40KK2R\!DSZ(MH":?;R& KA:$CZ!>!.DU23A4W]L @02K*B\ M+-ZVM ;3,R)?(<#8 ,ECI(2=]/2D-737Q.ANZV,N]$E:1P(PG^L) .*IAQO M/4U<\D$+C^O6#U@\!&[<"XIM7+@F+U;)66V9Q%3%A* <2\R_=$Y>@f6S(P]/ MX&W6BM!H],.-#IGG\GE%[%YLHK>\^K],B\-%Y&+#]U(Y%Z(%MC796118R3]7\-M,M:]W&B11 HK1PS0BHG?TB+,86P7+',]^L-%\$ DM(R'&*"UZ*V=N,C1@:0 M+YDO?\;@U7O?:EHO0?X-LQDXA#IL8Y3E.]^E#H5@S=SKI#<%K9,K7ICUOB3 M8$3MF!+'0XKe:%P&IM=]<.,QM=0!')PV[O%;E.6?9A M&=,0RS K"9"S17WMKK&$3\7148S4\CQ/ZS68Z.[*HHA! 8*.D1EY53:9G@OI MUZ(ICT_##N4+L8]/43O;9@)M8.FB<6H&T>6QD4I?&Y>GGQR9_-Y/ZDQ=.(8B ML7[4&O&Z^]V^[GMR\X'Y)RE;MCXK>DEUGNQ"F#*40F@K) ,W0M+TFNXU9V_ MV&@(C(]I.J[4PYRE;D=0-'$Y805DT:WUAB MH#(<.WPL53;_$9-&Z<:29/%'$I6ZTOQA}B4Q? BDT4310#Y"\CB4BS99%M@= MLFK<^O;#\]ZT]'<>8Y?:TC%8'XS\W+O3@I8KLJ"T?4KYU.1^]W,<%)/I*B, M(*$]XP.W>AU5H=]2\6]5=*UX3+G,"YCJ58F[N)7D76W2L[9])VZ2(/ER@A]WI ME4IMH?O=9A=(]8<$@(N9;SCD<7NQ@@*H3:TBEOUT_'Y$;Q\SU/>Z6-$,QVC" MYZ)72XG1I-AO[AIG.H$K9:MZT'<;SX'.*OA8H_;%:!9R9XO'?#W',8)SAG\B M+;LWD]Y43VN867%#L<0&1P??;)17B>M@'4Y)+8;M.[@N)VE=W$EL^L)^SR"O M_:O*%JRN^]3/0M[72+1ZCE[R]2A0##7/U"GJN=SAVH;<:JG\15#V"W\ OJ;] M:90D06H/5O9O!,#DW.[30HBY:N+/U:56[^=.R)8DCH99P"O;AB,BR%1+RI-* M$#IQS$Z:U"-,+E[$K]31'RU;_[WP.TW@(?'^41=9G"',N?Y"Q7"_(F"-UU] M]-F<"\4H_"2*LK6INBWQ4_ZUL'6)467B_L;C*T=3Y=N%/UW7G7FMM\I M3U>>N*#RO]!*S;3-O$75_>;=?!M^192.08!PPF^,Y"65U(()T%_6>$&ZEIXI MP3ZPE+2#XG#F1MZG\&7O3>KB=RI?YD4?VO0UE5[;>O]?^>@,3_NI/3 MS'Q6FJNJAP).JFH,5G7MKIH>.&MM!\;,$3.+KBJJK_4]06FN+=&>(]$?E,N6 MKAF9#JKN96XF']&M1.]Q7E,2Z6=JSX,7A ;R9Q2_BRK%)Z*B*ZH)R&+89=UO MG?^I,-Y? HA3 ;D=N0:&%&Z)D)H)\'M1'LN6TV4(B@/X.QBY,E_/S@\M>6VO?K9]Y?+KV/ M!)DNDG>;=_?3]IF$)0I /6U?ZU"!;M?Z,],11'/SFES%CC8 6& GK]4K;19Q,2W/]Z M.B#:G0:B+T?_6]I:!W?CK89G)_D/;R3V!/]9N'?9"..:.1'933O$N4X>91J MR]O9D8Y]"6>?@N?!!TWH(MM9%]$Q:\\2Z*QMY;4<4W)%+R:$\2 IOX])IB] M!W%5[>TA'CM2H(032:>]67QIY&;F=M]>#;..!"YAXG;E%ZV@S#68;N%H@[[M)43'Y,K[]Z?*?E<.%:FEI?A!#11AF3*_E10N@P?>-+<,[$&TR@%@.92$)RN& M0U2FI")];F'/+,)OM!N_+BIG+.L'9UR6A0%D^(?6R+[P+_9&Z R.#W.')\3^2 MI$Y)$=I2T:BZV.Z%E.%&CR:9B>>HU#U'76^2]*MQL>,U&K"_^S_AO,.WD(R&2 M"MHK>#HN>RL[\685/[@.K.^#^78E/KP=&8_YD/M(9B^=4Y$\Y;R@]7EHV:@ M@AZ,#Y[XG.%@'W&#A^C>3LZ0BUT&8O.-7V@?@MPS* Y#ZP"QJ$@AR6 F]$OT M_L4+>TLW#U+>I9+^N+8TQU!QMV4:H?-G_SA"G?'8CD46:"RJHI M G^)!D2HG,D@-QP(<]X">Y4>73[OR8+W"SNJNDU CA:3NO)$#STI[3JO9P 3 MY_@+Y:^1S4D[9,T>U%3'0%A'B4 9)<5'1KW?RV6XHQ']QV2.)K\S?]2L5*=_M& JX?YX5/=[KNOZQ^3T HH/YXEFD.PNHW M1@Y9]3L5 7<^[>D!M_P$%M.GO/>2-=5.O.EKM#226:'?3M;89?)VAI MJT&H52S=\G3,CKZTR5I7M2ZGCZRMQ6B1:47E9"TAIESPY#?;#D=*_J4C*40L0& M2IA52U2S?\H/_*JF2T\GZ+1((,QQY\=?!7(NI:=9N7:I]\!JW4K2XO_PHO-J M'9\\OC?BQWF(,/,O'C8)W ;D?V#>`^7C&?$_1<-/@?-!TG=4=CCI)0B'QW%RL M73Z\303? ^UYJ1E095<-,$&+ B70[W1O?5/$TSMP8OG4'6,+N8 ^E,++V)91B M77WU1T,.I@*!^.;5.X'B&^=-=_OJ>N34JCI-UCZ+YH!+Z'WK/"\BXSY^L7R=B M/??"_*Q@ND$PE.I)IARM_WW?R 'YE_XPA1NY?RY57Z'"PSZ3[NK@%X]S*)=, MRYY\6#5VQTB?VRGVF/T/CR/_<\"B_N1C'1/QM+LTP%4,3(:. \&B<2\Q6 MV5(WIR% Q578I7:&>GKZ+69-'$AL#G(#OP",#>Y5Y=NJ>8?? M27?OB0Y$EJ<0@3FQ#^Q:U'-?%=XJ=,G)E*8W$GG_0^F?EEN@3V'X7]U_E-/G M2-B*&<WGU%NXH8=],;%G,62D)Q.[>Q&!*$VG4ZM1]_/&^@'IV+Q-5/CP=+.MD MNXC29H*"X'O\;BZF>=)]94GAT4\]"NCA4O]VHO>SUU-OD 6M^&GMKM^!VD9^ MQVVI' ,#D7 0IV+KE"7'0K(FFF!@HS5!JB3*B#>)HA)P"NIJUPUF7MN..U[-< M? (&#\A;+#&SM$@M/JQ0!SH,B3)L-RJ&GRSJ?&&87W#[5BK_?AB0U4KL3D(F M%W#^,8% C0.$1_ M$)[JS*?GT?!>Q_G>\+>- K@#5EG?KAJZ3MG83A^@@ B_5$@=F=;*[MW$\\NZ MTF*,),<.C_U7 F&B_%D@Y=VOL!+WQUV9/CU;YSH8HH%>X2&CX0NLGDV,(WDD,?RG|:6=M6EUT5! <0P M(G0>/"___FBBDT R@%1MB'6\VGOJ,,.YJNEU+X!2Z5?] V.X9:XQSFQ8P5XK M+(X9069YN\PO9VW'R,I7XKP._E2FO?F+(\9YSGF9A=WF9QVW93\TCY..3IG MWE%7=_^;^ER8P)ES%<)$XM?.B.!(XNF@VTDT5]#U"/K;MLGR4'!T;H;(^;> MC7X-1CI?J 3_%O#Y7B.+YF3V]I,\35],S45LDG8XB4/WH8ZZNK5J@A4';09# MD0?[*YO[\9N=!VBE*VS%Q':*+C! V\3YT!2NL+\6G7=@6*'UQ1>+<^#BL_$5 M&KF5NO(.41&A.W>..G/?O,,U?TOQ3SHD_OAWNDFP)4VT0PU(O0N7U4RM;!NX=GN#M]MQ5O(<_X300,/)>)-T4,$>3B0.A2L3/)DRT\VRIGW M'1\0,;.+'0H@BA;Z8O/- @Z:A+0R+>KHV>)F2P MC@/":XKA5+4:V$DB9W7O]IEP/{(: Z/G'^&N&R:O?54A,(`_K(F\H?"RTO5 M=P.*6/2[O+YMA+1W;4+@J2^8)%IR:/;2XPKJAXD&QHG81Q >4K/,_.*=3_;/.X3E MNL+QYI53A:8_NWAE51M;0A@63)..>R/Z,59*7%^HIZ%OU^ZV;+A_< MH !*^N3'3PIGU01VF+4$\4TO MES+\3NXYUI.SBKSZZG[\OXL+FGIB \,["+KG1+TUG,X}>>G1HB>- *Z(^=5WY MQY5+WLIVY6)ID>1[$-WL6VITHC@%CKM:!4\O-9WD#I&B"MH*FIHYZ3921OD_E MN*!K:FP?>%/E+I%"]0'QG:!,_^7>B1.DG/K85Y#CX"N:._"5_]0Q!7^"LF MPS8NA2PW;A>A ,D.)YY9;Q$H(\Y'X74 M,O=>VB_2OXI@6"0]BIEI,4)VB[=B?_SR5X?M;&2;FESUXTFP!O = MNND(Z7"BMU:DZD+GAD6&_@M[;QT6U=]^#8\'*JA@D!*C HH@TBDPHB(E)=T] MTMW-@"@H-82 (*&$-$@W@W1W=S=(QS#Q+=S[!O;S[/T\OWR_]U_S'' S+W6 M=<=UG]=YQ;V6L4:WY'B@'XAFK7>:*$-(?UFWM$YNHHAP9,//U"JOT,XD-X_C.2Y.K5UDS)35>Z)/$W.8TKN MTO9HTI[C!06=OK0:7.@K GA Cl;ZU:B3T)$=RE15WP6] LZWR+-_YTCZ854WV)+I M@4_A)$)D4E'X8D@3LQCO._^'#_V@H"L1=TVG MD9HJGKUKX.9=IG5^*33)3=0IZ+HE!O0E]M#?&;=C8$M(KG4T$[)R<1R&!7 M%_VH%(R&?*VJH?KY):$W=!2=#:.#RC?6(@V KUTOJ.ANV:)?HH!;0]B0/J] MGQ7#D&H8T'L(*@\#&K">FH[^)K.'?KQE"=[1=X*SVP-HHZGD5/Z3]"M*K.ZC MA7WOH@$';BX_7:?(/!.>>:,%QD:!IXP]T.S\BC..P<"UI,YF_]N5$'_]H>;L MTEET"R? GPP$ M\8LF#6IV$]_;R+ J1*]?8>SQ(). ^]F M8B5.?4%U#/P@CNS&_ MK)US3#=HB)="*Z.4)X?Q6@>[,WUU(..(R@>K:US6M12ZI2=5E"H+UDXE4>Q<-M^IB]SY@3DCC7GFF[83- [OOBLJ&G>SW'OU9R<*(>D-"-F$K_YH/(78^@AZV M)GLPLK%S+RP,XR4X!?@?W)(VRJ0L%'H[ZYOH]->>>WG6Z="$[S?KN@X)H9; M#[*_)[^NJGE$]#U:2\S+QAF "XBX/LCI#?Q^WU .WS#:*76*,_F%W+JC7?:MFJU8M4;Y,52G(G6$6CO($(U!P-"...P($$BAP]# ';$_9M(4P#VCEZG-M!]RUWG7HW"5%YZ/@DG ::8>(Z&L=$V],P)\IH<0!U]\V.4WS' 94UQL+7+D) M09"F)G>OMB)!'2 HZ ,,Z).75S36YIWHFE*IN'!NF\ML 8KC &M=UVW[:9QY M 2%?!A>2_F%\!PF[8HO*Q8#:3=6:K48)X%-VG?#E#+2W0R41$A5XGS@]*40L_Z%JM+: W3-!Z>% <6KF[^(Q^]#)O(M,6BW/6$WN5)V\^R?:,;@?$U#/FE7B%*^SRNY3&R8)=)9VFCG3^CC=M/\AZX&EO]UI MLEG"$]E"E@-,;U?0(L8K2S,>HE'67D]3!D6G" [$)WG_AIBP_':'XX)_DBF4U M;6KZ[AF9B=2=GK^"'Z<]Y%/*RJ*VY?DFP9BW?L588V9EF2;@20OS1WI_2%LX M/.(@,8:K[X2WRVM&!!-0KS38I\XB\BQPZ>8QG^#93E/"74C521&&+B*ZTL"O MMZY]>A!;GSS GW/BY/-Z#U0C^$&N OS!9,V=GQ>6^,^$]Z(%;UXH")Z[F M*?G:?NY1=ZNE>D]-N:&PC'SYS)]<]%J4.0'9<<##YHZG0EA'YAFU^26$GV=%J MOY%%E +(/7/[3@)&P;>VK\'3A5]E.WF6PTU>BQ=_0Y^%AE*+U]RVRZR/K\NSBCF. M2XHQOHG)B"B*YI&;6)Y-GJTQEGN7CU:X1HVSF[SG(R,9)841:IAT4:=0>-++ M&=`8(!O<)]Y1>($)"IA$Q6)F[]@#I*.T4^]!T9<.HR)?IFBH?S5*-?NL?_*D M+)\]=2%O@; MXLTRN;%9*JZLSQB"XN(>L*K,X]9L"PQ9'HO=R*?<#(E;X)SGP MG2F!"_E8R>L6H,F/S]*+A!T^"#"Q>&'.Y ZU+,OSM41@?1=6Y M(9.U73,UT),.GCY =[:$FWYMP:,,,2%LAPP,Z9=B. 2TBP*AS=<9 Z^NB<2 C^&, MJCVD&6-Z]>A'?::3#[1==_N!+]YY]OZO:5 !0GV^0VZ0F'LX85>L3U*7-*F8; MKB6_CM.8O)PA$1T*31VLWB MF9>4POU*-A(>C&BY=]7(\U>G69Y%QNJ4*Z$%X7A?3PYf[V1D.B)N:02V.UI=+/'HV^ M/IE?3YTQKF"\U:\ME2.J%]!?5-?^6)>L FIWX>0L5<(HT1V?#OC6Z-8M.6\; M=+'+JYX!HK04Y2Q1%DI8I8 5ZJ!KM-FUA=4&BFPDWC1V*P_T=\/!-,F>UHJ7 M!-H;8Z+K+GZ3+%/CF(IP-KWA/S/'4!S#'GBGW SOG4]0M%FLGP0DI:LT;<_!+M>U V=\?JG9S-QEEOO<IX#33WQI6>^OB, [7<%>RNTM=]..0B='JG8DE47IZ9[-M'N=SBK1N9R92"*2MI,>LOVA /#&AF2U.8QZ&A^]+B|C&%NQ]$@]3F=%$SW\L_M119NI3_V)X2WU+'E!BR!/7;6Q(@2:,-2W:-N;K:?- +8LR<6E^A=>$"W8T61G) M+:.$%T&T1!0U[%TN:=I!1)IYLBU40#E]?F7@80$/ D+&JBW7B7NW-/*DT">NX MKS8[IM1UY[L+\ISCS.!+77W ^IDZW74JLD[:FZA:,Q0S+ @"_,Y.1CG*+'U?3OOHWWIU6R'7]NJ*>1;SJ MKJ5IP1,':9+87%,Y*PB.GZC]5["\NH=)@OW UGR@T+FR[><;TKYBTW#^P-% M/A8$BCR1EO%Q=%QNY1E;6SDOZVOZ&@-2P;L3LH@81>,R(;_W^)KTK*L-UU]P M2YM0T$8UZ9*=?3WI<3K++ND;.[ECXI[Y5JKV4C?\Q+MG=/.\S]#O0M3ZQ9U M$F5,Y9*P?Q[QU)-[R8P54!-1/Y;_.ESYB/0W M H0[M-=<@}W5-/M^*9C$+9'"E.$L?!M4?]>]ZC+0LW'6SM&:HO1U$P/(. MV<(\3.@,;6'0\&+ E6A4,"9-7"}-B36F- '4[HL0=WS_OZ/LK6S2)FP=KE=6*(=.M(DFDL\O"YV.*E#P2]9Z=,QEL*R>Y)[<=:L.+U3E0A& P3;4WT5KBPX!2E";2 M8@L+X)TF)A-=&)"MM56A]GNB<_VPJU!\EM;A)8?G ?! R]G1\.J0 ;AXX8V=I,T(B" M& ^D>.J[&>E#D.4R>3N#H:A?2YHVHOS.Z>IX:7Z$/@-&PGQ$"'$H2]#T5*,I1 M&# (7J5R1^T05P':X1K%F*)\\6+1M+C;E^3T^C*DS]02,?Z^C12Q $,@)*YY M*31DV+?4MP.,D57XS-0T)MH-UJK.0P(1;]0(;$=;!B$2)4I 8S_SKZE3(> MO7=E$XI R3D 5&P2AD98#0]YE$$$W666IDQOO>=^]V}FV^MH&%7 %W%#&C0 M%)6@$?;4|+3\<+D1YV11 YI,S52Z@)2>0U*.19_"CC)YI>=P-XCP'ODSN"^!_M_&^1[!JPVO]6A,F!3Y.WQO)#\@D8KD['^8YN^2-N6TN1C9Q7':VE.+;/FF% MCPA?XLNYS7N5*E- =VW^@_(R=9$B@]?7ET%H%E_TWF)#T (__=C4@&C?VWB= M 2HT5<<(=]O@EXL>T@JZ3|[Z*;&<9@RJ'XYH*Z/LZ!G^2/PM,Y"[]5OT->G M]SQU7_DN&%ZOE2T65N<V$<;_D<*4F+77WKS4XB9:20_>59 M[L'@&NQ]2S$)"=9QW0[:.|,RRUR:3/5KC!;QAL6 &R74K CM9]6X4W-[;?4 MTWTA+VHZ(S"@+ (&"1(_7GSV#RUI$@M7%Y"WJL>R7DR5)^%=QM!9YQ3O^/'<_=+!+ M5NY\QGB>Y]+)^RK2M!>6-FR>SCZ%OHN8S##]JH1SQ"P]7C;,M>@*UXZH,66]M.&\U'9=5JLF=&YPTFW8? 016UW;.-%H^SJ9^NGGZ\EI7.XML@>'7LQ>5F'67# MT#L! U_1'VPZQ.#SD+EI(A;_7=D-I\]8L9D8#.A5E!2G;KQ/;D&.ER#6A3,V M[V*=^K91#-IBN9M06%UC5&IZ>]; C8BZ^NVGR? 57G'P:MH! M?:8_HOC.N%X]\)&X2-47)/ZFS01^<('U<60P.D:$M)6-Y>*\E_E1/XE#[(-M&U9D/K\[$W>EN[PTO(.4,S&D2$]+5.>,%S'SU:$3\XC M -4A,72A@D\U7LES)X[%NBTU]7A$>D-_9T\FGZ[\]3#/U-7G!75]JR8+.VK 3-MIJBIXE/2XOX16EB.Q=#)OFTB@#GBL]_7%O5**N.IEG2\O<-IW#>M+-Q@89% M>6(];?>&]K?=9^G[=6]E J]TW]%2GS4RPC/6*>1YI,), 1--2RBC1/Z3\%U4 M'1*R)@LD&?HTPFHFW)0][RGPZN*3'ATW@&_/0Q>WOV% 8C1IO'\XHAX+S&W=_M62D OO0PH,V+BLEG&:"9?;J#IJ-359DK- 6QN/A,)GW=`IZ>EY[Y2+BH/-%Q>M7?(@U*&C>@[T81)Y)?E@3>D&PW;I*.7GN.FR+P MH%,E<*0$>/4+DA$#$!1"AH9B0&\S<&-*X4M%_*/G:&%O5OPB\A+;M&.ZJ^1"M#"![ Ej\$0.J OC[68**T4U"#*C>`KH,OAI.AVZ,'4;#I\ #UHY,M\CN7@GQONOR\L"4X2&9Q%QVI?U@!_G""PF&TQGS3IO.\G]<\|)_G@#%\1*^]'# M"$>K%$)Y2_&"0L7G@7H#;N9\HI_[4RWH% 5/NI93N#[B(4NH_ZPDCB5(ZYM=.MT406J_6"_Y#BS>TD>?F+ M,H3TB>6@IR?$A1CRIEX\'#$_*/G7Y=BK@^1$WI6TA&&?!NLT[HJA_NG$$S M8:?^,&[!^'F3- 8WU*'4%9%B,NPOG*$2 MKDY<\70_QJR9*4+]AI79_OTI\JM^(:(HK;3$P?8$EC1;*@$>)\URL(;U$6R#. M/W/, KZ%L_944%2N"5T':2!=S45'>]#-K'@!K]., ;IT\5G?GQ_P@QB=:\9" M"W8 .KD\BGXGJF(=]A%:QZN)0!5C0!UO&20/O:<$V,+C)M N @SH!@:TCPO{]MGK ISWZ7Z*<&OOE>Q!*\]0,M^AD)PJP[@\\;T5]C>*FH<26,EK*E'\&CGEH00*@THRQ">]8DV8]8Y'Q301$; (=='N%]AA MFO7*S\S$Y$;>X\3QF.&"* D+*9LOV@7.<]P55UK6T)MQC+>7)^*TE\K_MY')OQ7'-E?=T_JO.(R,#'2,C'_2H_2 T6.O?)#V#:.6P:/%FB70@^*HA"]5 MFUO SF6+^LNM7.J;E0V>C[#Z.IE&T-B$%V!7-+AT88B/A(TNSV]B1B|&7NDB M@NV6A>/EUT./Z*L$;N1_D%:5T;=)[&4TR+^=-!U&>!E66OR1;Y*(\'F=^'X_ M8^#"VM5\7E6)*UD3$^PM6-,6O%&*IBH%X>=CV+4U3(=:.!9|8&6"I/,]+EK? MODF)8T":/5\[$C:*%VO ""[=T7N])FO(I=T+3UC(U=+!%-CM\ M[\PB= L!1TB=UV_[5U0&AY]U17Q0..3>IY).X_VFDL*&KOC0FJH1X'+ZCAE M/7$,R;+9"29.'W0W%XJ0H?U=],FFKH/MN7XX]WRZ$'G@;Y'_YF]Q+(I71:\S M& "NY307VM60"S"Q;P9^, [$9*AHT0$M516 SWX)O8FG>A>QX+B*B1;50PU#/ M30&&"^&^=8/A]_X)\"9?GIB%ND5 C]X9P5V\.A1IW,OXH!",%.Q[5[.Y'ON M19>1+/#T5V&&8B5DG6,.Z B* .W!0)_KQ(8!46O @"%&U84!SSV,2RE%G&I8R M9.?Q#M,&4M.25D#B5!PQH.1_=F1'YHTIRDPRVGU.F&<[7 DA)23E."2SE^TH ME'RIAIYE@:.US5D*Q4*5L\#<_%_L(%/Q//#_I5B_*3OJUJ@? Y&M^.M(N:K;:<>]B#[36,;>0859>[/SK:^PJ9&\IS#;N|IVX6[2VP^O8*YIH:9[A""QPG@7!*^KHZM*L GR-R,S"IG> M2S8[S|LCU,#,$6[^YA=5B>M-=%#7R[57Q:ESV*-&:],FN6Y@17:J$BNFQ4 M<(+3EING_%6;K1DK'V>S,Y3QN7)Z %8$L2@P6'E)V8!EX:2=KIU3DYL!=G:* MC2Y3HQ4H@L! (08);QD5B'?9$D"@28#5L2#?-WS[2K]!LDF<>0":?D^M!5,18 M=WC5:HL_0OW=9VWM$'W<,TNDM:3CEZG]3BZ25X'3,;+ MWPD $_H^[RC*)0,=5 G8__B#!QH!SW2W MR6VIFT:+[+5;6'F=&O\B,O50ZUV O_KON#/U^U_$<7:?^K=3@4.F^71!: MR%@37?(9L,'G=?YLR\[HHE=14-GY6QA0<<8[VK/E8,_S:!S9\YVY?Y5ST&IS M1_,Y2\7^OY1T(")[\CV?VI&($T#FX7 ";WH3>EE#"O!A###1-PJ^99(N>+PME MIV5[*6(/-G(]AQH1F9(^K2KTC(!PL)XR9.!O5,T[^V9_E8%[DUR-DLFSUSR3 MW*W3[TU'*#,,:G494C^3QRDJ#E\9NPPK:B%[LT+(24?%AN3*?76N':FQZ-E M]? J0IZ."@3(E__0Q@>T5*YX:^ABIHL%&L,/=G>T'QXH*/^.4"IL%(N XG0?PT MUIJ\4(6F5<8F#8?$#6J^%)0:L$]?9UXG\G-QS/T5#]4N7U*F_1(<9V-#8DM MEB("=^C$)NO<$K1+O'P)A.OK0]8L]@ 9L03>CKG2F'MEH?]!7_^CS+!LP#\,! M[6R"-[G<,=T9'>S%P?+$T^72%&,GHG!T,: *X71HFZX,!E2>@ %=X0-X)[5 M&G"3,.B<3C;#W+4SZVD$[Y,>,'V3E4)?XK=$N_/"T#B074!W<;D ,UD'JF!WP'!*A[(7-LB1C0F"P&Y M>#5B.WB3K@JX"&ZPFFRXV MD-_]WVC'WUN^PS:\RUOA&!87KK/!)4I-K/66I%S0L0IY2TV IZ*=W'X-V MPZ]I2%&'[*D!0S$!H4!G0/K"GM_&GKG6_,$.BO#@0'$%H@FET(;>C*(A+RZ3OOEW3J^YOW"_J@CIW83"9V& E*E'R; MU7?I[70? +W(_\E4UM^HF/9S>_:_.WC<++VT<7V= .JWIY2'74&.0?<(?OC|)X(> M93^@>2RB^"2!TDSH^=?Q#.K'5PP-K_CDW:=]]7!$I.*<>:'6^3K2Q8C+H^'# M,:X\":NO# A?]FD.J0RJY%3;9(6^X29]-/3*>/%KRUV;BL:QE--N'ST6UD=(M/+A?B(0)F+T*ILD*BHA8-7-TEUH3&G)CW%RT7WD6,I:=$Y)97/>+/2&R]KSOHH1YWG M:O$V,-8BNC,V'F% 2.KM*F;]=-+<@1VU H"+\R@4C:3] Y_%'X]K:MU47/-M@""+1+/=.FG58(]\R6_U]9'W=^3R\G*RN4@>;7=06S+YPVY9%N^8%]ZSNTH1 M]+7&8&*X-]4Q25T@EC_GP@.*0&6*U)<<+X9GB)YP;43A"S=Z017U+&85@+>L(.+`]!M.W5[>[-]H&#%GOZU" ;>AN+(6QFHA2;*0H."4^ M/1U5ZR'Y.<1U*WP(I2FB>-3& !G<,)9 M_^D9_%\(I@=>QP]%PTTPH,T8L^A(ZS9UHN H-84:._2*((LM:%$8ST0>2C7)HQH$_A31DQ MGA6PX*0UN'2,%_W:7\A0.PXLX]L?L3%?=<;CV%+^&[9\ 1 3%H.$A27&>"%D M9^X?.AY.8'E@;]]S_F9N#7M"WT*F%("A+C:8HD]IL#&NYCS?>/%;N24B (M-M\S(P(U9Z-RI,AOH-X+>+!8' Z/TB#(A@SFE9B%"Q,YKS\&P[WSU:+E9VU$_8 M^% !Q@.#37:6=LZL&T$GN]YK,HVQ#0?XH&1&2)RH4/_=&:CZ3/?V(MTWH),618N/ZW]T*U;A> M*T]ROH?=&6*:FOV@I"_=1S2DL:!B78HT:Z7(M&GY89G FC2:,GR+= (MD\2DC<-$59W>"RDI" R4=Y^^MT#7)4PC+?=N77Q2?R MPZ+9;0LWG 0=VGL:Y%@NRDP MMR2N.+5.?L?W(X.Y.,T]%DYF'@H?ZJ]<-F":25=2EFQK#@LX6L)P(_XM"[M#9G+2]3V#>K7H"=$K^,)YN2T%?:PHKNF7:\EC08@,Q#'_.?,O8LK',0"6@ MLFP VNBB(=$&094V [ZY+2&]!(D%!9W>PZAD48K,Y9^Y M32Z,Y6.1U>9.NWI(- PABO[@X$O)\'X

MU5KFP9GZ?+(;S.:!]U8NQ(JIA?4<3N:K?9[UP]869WC|I[NN3R]EO?"'\YK% MDS2=FG=P?"#)]>M#-U2S@W%$SV8'QN>A/QFH?#W4@:B\'6KE\Q+"UZDHZ+DO MR3!_)_VS7F04NW\2GLC5C7P;'K[+;O,=B:T3AG6V07&NU.QQ7CND3]?'0*4%X<+#[T;>B^$@ARFGDY1G/.YV">7JW"Q>'!Z&@,"V2;< M4LUH,47C.GC115N;_8=)WO].WNQ?!7VL]4P[@;NB'/WA337I("=[H 97]0("D M0P!4]B#I&"_PXN|$XW]+HE&0(X[D\F SO4G@<&.5Q;,.P2?.NS?3I(38|_HD M-"WB9\)'S?1$YFY!%%?"0=E>@35V?>$YL!'RWKF|FF;.L78^5{(&95'WR'G<6'5_A] MBQ^N50Q.^C>DK].Q6:)2+WA9E_%K+D]+U9#:D%U!D^U5?+|:>]KMNSX9%+"- MBR'W\:)*O]#K,3[+8WT?I!_^@'I=4LF5#8$7[J76TE.P)__MR.'A?Y=W_>_X MC]>]1NAHHD0Z#24G1/%%AP;OSPZ^EMF5RSD4D3D]'=XCL]9$(+^'?CZH:%P# ME#)4'H"P^H/04.YB[;AP0|?N;"'*PN@]_QG*H>L>8]BYM_N(UO+-\15%#0T+*_M%Q$MX8DF=";9'2WEB3['#TC9.QK$4G$Y%N3Z=B#D#R.9/-8+A1G'V-68 IJF5'FS#SHN MW.XB_+U.Z;-&M;_KA/%ZH12.RXL0OI4GI:L3S@U4VB62%@0&BHWT?E:3E8_MD:P_PI!7E!/B&"R$"_'WO!VF"HK\!+>1M^4\P5,QYGZ_"_^E5TW1FD*.OD'^M>7,:- ^UDKEXD%H04VE\$!*,$C"P(XK&J\F22N&AC+5E>7_?C"F[$QI=[+5MW M.F|10]+Q^MER\K9?9'TM!>7!.E7'H%/8)^FY#;_4YFM4\?=MS^@QK]4?G$L M+#Z?64TAIL N]Z3ZC8Q;H(545Z#4I.0OB, GD-X-V]846VC=OPD-8*N&+W,/ MYP1$&$_& SOA->"92)LBPS&@)0;OM=-(G_$E(OX@:_1DC[]B+AO|:9O>EQ' MZ!A,Z$A;NJ-7MB0F++#WKB\YX_MOC3IB0C!"$.W2J]_O33G[_6\-:B*J&TGVQ M[[=GEWAC0&>ET!]']S@PH#Z9P_\H1LH(9WH^16Q3I\%QT,(%=EJ:&- KF$3@ MQM*H;C^+MVX8@LTRTV5FZNF6C(<_MI5=(MB\^|C_,WTCV-Y+]ER-9TD0+^;'^X$,!A,XXAY.$ZBP7Y_L<0I2UU++%G M?,+/CZJ/4I0-QX6+G2E%,?<-_)I5A_3D"0KS1;4= 7RN|!VN4,Y0$IC930'C MD$7+5_W%RVD*&9M+&'Q$(FUX-),29/7.96$YH51+7-#,:'>A?87.Z/NU) M'>A.5D-%5R.5WY7%Z!]L:RC7DIP.EJ2RGW$6_7@J?2N#*.R_ETE;$FJ&@\H M@|\4Y7JU/3QY/".7N%R1,5FOT+TZV MGVEPCW(G;X'@O30EZQ^<@YH$WMP7S#=T,W(,!5TZ-2-_39":C)O(ND18&TOD MC}.^<@BV4]"H>D0- F/R^]5=^MJU6PMZM'8!U5OTLE;::>]H^4C_VJ2]FI)K)63W-]Z!,VDC:1ZW7;B#I3VTFYL&[WLG^%"YOD)/&[\GQ:Q496@O"%XDRR&K.1 M3] [5Q%FJY)ZYQ1YL)KTL8400!R\IXP*MNKI%+XT&9WA,:>OY#)0Q!@3Z=-/] M\Q7' 54#?=+PI@$UMD'3H<+G>,A)??+6=.?D=3M3G9A|J&'+8"71X#1"<-JX M!4]!MK\MBLB/70/AE.=J'OMU1I6H5/6V$MRT%/]"K\W/N:Y"K-S\SO1)\5 MY$/P2]3@,.C&]1] 6L^9V<_+7R$B;XYN5]LP?Y M&;T#G6)M4(MEBK[(X(.OCC7'4)"U459Y>N"ZWZV2W%$*77I/"E=G')WAW9"_MN6RYX'/74WLUN.+5!UP0M4'UTI*EK)[$JO=1;,.*+SQL\646NO7.B&M- MUZ_$S[W72\QG.88\Y>QPMH57F]$ST50O2P6IM^W%[+6>?NWPW;_F43L&IP"N/TTL-N-,*!-E=Z[ZB1^T"D+.*"Y4 2C861Z'9)N MST=X31NP5,PQ7O0^+W]"A- Q18%8D7^U$"S7"$/L'NJ]5+A9I62 (%WD&077^_M*"]K"!Q#[5'"@(U<.;X%0.%'E?A*^TRE.K$ KDTDTG!Q #+\%E!N[=;4#<<"W* M!.:[P0.*T8J3NAW/(& [@!W\51^0&1C#P=QSQ[SCB?W,7[HW)#R_>H+X\H+4I/K7ME*+K1E7;>?91JS,S33MLF> MUKITIX?6T@^W5J6#HB/0ZX5D V/NC!3*_?1 23O?S#66 M7GBHV7P!/SQ4DW MR6IS9;^L%M5^%C9UM.5K853I S7F72WZ5]W'|S-EG^ZIF=W)SU&N%"Q2(1Q M L\BKH,,W5C!!'I58*?[T&2VFA_6JE7C6$]9UI&F M^XG- JR(&9O@V/\"W2N%L)K/B^<6<92;KC#O&:CZ67P?+''+U#LEI?YZG4I0&+W=[<-4#R1_1,>L3J_2!'C-"$1<+++7< MF]_6N++I,799)Z8Y72*Y@78/^35@AQ.U!) (M8E_.0M&U*TD<@2[&M1Q_;Z*A M8+C?S9IC(9I3PR7R'M!@RXP&[OVR;LM]R%*1=G-I\NUE!I'IF\|)U?6W/A3+DU6Y;N+YW? 1YJHR"%.=WJB*$B>.N%I02%FI\K>>BN)!\/0+?!2+>,&-!ER:,ZWKC(B- 1*W9%?@C%I83 M,@>XXOZ ZSNAAP&]FJR.WCR@>I>@;.^P6F<[/81L9I93GB5JA%>;CK8@S0 =P M(;OAD"NU5D4-G0=.QHI09$]D"F\USOBY^'$U"S_\ W@UPLX2_1*R=U(^?<-/ M ;P4BUS\)OQ 2+:,36I51HS_]ML[&1:.]568-8]9:D7[!&RW8D!".9:Y_>=#78+8WZ-NEFC,'T,__Y"U$'T> M,J56 ,PNL';+A733[I<@=85F@.0 ="&C[0V\O6R$S^P_VN)(+!7;R0!OP4" MB*>3G2)VF,"4).W>#)+P.9XCGK+U$-SG7$(VCL)G<-5CS>'GH-/ MJ1[(]_DN3VQC 6F$>'QSE7K.#OP&.]7=#5V<-T6=ZS'6M_-$/U)?1.3 & W/C;'I58*?[T&2VFA_6JE7C6$]9UI&F M^XG-

@5${!F,]KXM8E2A_=IQD/2KZ-MR+^ML$4Z['EEZVP%HNT%MMI-UGAEZ5KDJ="$^'Z7-6 \[0! 7"Q|>AKT3F]7N!'S)/< L-R-N\4_U"^O-NUX /"+VV-K-MIR2!BD'&3_R*%=-1B+V2 H)WUVLG-*U2A$P'<_<330\ XIH'@,T?X/H(U-+# M]BKB-%"K@*&R@.#]0[!G_)O_Y ?^.=\Z?]*/N=8?ORW>.F1N,VA>.VAN/T? MXHZ'XIG_2ISLG^(.)\0+_BEN_/]-O.V?XF]-BK? ^4QS*L/;]#_$K_Q07^"W^_MUW^=>+L$YHE]6$2ZJ:&/F/WH0(7\V&OT(JU4H(MK \/]6Q]5'I'ZG(P%YU-MOT3L;QNNO-_E!1V96,692)UHI?]B^%-MRV%NQX/WMD; X['8Y(=+B_S- !A!# MF9.A_3XG+;;B*"'PAK+47G8[I0%V$>X6:T]Z(CF(-$]P13C6&/4XH^M>+VF. MHL"4"ZF+Y.I4P^<|>#;[<)M^9>SSN<^HB@MXQ5%0+TPAM8[Z&B=Y.C/)EU0 MT)M04_!K6>S6Y+F.:\.*1\2G,-V%:7)<;*\?\TV[20V[P,#K1^SU1C1F[VZ> M+V1GLJ>EIA(1+<7G OSHT!4&)/AX9B1/>+96OBO5GS?7+:VD;VG9]!6J7*-- MY+$F?G3= [I29]]1FUHV>O9(:0Z'&X2G+T63@374NPH&PF;PN2??R6/OT<=^* M*Z$+BGWL^::4,8,5'9F5*09 M6U+?PF/(;'BFPN?8.8+[JGM3O3A;^3\]';Y40%+77 < "(D)]Y*D/DBB%[.] M&G- 20I=']BR[YCH12X7LNQ@^F^O.D@WH=^18]%79'M-9B3$2]<^F1^D&,ENLY M.]V8FUE/BDXI?ZCTUF_S6E ">G8MQTWYC-Z"1*DLN>/0=#M=>8,K/*#O.P2R MU#+Y7:VP(GR2=1+!_DC@:,&XC*#])X:HG'5E H[O9] %[,XO=^O%V%0]&/;B M0Y<7>2]X=OA#>=<4M&'^DH.]$'.%WBO/4)EJU07=VM,"!H[^&G0 MFMCK- 7']VLUI<'UNEQ)*Z=8Z&]C<>GQMPA:;E%K8'&_]J9VM\#LY6]!5+#. MF$Q'F&2<%(I Y8I@GG" #[-1+S7<@]JX0!7Y"2&4_-@.,#,['97..FTK;+BY# M)8I*EK=7X$<)>M(EBMWA9? ^CW$D#PE[!N,M'IG4S_.X;>[,?@"P8EYN1P,>>A4& M.R-HIS@[B="F"X?:X2A;L-F/\76RGVZ<&%!UD(SD^%!!>YK/=[%7IET_O;U& M$3VB'7X*)>,<:=.>BTYSBGJQU;]\ <50>Z5CZ,#N6),0.L.%P-^Q[K;Y0(H+A M1C7,_M\KOR<;N^1^Y<5,,]JOTAFKLCH13W("WK#"[-R<#N.UZ&W/ G$W"\I0 M(S:.9L%OF1R;$8+BKT9B%YU9ORR86NZR8#E+\;5V2- @1&PR)X_@?#HXBHXKI MBMDIDP?51+XM:+UF&$DSK,?;3AO5+T1AS\WL1^TZ6+H*YO]2UNJSP-E1#1MN5B6<[]<9R4#_L202OU0069;& MTDMG4G&5!JV$>\/'+N@H)4\,M/L]$5J;#):(/H6L^"?R+VBO*[/BI8NO60I. MJ6V,W5,KHN[2:[;+,_*,EF->10C6G0)[;$_%(&A_(+-GXIQ7\QH0_U:UCJT7 M>)8OPD5F)-/H0C9G? \LMOP=(CT:Q;.[AE7%;33*.U>;K)=%:B/J(6\TJ 0%) MIXRDFB>3^2H/)EY:.#0YCF'O <@_5QN9\8L$U3X@*<|T4"E7@'$X!./JKW MWS_G]SC(>;6"Y)QH]? R'%KY_I87QMV"^:.66O4_VXT#T=%I@2_.,Z265\E)T M?3CA[*D:7M9*M50!S)7MD$;=U4U/;K2V)5=R1Z!RI&WS;)_C29^PFS_V-%2 M>EZ8%\XK-I-17)B\Q5$3R4E^IS\5,?_'/]O M#H.#H?\ 4$L! A0#% @ >XAG64R67^T.4 0 M+(_ !$ M (! &9L>7XAG68WLD)F2 M)@(,;F\A !$ (!/5 $ &9L>7'-D4$L! 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11http://fasb.org/us-gaap/2024#LiabilitiesCurrenthttp://fasb.org/us-gaap/2024#LiabilitiesCurrenthttp://fasb.org/us-gaap/2024#LiabilitiesCurrenthttp://fasb.org/us-gaap/2024#LiabilitiesCurrenthttp://fasb.org/us-gaap/2024#PrepaidExpenseAndOtherAssetsCurrentP1Y10-Qtrue2024-09-302024false001-40430FLYWIRE CORPORATIONDE27-0690799141 Tremont St #10BostonMA02111617329-4524Voting common stock, $0.0001 par value per shareFLYWNASDAQYesYesLarge Accelerated 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98530000.310.090.15-0.090.30.080.15-0.09124887591116492191124204873112495539129155010125480393129321537112495539125528991110001873320100022950387410009970570009900019386700080256000016428720007270007290003416991215171693000169300012912522311200023112000565320002000490400049040007020007020001687300016873000388960003889600012615649413000187332003580637-2385100010163490005705000-1549710008432450001122291901000018733201000-2317722-748000677343000170000-185700000491076000850000010002611190002611200001058000-1058000669158247400024740001980848982618270001827000141664970004975002581000-2581000113200001132000010643000106430001217004241100018733201000-2317722-748000953522000-2411000-1750570007753180001230102071100018733201000-2315045-747000959302000132000017377000078617000146866020003954000395600014700481934133108000310800014166324000324000-1291252231120002311200256608000-800003736000373600064900064900049668000496680001879000187990001261564941300018733200-3580637-2385100010163490005705000-1549710008432450001097907021000018733201000-2317722-748000649756000-1912000-1652040004819030008500000100026111900026112000-1058000-1058000220235785180008518000101980914505826910002691000424981196000119600-499000-499000312990003129900031299000-9853000-985300012170042411000187332010002317722-748000095352200024110000-17505700077531800018799000-985300012709000117740004839600031299000826000367000-988000380000-6600000-896000-1240005250001840002420001051000090580004979000970000151100016446000175290007184000453600087318000816300084450001014800000-467000-1017000-882000-312000-13680001329270002087700045438000016062900005879000045810004148000823000943000-205592000-5091000026111900004470000120700078300003108000269100039560008519000-228830000-1660200027067500030600056700089573000287028000654608000351177000565035000638205000300005900039530000253100003240001196000229000006110000 Note 1, Business Overview and Summary of Significant Accounting Policies Flywire Corporation (Flywire or the Company) was incorporated under the laws of the State of Delaware in July 2009 as peerTransfer Corporation. In 2016, the Company changed its name to Flywire Corporation. The Company is headquartered in Boston, Massachusetts and has a global footprint in 16 countries across 5 continents. Flywire provides a secure global payments platform, offering its clients an innovative and streamlined process to receive reconciled domestic and international payments in a more cost effective and efficient manner. The Company's solutions are built on three core elements: (i) a next-gen payments platform, (ii) a proprietary global payment network, and (iii) vertical-specific software backed by its deep industry expertise. 2023 Follow-On Public Offering On August 9, 2023, the Company entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option). The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). The Company received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of $10.9 million and other offering costs of $1.1 million. Basis of Presentation and Principles of Consolidation The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the SEC regarding interim financial reporting. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations, comprehensive income (loss), changes in stockholders' equity, and its cash flows for the periods presented. The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of results to be expected for the year ended December 31, 2024, any other interim periods or any future year or period. The accompanying consolidated balance sheet as of December 31, 2023 was derived from the Company's audited consolidated financial statements for the year ended December 31, 2023. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted from the interim unaudited condensed consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The condensed consolidated financial statements include the accounts of Flywire and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation. Segment Information The Company has a single operating and reportable segment. The Company's chief operating decision maker is its Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources. See Note 2 - Revenue and Recognition for information regarding the Company's revenue by geographic area. Use of Estimates The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and the accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, the valuation of certain stock-based compensation awards, the valuation of contingent consideration, the valuation of acquired intangible assets and their useful lives, the estimate of credit losses on accounts receivable, unbilled receivables and available-for-sale debt securities, the assessment of other-than-temporary impairment of available-for-sale debt securities, intangibles and other long-lived assets and the incremental borrowing rates for operating leases. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions. Impact of Inflation Inflation did not have a material effect on the Company's cash flows and results of operations during the three and nine months ended September 30, 2024. Concentrations of Credit Risk, Financial Instruments and Significant Clients Financial instruments that potentially subject the Company to concentration of credit risk consists principally of cash, cash equivalents, investments in available-for-sale debt securities, accounts receivable, unbilled receivables and funds receivable from payment partners. The Company maintains its cash and cash equivalents with financial institutions that management believes are of high credit quality. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government. The Company's cash and cash equivalents deposited with the financial institutions exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of $250,000. As part of its cash management process, the Company performs periodic reviews of the credit standing of the financial institutions holding its cash and cash equivalents. Additionally, to mitigate credit risk associated with financial institutions, the Company diversifies its cash and cash equivalents across

multiple financial institutions and U.S. Treasury Money Market Funds. U.S. Treasuries, by their nature, create a concentration of credit risk with the U.S. Government. The Company's access to its cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds. To manage credit risk associated with investments in available-for-sale debt securities, the Company monitors credit ratings of the issuers of the securities and diversifies its investments by limiting its holding in any one security or issuer. To manage credit risk related to accounts receivable and unbilled receivables, the Company maintains an allowance for credit losses. The allowance is determined by applying a loss-rate method based on an aging schedule using the Company's historical loss rate. The Company also considers reasonable and supportable current and forecasted information in determining its estimated loss rates, such as external forecasts, macroeconomic trends, or other factors that are associated with the credit quality of the Company's customer base. The Company did not experience any material credit losses for the three and nine months ended September 30, 2024 and 2023. Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.673%;box-sizing:content-box;"></td><td style="width:1.34%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.322%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.74%;box-sizing:content-box;"></td><td style="width:14.923%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
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During the three and nine months ended September 30, 2024 and 2023, no client accounted for 10% or more of total revenue. Summary of Significant Accounting Policies The Company's significant accounting policies are discussed in Note 1 - Business Overview and Summary of Significant Accounting Policies in the notes to the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to these policies during the three and nine months ended September 30, 2024 other than the investments discussed in Note 3 - Investments. Advertising Costs Advertising costs are expensed as incurred and are included in selling and marketing expenses in the condensed consolidated statements of operations and comprehensive income (loss). Advertising expenses for the three months ended September 30, 2024 and 2023 were $1.7 million and $2.0 million, respectively. Advertising expenses for the nine months ended September 30, 2024 and 2023 were $5.4 million and $5.1 million, respectively. Recently Adopted Accounting Pronouncements As of September 30, 2024 and for the period then ended, there were no recently adopted Accounting Standards Update (ASUs) that had a material effect on the Company's condensed consolidated financial statements and disclosures. Accounting Pronouncements Not Yet Adopted The following ASUs were issued by the Financial Accounting Standards Board but not yet adopted by Flywire as of September 30, 2024: ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures: ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 also enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable and contains other disclosure requirements. ASU 2023-07 is effective for Flywire for the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025. Early adoption is permitted. ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is evaluating the enhancement of its significant expenses that will be required to be disclosed and does not expect this standard to have an impact on its results of operations, balance sheet or cash flows. ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures: ASU 2023-09 requires public business entities to disclose on an annual basis additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition, ASU 2023-09 requires disclosure pertaining to taxes paid, net of refunds received, to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. ASU 2023-09 is effective for the Company for the annual period beginning on January 1, 2025. Early adoption is permitted. ASU 2023-09 should be applied on a prospective basis. However, companies have the option to apply the standard retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses: ASU 2024-03 is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. The amendment also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entity's definition of selling expenses. ASU 2024-03 is effective for the Company for the annual period beginning on January 1, 2027. Early adoption is permitted. The ASU can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. 2023 Follow-On Public Offering On August 9, 2023, the Company entered into an Underwriting Agreement with Goldman Sachs & Co. LLC, as the Representative of the several Underwriters, in connection with the offer and sale of 8,000,000 shares of voting common stock, at a price to the public of $32.00 per share (the Primary Offering). In addition, pursuant to the terms of the Underwriting Agreement, the Company granted the Underwriters an option to purchase up to 1,200,000 additional shares of common stock (the Option). The Primary Offering closed on August 14, 2023 and on September 12, 2023, the Underwriters exercised the Option in part and purchased an additional 500,000 shares of voting common stock at a price to the public of $32.00 per share (the Public Offering). The Company received $260.1 million in net proceeds from the Public Offering, after deducting underwriting discounts and commissions of*

$10.9 million and other offering costs of $1.1 million. <000000032120000050000032260100000109000001100000 Basis of Presentation and Principles of Consolidation The accompanying unaudited condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries and have been prepared in accordance with generally accepted accounting principles in the United States (GAAP) and applicable rules and regulations of the SEC regarding interim financial reporting. The interim unaudited condensed consolidated financial statements have been prepared on the same basis as the annual audited consolidated financial statements and, in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary for the fair statement of the Company's financial position, results of operations, comprehensive income (loss), changes in stockholders' equity, and its cash flows for the periods presented. The results of operations for the three and nine months ended September 30, 2024, are not necessarily indicative of results to be expected for the year ended December 31, 2024, any other interim periods or any future year or period. The accompanying consolidated balance sheet as of December 31, 2023 was derived from the Company's audited consolidated financial statements for the year ended December 31, 2023. Certain information and note disclosures normally included in the annual consolidated financial statements prepared in accordance with GAAP have been condensed or omitted from the interim unaudited condensed consolidated financial statements. These condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. The condensed consolidated financial statements include the accounts of Flywire and its wholly owned subsidiaries. All intercompany accounts and transactions have been eliminated upon consolidation. Segment Information The Company has a single operating and reportable segment. The Company's chief operating decision maker is its Chief Executive Officer, who reviews financial information presented on a consolidated basis for purposes of making operating decisions, assessing financial performance and allocating resources. See Note 2 - Revenue and Recognition for information regarding the Company's revenue by geographic area. Use of Estimates The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported and disclosed in the condensed consolidated financial statements and the accompanying notes. Significant estimates and assumptions reflected in these financial statements include, but are not limited to, the valuation of certain stock-based compensation awards, the valuation of contingent consideration, the valuation of acquired intangible assets and their useful lives, the estimate of credit losses on accounts receivable, unbilled receivables and available-for-sale debt securities, the assessment of other-than-temporary impairment of available-for-sale debt securities, intangibles and other long-lived assets and the incremental borrowing rates for operating leases. The Company bases its estimates on historical experience, known trends and other market-specific or other relevant factors that it believes to be reasonable under the circumstances. On an ongoing basis, the Company evaluates its estimates as there are changes in circumstances, facts and experience. Changes in estimates are recorded in the period in which they become known. Actual results may differ from those estimates or assumptions. Impact of Inflation Inflation did not have a material effect on the Company's cash flows and results of operations during the three and nine months ended September 30, 2024. Concentrations of Credit Risk, Financial Instruments and Significant Clients Financial instruments that potentially subject the Company to concentration of credit risk consists principally of cash, cash equivalents, investments in available-for-sale debt securities, accounts receivable, unbilled receivables and funds receivable from payment partners. The Company maintains its cash and cash equivalents with financial institutions that management believes are of high credit quality. Our cash equivalents include money market funds, which are AAA-rated and comprised of liquid, high quality debt securities issued by the U.S. government. The Company's cash and cash equivalents deposited with the financial institutions exceed the Federal Deposit Insurance Corporation (FDIC) insurance limit of $250,000. As part of its cash management process, the Company performs periodic reviews of the credit standing of the financial institutions holding its cash and cash equivalents. Additionally, to mitigate credit risk associated with financial institutions, the Company diversifies its cash and cash equivalents across multiple financial institutions and U.S. Treasury Money Market Funds. U.S. Treasuries, by their nature, create a concentration of credit risk with the U.S. Government. The Company's access to its cash and cash equivalents and client funds could be significantly impacted in volatile markets given our concentration in government money market funds. To manage credit risk associated with investments in available-for-sale debt securities, the Company monitors credit ratings of the issuers of the securities and diversifies its investments by limiting its holding in any one security or issuer. To manage credit risk related to accounts receivable and unbilled receivables, the Company maintains an allowance for credit losses. The allowance is determined by applying a loss-rate method based on an aging schedule using the Company's historical loss rate. The Company also considers reasonable and supportable current and forecasted information in determining its estimated loss rates, such as external forecasts, macroeconomic trends, or other factors that are associated with the credit quality of the Company's customer base. The Company did not experience any material credit losses for the three and nine months ended September 30, 2024 and 2023. 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2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Partner A </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Partner B </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 15 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Partner C </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Partner D </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Partner E </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 60 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20 </td><td style="white-space:nowrap;vertical-align:bottom;"> % </td></tr></table> * Less than 10% of total balance. During the three and nine months ended September 30, 2024 and 2023, no client accounted for 10% or more of total revenue. 250000 Accounts receivable are derived from revenue earned from clients located in the U.S. and internationally. Significant clients are those that represent 10% or more of accounts receivable, net as set forth in the following table: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.673%;box-sizing:content-box;"></td><td style="width:1.34%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.322%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.74%;box-sizing:content-box;"></td><td style="width:14.923%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> <span style="color:#000000;white-space:pre-wrap;font-

weight:bold;font-family:Arial;min-width:fit-content;">December 31,
2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Client A </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10 </td> <td style="white-space:nowrap;vertical-align:bottom;"> % </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td> </tr> </table> _____ * Less than 10% of total balance. Funds receivable from payment partners consist primarily of cash held by the Company's global payment processing partners that have not yet been remitted to the Company. Significant partners are those that represent 10% or more of funds receivable from payment partners as set forth in the following table: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.322%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.322%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
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content;">The Company's significant accounting policies are discussed in Note 1 - Business Overview and Summary of Significant Accounting Policies in the notes to the audited consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2023. There have been no material changes to these policies during the three and nine months ended September 30, 2024 other than the investments discussed in Note 3 - Investments. Advertising Costs Advertising costs are expensed as incurred and are included in selling and marketing expenses in the condensed consolidated statements of operations and comprehensive income (loss). Advertising expenses for the three months ended September 30, 2024 and 2023 were $1.7 million and $2.0 million, respectively. Advertising expenses for the nine months ended September 30, 2024 and 2023 were $5.4 million and $5.1 million, respectively. 1700000020000005400000510000 Recently Adopted Accounting Pronouncements As of September 30, 2024 and for the period then ended, there were no recently adopted Accounting Standards Update (ASUs) that had a material effect on the Company's condensed consolidated financial statements and disclosures. Accounting Pronouncements Not Yet Adopted The following ASUs were issued by the Financial Accounting Standards Board but not yet adopted by Flywire as of September 30, 2024: ASU 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures: ASU 2023-07 improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 also enhances interim disclosure requirements, clarifies circumstances in which an entity can disclose multiple segment measures of profit or loss, provides new segment disclosure requirements for entities with a single reportable and contains other disclosure requirements. ASU 2023-07 is effective for Flywire for the annual period beginning on January 1, 2024 and interim periods beginning on January 1, 2025. Early adoption is permitted. ASU 2023-07 should be applied retrospectively to all prior periods presented in the financial statements. The Company is evaluating the enhancement of its significant expenses that will be required to be disclosed and does not expect this standard to have an impact on its results of operations, balance sheet or cash flows. ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures: ASU 2023-09 requires public business entities to disclose on an annual basis additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state, and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition, ASU 2023-09 requires disclosure pertaining to taxes paid, net of refunds received, to be disaggregated for federal, state, and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. ASU 2023-09 is effective for the Company for the annual period beginning on January 1, 2025. Early adoption is permitted. ASU 2023-09 should be applied on a prospective basis. However, companies have the option to apply the standard retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses:ASU 2024-03 is intended to improve the disclosures of expenses by providing more detailed information about the types of expenses in commonly presented expense captions. The ASU requires entities to disclose the amounts of purchases of inventory, employee compensation, depreciation and intangible asset amortization included in each relevant expense caption; as well as a qualitative description of the amounts remaining in relevant expense captions that are not separately disaggregated quantitatively. The amendment also requires disclosure of the total amount of selling expense and, in annual reporting periods, an entity's definition of selling expenses. ASU 2024-03 is effective for the Company for the annual period beginning on January 1, 2027. Early adoption is permitted. The ASU can be applied either prospectively or retrospectively. The Company is currently evaluating the impact of this standard on its consolidated financial statements and disclosures. Note 2. Revenue and Recognition The following table presents revenue disaggregated by geographical area and major solutions. The categorization of revenue by geographical location is determined based on the location of where the client resides. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> (in thousands) </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Primary geographical markets </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Americas </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">71,557</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 68,384 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">171,845</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">EMEA</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">63,795</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">40,542</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">142,826</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">90,737</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">APAC</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">21,463</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">14,397</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">60,384</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">39,967</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total revenue</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 156,815 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 123,323 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">374,594</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 302,549 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Major solutions </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Transactions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">134,447</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,585 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">314,945</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 247,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Platform and other revenues </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 22,368 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,738 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 59,649 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 54,815 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,815</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 123,323 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 374,594 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">302,549</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr></table></div><p style="font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">Contract Balances from Contracts with Clients</p><div style="font-size:10pt;font-family:Arial;"><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table provides information about accounts receivable, unbilled receivables and deferred revenue from contracts with clients (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63%;box-sizing:content-box;"></td> <td style="width:2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.56%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.52%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.92%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,
2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,
2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Accounts receivable, net</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 27,510 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,215 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unbilled receivables, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,659 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,689 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue - current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,692 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,968 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue - non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 170 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr></table> For the three months ended September 30, 2024 and 2023, the Company recognized $0.7 million and $1.3 million in revenue from amounts that were included in deferred revenue as of June 30, 2024 and 2023, respectively. For the nine months ended September 30, 2024 and 2023, the Company recognized $5.6 million and $5.0 million in revenue from amounts that were included in deferred revenue as of December 31, 2023 and 2022, respectively. Remaining Performance Obligations The Company has performance obligations associated with certain clients' contracts for future services that have not yet been recognized as revenue. As of September 30, 2024, the aggregate amount of transaction price allocated to performance obligations that are unsatisfied or partially unsatisfied, including deferred revenue, was approximately $14.3 million. Of the total remaining performance obligations, the Company expects to recognize approximately 64.2% within the next year, 21.4% after one year through year two and 14.4% over the next three to five years thereafter. Actual amounts and timing of revenue recognized may differ due to subsequent contract modifications, renewals and/or terminations. <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-

content;">The following table presents revenue disaggregated by geographical area and major solutions. The categorization of revenue by geographical location is determined based on the location of where the client resides. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> (in thousands) </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Primary geographical markets </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;text-align:center;">   </td> <td style="vertical-align:bottom;text-align:center;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;text-align:center;">   </td> <td style="vertical-align:bottom;text-align:center;">   </td> <td style="vertical-align:bottom;">   </td> <td colspan="2" style="vertical-align:bottom;text-align:center;">   </td> <td style="vertical-align:bottom;text-align:center;">   </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Americas </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">71,557</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 68,384 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">171,384</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 171,845 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> EMEA </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 63,795 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,542 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 142,826 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-

space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 90,737 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> APAC </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 21,463 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,397 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 60,384 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 39,967 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,815</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 123,323 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">374,594</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 302,549 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Major solutions </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Transactions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">134,447</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,585 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">314,945</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 247,734 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Platform and other revenues </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 22,368 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 18,738 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 59,649 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 54,815 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,815</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 123,323 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">374,594</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-weight:bold;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 302,549 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
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style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table provides information about accounts receivable, unbilled receivables and deferred revenue from contracts with clients (in thousands):
<table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:63%;box-sizing:content-box;"></td> <td style="width:2%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.56%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.52%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:14.92%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accounts receivable, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">27,510</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,215 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unbilled receivables, net </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,659 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,689 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue - current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,692 </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,968 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue - non-current </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 170 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 169 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr>
</table>2751000018215000116590001068900076920006968000170000169000700000130000056000005000000143000000.6420.2140.144 Note 3. Investments During the nine months ended September 30, 2024, the Company began investing in a diversified portfolio of highly rated marketable debt securities, all of which are classified as available-for-sale. Available-for-sale debt securities with remaining maturities of greater than three months but less than one year and those identified by management at the time of purchase to be used to fund operations within one year are classified as short-term. All other available-for-sale securities are classified as long-term. Available-for-sale debt securities with readily determinable market values are recorded at fair value, and unrealized holding gains and temporary losses are recorded as a component of accumulated other comprehensive income, net of related estimated tax. The Company evaluates its available-for-sale debt securities for other-than-temporary impairment on a quarterly basis. When a decline in fair value is determined to be other-than-temporary, the cost of the investment is adjusted to fair value by recording a loss on investments in the condensed consolidated statements of operations and comprehensive income (loss). Gains and losses on investments are calculated on the basis of specific identification. The Company reviews several factors to determine whether a loss is other-than-temporary, such as the length and extent of the fair value decline, the financial condition and near-term prospects of the issuer, market conditions and trends and whether the Company has the intent to sell or will more likely than not be required to sell before the securities' anticipated recovery, which may be at maturity. The following table summarizes the estimated fair value of available-for-sale debt securities included within short-term and long-term investments as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Amortized Cost </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Gains </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Allowance for Credit Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accrued Interest
Receivable </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Aggregate Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-

align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">56,468</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 236 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">443</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,145 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 39,847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 154 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 215 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Treasury Bill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

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Roman;margin-bottom:0;text-align:right;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,494 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total short-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">114,979</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 415 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2)</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">699</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 116,091 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Long-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" 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style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">26,283</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">156 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 264 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,697 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,411 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Agency bond </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,451 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 29 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,496 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid

#000000;text-align:center;"> 1,627 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,638 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total long-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">39,772</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">352</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 40,357 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> _____ * Less than 1. The following table summarizes the fair value of the Company's available-for-sale debt securities by remaining contractual maturity as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;box-sizing:content-box;"></td> <td style="width:2.1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.9%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Due within one year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 116,091 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Due after one year through five years </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,357 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:left;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 156,448 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> As of September 30, 2024, approximately 14 out of approximately 139 investments in available-for-sale debt securities were in an unrealized loss position. The following table shows fair values and gross unrealized losses for available-for-sale debt securities that were in an unrealized loss position, for which an allowance for credit losses has not been recorded, as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Less than 12 Months </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 12 Months or Longer </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-

align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,805</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (2 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,805 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,994 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,108 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;">

</td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total short-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,907</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2)</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid 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style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p 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Unrealized losses have not been recognized into income (loss) as the Company neither intends to sell, nor anticipates that it is more likely than not that the Company will be required to sell, the securities before recovery of their amortized cost basis. The decline in fair value is due primarily to changes in market interest rates, rather than credit losses. Based on the evaluation of available evidence, the Company does not believe any unrealized losses represent other than temporary impairments. During the three and nine months ended September 30, 2024, the Company received cash of $5.7 million and $5.9 million, respectively, from the sale of short-term and long-term investments. There have been no<span style="color:#000000;white-space:pre-wrap;font-

size:10pt;font-family:Arial;min-width:fit-content;"> significant realized gains or losses on the sale of short-term and long-term investments during the three and nine months ended September 30, 2024. The following table summarizes the estimated fair value of available-for-sale debt securities included within short-term and long-term investments as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:40%;box-sizing:content-box;"></td><td style="width:1.04%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.04%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.04%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.96%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.04%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:6.96%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Amortized Cost </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Gains </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Allowance for Credit Losses </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accrued Interest
Receivable </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Aggregate Fair Value </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Short-term investments </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">56,468</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 236 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(2</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">443</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,145 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 39,847 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 154 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 215 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Treasury Bill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,647 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Foreign Agency Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,492 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,494 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total short-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 114,979 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">415</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (2 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 699 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">116,091</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term investments</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:7pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Corporate bonds</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,283 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 264 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,697 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,411 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;font-family:Arial;min-width:fit-content;

content;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 58 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Agency bond </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,451 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 29 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,496 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;border-bottom:0.5pt solid #000000;text-align:center;"> 1,627 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;border-bottom:0.5pt solid #000000;text-align:center;"> 1,638 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-

space:pre-wrap;vertical-align:top;"> Total long-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">39,772</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 239 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">352</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 40,357 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> _____ * Less than 1.
5646800023600020000443000571450003984700015400000215000402160001362800019000000136470002583000500000400002628000961000000096100014920001006
style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table summarizes the fair value of the Company's available-for-sale debt securities by remaining contractual maturity as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;box-sizing:content-box;"></td> <td style="width:2.1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.9%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Due within one year </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">116,091</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:7pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Due after one year through five years</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">40,357</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total investments</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 156,448 </td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>1160910004035700015644800014139The following table shows fair values and gross unrealized losses for available-for-sale debt securities that were in an unrealized loss position, for which an allowance for credit losses has not been recorded, as of September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:40%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.04%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:6.96%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="22" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Less than 12 Months </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;">12 Months or Longer </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair Value </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross Unrealized Losses </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom

style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,994 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> * </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td 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style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p 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style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Long-term investments</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td 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style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,357 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td 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size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total long-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="border-top:0.5pt solid #000000;white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,642</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="border-top:0.5pt solid #000000;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(6</p></td> <td style="border-top:0.5pt solid #ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> 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#ffffff03;white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> _____ * Less than 1.
3805000200000380500020001994000000199400001108000000110800006907000200000690700020006357000600000635700060002850000002850000664200060000006600 id="note_4" style="font-size:10pt;margin-top:18pt;font-family:Times New Roman;margin-bottom:0;text-align:left;">Note 4. Fair Value Measurements Certain assets and liabilities are carried at fair value under GAAP. Fair value is defined as the exchange price that would be received for an asset or paid to transfer a liability (an exit price) in an orderly transaction between market participants on the measurement date in the principal or most advantageous market for the asset or liability. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. Financial assets and liabilities carried at fair value are classified and disclosed in one of the following three levels of the fair value hierarchy, of which the first two are considered observable and the last is considered unobservable: Level 1 - Quoted prices in active markets for identical assets or liabilities. Level 2 - Observable inputs (other than Level 1 quoted prices), such as quoted prices in active markets for similar assets or liabilities, quoted prices in markets that are not active for identical or similar assets or liabilities, or other inputs that are observable or can be corroborated by observable market data. Level 3 - Unobservable inputs that are supported by little or no market activity and that are significant to determining the fair value of the assets or liabilities, including pricing models, discounted cash flow methodologies and similar techniques. The Company’s cash equivalents are carried at fair value (Level 1) as determined according to the fair value hierarchy described above. The Company’s cash equivalents include money market funds, which are measured at fair value using the net asset value (NAV) per share practical expedient. The money market funds, which are AAA-rated are comprised of liquid, high-quality debt securities issued by the U.S. government. Shares in money market funds are purchased and redeemed at the NAV at the time of the purchase or sale, which may be purchased or redeemed on demand, as may be required by the Company. The Company’s investments in available-for-sale debt securities are carried at fair value, determined using Level 2 inputs in the fair value hierarchy as quoted prices are available to support the valuation. The carrying values of accounts receivable, funds receivable from payment partners, unbilled receivables, prepaid expenses, accounts payable, funds payable to clients and accrued expenses and other current liabilities approximate their respective fair values due to the short-term nature of these assets and liabilities. The Company’s contingent consideration is carried at fair value, determined using Level 3 inputs in the fair value hierarchy. The following tables present the Company’s fair value hierarchy for its financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:43.778%;box-sizing:content-box;"></td><td style="width:1.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:10.024%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.723%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.723%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.06%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:7.723%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:left;"> Measured at NAV as of September 30, </td><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"> </td><td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Measured at Fair Value as of September 30, 2024: </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"> </td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Financial Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td>

align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> 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style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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family:Arial;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Treasury Bill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,647 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,647 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Foreign Agency Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 961 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New

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family:Arial;min-width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,697 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Agency bond </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span style="font-family:Arial;min-

width:fit-content;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">154,823</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,448</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 64 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">311,335</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Financial Liabilities:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Contingent consideration</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">

style="color:#000000;font-family:Arial;min-width:fit-content;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total financial liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td colspan="20" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Measured at NAV as of December 31, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Measured at Fair Value as of December 31, 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Financial Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">372,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 372,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign exchange contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total financial assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">372,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New 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</td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">372,928</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Financial Liabilities:</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="vertical-align:bottom;"><p 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style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Contingent consideration</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td 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style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,882</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td 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style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double 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bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,882 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> During the nine months ended September 30, 2024 and year ended December 31, 2023, there were no transfers between Level 1, Level 2 or Level 3. Contingent consideration Invoiced Inc. (Invoiced) The fair value of the contingent consideration related to the revenue milestones from the Company's acquisition of Invoiced in August 2024 was determined using an option pricing model and the fair value of the contingent consideration related to the cross-selling, product and security and information technology (IT) milestones was determined using a scenario-based method. Refer to Note 8 - Business Combinations for additional details on the Invoiced acquisition. The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:73.7%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:24.36%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Discount rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 6.47% - 6.59% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Probability of successful achievement * </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4% - 95% </td> </tr> </table> _____ * Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%. Increases or decreases in the discount rate would result in a lower or higher fair value measurement, respectively. Increases or decreases in any of the probabilities of success in which the revenue, top customers, product and IT milestones are expected to be achieved would result in higher or lower fair value measurement, respectively. Learning Information Systems Pty Ltd. (StudyLink) The fair value of the contingent consideration related to the revenue milestone from the Company's acquisition of StudyLink in November 2023 was determined using an option pricing model and the fair value of the contingent consideration related to volume of money movement, the cross-selling and engineering implementation milestones was determined using a scenario-based method. Refer to Note 8 - Business Combinations for additional details on the StudyLink acquisition. The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024 and December 31, 2023. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:59.248%;box-sizing:content-box;"></td> <td style="width:19.596%;box-sizing:content-box;"></td> <td style="width:1.56%;box-sizing:content-box;"></td> <td style="width:19.596%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Discount rate </td> <td style="vertical-align:bottom;text-align:center;"> 7.5% - 7.7% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 7.4% - 7.5% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Probability of successful achievement * </td> <td style="vertical-align:bottom;text-align:center;"> 0% - 100% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 29% - 95% </td> </tr> </table> _____ * Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. Increases or decreases in the discount rate would result in a lower or higher fair value measurement, respectively. Increases or decreases in any of the probabilities of success in which the revenue, volume, cross-selling and the engineering implementation milestones are expected to be achieved would result in higher or lower fair value measurement, respectively. Changes in the fair value of contingent consideration are included as a component of general and administrative expense within the condensed consolidated statements of operations and comprehensive income (loss). The following table summarizes the changes in the carrying value of the contingent consideration for the periods presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td

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September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,917</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 42 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,882</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,332 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Additions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,508 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,508 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Change in fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (94) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (42) </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Contingent consideration paid * </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,674 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 71 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (28 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> * For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows. The following tables present the Company’s fair value hierarchy for its financial assets and liabilities that are measured at fair value on a recurring basis as of September 30, 2024 and December 31, 2023 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:43.778%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.024%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.723%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.723%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.723%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.06%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.723%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> Measured at NAV as of September 30, </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Measured at Fair Value as of September 30, 2024: </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Financial Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td>

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 64 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Short-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,145 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 57,145 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 40,216 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Treasury Bill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,647 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,647 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Foreign Agency Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Commercial paper </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,628 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,494 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 116,091 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total short-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 116,091 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Long-term investments </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Corporate bonds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,697 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,697 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> U.S. Government obligations </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,526 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Agency bond </td> <td 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style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,496 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Asset-backed Securities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,638 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,638 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total long-term investments </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;">

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#ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">64</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td 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<td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Contingent consideration </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p 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bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total financial liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,402 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td colspan="20" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> </tr> <tr 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#ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 1 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 2 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Level 3 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Financial Assets: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> <span style="white-space:pre-wrap;font-family:Arial;min-width:fit-

content;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash equivalents </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Money market funds </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">372,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 372,912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign exchange contracts </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Total financial assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">372,912</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-

align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 16 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 372,928 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Financial Liabilities: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;"> </td>

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 2,882 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>1548230000001548230000006400064000005714500005714500000402160000402160000013647000013647000002628000026280000096100009610000014940000149
style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;">The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:73.7%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:24.36%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Discount rate </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 6.47% - 6.59% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Probability of successful achievement * </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 4% - 95% </td> </tr> </table> _____ * Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%. 0.06470.06590.040.950.643The following table presents the unobservable inputs incorporated into the valuation of contingent consideration as of September 30, 2024 and December 31, 2023. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:59.248%;box-sizing:content-box;"></td> <td style="width:19.596%;box-sizing:content-box;"></td> <td style="width:1.56%;box-sizing:content-box;"></td> <td style="width:19.596%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:top;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Discount rate </td> <td style="vertical-align:bottom;text-align:center;"> 7.5% - 7.7% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 7.4% - 7.5% </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Probability of successful achievement * </td> <td style="vertical-align:bottom;text-align:center;"> 0% - 100% </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 29% - 95% </td> </tr> </table> _____
* Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. 0.0750.0770.0740.075010.290.95The following table summarizes the changes in the carrying value of the contingent consideration for the periods presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">1,917</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 42 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,882</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,332 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Additions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,508 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,508 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Change in fair value </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (94 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (988 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 368 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Contingent consideration paid * </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (1,674 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> <span style="font-

family:Arial;color:#000000;white-space:pre-wrap;min-width:fit-content;">71 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (28 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">6,402</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 2* For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows.
1917000420002882000133200045080000450800002000-94000-42000-9880003680000000-167400071000000-28000640200006402000000 Note 5. Derivative Instruments As part of the Company's foreign currency risk management program, the Company uses foreign currency forward contracts to mitigate the volatility related to fluctuations in the foreign exchange rates. These foreign currency forward contracts are not designated as hedging instruments. Derivative transactions such as foreign currency forward contracts are measured in terms of the notional amount; however, this amount is not recorded on the condensed consolidated balance sheets and is not, when viewed in isolation, a meaningful measure of the risk profile of the derivative instruments. The notional amount is generally not exchanged but is used only as the underlying basis on which the value of foreign exchange payments under these contracts is determined. As of September 30, 2024 and December 31, 2023, the Company had 13,975 and 12,737 open foreign exchange contracts, respectively. As of September 30, 2024 and December 31, 2023, the Company had foreign currency forward contracts outstanding with a notional amount of $54.4 million and $36.1 million, respectively. The Company records all derivative instruments in the condensed consolidated balance sheets at their fair values. The Company recorded an asset of less than $0.1 million related to outstanding foreign exchange contracts for each of the nine months ended September 30, 2024 and for the year ended December 31, 2023. The Company recognized a loss of $0.5 million and $0.6 million during the three and nine months ended September 30, 2024, respectively. The Company recognized a loss of $1.2 million and $2.2 million during the three and nine months ended September 30, 2023, respectively. Gains and losses are included as a component of general and administrative expense within the condensed consolidated statements of operations and comprehensive income (loss). 139751273754400000361000001000005000006000001200000022000000 Note 6. Accrued Expenses and Other Current Liabilities Accrued expenses and other current liabilities consisted of the following as of the dates presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New

Roman;margin-bottom:0;text-align:left;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued employee compensation and related taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,834</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued vendor liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,151 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,193 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued income and other non-employee related taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,671 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,270 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued professional services </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,409 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,139 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Current portion of operating lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,478 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,465 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses and current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,684 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,500 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">46,227</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 43,315 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> <span style="font-family:Arial;min-width:fit-

content;"> </td> </tr> </table> Accrued expenses and other current liabilities consisted of the following as of the dates presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued employee compensation and related taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,834</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,748 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued vendor liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,151 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,193 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued income and other non-employee related taxes </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,671 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,270 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accrued professional services </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,409 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 2,139 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Current portion of operating lease liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,478 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,465 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other accrued expenses and current liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 14,684 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 9,500 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double

#000000;text-align:center;"> 46,227 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 43,315 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>16834000197480004151000419300066710006270000240900021390001478000146500014684000950000046227000433150000 Note 7. Property and Equipment, net Property and equipment, net consisted of the following as of the dates presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30,
2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31,
2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Computer equipment and software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,004</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,681 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Internal-use software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 22,843 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,135 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 917 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,573 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,431 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33,337 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,159 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated depreciation and amortization* </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-

wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (15,653 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (13,025 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,684</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,134 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> * For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments. Depreciation of property and equipment and amortization of internal-use software for the each of the three months ended September 30, 2024 and 2023 was $1.1 million. Depreciation of property and equipment and amortization of internal-use software for the nine months ended September 30, 2024 and 2023 was $3.6 million and $3.2 million, respectively. The Company capitalized $4.7 million and $4.1 million in costs related to internal-use software during the nine months ended September 30, 2024 and 2023, respectively. Software developed for internal use is amortized on a straight-line basis over its estimated useful life of five years. As of September 30, 2024 and December 31, 2023, the carrying value of internal-use software was $15.6 million and $12.7 million, respectively. Amortization expense related to internal-use software for each of the three months ended September 30, 2024 and 2023 was $0.7 million. Amortization expense related to internal-use software for the nine months ended September 30, 2024 and 2023 was $2.5 million and $2.0 million, respectively. </p><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">Property and equipment, net consisted of the following as of the dates presented (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30,
2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31,
2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Computer equipment and software</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,004 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,681 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Internal-use software </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">22,843 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,135 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Furniture and fixtures </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 917 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 912 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Leasehold improvements </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,573 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,431 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 33,337 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,159 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Less: Accumulated depreciation and amortization* </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (15,653 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (13,025 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,684</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 15,134 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> * For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments. 400400036810002284300018135000917000912000557300054310003333700028159000156530001302500017684000151340003430006790001230002340001100000110000036000003200000470000041000001560000012700000700000700000250000020000000 Note 8. Business Combinations Invoiced On August 2, 2024, Flywire acquired all of the issued and outstanding shares of Invoiced, a U.S.-based software as a service (SaaS) B2B company that provides accounts receivable software that automates all aspects of billing, collections, payments, reporting and forecasting within a single online platform. The acquisition of Invoiced was intended to accelerate the Company's global expansion in its B2B vertical. The acquisition of Invoiced has been accounted for as a business combination. While the Company uses its best estimates and assumptions as

*part of the purchase price allocation process to value the assets acquired and liabilities assumed on the acquisition date, its estimates and assumptions are subject to refinement. The net fair value of the acquired intangible assets was determined using the income approach. In performing these valuations, the key underlying judgments and assumptions used included revenue and earnings before interest and taxes growth rates, discount rates, technology royalty rate and attrition rate. Fair value estimates are based on a complex series of judgments about future events and uncertainties and rely heavily on estimates and assumptions. The judgments used to determine the estimated fair value assigned to each class of assets acquired and liabilities assumed, as well as asset lives, can materially impact the Company's results of operations. The finalization of the purchase accounting assessment may result in a change in the valuation of assets acquired and liabilities assumed and may have a material impact on the Company's results of operations and financial position. As a result, during the measurement period, which may be up to one year from the acquisition date, the Company may record adjustments to the assets acquired and liabilities assumed with a corresponding offset to goodwill to reflect additional information received about facts and circumstances which existed at the date of acquisition. The Company records adjustments to the assets acquired and liabilities assumed subsequent to the purchase price allocation period in the Company's operating results in the period in which the adjustments are determined. Any potential adjustments made could be material in relation to the preliminary values presented. Pursuant to the terms of the business combination agreement, the Company acquired Invoiced for estimated total purchase consideration of approximately $53.7 million or $52.3 million, net of cash acquired, which consisted of (in thousands):</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80%;box-sizing:content-box;"></td><td style="width:2.1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:15.9%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration, net of cash acquired</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">47,769</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Estimated fair value of contingent consideration</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">4,508</p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Total purchase consideration, net of cash acquired</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,277 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td></tr></table> The purchase consideration includes $2.0 million of acquisition holdback payments payable on the first and second anniversary dates of the acquisition. The business combination agreement provides for contingent consideration of up to $7.5 million, with an estimated fair value of $4.5 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon the successful achievement of certain targets related to revenue and cross-selling of the Invoiced software as well as milestones related to the Invoiced software product and security and IT integration. During the three and nine months ended September 30, 2024, the Company incurred $0.5 million in transaction costs, which are included in general and administrative expenses in the consolidated statements of operations and comprehensive income (loss).</p><div style="font-size:10pt;font-family:Arial;"><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The table summarizes the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:80%;box-sizing:content-box;"></td><td style="width:2.1%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:15.9%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,418 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses and other current assets </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 696 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Other assets </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Identifiable intangible assets </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,100 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Goodwill </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 31,881 </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total assets acquired </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-family:*font-*

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 60,106 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,923 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,037 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accounts payable and accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 451 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total liabilities assumed </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,411 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net assets acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,695 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Less: cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,418 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">   </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net assets, less cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;">   </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,277 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">   </td> </tr> </table>   Goodwill arising from the acquisition of $31.9 million was attributable to the assembled workforce of Invoiced and the synergies expected to arise from the acquisition. No goodwill from this acquisition will be deductible for income tax purposes.</p><div style="font-size:10pt;font-family:Arial;"><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table reflects the estimated fair values of the identified intangible assets of Invoiced and their respective weighted-average amortization periods.</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.323%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#fffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Estimated
Fair Values</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-
Average
Estimated
Amortization
Periods</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(in thousands)</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(years)</p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Developed technology</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,100 </td> <td style="white-space:nowrap;vertical-align:bottom;">   </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times

*New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,600 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 400 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 26,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> The results of Invoiced have been included in the condensed consolidated financial statements since the date of the acquisition. Invoiced contributed $0.9 million in platform revenue during the three and nine months ended September 30, 2024. The Company has not disclosed net income or loss since the acquisition date as the business was fully integrated into the consolidated Company's operations and therefore it was impracticable to determine this amount. Unaudited Pro Forma Financial Information The following unaudited pro forma financial information shows the results of the Company's operations for the three and nine months ended September 30, 2024 and 2023 as if the acquisition had occurred on January 1, 2023. The unaudited pro forma financial information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had occurred as of that date. The unaudited pro forma information is also not intended to be a projection of future results due to the integration of the acquired operations of Invoiced. The unaudited pro forma information reflects the effects of applying the Company's accounting policies and certain pro forma adjustments to the combined historical financial information of the Company and Invoiced. The pro forma adjustments include: • incremental amortization expense associated with the estimated fair value of identified intangible assets; • incremental employee compensation expense for Invoiced employees; • transaction costs; and • the estimated tax impact of the above items. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:16.97%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.314%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.314%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.314%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.039%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2023 </td> <td style="vertical-*

align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="30" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,815</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 157,280 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">123,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,595 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">374,594</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 377,862 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">302,549</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 306,413 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net Income (Loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 38,896 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,831</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,643 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">9,982</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,799 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">17,522</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (12,001 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> </table> StudyLink On November 3, 2023, Flywire, through one of its Australian subsidiaries Flywire Pacific Pty Ltd., acquired all of the issued and outstanding shares of StudyLink, an Australian-based SaaS education company that provides platforms to education providers to support their student admissions systems and processes, including features such as eligibility assessment, offer generation, recruitment agent and commission management and acceptance processing. The acquisition of StudyLink was intended to accelerate the Company's growth in the Australian higher education market and enhance the Company's value proposition to payers, universities and agents in the higher education ecosystem. The acquisition of StudyLink has been accounted for as a business combination. During the first quarter of 2024, the Company completed its purchase accounting and recorded an immaterial net working capital adjustment. Pursuant to the terms of the business combination agreement, the Company acquired StudyLink for estimated total purchase consideration of approximately $37.6 million or $35.5 million, net of cash acquired, which consisted of (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.24%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1.18%;box-sizing:content-box;"></td> <td style="width:15.64%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration, net of cash acquired</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="vertical-align:bottom;text-align:center;"> 32,764 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Estimated fair value of contingent consideration </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,701 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Total purchase consideration, net of cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,465 </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The business combination agreement provides for contingent consideration up to $3.9 million, with an estimated fair value of <span><span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;">$2.7 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon StudyLink's successful achievement of revenue, volume, cross-selling and engineering implementation milestones and is subject to exchange rate fluctuation adjustment between the U.S. Dollar and Australian Dollar. A portion of contingent consideration can be paid in the form of cash or shares of common stock, at the Company's option. Additional payments in the form of shares of common stock will be made based on the continuing employment of a key employee; accordingly, the fair value of $2.4 million, or approximately 84,000 shares of common stock, have been excluded from the purchase consideration. These shares were fixed on the date of acquisition and payable only in common stock, therefore are equity-classified. During the three and nine months ended September 30, 2024, the Company expensed $0.3 million and $0.9 million, respectively, in stock-based compensation associated with retention of the key employee. The stock-based compensation expense is included in the Company's condensed consolidated statements of operations and comprehensive income (loss) and additional paid-in capital on the condensed consolidated balance sheet. The

table summarizes the allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.22%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Cash </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> $ </td> <td style="vertical-align:bottom;text-align:center;"> 2,108 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Accounts receivable </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 2,762 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Prepaid expenses and other current assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 432 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Other assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 193 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Goodwill </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 20,705 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Identifiable intangible assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 19,553 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Total assets acquired </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000,"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center,"> 45,753 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top,"> Deferred tax liabilities </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom;text-align:center,"> 2,663 </td> <td style="vertical-align:bottom,"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:top,"> Deferred revenue </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom;text-align:center,"> 2,654 </td> <td style="vertical-align:bottom,"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:top,"> Accounts payable </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom;text-align:center,"> 859 </td> <td style="vertical-align:bottom,"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top,"> Accrued expenses and other current liabilities </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #000000,"> </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #000000,text-align:center,"> 2,004 </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #ffffff03,"> </td> </tr> <tr style="height:10pt;background-color:#ffffff,white-space:pre-wrap;word-break:break-word,"> <td style="text-indent:14pt,vertical-align:top,"> Total liabilities assumed </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #000000,"> </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #000000,text-align:center,"> 8,180 </td> <td style="vertical-align:bottom,border-bottom:0.5pt solid #ffffff03,"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word,"> <td style="vertical-align:top,"> Net assets acquired </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,"> </td> <td style="vertical-align:bottom,text-align:center,"> 37,573 </td> <td style="vertical-align:bottom,"> </td> </tr> <tr style="height:10pt;background-color:#ffffff,white-space:pre-wrap,word-break:break-word,"> <td style="text-indent:14pt,vertical-align:top,"> <span style="color:#000000,white-space:pre-wrap,font-family:Arial,min-

width:fit-content;">Less: cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,108 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net assets, less cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,465 </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Goodwill arising from the acquisition of $20.7 million was attributable to the assembled workforce of StudyLink and the synergies expected to arise from the acquisition. No goodwill from this acquisition will be deductible for income tax purposes.</p><div><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table reflects the fair values of the identified intangible assets of StudyLink and their respective weighted-average amortization periods.</p></div><div style="font-size:10pt;font-family:Arial;"><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:66.98%;box-sizing:content-box;"></td><td style="width:1.62%;box-sizing:content-box;"></td><td style="width:1.18%;box-sizing:content-box;"></td><td style="width:12.7%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.22%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:13.3%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Fair
Values</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted-Average
Amortization
Periods</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(in thousands)</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">(years)</p></td><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Developed technology</p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-family:Arial;min-width:fit-content;">$ </td><td style="vertical-align:bottom;text-align:center;"> 7,397 </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:center;"> 7 </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Client relationships </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:center;"> 12,027 </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:center;"> 14 </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:top;"> Trade Name/Trademark </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 129 </td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;text-align:center;"> 2 </td><td style="vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;"> </td><td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td><td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,553 </td><td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td><td style="vertical-align:bottom;"> </td><td colspan="2" style="vertical-align:bottom;text-align:center;"> </td><td style="vertical-align:bottom;text-align:center;"> </td></tr></table> The results of StudyLink have been included in the condensed consolidated financial statements since the date of the acquisition. StudyLink contributed $1.8 million and $5.5<span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-

family:Arial;min-width:fit-content;"> million in platform revenue during the three and nine months ended September 30, 2024, respectively. The Company has not disclosed net income or loss since the acquisition date as the business was fully integrated into the consolidated Company's operations and therefore it was impracticable to determine this amount. Unaudited Pro Forma Financial Information The following unaudited pro forma financial information shows the results of the Company's operations for the three and nine months ended September 30, 2023 as if the acquisition had occurred on January 1, 2022. The unaudited pro forma financial information is presented for information purposes only and is not necessarily indicative of what would have occurred if the acquisition had occurred as of that date. The unaudited pro forma information is also not intended to be a projection of future results due to the integration of the acquired operations of StudyLink. The unaudited pro forma information reflects the effects of applying the Company's accounting policies and certain pro forma adjustments to the combined historical financial information of the Company and StudyLink. The pro forma adjustments include: • incremental amortization expense associated with the estimated fair value of identified intangible assets; • incremental employee compensation expense for StudyLink employees; • transaction costs; and • the estimated tax impact of the above items. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:35%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.42%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">123,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 125,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">302,549</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 307,954 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net Income (Loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,643</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$

</td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,217 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(9,853</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11,383 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr> </table> Pursuant to the terms of the business combination agreement, the Company acquired Invoiced for estimated total purchase consideration of approximately $53.7 million or $52.3 million, net of cash acquired, which consisted of (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;box-sizing:content-box;"></td> <td style="width:2.1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.9%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration, net of cash acquired</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,769 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Estimated fair value of contingent consideration </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,508 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total purchase consideration, net of cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,277 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The purchase consideration includes $2.0 million of acquisition holdback payments payable on the first and second anniversary dates of the acquisition. The business combination agreement provides for contingent consideration of up to $7.5 million, with an estimated fair value of $4.5 million on the date of acquisition, and represents additional payments that Flywire may be required to make in the future which are dependent upon the successful achievement of certain targets related to revenue and cross-selling of the Invoiced software as well as milestones related to the Invoiced software product and security and IT integration.</p>537000005230000047769000450800052277000200000075000004500000500000500000<p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The table summarizes the preliminary allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80%;box-sizing:content-box;"></td> <td style="width:2.1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.9%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,418 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Prepaid expenses and other current assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 696 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Identifiable intangible assets </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 26,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Goodwill </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 31,881 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total assets acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times

New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 60,106 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred tax liabilities </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,923 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Deferred revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,037 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Accounts payable and accrued expenses </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 451 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Total liabilities assumed </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,411 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net assets acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 53,695 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Less: cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,418 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net assets, less cash acquired </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 52,277 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table>
141800069600011000261000003188100060106000492300010370004510006411000536950001418000522770003190000000 The following table reflects the estimated fair values of the identified intangible assets of Invoiced and their respective weighted-average amortization periods. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.673%;box-sizing:content-box;"></td> <td style="width:1.74%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.923%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.323%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated
Fair Values </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted-
Average
Estimated
Amortization
Periods </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#fffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (years) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,100 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">7 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,600 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 400 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 26,100 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table>7100000P7Y186000000P11Y400000P4Y26100000000000900000 <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:16.97%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.314%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.314%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.039%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.139%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:7.214%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-

align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="30" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,815</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 157,280 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">123,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,595 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">374,594</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 377,862 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">302,549</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 306,413 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net Income (Loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,896</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 38,831 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,643</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,982 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,799</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,522 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p

style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (12,001 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr>
</table>156815000157280000123323000124595000374594000377862000302549000306413000388960003883110001064300099820001879900017522000-9853000-12001000 Pursuant to the terms of the business combination agreement, the Company acquired StudyLink for estimated total purchase consideration of approximately $37.6 million or $35.5 million, net of cash acquired, which consisted of (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.24%;box-sizing:content-box;"></td> <td style="width:1.94%;box-sizing:content-box;"></td> <td style="width:1.18%;box-sizing:content-box;"></td> <td style="width:15.64%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash consideration, net of cash acquired</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="vertical-align:bottom;text-align:center;"> 32,764 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Estimated fair value of contingent consideration </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,701 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Total purchase consideration, net of cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,465 </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>The business combination agreement provides for contingent consideration up to $3.9 million, with an estimated fair value of 37600000355000003276400027010003546500039000002700000240000084000300000900000<p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The table summarizes the allocation of the purchase consideration to the assets acquired and liabilities assumed (in thousands):</p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.22%;box-sizing:content-box;"></td> <td style="width:1.66%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Cash</p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;white-space:pre-wrap;font-family:Arial;min-width:fit-content;">$ </td> <td style="vertical-align:bottom;text-align:center;"> 2,108 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Accounts receivable </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 2,762 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Prepaid expenses and other current assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 432 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Other assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 193 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Goodwill </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 20,705 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Identifiable intangible assets </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 19,553 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Total assets acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 45,753 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-

space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred tax liabilities </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 2,663 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Deferred revenue </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 2,654 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Accounts payable </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 859 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Accrued expenses and other current liabilities </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,004 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Total liabilities assumed </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,180 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net assets acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 37,573 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="text-indent:14pt;vertical-align:top;"> Less: cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,108 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Net assets, less cash acquired </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 35,465 </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>2108000027620004320001930002070500019553000457530002663000265400085900020040008180000375730002108000354650002070000000 The following table reflects the fair values of the identified intangible assets of StudyLink and their respective weighted-average amortization periods. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.98%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1.18%;box-sizing:content-box;"></td> <td style="width:12.7%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.22%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Fair
Values </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted-Average
Amortization
Periods </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> (years) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Developed technology </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> $ </td> <td style="vertical-align:bottom;text-align:center;"> 7,397 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 7 </td> <td style="vertical-align:bottom;"> </td> </tr>

<tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Client relationships </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 12,027 </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 14 </td> <td style="vertical-align:bottom;"> </td> </tr>
<tr style="height:10pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Trade Name/Trademark </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 129 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;text-align:center;"> 2 </td> <td style="vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 19,553 </td> <td style="vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr>
</table>7397000P7Y12027000P14Y129000P2Y19553000180000005500000 <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:35%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:17.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:10.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:13.42%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.36%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:11.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Actual </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Pro Forma </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="14" style="vertical-align:bottom;text-align:left;"> (in thousands) </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Revenue </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">123,323</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 125,239 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 302,549 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-

space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">307,954</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net Income (Loss)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10,643 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,217</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (11,383 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> </tr>
</table>12332300012523900030254900030795400010643000102170000-9853000-11383000 Note 9. Goodwill and Acquired Intangible Assets Goodwill The following table summarizes the changes in the carrying amount of goodwill as of the dates presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">121,646</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 97,766 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Goodwill related to acquisitions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31,881 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,705 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,765 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,175 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 156,292 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-

*align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">121,646</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> </tr> </table><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></div><p style="font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">Acquired Intangible Assets</p><div style="font-size:10pt;font-family:Arial,"><p style="margin-left:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">Acquired intangible assets subject to amortization consisted of the following (dollars in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"></p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">September 30, 2024</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Gross
Carrying
Value*</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Accumulated
Amortization**</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Net Carrying
Amount</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Remaining
Life
(Years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Developed Technology</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,009 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(25,391</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,618 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired Relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,476 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (19,599 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,877 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade Name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td*

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 538 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (67 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 471 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.44 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td></tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,023</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (45,057 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 126,966 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> * Includes $1,577 thousand of foreign currency translation adjustments. ** Includes $(319) thousand of foreign currency translation adjustments.</p><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50.26%;box-sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">December 31, 2023</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Gross
Carrying
Value*</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Accumulated
Amortization**</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Net
Carrying
Amount</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Weighted
Average
Remaining
Life
(Years)</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Developed Technology</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 39,624 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-

size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(21,446</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,178 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.71 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired Relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,007 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (14,143 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 89,864 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11.04 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade Name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.83 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">143,767</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (35,589 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 108,178 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr></table> * Includes $(750) thousand of foreign currency translation adjustments. ** Includes $(41) thousand of foreign currency translation adjustments. Amortization expense for the three

*months ended September 30, 2024 and 2023 was $3.2 million and $2.8 million, respectively. Amortization expense for the nine months ended September 30, 2024 and 2023 was $9.1 million and $8.6 million, respectively. </p><div style="font-size:10pt;font-family:Arial;"><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">As of September 30, 2024, the estimated annual amortization expense of intangible assets for each of the next five years and thereafter is expected to be as follows (in thousands): </p> <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.34%;box-sizing:content-box;"></td> <td style="width:1.84%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Estimated
Amortization
Expense</p></td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Remaining of fiscal year 2024</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,302 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,948 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,006 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,853 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,636 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2029 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,726 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 55,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 126,966 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table summarizes the changes in the carrying amount of goodwill as of the dates presented (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:66.993%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:12.883%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New*

Roman;margin-bottom:0;text-align:left;">$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">121,646</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 97,766 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Goodwill related to acquisitions </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 31,881 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 20,705 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Foreign currency translation adjustment </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 2,765 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 3,175 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">156,292</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 121,646 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>
121646000977660003188100020705000276500031750001562920001216460000 Acquired intangible assets subject to amortization consisted of the following (dollars in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.08%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.6%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Value* </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization** </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Life
(Years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed Technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 47,009 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;">

$</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(25,391</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 21,618 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5.04 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired Relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,476 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 19,599 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,877 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 10.41 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade Name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 538 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (67 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 471 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3.44 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">172,023</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (45,057 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 126,966 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr></table> * Includes $(319) thousand of foreign currency translation adjustments. <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50.26%;box-sizing:content-box;"></td><td style="width:1.12%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.34%;box-sizing:content-box;"></td><td

*style="width:1%;box-sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.34%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.12%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.58%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="10" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> December 31, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Gross
Carrying
Value* </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Accumulated
Amortization** </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Net
Carrying
Amount </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Weighted
Average
Remaining
Life
(Years) </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Developed Technology </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">39,624</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (21,446 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 18,178 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4.71 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Acquired Relationships </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 104,007 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> (14,143 </td> <td style="white-space:nowrap;vertical-align:bottom;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 89,864 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 11.04 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Trade Name/Trademark </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-*

align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 136 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1.83 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">143,767</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (35,589 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 108,178 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td colspan="2" style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> </tr> </table> * Includes $(750) thousand of foreign currency translation adjustments. ** Includes $(41) thousand of foreign currency translation adjustments.
4700900025391000021618000P5Y14D12447600019599000104877000P10Y4M28D53800006700047100OP3Y5M8D172023000450570001269660001577000-319000396240002144600018178000P4Y8M15D10400700014143000898640001P11Y14D13600001360000P1Y9M29D1437670003558900010817800O-750000-41000320000028000009100000860000O As of September 30, 2024, the estimated annual amortization expense of intangible assets for each of the next five years and thereafter is expected to be as follows (in thousands):   <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:80.34%;box-sizing:content-box;"></td> <td style="width:1.84%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:15.82%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated
Amortization
Expense </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Remaining of fiscal year 2024 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,302 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2025 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,948 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2026 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 14,006 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2027 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,853 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2028 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,636 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> 2029 </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 12,726 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> <span style="color:#000000;white-

space:pre-wrap;font-family:Arial;min-width:fit-content;">Thereafter </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 55,495 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td></td> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td></td> </tr> </table>330200013948000140066000138530001363600012726000554950001269660000 Note 10. Debt 2024 Revolving Credit Facility On February 23, 2024, the Company entered into an Amended and Restated Credit Agreement for a five-year senior secured revolving credit syndication loan (2024 Revolving Credit Facility) with four banks for a total commitment of $125.0 million. The 2024 Revolving Credit Facility provides for an incremental facility in an amount equal to $50.0 million plus 100% of Consolidated Adjusted EBITDA based on the most recent consolidated financial information. In addition, the 2024 Revolving Credit Facility includes a $10.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2024 Revolving Credit Facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. The 2024 Revolving Credit Facility is guaranteed by Flywire's current and future material domestic subsidiaries. The 2024 Revolving Credit Facility replaced the three-year senior secured revolving credit syndication loan (2021 Revolving Credit Facility) of $50.0 million entered into in July 2021, under which $50.0 million was available to Flywire as of December 31, 2023. Three of the lenders under the 2024 Revolving Credit Facility were existing lenders under the 2021 Revolving Credit Facility. In connection with the 2024 Revolving Credit Facility, the Company incurred debt issuance costs of $0.8 million. Debt issuance costs related to the 2024 Revolving Credit Facility are amortized on a straight-line basis over the contractual term of the agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. Debt issuance costs of $0.1 million related to the 2021 Revolving Credit Facility will continue to be amortized on a straight-line basis over the contractual term of the new agreement and are presented as a component of other assets on the Company's condensed consolidated balance sheets. The exchange of the 2021 Revolving Credit Facility with the 2024 Revolving Credit Facility from the same lenders was accounted for as a modification. The 2024 Revolving Credit Facility consists of Alternate Base Rate (ABR) borrowings or Term Secured Overnight Financing Rate (SOFR) borrowings, at the Company's option. ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to 2.5%. The 2024 Revolving Credit Facility incurs a commitment fee ranging from 0.25% to 0.35% based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information assessed on the average available commitment. The 2024 Revolving Credit Facility contains customary affirmative and negative covenants and restrictions typical for a financing of this type that, among other things, require the Company to satisfy certain financial covenants and restrict the Company's ability to incur additional debt, pay dividends and make distributions, make certain investments and acquisitions, repurchase its stock and prepay certain indebtedness, create liens, enter into agreements with affiliates, modify the nature of its business, enter into sale-leaseback transactions, transfer and sell material assets and merge or consolidate. Non-compliance with one or more of the covenants and restrictions could result in the full or partial principal balance of the 2024 Revolving Credit Facility becoming immediately due and payable and termination of the commitments. The Company was in compliance with all covenants associated with the 2024 Revolving Credit Facility as of September 30, 2024. 2021 Revolving Credit Facility On July 29, 2021, the Company entered into the 2021 Revolving Credit Facility with three banks for a total commitment of $50.0 million. The 2021 Revolving Credit Facility included a $5.0 million letter of credit sub-facility and a $5.0 million swingline sub-facility, with available borrowings under the 2021 Revolving Credit Facility reduced by the amount of any letters of credit and swingline borrowings outstanding from time to time. The 2021 Revolving Credit Facility was guaranteed by Flywire's material domestic subsidiaries. The 2021 Revolving Credit Facility consisted of ABR loans or Eurodollar Borrowings, at the Company's option. On June 23, 2023, the Company executed the First Amendment to the 2021 Revolving Credit Facility to transition determination of the interest rate from the LIBOR benchmark rate to the SOFR benchmark rate effective June 30, 2023. As of September 30, 2024 and December 31, 2023, there was no outstanding indebtedness under the 2024 Revolving Credit Facility or the 2021 Revolving Credit Facility. Interest expense for each of the three months ended September 30, 2024 and 2023 was $0.1 million. Included in interest expense for the three months ended September 30, 2024 and 2023 is less than $0.1 million and $0.1 million, respectively, of amortization of debt issuance costs. Interest expense for the nine months ended September 30, 2024 and 2023 was $0.4 million and $0.3 million, respectively. Included in interest expense for each of the nine months ended September 30, 2024 and 2023<span

style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;"> is $0.2 million of amortization of debt issuance costs. Letter of Credit As of September 30, 2024 and December 31, 2023, the Company had an outstanding and unused letter of credit in the amount of approximately $2.7 million and $0.7 million, respectively, for the purpose of protecting a third-party service provider against default on payroll payments. The letter of credit may be terminated at any time by the Company upon notice.
1250000005000000010000000500000050000000800000100000ABR borrowings bear interest at the ABR plus the applicable rate. Term SOFR borrowings bear interest at the Adjusted Term SOFR for the interest period plus the applicable rate. The ABR rate is based on the greatest of (a) the Prime Rate, (b) the Federal Funds Effective Rate plus 1/2 of 1%, or (c) the Adjusted Term SOFR for a one-month interest period, plus 1%. The Adjusted Term SOFR is equal to the sum of (a) Term SOFR for such interest period, plus (b) the SOFR adjustment of 0.10%. The applicable rate is based upon the Company's consolidated total net leverage ratio as of the most recent consolidated financial information and ranges from 1.0% to
2.5%.0.010.0250.00250.00355000000050000005000000001000001000001000001000004000003000002000002000002700000700000 Note 11. Stockholders' Equity Preferred Stock The Company's current amended and restated certificate of incorporation, which was filed on May 28, 2021, authorizes the issuance of 10,000,000 shares of undesignated preferred stock with a par value of $0.0001 per share with rights and preferences, including voting rights, designated from time to time by the board of directors. Common Stock The Company's current amended and restated certificate of incorporation authorizes the issuance of 2,000,000,000 shares of voting common stock with a par value of $0.0001 per share and 10,000,000 shares of non-voting common stock with a par value of $0.0001 per share. The voting and non-voting shares are identical, except that holders of voting common stock are entitled to one vote for each share on each matter properly submitted to the Company's stockholders for their vote, while holders of non-voting common stock are not entitled to vote on such matters. Holders of voting common stock and non-voting common stock are entitled to receive any dividends as may be declared from time to time by the board of directors. Holders of the Company's voting common stock have no conversion rights while each share of non-voting common stock automatically converts into common stock on a one-to-one basis without the payment of additional consideration upon the transfer thereof in (i) a widespread public distribution, including pursuant to Rule 144 under the Securities Act, (ii) a transfer (including a private placement or a sale pursuant to Rule 144 under the Securities Act) in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for the purposes of the Bank Holding Company Act of 1956, as amended), (iii) an assignment to a single party (for example, a broker or investment banker) for the purposes of conducting a widespread public distribution, or (iv) to a party who would control more than 50% of the Company's voting securities without giving effect to the shares of non-voting common stock transferred by the holder. Other than in the event of such transfers, shares of non-voting common stock shall not be convertible into any other security. Share Repurchase Program On August 6, 2024, the Company announced a share repurchase program of up to $150 million of outstanding voting and non-voting common stock for an indefinite period as part of the Company's capital deployment strategy (Repurchase Program). Repurchases under the Repurchase Program may be made from time to time through open market purchases, in privately negotiated transactions or by other means, including through the use of trading plans intended to qualify under Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, in accordance with applicable securities laws and other restrictions, including Rule 10b-18. The timing, value and number of shares repurchased will be determined by the Company in its discretion and will be based on various factors, including an evaluation of current and future capital needs, current and forecasted cash flows, the Company's capital structure, cost of capital and prevailing stock prices, general market and economic conditions, applicable legal requirements, and compliance with covenants in the Company's credit facility that may limit share repurchases based on defined leverage ratios. The Repurchase Program does not obligate the Company to purchase a specific number of, or any, shares and may be modified, suspended or terminated at any time without notice at the Company's discretion. During the three and nine months ended September 30, 2024, the Company repurchased 1,291,252 shares of its common stock for an aggregate amount, including commissions and accrued excise tax, of $23.1 million under the Repurchase Program. The repurchased shares are currently being held as treasury stock. As of September 30, 2024, </p><p style="font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">approximately <span style="color:#000000;white-space:pre-wrap;font-size:10pt;font-family:Arial;min-width:fit-content;">$127.1 million of the originally authorized amount under the Repurchase Program remained available for future repurchases. All of the Company's repurchases are subject to a one percent excise tax enacted by the Inflation Reduction Act of 2022 (the IRA). The amount of share repurchases subject to the excise tax are reduced by the fair market value of any shares issued during the taxable year. For the three and nine months ended September 30, 2024, the Company accrued $0.2 million of related excise tax pursuant to the IRA which is included in the cost of treasury stock on our condensed consolidated balance sheet. Treasury Stock The Company may issue treasury stock to cover the exercise of stock options and vesting of restricted stock units related to equity incentive plans. The Company issued 5,653 and 25,660 treasury shares at an average cost of $0.32 per share during the three and nine months ended September 30, 2024, respectively. The Company did not issue any treasury shares during the three and nine months ended September 30, 2023. The Company intends to issue treasury shares as long as an adequate number of those shares are available. Comprehensive Income (Loss) Comprehensive income (loss) includes all changes in equity during the period and is comprised of net income (loss) and other comprehensive income (loss). Accumulated other comprehensive income (AOCI) reported on the Company's condensed consolidated balance sheets for the period ending September 30, 2024 consists of foreign currency translation adjustment and the unrealized gains and losses, net of applicable taxes, on available-for-sale debt securities. The following table summarizes the changes in AOCI for the three months ended September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-

sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gains
(Losses) on Available-for-
sale Debt
Securities, net </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Foreign Currency
Translation
Adjustment </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated Tax
(Expense)
Benefit </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 152 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 99 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other comprehensive income before reclassifications </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 702 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,904 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,606 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Less: Amount of gain (loss) reclassified from AOCI </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> <span style="font-family:Arial;min-width:fit-

content;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net current period other comprehensive income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 702 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,904 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,606 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">649</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,705 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table summarizes the changes in AOCI for the nine months ended September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gains
on Available-for-
sale Debt
Securities, net </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Foreign Currency
Translation
Adjustment </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated Tax
(Expense)
Benefit </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,320 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,320 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other comprehensive income before reclassifications </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,736 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,385 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Less: Amount of gain (loss) reclassified from AOCI </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net current period other comprehensive income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 649 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;">

bottom:2.25pt double #0000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,705 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> Changes in AOCI for the three and nine months ended September 30, 2023 consisted of foreign currency translation adjustment only. Refer to the Company's condensed consolidated statements of stockholders' equity for the changes in AOCI for the three and nine months ended September 30, 2023. Reserved Shares of Common Stock for Future Issuance As of September 30, 2024, the Company had reserved shares of common stock for future issuance as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.7%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Issued and outstanding stock options </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,546,182 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Issued and outstanding restricted stock units </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,366,410 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for issuance under the 2021 Equity Incentive Plan </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,305,884 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for issuance under Employee Stock Purchase Plan </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,598,941 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Committed to settling employee retention </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 83,996 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#fffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for conversion of non-voting common stock </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,873,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 36,774,733 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> 100000000.000120000000000.000110000000.0001Holders of the Company's voting common stock have no conversion rights while each share of non-voting common stock automatically converts into common stock on a one-to-one basis without the payment of additional consideration upon the transfer thereof in (i) a widespread public distribution, including pursuant to Rule 144 under the Securities Act, (ii) a transfer (including a private placement or a sale pursuant to Rule 144 under the Securities Act) in which no one party acquires the right to purchase 2% or more of any class of voting securities (as such term is used for the purposes of the Bank Holding Company Act of 1956, as amended), (iii) an assignment to a single party (for example, a broker or investment banker) for the purposes of conducting a widespread public distribution, or (iv) to a party who would control more than 50% of the Company's voting securities without giving effect to the shares of non-voting common stock transferred by the holder. Other than in the event of such transfers, shares of non-voting common stock shall not be convertible into any other security.0.020.5015000000012912521291252231000002310000012710000020000020000056532566003200 The following table summarizes the changes in AOCI for the three months ended September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gains
(Losses) on Available-for-
sale Debt
Securities, net </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Foreign Currency
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Adjustment </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Estimated Tax
(Expense)
Benefit </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid

#000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(53</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 152 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 99 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other comprehensive income before reclassifications </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 702 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,904 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,606 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Less: Amount of gain (loss) reclassified from AOCI </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Net current period other comprehensive income </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 702 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 4,904 </td> <td 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space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,606 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">649</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,056 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,705 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> The following table summarizes the changes in AOCI for the nine months ended September 30, 2024 (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Unrealized Gains
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Securities, net </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Foreign Currency
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(Expense)
Benefit </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Total </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Beginning balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,320 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,320 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Other comprehensive income before reclassifications </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 649 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Ending balance </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,736 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:right;">— </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,385 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Less: Amount of gain (loss) reclassified from AOCI </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td 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Roman;margin-bottom:0;text-align:right;">—</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,705 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>-530001520000990007020004904000056060000000702000490400005606000649000505600005705000013200000132000006490003736000043850000000649000373 6
style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">As of September 30, 2024, the Company had reserved shares of common stock for future issuance as follows: <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:81.3%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:16.7%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Issued and outstanding stock options </td>

<td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,546,182 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Issued and outstanding restricted stock units </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,366,410 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for issuance under the 2021 Equity Incentive Plan </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 17,305,884 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for issuance under Employee Stock Purchase Plan </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,598,941 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Committed to settling employee retention </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 83,996 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Available for conversion of non-voting common stock </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 1,873,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 36,774,733 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table>6546182636641017305884459894183996187332036774733 Note 12. Stock-Based Compensation Equity Incentive Plan In April 2021, the Company's board of directors adopted, and in May 2021 its stockholders approved the 2021 Equity Incentive Plan (the 2021 Plan). No further awards are being made under the Company's 2009 Equity Incentive Plan, as amended (the 2009 Plan) or the Company's 2018 Stock Incentive Plan (the 2018 Plan); however, awards outstanding under each of the 2009 Plan and 2018 Plan will continue to be governed by their existing terms. With the establishment of the 2021 Plan as further discussed below, upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares will become available for grant under the 2021 Plan. The 2021 Plan, 2018 Plan and 2009 Plan are collectively referred to as the "Equity Incentive Plans". The 2021 Plan provides for the grant of incentive stock options, nonqualified stock options, stock appreciation rights, restricted stock awards, restricted stock units, performance awards and other forms of equity compensation (collectively, equity awards). A total of 26,116,754 shares of the Company's common stock have been reserved for issuance under the 2021 Plan in addition to (i) any annual automatic evergreen increases in the number of shares of common stock reserved for issuance under the 2021 Plan and (ii) upon the expiration, forfeiture, cancellation, or reacquisition of any stock-based awards granted under the 2009 Plan or 2018 Plan, an equal number of shares of common stock will become available under the 2021 Plan. As of September 30, 2024, a total of 17,305,884 shares of the Company's common stock were available for future issuance under the 2021 Plan. Stock Options Stock options granted under the 2009 Plan, 2018 Plan and the 2021 Plan generally vest based on continued service over four years and expire within ten years from the date of grant. Any options that are canceled or forfeited before expiration become available for future grants. The Company did not grant any options to purchase shares of common stock during the three and nine months ended September 30, 2024. As of September 30, 2024, there was $4.6 million of total unrecognized compensation expense related to unvested stock options, which is expected to be recognized over a weighted-average period of 0.78 years. Restricted Stock Units Starting in 2021, the Company awarded restricted stock units to employees and certain non-employee board members under the 2021 Plan. During the three and nine months ended September 30, 2024, the Company awarded restricted stock units covering an aggregate of 459,475 and 3,756,852 shares of common stock, respectively. The fair value of each restricted stock unit is estimated based on the fair value of the Company's common stock on the date of the grant. The restricted stock units vest over the requisite service period, which range between one and four years from the date of the grant, subject to the continued employment of the employees and service of the non-employee board members. As of September 30, 2024, there was $135.8<span style="color:#000000;white-space:pre-

wrap;font-size:10pt;font-family:Arial;min-width:fit-content;"> million of total unrecognized compensation expense related to unvested restricted stock units, which is expected to be recognized over a weighted-average period of 2.93 years. Employee Stock Purchase Plan In April 2021, the Company's board of directors adopted, and in May 2021 its stockholders approved, the 2021 Employee Stock Purchase Plan (ESPP), which became effective on May 28, 2021. The ESPP authorizes the issuance of shares of common stock pursuant to purchase rights granted to "eligible employees". A total of 5,082,470 shares of common stock have been reserved for future issuance under the ESPP, in addition to any annual automatic evergreen increases in the number of shares of common stock reserved for future issuance under the ESPP. The price at which common stock is purchased under the ESPP is equal to 85% of the fair market value of a share of common stock on the first or last day of the offering period, whichever is lower. Eligible employees can contribute up to 15% of their eligible compensation. Offering periods are generally 6 months long. As of September 30, 2024, a total of 4,598,941 shares of the Company's common stock were available for future issuance under the ESPP. The fair value of the ESPP offering during the three months ended September 30, 2024 was estimated at the start of the offering period using the Black-Scholes option-pricing model with the following assumptions: (i) expected term of 0.5 years, (ii) expected volatility of 49.80%, (iii) risk-free interest rate of 5.37% and (iv) expected dividend yield of 0%. As of September 30, 2024, the total unrecognized compensation expense related to the ESPP was $0.3 million, which is expected to be amortized over the next 3 months.</p><p style="font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">Stock-Based Compensation Costs</p><p style="text-indent:4.533%;font-size:10pt;margin-top:10pt;font-family:Times New Roman;margin-bottom:10pt;text-align:left;">The following table summarizes the stock-based compensation expense for (i) stock options and restricted stock units granted to employees and non-employee board members and (ii) ESPP shares that were purchased by employees that were recorded in the Company's condensed consolidated statements of operations and comprehensive income (loss) (in thousands):</p><div style="font-size:10pt;font-family:Arial;"><table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
September 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Three Months Ended
September 30, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30, 2024</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td><td style="vertical-align:bottom;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;">Nine Months Ended
September 30, 2023</p></td><td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"><p style="font-size:8pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:center;"> </p></td></tr><tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Technology and development</p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,146 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $</p></td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">2,386</p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td><td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,569 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> $ </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,354 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td></tr><tr style="height:10pt;background-color:#ffffff;word-break:break-word;"><td style="white-space:pre-wrap;vertical-align:top;"> Selling and marketing </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,674 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,053 </td><td style="white-space:nowrap;vertical-align:bottom;"> </td><td style="white-space:pre-wrap;vertical-align:bottom;"> </td><td style="white-space:nowrap;vertical-

align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 13,295 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 8,784 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> General and administrative </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 8,672 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 5,881 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 26,532 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 16,161 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:7pt;white-space:pre-wrap;vertical-align:top;"> Total stock-based compensation expense </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">16,492</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,396</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 31,299 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> </table> On November 6, 2023, the Company entered into a Transition Agreement with its previous Chief Financial Officer (Prior CFO). Pursuant to the terms of the Transition Agreement (including the receipt by the Company of a release from the Prior CFO), the Company agreed to modify its Prior CFO's outstanding stock options and restricted stock units to (i) accelerate vesting for nine months from the date of the termination of the Prior CFOs employment with the Company (the Separation Date), and (ii) extend the exercise period of his vested nonqualified stock options from ninety days to one year following the Separation Date. To receive these benefits, the Prior CFO had to remain employed through March 31, 2024. As a result of this modification, the Company recognized additional compensation expense of $0 and $1.3 million during the three and nine months ended September 30, 2024, respectively.
2611675417305884P4YP4YP4YP10YP10YP10Y4600000P0Y9M10D4594753756852P4Y135800000P2Y11M4D50824700.854598941P0Y6M0.4980.05370300000P3M (in thousands): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> <span style="white-space:pre-wrap;font-family:Arial;min-width:fit-

content;"> </td> </tr> <tr style="height:10pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Technology and development </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">3,146</p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td 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style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 6,354 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:10pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Selling and marketing </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,674 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 3,053 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td 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</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 11,320 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">48,396</p></td> <td 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</table>3146000238600085690006354000467400030530001329500087840008672000588100026532000161610001649200011320000483960003129900001300000 Note 13. Net Income (Loss) per Share Basic net income (loss) per share attributable to common stockholders is computed by dividing the net income (loss) attributable to common stockholders by the weighted-average number of shares of common stock outstanding for the period. Diluted net income (loss) attributable to common stockholders is computed by adjusting net income (loss) attributable to common stockholders to reallocate undistributed earnings based on the potential impact of dilutive securities. Diluted net income (loss) per share attributable to common stockholders is computed by dividing the diluted net income (loss) attributable to common stockholders by the weighted-average number of common shares outstanding, including all potentially dilutive common shares, if the effect of such shares is dilutive. The dilutive effect of outstanding equity incentive awards is reflected in diluted net income (loss) per share by application of the treasury stock method. In periods in which the Company reports a net loss attributable to common stockholders, diluted net loss per share attributable to common stockholders is the same as basic net loss per share attributable to common stockholders, since dilutive common shares are not assumed to have been issued if their effect is anti-dilutive. The Company reported net income attributable to common stockholders for the three and nine months ended September 30, 2024 and for the three months ended September 30, 2023. The Company reported a net loss attributable to common stockholders for the nine months ended September 30, 2023; accordingly, basic net loss per share attributable to common stockholders was the same as diluted net loss per share attributable to common stockholders. The rights, including the liquidation and dividend rights, of the voting and non-voting common stock are identical, except with respect to voting rights. As the liquidation and dividend rights are identical, the undistributed earnings are allocated on a proportionate basis to each class of common stock and the resulting basic and diluted net income (loss) per share attributable to common stockholders are, therefore, the same for both voting and non-voting common stock on both individual and combined basis. Basic and diluted net income (loss) per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"><tr style="visibility:collapse;"><td style="width:50%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:1.32%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td><td style="width:9.18%;box-sizing:content-box;"></td><td style="width:1%;box-sizing:content-box;"></td></tr><tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"><td style="vertical-align:bottom;">

space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(9,853</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss) attributable to common stockholders -
 basic and diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 38,896 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">10,643</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 18,799 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Weighted average common shares outstanding - basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,887,591 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 116,492,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,204,873 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 112,495,539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Effect of potentially dilutive stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,104,795 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,819,509 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,676,879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr

style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Effect of potentially dilutive restricted common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 162,624 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,168,693 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 439,786 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Weighted average common shares outstanding – diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 129,155,010 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 125,480,393 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 129,321,537 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 112,495,539 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) per share attributable to common
 stockholders - basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.31</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.09 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.09</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss) per share attributable to common
 stockholders - diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.08</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-

bottom:0;text-align:left;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.09 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table> Outstanding potentially dilutive securities, which were excluded from the diluted net income (loss) per share calculations because they would have been antidilutive were as follows as of the dates presented: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:49.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested restricted stock units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,751,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,757 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,853,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,484,511 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Stock options to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 879,642 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 676,344 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 849,262 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,791,643 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Employee stock purchase plan shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 171,130 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 171,130 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #fffff03;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 6,801,937 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,873,975 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 14,276,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #fffff03;"> </td> </tr> </table> Basic and diluted net income (loss) per share attributable to common stockholders was calculated as follows (in thousands, except share and per share amounts): <table style="margin-left:auto;border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;margin-right:auto;"> <tr style="visibility:collapse;"> <td style="width:50%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1.32%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.18%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #fffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Numerator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td

style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,896</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 10,643 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,799</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> (9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;">) </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) attributable to common stockholders -
  basic and diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">38,896</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 10,643 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">18,799</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (9,853 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> <tr style="height:9pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:top;"> Denominator: </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;text-align:center;"> </td> <td style="vertical-align:bottom;text-align:center;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Weighted average common shares outstanding - basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,887,591 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 116,492,191 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 124,204,873 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td

style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 112,495,539 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Effect of potentially dilutive stock options </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,104,795 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 7,819,509 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,676,879 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Effect of potentially dilutive restricted common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 162,624 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 1,168,693 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 439,786 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> — </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Weighted average common shares outstanding – diluted </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 129,155,010 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 125,480,393 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 129,321,537 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 112,495,539 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"> Net income (loss) per share attributable to common
  stockholders – basic </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.31</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.09 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">(0.09</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">)</p></td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="text-indent:14pt;white-space:pre-wrap;vertical-align:top;"><p style="margin-left:14pt;text-indent:0;font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">Net income (loss) per share attributable to common
  stockholders – diluted</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:11pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.30 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $</p></td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"><p style="font-size:10pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:right;">0.08</p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:pre-wrap;vertical-align:bottom;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"> </p></td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"><p style="font-size:9.5pt;margin-top:0;font-family:Times New Roman;margin-bottom:0;text-align:left;"><span style="color:#000000;font-family:Arial;min-width:fit-content;">$ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 0.15 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> $ </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> (0.09 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;">) </td> </tr> </table>388960001064300018799000-9853000388960003889600010643000106430001879900018799000-9853000-9853000124887591116492191124204873112495539410479578195094676879016262411686934397860129155010125480393129321537112495539O.310.090.15-0.090.30.080.15-0.09 Outstanding potentially dilutive securities, which were excluded from the diluted net income (loss) per share calculations because they would have been antidilutive were as follows as of the dates presented: <table style="border-spacing:0;table-layout:fixed;width:100.0%;border-collapse:separate;"> <tr style="visibility:collapse;"> <td style="width:49.88%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.5%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> <td style="width:9.62%;box-sizing:content-box;"></td> <td style="width:1%;box-sizing:content-box;"></td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Three Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="6" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> Nine Months Ended
September 30, </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:8pt;background-color:#ffffff;white-space:pre-wrap;word-break:break-word;"> <td style="vertical-align:bottom;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2024 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> <td style="vertical-align:bottom;"> </td> <td colspan="2" style="vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:left;"> 2023 </td> <td style="vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;text-align:left;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Unvested restricted stock units </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 5,751,165 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 28,757 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,853,583 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 4,484,511 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#ffffff;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"><p style="font-size:9.5pt;margin-top:0;font-

family:Times New Roman;margin-bottom:0;text-align:left;">Stock options to purchase common stock </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 879,642 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 676,344 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 849,262 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;text-align:center;"> 9,791,643 </td> <td style="white-space:nowrap;vertical-align:bottom;"> </td> </tr> <tr style="height:9pt;background-color:#cff0fc;word-break:break-word;"> <td style="white-space:pre-wrap;vertical-align:top;"> Employee stock purchase plan shares </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 171,130 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 171,130 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:0.5pt solid #000000;text-align:center;"> 6,801,937 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 705,101 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 5,873,975 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;"> </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #000000;"> </td> <td style="white-space:pre-wrap;vertical-align:bottom;border-bottom:2.25pt double #000000;text-align:center;"> 14,276,154 </td> <td style="white-space:nowrap;vertical-align:bottom;border-bottom:2.25pt double #ffffff03;"> </td> </tr>
</table>5751165287574853583448451187964267634484926297916431711300171130068019377051015873975142761544 Note 14. Income Taxes The Company's (benefit from) provision for income taxes during the interim periods is determined using an estimate of the Company's annual effective tax rate, which is adjusted for certain discrete tax items during the interim period. The Company recorded an income tax (benefit) provision of $(8.3) million and $0.8 million for the three months ended September 30, 2024 and 2023, respectively. The income tax benefit for the three months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets. The benefit is augmented by income tax benefit primarily attributable to activity in the Company's current U.S. federal taxes offset by income tax expense attributable to the Company's foreign operations and U.S. state taxes. The income tax provision for the three months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S. state taxes. The Company recorded an income tax (benefit) provision of $(2.0) million and $<span style="font-size:10pt;font-family:Arial;color:#000000;white-space:pre-wrap;min-width:fit-

content;">2.3 million for the nine months ended September 30, 2024 and 2023, respectively. The income tax benefit for the nine months ended September 30, 2024 was primarily attributable to a non-recurring benefit of $4.9 million relating to the release of a portion of the valuation allowance in the U.S. This release was due to taxable temporary differences recorded as part of the Invoiced acquisition which were a source of income to realize certain pre-existing federal and state deferred tax assets and was partially offset by income tax expense attributable to activity in the Company's foreign subsidiaries and current U.S. federal and state taxes. The income tax provision for the nine months ended September 30, 2023 was primarily attributable to activity in the Company's foreign subsidiaries and U.S. state taxes. The Company's effective tax rate differs from the U.S. federal statutory rate primarily due to the change in valuation allowance in the U.S. The Company is open to future tax examinations from 2019 to the present; however, carryforward attributes that were generated prior to 2018 may still be adjusted upon examination by federal, state or local tax authorities to the extent they will be used in a future period. The Company's management evaluates the realizability of the Company's deferred tax assets based on all available evidence, both positive and negative. The realization of net deferred tax assets is dependent on the Company's ability to generate sufficient future taxable income during the foreseeable future. As of September 30, 2024, the Company continues to maintain a full valuation allowance of the U.S. and United Kingdom net deferred tax assets. -8300000800000049000000-20000002300000490000 Note 15. Commitments and Contingencies Legal proceedings The Company is subject to various legal proceedings and claims from time to time, the outcomes of which are subject to significant uncertainty. The Company records an accrual for legal contingencies when it has determined that it is probable that a liability has been incurred and the amount of the loss can be reasonably estimated. In making such determinations, the Company evaluates, among other things, the degree of probability of an unfavorable outcome and, when it is probable that a liability has been incurred, and the ability to make a reasonable estimate of the loss. If the occurrence of liability is probable, the Company will disclose the nature of the contingency, and if estimable, will provide the likely amount of such loss or range of loss. As of September 30, 2024, the Company was not a party to any litigation the outcome of which, the Company believes, if determined adversely to it, would individually or in the aggregate, have a material adverse effect on its financial position, results of operations, or cash flows. In the course of enhancing its sanctions compliance function, the Company initiated an internal review that identified issues related to the Company's compliance with sanctions promulgated by the U.S. Treasury Department's Office of Foreign Assets Control (OFAC), including payments that may have originated from sanctioned jurisdictions or sanctioned persons. Although Flywire continues to evaluate whether these or other transactions constitute potential violations of sanctions (including whether certain of these payments may have been authorized by general licenses or license exemptions under the relevant sanctions regulations), Flywire has made voluntary submissions to OFAC to report the apparent violations and provide supplemental information. Flywire is currently engaging with OFAC to resolve these matters. Based upon the results of the internal investigation completed to date, the Company does not believe that the amount of any loss incurred as a result of this matter would be material to its business, financial condition, results of operations or cash flows. Indemnification In the ordinary course of business, the Company agrees to indemnify certain partners and clients against third-party claims asserting infringement of certain intellectual property rights, data privacy breaches, damages caused to property or persons, or other liabilities relating to or arising from the Company's payment platform or other contractual obligations. In addition, the Company has entered into indemnification agreements with members of its board of directors and executive officers that will require the Company, among other things, to indemnify them against certain liabilities that may arise by reason of their status or service as directors or officers. To date, the Company has not incurred any material costs as a result of such indemnifications. The Company is not aware of any pending indemnification matters or claims, individually or in the aggregate, that are expected to have a material adverse effect on its financial position, results of operations, or cash flows and had not accrued any liabilities related to such obligations in its condensed consolidated financial statements for the periods ended September 30, 2024 and December 31, 2023. Rule 10b5-1 Trading Plans During the period covered by this Quarterly Report on Form 10-Q, other than as set forth below, no director or officer of the Company "adopted" or terminated a "Rule 10b5-1 trading arrangement" or "non-Rule 10b5-1 trading arrangement" as each term is defined in Item 408(a) of Regulation S-K. On September 11, 2024, Peter Butterfield, our General Counsel and Chief Compliance Officer, adopted a trading arrangement for the sale of shares of our common stock (a "Rule 10b-5 Trading Plan") that is intended to satisfy the affirmative defense conditions of Securities Exchange Act Rule 10b5-1(c). Mr. Butterfield's Rule 10b-5 Trading Plan provides for the sale of up to 104,956 shares of common stock pursuant to the terms of the plan. The plan is effective through January 12, 2026 unless earlier terminated in accordance with the terms of the plan.

  falsefalsefalsefalseSeptember 11, 2024Peter ButterfieldGeneral Counsel and Chief Compliance Officertruetrue104956January 12, 2026 Less than 1. Less than 1. Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. The weighted average probability of successful achievement as of September 30, 2024 was 64.3%. Probability of successful achievement was set at different targets based on the Company's estimates on achieving them. For the nine months ended September 30, 2023, contingent consideration paid has been bifurcated between the financing and operating sections of the condensed consolidated statement of cash flows. Amounts paid up to the fair value initially recorded in purchase accounting is reported in the financing section of the condensed consolidated statement of cash flows, while any excess is reported in the operating section of the condensed consolidated statement of cash flows. For the nine months ended September 30, 2024, accumulated depreciation and amortization expense included $(343) thousand of computer disposals and $(679) thousand of foreign currency translation adjustments. For the nine months ended September 30, 2023, accumulated depreciation and amortization expense included $(123) thousand of computer disposals and $(234) thousand of foreign currency translation adjustments. Includes $1,577 thousand of foreign currency translation adjustments. Includes $(319) thousand of foreign currency translation adjustments. Includes $(750) thousand of foreign currency translation adjustments. Includes $(41) thousand of foreign currency translation adjustments.

Q'C^2;BI'}G?@LQ/PU*8Y6P)#P=NRES!),_UUR.>U>O!J"1=2P"? M=P