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UNITED STATESSECURITIES AND EXCHANGE COMMISSIONWashington, D.C. 20549_____FORM 10-Q_____[Mark One]Ã¾QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the quarterly period ended June 30, 2024ORâ˜TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934For the transition period from _____ to _____Commission File Number: 001-39541WHEELS UP EXPERIENCE INC.(Exact Name of Registrant as Specified in Its Charter)Delaware(State or Other Jurisdiction of Incorporation or Organization)98-1617611(I.R.S. Employer Identification No.)2135 American Way,Chamblee, GeorgiaÂ (Address of Principal Executive Offices)30341(Zip Code)Registrantâ€™s Telephone Number, Including Area Code: (212) 257-5252Securities registered pursuant to Section 12(b) of the Act:Title of each classTrading Symbol(s)Name of each exchange on which registeredClass A common stock, $0.0001 par value per shareUPNew York Stock ExchangeIndicate 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.Â Â Â YesÂ Â Ã¾Â NoÂ Â Â˜ Indicate by check mark whether the Registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulations 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).Â Â Â YesÂ Ã¾Â NoÂ Â Â˜Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a 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.LargeÂ acceleratedÂ filerÂ˜Accelerated filerÂ˜Non-accelerated FilerÃ¾SmallerÂ reportingÂ companyÃ¾Emerging Growth CompanyÂ˜If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.Â Â Â˜Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).Â Â Â YesÂ Â Â˜Â Â Â NoÂ Â Ã¾As of AugustÂ 5, 2024, 697,663,854 shares of Class A common stock, $0.0001 par value per share, were outstanding.TABLE OF CONTENTSPagePART I.Financial InformationItem 1.Financial Statements (unaudited)1Condensed Consolidated Balance Sheets as of June 30, 2024 and December 31, 20231Condensed Consolidated Statements of Operations for the three and six months ended June 30, 2024 and 20233Condensed Consolidated Statements of Comprehensive Loss for the three and six months ended June 30, 2024 and 20234Condensed Consolidated Statements of Equity for the three and six months ended June 30, 2024 and 20235Condensed Consolidated Statements of Cash Flows for the six months ended June 30, 2024 and 20237Notes to the Condensed Consolidated Financial Statements8Item 2.Managementâ€™s Discussion and Analysis of Financial Condition and Results of Operations33Item 3.Quantitative and Qualitative Disclosures About Market Risk57Item 4.Controls and Procedures58PART II.Other InformationItem 1.Legal Proceedings59Item 1A.Risk Factors59Item 2.Unregistered Sales of Equity Securities and Use of Proceeds60Item 3.Defaults Upon Senior Securities60Item 4.Mine Safety Disclosures60Item 5.Other Information60Item 6.Exhibits61Signatures63CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTSThis Quarterly Report on Form 10-Q (this â€œQuarterly Reportâ€) of WheelsÂ Up Experience Inc. (â€œWheels Upâ€, or â€œweâ€, â€œusâ€, â€œourâ€ or the â€œCompanyâ€), contains certain â€œforward-looking statementsâ€ 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 (the â€œExchange Actâ€). Forward-looking statements are predictions, projections and other statements about future events that are based on current expectations and assumptions and, as a result, are subject to known and unknown risks, uncertainties, assumptions and other important factors, many of which are outside of the control of Wheels Up that could cause actual results to differ materially from the results discussed in the forward-looking statements. These forward-looking statements include, but are not limited to, statements regarding: (i) the impact of Wheels Upâ€™s cost reduction efforts and measures intended to increase Wheels Upâ€™s operational efficiency on its business and results of operations, including the timing and magnitude of such expected actions and any associated expenses in relation to liquidity levels and working capital needs; (ii) the degree of market acceptance and adoption of Wheels Upâ€™s products and services, including the changes to our member programs and charter offerings announced in June 2024 and any additional new or revised products introduced by Wheels Up; (iii) the size, demands, competition in and growth potential of the markets for Wheels Upâ€™s products and services and Wheels Upâ€™s ability to serve and compete in those markets; (iv) Wheels Upâ€™s liquidity, future cash flows and certain restrictions related to its debt obligations; (v) Wheels Upâ€™s ability to achieve positive AdjustedÂ EBITDA (as defined herein) pursuant to the schedule that it has announced; (vi) Wheels Upâ€™s ability to perform under its contractual and indebtedness obligations; (vii) the expected impact or benefits of any potential strategic actions involving Wheels Up or its subsidiaries or affiliates, including asset sales, acquisitions, new debt or equity financings, or refinancings of existing indebtedness; and (viii)Â the impacts of general economic and geopolitical conditions on Wheels Upâ€™s business and the aviation industry, including due to fluctuations in interest rates, inflation, foreign currencies, consumer and business spending decisions, and general levels of economic activity. In addition, any statements that refer to projections, forecasts, or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking statements. The words â€œanticipate,â€ â€œbelieve,â€ continue,â€ â€œcould,â€ â€œestimate,â€ â€œexpect,â€ â€œintend,â€ â€œmay,â€ â€œmight,â€ â€œplan,â€ â€œpossible,â€ â€œpotential,â€ â€œpredict,â€ â€œproject,â€ â€œshould,â€ â€œstrive,â€ â€œwouldâ€ and similar expressions may identify forward-looking statements, but the absence of these words does not mean that statement is not forward-looking. We have identified certain known material risk factors applicable to Wheels Up in our Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 (â€œAnnual Reportâ€) under Part I, Item 1A â€” â€œRisk Factors,â€ in this Quarterly Report under Part I, Item 2 â€” â€œManagementâ€™s Discussion and Analysis of Financial Condition and Results of Operations â€ and Part II, Item 1A â€” â€œRisk Factors,â€ and elsewhere in this Quarterly Report. Moreover, it is not always possible for us to predict how new risks and uncertainties that arise from time to time may affect us. You are cautioned not to place undue reliance upon any forward-looking statements, which speak only as of the date made. Except as required by law, we do not intend to update any of these forward-looking statements after the date of this Quarterly Report.PART I. FINANCIAL INFORMATIONITEM 1. FINANCIAL STATEMENTSWHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED BALANCE SHEETS(Unaudited, in thousands, except share data) JuneÂ 30, 2024December 31, 2023ASSETSCurrent assets:Cash and cash equivalents$141,493Â $263,909Â Accounts receivable, net34,005Â 38,237Â Parts and supplies inventories, net21,242Â 20,400Â Aircraft held for sale36,900Â 30,496Â Prepaid expenses33,608Â 55,715Â Other current assets21,558Â 25,277Â Total current assets288,806Â 434,034Â Property and equipment, net287,395Â 337,714Â Operating lease right-of-use assets60,059Â 68,910Â Goodwill217,656Â 218,208Â Intangible assets, net107,269Â 117,766Â Other non-current assets125,104Â 139,428Â Total assets$1,086,289Â $1,316,060Â LIABILITIES AND EQUITYCurrent liabilities:Current maturities of long-term debt$21,152Â $23,998Â Accounts payable41,934Â 32,973Â Accrued expenses88,124Â 102,475Â Deferred revenue, current702,174Â 723,246Â Other current liabilities20,722Â 24,810Â Total current liabilities874,106Â 907,502Â Long-term debt, net218,612Â 235,074Â Operating lease liabilities, non-current49,887Â 54,956Â Other non-current liabilities14,743Â 18,655Â Total liabilities1,157,348Â 1,216,187Â Commitments and contingencies (Note 13)Mezzanine equity:Contingent performance awards1,093Â 2,476Â Total mezzanine equity1,093Â 2,476Â Equity:Common Stock, $0.0001 par value; 1,500,000,000 authorized; 698,057,072 and 697,131,838 shares issued and 697,663,854 and 696,856,131 shares outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively70Â 70Â 1Additional paid-in capital1,905,871Â 1,879,009Â Accumulated deficit(1,957,626)(1,763,260)Accumulated other comprehensive loss(12,344)(10,704)Treasury stock, at cost, 393,218 and 275,707 shares, respectively(8,123)(7,718)Total Wheels Up Experience Inc. stockholdersâ€™

equity(72,152)97,397Â Non-controlling interestsâ€”Â â€”Â Total equity(72,152)97,397Â Total liabilities and equity$1,086,289Â $1,316,060Â The accompanying notes are an integral part of these condensed consolidated financial statements.WHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (Unaudited, in thousands, except share and per share data)Three Months Ended June 30,Six Months Ended June 30,2024202320242023Revenue$196,285Â $335,062Â $393,386Â $686,874Â Costs and expenses:Cost of revenue (exclusive of items shown separately below)191,690Â 327,903Â 389,950Â 681,694Â Technology and development10,529Â 14,430Â 21,610Â 30,303Â Sales and marketing 21,480Â 23,149Â 42,917Â 48,952Â General and administrative 35,949Â 40,065Â 72,186Â 79,481Â Depreciation and amortization15,593Â 15,123Â 30,988Â 29,568Â (Gain) loss on sale of aircraft held for sale234Â (2,621)(2,490)(3,487)Impairment of goodwillâ€”Â 70,000Â â€”Â 70,000Â Total costs and expenses275,475Â 488,049Â 555,161Â 936,511Â Loss from operations(79,190)(152,987)(161,775)(249,637)Other income (expense)Gain (loss) on disposal of assets, net136Â (1,538)1,576Â (1,538)Loss on extinguishment of debt(805)(870)(2,511)(870)Change in fair value of warrant liability(70)621Â (98)746Â Interest income285Â 1,865Â 341Â 5,686Â Interest expense(16,667)(7,658)(31,222)(15,777)Other income (expense), net(221)(42)(350)103Â Total other income (expense)(17,342)(7,622)(32,264)(11,650)Loss before income taxes(96,532)(160,609)(194,039)(261,287)Income tax benefit (expense)(441)16Â (327)(172)Net loss(96,973)(160,593)(194,366)(261,459)Less: Net loss attributable to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â Net loss attributable to Wheels Up Experience Inc.$(96,973)$(160,593)$(194,366)$(261,459)Net loss per share of Common Stock (Note 18)Basic and diluted(0.14)(6.28)(0.28)(10.27)Weighted-average shares of Common Stock outstanding:Basic and diluted697,458,966Â 25,570,200Â 697,403,388Â 25,446,199Â The accompanying notes are an integral part of these condensed consolidated financial statements.3WHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS(Unaudited, in thousands)Three Months Ended June 30,Six Months Ended June 30,2024202320242023Net loss$(96,973)$(160,593)$(194,366)$(261,459)Â Other comprehensive income (loss):Foreign currency translation adjustments(98)3,296Â (1,640)4,219Â Comprehensive loss(97,071)(157,297)(196,006)(257,240)Less: Comprehensive loss attributable to non-controlling interestsâ€”Â â€”Â â€”Â â€”Â Comprehensive loss attributable to Wheels Up Experience Inc.$(97,071)$(157,297)$(196,006)$(257,240)The accompanying notes are an integral part of these condensed consolidated financial statements.4WHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (Unaudited, in thousands, except share data)Common StockTreasury stockSharesAmountAdditional paid-in capitalAccumulateddeficitAccumulatedother comprehensive lossSharesAmountNon-controlling interestsTotalBalance as of DecemberÂ 31, 2023697,131,838Â $70Â $1,879,009Â $(1,763,260)$(10,704)275.707Â $(7,718)$â€”Â $97,397Â Equity-based compensationâ€”Â â€”Â 2,812Â â€”Â â€”Â â€”Â â€”Â 2,812Â Shares withheld for employee taxes on vested equity awardsâ€”Â â€”Â â€”Â â€”Â â€”Â 92.764Â (338)â€”Â (338)Issuance of Common Stock upon settlement of restricted stock units558,125Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net lossâ€”Â â€”Â â€”Â (97,393)â€”Â â€”Â â€”Â â€”Â (97,393)Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â (1,542)â€”Â â€”Â â€”Â (1,542)Balance as of March 31, 2024697,689,963Â $70Â $1,881,821Â $(1,860,653)$(12,246)368,471Â $(8,056)$â€”Â $936Â Equity-based compensationâ€”Â â€”Â 5,332Â â€”Â â€”Â â€”Â â€”Â â€”Â 5,332Â Reclassification of equity awardsâ€”Â â€”Â 18,718Â â€”Â â€”Â â€”Â â€”Â â€”Â 18,718Â Shares withheld for employee taxes on vested equity awardsâ€”Â â€”Â â€”Â â€”Â â€”Â â€”Â 24,747Â (67)â€”Â (67)Issuance of Common Stock upon settlement of restricted stock units367,109Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net lossâ€”Â â€”Â â€”Â (96,973)â€”Â â€”Â â€”Â â€”Â (96,973)Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â (98)â€”Â â€”Â â€”Â (98)Balance as of June 30, 2024698,057,072Â $70Â $1,905,871Â $(1,957,626)$(12,344)393,218Â $(8,123)$â€”Â $(72,152)The accompanying notes are an integral part of these condensed consolidated financial statements.5WHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED STATEMENTS OF EQUITY (Unaudited, in thousands, except share data)Common StockTreasury stockSharesAmountAdditional paid-in capitalAccumulateddeficit Accumulatedother comprehensive lossSharesAmountNon-controlling interestsTotalBalance as of December 31, 202225,198,298$3Â $1,545,530Â $(1,275,873)$(10,053)264,441Â $(7,687)$â€”Â $251,920Â Equity-based compensationâ€”Â â€”Â 9,951Â â€”Â â€”Â â€”Â â€”Â 1,259Â 11,210Â Change in non-controlling interests allocationâ€”Â â€”Â 1,259Â â€”Â â€”Â â€”Â â€”Â (1,259)â€”Â Issuance of Common Stock upon settlement of restricted stock units227,513Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Net lossâ€”Â â€”Â â€”Â (100,866)â€”Â â€”Â â€”Â â€”Â (100,866)Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â 923Â â€”Â â€”Â 923Â Balance as of March 31, 202325,425,811Â $3Â $1,556,740Â $(1,376,739)$(9,130)264,441Â $(7,687)$â€”Â $163,187Â Equity-based compensationâ€”Â â€”Â 6,592Â â€”Â â€”Â â€”Â â€”Â 12Â 6,604Â Change in non-controlling interests allocationâ€”Â â€”Â 12Â â€”Â â€”Â â€”Â â€”Â (12)â€”Â Reclassification of equity awardsâ€”Â â€”Â 328Â â€”Â â€”Â â€”Â â€”Â â€”Â 328Â Issuance of Common Stock upon settlement of restricted stock units196,685Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â â€”Â Reverse stock split fractional sharesâ€”Â â€”Â â€”Â â€”Â â€”Â 859Â (3)â€”Â (3)Net lossâ€”Â â€”Â â€”Â (160,593)â€”Â â€”Â â€”Â â€”Â (160,593)Other comprehensive income (loss)â€”Â â€”Â â€”Â â€”Â 3,296Â â€”Â â€”Â â€”Â 3,296Â Balance as of June 30, 202325,622,496Â $3Â $1,563,672Â $(1,537,332)$(5,834)265,300Â $(7,690)$â€”Â $12,819Â The accompanying notes are an integral part of these condensed consolidated financial statements.6WHEELS UP EXPERIENCE INC.CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS(Unaudited, in thousands)Six Months Ended June 30,20242023Cash flows from operating activitiesNet loss$(194,366)$(261,459)Adjustments to reconcile net loss to net cash used in operating activities:Depreciation and amortization 30,988Â 29,568Â Equity-based compensation25,479Â 18,142Â Payment in kind interest20,501Â â€”Â Amortization (accretion) of deferred financing costs and debt discount(1,328)1,124Â Change in fair value of warrant liability98Â (746)Gain on sale of aircraft held for sale(5,208)(3,487)Loss on extinguishment of debt2,511Â 870Â Impairment of goodwillâ€”Â 70,000Â Other4,653Â 1,519Â Changes in assets and liabilities:Accounts receivable1,502Â 27,698Â Parts and supplies inventories2,635Â 5,637Â Aircraft inventory1,673Â (2,008)Prepaid expenses20,204Â (14,499)Other non-current assets17,473Â (16,420)Accounts payable9,287Â 9,166Â Accrued expenses(14,232)(32,393)Deferred revenue(21,378)(248,358)Other assets and liabilities(1,275)3,976Â Net cash used in operating activities(100,783)(411,670)Cash flows from investing activitiesPurchases of property and equipment(9,633)(12,201)Purchases of aircraft held for sale(2,313)(961)Proceeds from sale of aircraft held for sale, net37,856Â 24,981Â Proceeds from sale of divested business, net5,903Â â€”Â Capitalized software development costs(7,825)(12,924)Other105Â 194Â Net cash provided (used in) by investing activities24,093Â (911)Cash flows from financing activitiesPurchase shares for treasury(404)â€”Â Purchase of fractional sharesâ€”Â (3)Repayments of long-term debt(40,992)(18,680)Net cash used in financing activities(41,396)(18,683)Effect of exchange rate changes on cash, cash equivalents and restricted cash(1,175)(540)Net decrease in cash, cash equivalents and restricted cash(119,261)(431,804)Cash, cash equivalents and restricted cash, beginning of period292,825Â 620,153Â Cash, cash equivalents and restricted cash, end of period$173,564Â $188,349Â Supplemental disclosure of cash flow information:Cash paid for interest$12,814Â $16,097Â The accompanying notes are an integral part of these condensed consolidated financial statements.7WHEELS UP EXPERIENCE INC.NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS(Unaudited)1.SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIESWheelsÂ Up Experience Inc. (â€œWheels Upâ€, or â€œweâ€, â€œusâ€, â€œourâ€ or the â€œCompanyâ€) is a leading provider of on-demand private aviation in the United States (â€œU.S.â€) and one of the largest companies in the industry. Wheels Up offers a complete global private aviation solution with a large and diverse aircraft fleet, backed by an uncompromising commitment to safety and service. Our offering is delivered through a mix of our member programs and charter solutions that strategically utilize our owned and leased aircraft fleet and an â€œasset-lightâ€ charter model to deliver a greater range of global travel alternatives. In addition, our unique partnership with Delta Air Lines, Inc. (â€œDeltaâ€) allows Wheels Up to offer a wide variety of aviation solutions across both private and premium commercial travel. Basis of PresentationThe condensed consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States (â€œGAAPâ€) for interim financial reporting, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the financial information and footnotes required by GAAP for annual financial statements. As a result, this Quarterly Report on FormÂ 10-Q (this â€œQuarterly Reportâ€) should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended DecemberÂ 31, 2023, filed with the Securities and Exchange Commission on March 7, 2024. In the opinion of the Companyâ€™s management, the condensed consolidated financial statements in this Quarterly Report include all adjustments necessary for the fair presentation of the Companyâ€™s balance sheet as of JuneÂ 30, 2024, and its results of operations, including its comprehensive loss and stockholders' equity for the three and six months ended JuneÂ 30, 2024 and 2023. All adjustments are of a normal recurring nature. The results for the three and six months ended JuneÂ 30, 2024 are not necessarily indicative of the results to be expected for any subsequent period or for the fiscal year ending DecemberÂ 31, 2024.Immediately after the close of trading on the New York Stock Exchange (the â€œNYSEâ€) on June 7, 2023, the Company effected a reverse stock split of Wheels Upâ€™s outstanding shares of Class A common stock, $0.0001 par value per share (â€œCommon Stockâ€), at a reverse stock split ratio of 1-for-10 (the â€œReverse Stock Splitâ€). Accordingly, the presentation of all periods covered by the condensed consolidated financial statements contained herein have been adjusted to give retroactive effect to the Reverse Stock Split, as applicable, including adjustments to per share net loss and other per share of Common Stock amounts.Principles of ConsolidationThe condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We consolidate Wheels Up MIP LLC (â€œMIP LLCâ€) and record the profits interests held in MIP LLC that Wheels Up does not own as non-controlling interests (see Note 12). All intercompany transactions and balances have been eliminated in consolidation.Use of EstimatesPreparing the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates due to risks and uncertainties. The most significant estimates include, but are not limited to, the useful lives and residual values of purchased aircraft, the fair value of financial assets and liabilities, acquired intangible assets, goodwill, contingent consideration and other assets and liabilities, sales and use tax, the estimated life of member relationships, the 8determination of the allowance for credit losses, impairment assessments, the determination of the valuation allowance for deferred tax assets and the incremental borrowing rate for leases. Foreign Currency Translation AdjustmentsAssets and liabilities of foreign subsidiaries, where the functional currency is not the U.S. dollar, have been translated at period-end exchange rates and profit and loss accounts have been translated using weighted-average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the condensed consolidated balance sheets and the condensed consolidated statements of other comprehensive loss as a cumulative translation adjustment.Recent Accounting PronouncementsIn November 2023, the Financial Accounting Standards Board (â€œFASBâ€) issued Accounting Standards Update (â€œASUâ€) No. 2023-07 â€œSegment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,â€ or ASU 2023-07. The amendments in ASU 2023-07 aim to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 will be effective for the Companyâ€™s Annual Report on Form 10-K for the fiscal year ending December 31, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.In December 2023, the FASB issued ASU No. 2023-09 â€œIncome Taxes (Topic 740): Improvements to Income Tax Disclosures,â€ or ASU 2023-09. The amendments in ASU 2023-09 aim to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for the Companyâ€™s Annual Report on Form 10-K for the fiscal year ending December 31, 2025, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.2.REVENUE RECOGNITIONDisaggregation of RevenueThe following table disaggregates Revenue by service type and the timing of when these services are provided to the member or customer (in thousands): Three Months Ended June 30,Six Months Ended June 30,2024202320242023Services transferred at a point in time: Flights, net of discounts and incentives$163,684Â $235,284Â $314,613Â $467,046Â Aircraft management(1)2,905Â 46,073Â 6,030Â 107,315Â Other13,257Â 28,138Â 38,916Â 59,945Â Services transferred over time: Memberships 16,046Â 21,478Â 32,900Â 43,158Â Aircraft management(1)52Â 2,429Â 120Â 4,881Â Other341Â 1,660Â 807Â 4,529Â Total Revenue$196,285Â $335,062Â $393,386Â $686,874Â (1) On September 30, 2023, we completed the sale of the aircraft management business. See Note 4.Contract BalancesAccounts receivable, net consisted of the following (in thousands):9Â June 30,2024December 31,2023Gross receivables from members and customers$41,266Â $43,970Â Undeposited funds1,181Â 2,131Â Less: Allowance for credit losses(8,442)(7,864)Accounts receivable, net$34,005Â $38,237Â Deferred revenue consisted of the following (in thousands):Â June 30,2024December 31,2023Flights - Prepaid Blocks$673,052Â $686,413Â Memberships - annual dues27,576Â 33,890Â Memberships - initiation fees1,249Â 2,377Â Flights - credits751Â 1,366Â Other10Â 183Â Deferred revenue - total 702,638Â 724,229Â Less: Deferred revenue - current (702,174)(723,246)Deferred revenue - non-current $464Â $983Â Deferred revenue, non-current is presented within Other non-current liabilities on the condensed consolidated balance sheets.Changes in Deferred revenue for the six months ended June 30, 2024 were as follows (in thousands):Deferred revenue as of DecemberÂ 31, 2023$724,229Â Amounts deferred during the period368,602Â Revenue recognized from amounts included in the deferred revenue beginning balance(270,740)Revenue from current period sales(119,453)Deferred revenue as of JuneÂ 30, 2024$702,638Â Revenue expected to be recognized in future periods for performance obligations that are unsatisfied, or partially unsatisfied, as of JuneÂ 30, 2024 were as follows (in thousands):Remainder of 2024$232,988Â 2025310,552Â 202679,564Â 202779,534Â Total Deferred revenue$702,638Â Costs to Obtain a ContractCapitalized costs related to sales commissions and referral fees were $1.9 million and $3.9 million for the three and six months ended JuneÂ 30, 2024, respectively, and $2.5 million and $4.1 million for the three and six months ended JuneÂ 30, 2023, respectively. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, capitalized sales commissions and referral fees of $4.9 million and $4.8 million, respectively, were included in Other current assets, and $0.3 million and $0.4 million, respectively, 10were included in Other non-current assets on the condensed consolidated balance sheets. Amortization expense related to capitalized sales commissions and referral fees included in sales and marketing expense in the condensed consolidated statements of operations was $2.1 million and $4.2 million for the three and six months ended JuneÂ 30, 2024, respectively, and $3.1 million and $6.8 million for the three and six months ended JuneÂ 30, 2023, respectively. 3.PROPERTY AND EQUIPMENTProperty and equipment, net consisted of the following (in thousands):June 30, 2024December 31, 2023Aircraft $411,326Â $475,058Â Software development costs85,079Â 81,075Â Leasehold improvements 24,089Â 22,899Â Computer equipment 3,342Â 3,515Â Buildings and improvements1,424Â 1,424Â Furniture and fixtures4,570Â 4,618Â Tooling 3,660Â 3,898Â Vehicles2,172Â 2,166Â Total Property and equipment535,662Â 594,653Â Less: Accumulated depreciation and amortization (248,267)(256,939)Total Property and equipment, net$287,395Â $337,714Â Depreciation and amortization expense, excluding amortization expense related to software development costs, was $4.5 million and $10.8 million for the three and six months ended JuneÂ 30, 2024, respectively, and $5.7 million and $11.9 million for the three and six months ended JuneÂ 30, 2023, respectively.Amortization expense related to software development costs, included as part of Depreciation and amortization expense associated with property and equipment, was $6.3 million and $10.6 million for the three and six months ended JuneÂ 30, 2024, and $4.0 million and $6.8 million for the three and six months ended JuneÂ 30, 2023. 4.DIVESTITUREDivestiture of Aircraft Management BusinessOn September 30, 2023 (the â€œDivestiture Closing Dateâ€), Wheels Up Partners Holdings LLC, our direct subsidiary (â€œWUPâ€), pursuant to an equity purchase agreement (the â€œPurchase Agreementâ€) with Executive AirShare LLC, completed the sale of 100% of the issued and outstanding equity interests of Circadian Aviation LLC, our indirect subsidiary (â€œCircadianâ€). The Divestiture Closing Date fair value of the aggregate consideration transferred was $19.1Â million and the Company recognized a loss on the sale of $3.0Â million. The $19.1Â million was comprised of $13.2Â million of cash received on the Divestiture Closing Date, contingent consideration with a fair value of $4.8Â million, an escrow receivable of $0.6Â million and a non-contingent consideration receivable of $0.5Â million. The fair value of the contingent consideration was deemed to be the approximate contract value as of the Divestiture Closing Date. Circadian was released from all guarantor obligations with respect to the Equipment Notes (as defined below) on the Divestiture Closing Date pursuant to certain debt release letters entered into concurrently with the Purchase Agreement. 11 Concurrently with entering into the Purchase Agreement: (i) WUP entered into a transition services agreement with Circadian, pursuant to which WUP will provide Circadian certain specified services on a temporary basis; (ii)Â Wheels Up Partners LLC, our indirect subsidiary (â€œWUP LLCâ€), entered into a master operating agreement with Circadian, pursuant to which Circadian will conduct certain on-demand charter operations for certain of WUPÂ LLCâ€™s owned aircraft after the Divestiture Closing Date while such aircraft are transitioned from a U.S. Federal Aviation Administration (â€œFAAâ€) operating certificate held by Circadian to the Companyâ€™s subsidiaries, and WUP LLC will provide certain maintenance, pilots services, management and other related services for WUP LLCâ€™s owned aircraft during the transition period; and (iii) certain of the Companyâ€™s subsidiaries entered into fleet management agreements with Circadian, pursuant to which Circadian will provide certain maintenance, pilots services, management and other related services for managed aircraft after the Divestiture Closing Date while they are transitioned from a FAA

operating certificate held by the applicable Company subsidiary to Circadian. During the six months ended JuneÂ 30, 2024, we received $3.4Â million upon finalization of the working capital adjustment under the Purchase Agreement, recognized within gain on sale of assets, net in the condensed consolidated statement of operations. 5.GOODWILL AND INTANGIBLE ASSETSGoodwill The following table presents Goodwill carrying values and the change in balance, by reporting unit, during the six months ended JuneÂ 30, 2024 (in thousands):WUP Legacy(1)Air PartnerTotalBalance as of DecemberÂ 31, 2023(2)$136,098Â $82,110Â $218,208Â Foreign currency translation adjustmentâ€”Â (552)(552)Balance as of JuneÂ 30, 2024$136,098Â $81,558Â $217,656Â (1)Â Â Â Â As of JuneÂ 30, 2024, the legacy Wheels Up reporting unit (â€œWUP Legacyâ€) had negative net assets (stockholdersâ€™ equity).(2) Â Â Â Â Net of accumulated impairment losses of $306.2Â million, all of which was recognized on the goodwill attributable to WUP Legacy.Intangible AssetsThe gross carrying value, accumulated amortization and net carrying value of Intangible assets consisted of the following (in thousands):June 30, 2024Gross CarryingValueAccumulated AmortizationNet CarryingValueStatus$80,000Â $34,367Â $45,633Â Customer relationships89,121Â 40,310Â 48,811Â Trade name11,939Â 5,951Â 5,988Â Developed technology20,556Â 13,819Â 6,737Â Leasehold interest - favorable 600Â 113Â 487Â Foreign currency translation adjustment(677)(290)(387)Total $201,539Â $94,270Â $107,269Â 12 December 31, 2023Gross CarryingValueAccumulated AmortizationNet CarryingValueStatus$80,000Â $31,325Â $48,675Â Customer relationships89,121Â 34,920Â 54,201Â Trade name11,939Â 5,402Â 6,537Â Developed technology20,556Â 12,329Â 8,227Â Leasehold interest - favorable 600Â 102Â 498Â Foreign currency translation adjustment(589)(217)(372)Total $201,627Â $83,861Â $117,766Â Amortization expense of intangible assets was $5.2 million and $10.4 million for the three and six months ended JuneÂ 30, 2024, respectively, and $5.9 million and $11.8 million for the three and six months ended JuneÂ 30, 2023, respectively.Intangible Liabilities Associated with our acquisition of Delta Private Jets on January 17, 2020, we recognized intangible liabilities for the fair value of complimentary Wheels Up Connect Memberships provided to existing Delta SkyMilesÂ 360Â® customers as of the acquisition date, as required under the Commercial Cooperation Agreement, dated as of JanuaryÂ 17,Â 2020, by and among WUP, WUPÂ LLC and Delta (as amended, the â€œOriginal CCAâ€). The gross carrying value, accumulated amortization and net carrying value of Intangible liabilities consisted of the following (in thousands):June 30, 2024Gross CarryingValueAccumulated AmortizationNet CarryingValueIntangible liabilities$20,000Â $8,561Â $11,439Â December 31, 2023Gross CarryingValueAccumulated AmortizationNet CarryingValueIntangible liabilities$20,000Â $7,798Â $12,202Â Amortization of Intangible liabilities, which reduces amortization expense, was $0.4 million and $0.8 million for the three and six months ended June 30, 2024, respectively, and $0.5 million and $1.0 million for the three and six months ended JuneÂ 30, 2023, respectively.13 The current portion of Intangible liabilities is presented within Other current liabilities on the condensed consolidated balance sheets. Future amortization expense of Intangible assets and Intangible liabilities held as of JuneÂ 30, 2024, were as follows (in thousands):Intangible AssetsIntangible LiabilitiesRemainder of 2024$10,302Â $763Â 202520,307Â 1,525Â 202619,441Â 1,525Â 202714,885Â 1,525Â 202814,235Â 1,525Â 2029 and Thereafter28,099Â 4,576Â Total$107,269Â $11,439Â 6.CASH EQUIVALENTS AND RESTRICTED CASHA reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):June 30, 2024December 31, 2023Cash and cash equivalents$141,493Â $263,909Â Restricted cash32,071Â 28,916Â Total$173,564Â $292,825Â Cash EquivalentsAs of each of JuneÂ 30, 2024 and DecemberÂ 31, 2023, cash equivalents on the condensed consolidated balance sheets were $0.1 million. Restricted CashAs of JuneÂ 30, 2024 and DecemberÂ 31, 2023, Restricted cash included $6.2Â million (as of each such date) held by financial institutions to establish standby letters of credit required by the lessors of certain corporate office space that we leased as of such dates, and $5.0 million and $3.4 million, respectively, held by financial institutions to collateralize against our credit card programs. The standby letters of credit expire on December 31, 2033 and June 30, 2034. The Restricted cash balances as of JuneÂ 30, 2024 and DecemberÂ 31, 2023 also included $19.4 million and $17.9 million, respectively, related to funds held but unavailable for immediate use due to contractual restrictions. Restricted cash is presented within Other non-current assets on the condensed consolidated balance sheets.14 7.LONG-TERM DEBTThe following table presents the components of Long-term debt, net (in thousands): Weighted Average Interest RateJune 30, 2024December 31, 2023Equipment Notes12.0Â %$176,398Â $214,878Â Term Loan10.0Â %420,954Â 400,453Â Total debt597,352Â 615,331Â Less: Total unamortized deferred financing costs and debt discount357,588Â 356,259Â Less: Current maturities of long-term debt21,152Â 23,998Â Long-term debt, net$218,612Â $235,074Â Maturities of principal debt payments for the next five years are as follows (in thousands):MaturitiesRemainder of 2024$10,576Â 202537,051Â 202633,074Â 202727,602Â 2028489,049Â Total$597,352Â 2022-1 Equipment NotesOn October 14, 2022, WUPÂ LLC issued $270.0Â million aggregate principal amount of 12% fixed rate equipment notes (collectively, the â€œEquipment Notesâ€) using an EETC (enhanced equipment trust certificate) loan structure. The Equipment Notes were issued for net proceeds (before transaction-related expense) of $259.2Â million. The stated final expected distribution date of the Equipment Notes varies from July 15, 2025 to October 15, 2029 depending on the type of aircraft, subject to certain prepayment requirements under the Omnibus Amendment (as defined below) and WUP LLCâ€™s ability to redeem Equipment Notes prior to maturity. The Equipment Notes bear interest at the rate of 12% per annum with annual amortization of the principal amount equal to 10% per annum and balloon payments due at each maturity date. The Equipment Notes were initially secured by first-priority liens on 134 of the Companyâ€™s owned aircraft fleet and by liens on certain intellectual property assets of the Company and certain of its subsidiaries (collectively, the â€œEquipment Note Collateralâ€). WUP LLCâ€™s obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries.The Equipment Notes were sold pursuant to a Note Purchase Agreement, dated as of October 14, 2022 (the â€œNote Purchase Agreementâ€), and issued under separate Trust Indentures and Mortgages, dated as of October 14, 2022 (each, an â€œIndentureâ€ and collectively, the â€œIndenturesâ€). On September 20, 2023, the Company, WUP LLC, certain other subsidiaries of the Company that guaranteed and/or granted collateral to secure WUP LLCâ€™s obligations under the Equipment Notes, Wilmington Trust, National Association, and the Equipment Note lenders entered into the Omnibus Amendment No. 1 (the â€œOmnibus Amendmentâ€). The Omnibus Amendment provides for, among other things: (i) reducing the minimum liquidity covenant under the guarantee agreement related to the Equipment Notes (as amended, the â€œGuaranteeâ€) with respect to the Company and its subsidiaries from $125.0Â million of minimum aggregate available cash and Cash Equivalents (as defined in the Note Purchase Agreement) as of the end of each fiscal quarter to $75.0Â million on any date, inclusive of $20.0Â million held as a deposit for the benefit of the Equipment Note lenders and presented in Other non-current assets on our condensed consolidated balance sheets as of each of JuneÂ 30, 2024 and DecemberÂ 31, 2023 (the â€œEquipment Notes Liquidity Covenantâ€); (ii) permitting the execution of the Credit Agreement (as defined below); (iii) the consent of the 15 Equipment Note lenders that will allow the Company to effect a sale of certain guarantors under the Guarantee; (iv) that if a prepayment under the Term Loan (as defined below) results in the weighted average life of the Term Loan being shorter than that of the Equipment Notes, a redemption of a portion of the Equipment Notes is required; and (v) that if an Equipment Note has a maturity date on or after the maturity of the Term Loan, all obligations under such Equipment Note will be due 90 days prior to the maturity of the Term Loan. The Note Purchase Agreement, the Indentures and the Guarantee, as each was amended by the Omnibus Amendment, contain certain covenants, including the Equipment Note Liquidity Covenant, a covenant that limits the maximum loan to appraised value ratio of all aircraft financed, subject to certain cure rights of the Company, and restrictive covenants that provide limitations under certain circumstances on, among other things: (i) making certain acquisitions, mergers or disposals of its assets; (ii) making certain investments or entering into certain transactions with affiliates; (iii) prepaying, redeeming or repurchasing the Equipment Notes, subject to certain exceptions; and (iv) paying dividends and making certain other specified restricted payments. Each Indenture contains customary events of default for Equipment Notes of this type, including cross-default provisions among the Equipment Notes and the Term Loan and Revolving Credit Facility (as each term is defined below). WUP LLCâ€™s obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries. WUP LLC is also obligated to cause additional subsidiaries and affiliates of WUP LLC to become guarantors under certain circumstances. The Equipment Notes issued with respect to each aircraft are cross-collateralized by the other aircraft for which Equipment Notes were issued under the Indentures. The maturity of the Equipment Notes may be accelerated upon the occurrence of certain events of default under the Note Purchase Agreement and each Indenture and the related guarantees. As of JuneÂ 30, 2024, we were in compliance with the covenants under the Note Purchase Agreement, each Indenture and the Guarantee.Interest and principal payments on the Equipment Notes began on January 15, 2023 and are payable quarterly on each January 15, April 15, July 15 and October 15. During the six months ended JuneÂ 30, 2024, the Company redeemed in-full the Equipment Notes for 14 aircraft, which reduced the aggregate principal amount outstanding under the Equipment Notes by $26.9 million. As of JuneÂ 30, 2024, the carrying value of the 108 aircraft that were subject to first-priority liens under the Equipment Notes was $259.4 million. Amortization expense for debt discounts and deferred financing costs of $2.2 million and $2.7 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended JuneÂ 30, 2024, respectively, and $0.9 million and $1.8 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended JuneÂ 30, 2023, respectively. Term Loan and Revolving Credit FacilityOn September 20, 2023 (the â€œCredit Agreement Closing Dateâ€), the Company entered into the Credit Agreement (the â€œOriginal Credit Agreementâ€), by and among the Company, as borrower, certain subsidiaries of the Company as guarantors (collectively with the Company, the â€œLoan Partiesâ€), Delta, CK Wheels LLC (â€œCK Wheelsâ€), and Cox Investment Holdings, Inc. (collectively with Delta and CK Wheels, the â€œInitial Lendersâ€), and U.S. Bank Trust Company, N.A., as administrative agent for the Lenders (as defined below) and as collateral agent for the secured parties (the â€œAgentâ€), pursuant to which (i) the Initial Lenders provided a term loan facility (the â€œInitial Term Loanâ€) in the aggregate original principal amount of $350.0Â million and (ii) Delta provided commitments for a revolving loan facility (the â€œRevolving Credit Facilityâ€) in the aggregate original principal amount of $100.0Â million. On September 20, 2023, the Company issued the Initial Term Loan of $350.0Â million to the Initial Lenders for net proceeds (before transaction-related expense) of $343.0Â million. On November 15, 2023 (the â€œFinal Closing Dateâ€), the Company entered into Amendment No. 1 to Credit Agreement (the â€œCredit Agreement Amendmentâ€ and together with the Original Credit Agreement, the â€œCredit Agreementâ€), by and among the Company, as borrower, the other Loan Parties party thereto, as guarantors, the Initial Lenders, each of Whitebox Multi-Strategy Partners, LP, Whitebox Relative Value Partners, LP, Pandora Select Partners, LP, Whitebox GT Fund, LP and Kore Fund Ltd (collectively, the â€œIncremental Term Lendersâ€ and together with the Initial Lenders, the â€œLendersâ€), and the Agent, pursuant to which, among other things, the Incremental Term Lenders joined the Credit Agreement and provided an additional term loan facility (the â€œIncremental Term Loanâ€ and together with the Initial Term Loan, the â€œTerm Loanâ€) in the aggregate original principal amount of $40.0Â million. On the Final Closing Date, the Company issued the Incremental Term Loan of 16 $40.0Â million to the Incremental Term Lenders for net proceeds (before transaction-related expense) of $39.2Â million. Upon the closing of the Incremental Term Loan, the loans under the Credit Agreement consisted of (i) the Term Loan in the aggregate principal amount of $390.0Â million and (ii) the Revolving Credit Facility in the aggregate original principal amount of $100.0Â million.The scheduled maturity date for the Term Loan is September 20, 2028, and the scheduled maturity date for the Revolving Credit Facility is the earlier of September 20, 2028 and the first date after September 20, 2025 on which all amounts owed with respect to borrowings under the Revolving Credit Facility have been repaid, subject in each case to earlier termination upon acceleration or termination of any obligations upon the occurrence and continuation of an event of default. Interest on the Term Loan and any borrowings under the Revolving Credit Facility (each, a â€œLoanâ€ and collectively, the â€œLoansâ€) accrues at a rate of 10% per annum on the unpaid principal balance of the Loans then outstanding. Accrued interest on each Loan is payable in kind as compounded interest and capitalized to the principal amount of the applicable Loan on the last day of each of March, June, September and December, and the applicable maturity date. If in the future the Company or its subsidiaries either redeem in full the outstanding Equipment Notes or commence payoff at maturity thereof, the Company may elect to make interest payments (or some portion thereof) on any Loans then outstanding in cash. Also, upon the occurrence and during the continuance of an event of default under the Credit Agreement, (i) interest will accrue on the unpaid principal balance of the Loans at the rate then applicable to such Loans plus 2% and (ii) interest will accrue on all other outstanding liabilities, interest, expenses, fees and other sums under the Credit Agreement, at a rate equal to the Alternate Base Rate (as defined in the Credit Agreement) plus 2% per annum. The Credit Agreement also contains certain covenants and events of default, in each case customary for transactions of this type. The obligations under the Credit Agreement are secured by a first-priority lien on unencumbered assets of the Loan Parties (excluding certain accounts, including any segregated account exclusively holding customer deposits, and other assets specified in the Credit Agreement), as well as a junior lien on the Equipment Note Collateral. The Credit Agreement is guaranteed by all U.S. and certain non-U.S. direct and indirect subsidiaries of the Company. In the future, the Company may be required to add any new or after-acquired subsidiaries of the Company that meet certain criteria as guarantors. As of JuneÂ 30, 2024, we were in compliance with the covenants under the Credit Agreement and related credit documents.In connection with the funding of the Initial Term Loan, the Company entered into the Investment and Investor Rights Agreement, dated as of the Credit Agreement Closing Date (the â€œOriginal Investor Rights Agreementâ€), by and among the Company and the Initial Lenders. Pursuant to the Original Investor Rights Agreement, the Company issued to the Initial Lenders 141,313,671 shares in the aggregate (the â€œInitial Sharesâ€) of Common Stock in a private placement (the â€œInitial Issuanceâ€) on the Credit Agreement Closing Date. In addition, the Company agreed to issue an additional 529,926,270 shares in the aggregate (the â€œDeferred Sharesâ€ and, together with the Initial Shares, the â€œInvestor Sharesâ€) of Common Stock (the â€œDeferred Issuanceâ€ and together with the Initial Issuance, the â€œInvestor Issuancesâ€). On November 9, 2023, the Companyâ€™s stockholders approved, at a special meeting of the Companyâ€™s stockholders (the â€œ2023 Special Meetingâ€), the Amended and Restated Certificate of Incorporation of Wheels Up, filed with the Secretary of State of the State of Delaware on November 15, 2023 (the â€œAmended and Restated Certificate of Incorporationâ€), which, among other things, increased the number of shares of Common Stock available for issuance thereunder. In connection with the transactions contemplated by the Credit Agreement Amendment, the Company entered into Amendment No. 1 to Investment and Investor Rights Agreement, dated as of the Final Closing Date (the â€œInvestor Rights Agreement Amendmentâ€ and together with the Original Investor Rights Agreement, the â€œInvestor Rights Agreementâ€), with each Initial Lender, which contained, among others, certain revisions to reflect the issuance of the Deferred Shares. Substantially concurrently with entering into the Investor Rights Agreement Amendment, on the Final Closing Date, the Company and Initial Lenders entered into joinders to the Investor Rights Agreement (collectively, the â€œInvestor Rights Agreement Joindersâ€) with each Incremental Term Lender (or its applicable affiliate), pursuant to which each Incremental Term Lender (or its applicable affiliate) joined the Investor Rights Agreement and assumed the rights and obligations of an Additional Investor (as defined in the Investor Rights Agreement) thereunder, including the right to receive a pro rata portion of the Investor Shares. The Company issued the Deferred Shares to the Lenders on the Final Closing Date in a private placement. The Investor Shares were issued in private placements such that after the Investor Issuances, each Lender was issued a 17 number of shares equal to its pro rata portion of the Investor Shares based on its participation in the Term Loan. The Investor Rights Agreement also contains certain other terms and conditions related to the Lendersâ€™ ownership of Common Stock, including, among other things, that the Initial Lenders have the right to designate certain members of the Companyâ€™s Board of Directors depending on the level of Common Stock ownership and certain transfer restrictions and liquidity rights.In accordance with Accounting Standards Codification (â€œASCâ€) 480, Distinguishing Liabilities from Equity, and ASC 815, Derivatives and Hedging, the Company determined that the Term Loan, Initial Issuance and Deferred Issuance did not contain any features that would qualify as a derivative or embedded derivative and require bifurcation. In addition, the Company determined the Initial Issuance and Deferred Issuance should be classified as equity. In accordance with ASC 470, Debt, the allocation on a relative fair value basis resulted in gross amounts recorded of $44.9Â million for the Initial Term Loan, $64.2Â million for the Initial Issuance and $240.9Â million for the Deferred Issuance, in each case during the year ended December 31, 2023. In accordance with ASC 815, Derivatives and Hedging, the Company determined the reallocation of the Deferred Issuance between the Lenders in connection with the Credit Agreement Amendment and Investor Rights Agreement Joinders that resulted in a pro rata portion of the Investor Shares being issued to the Incremental Term Lenders on the Final Closing Date represented a modification of a freestanding equity-classified written call option and the modification is to be recognized as if cash had been paid as consideration for the shares of Common Stock issued to the Incremental Term Lenders (collectively, the â€œReallocated Sharesâ€). Accordingly, the Reallocated Shares were treated as a debt discount in accordance with the guidance in ASC 835, Interest, and the value of the Incremental Term Loan and the Reallocated Shares was apportioned using a relative fair value allocation. The allocation on a fair value basis resulted in gross amounts recorded of $9.4Â million for the Incremental Term Loan and $30.6Â million for the Reallocated Shares during the three months ended DecemberÂ 31,Â 2023.Aggregate issuance costs of $29.5Â million were incurred in connection with the Original Credit Agreement, Credit Agreement Amendment, Original Investor Rights Agreement and Investor Rights Agreement Amendment. The deferred issuance costs were allocated on a relative fair value basis, resulting in an allocation of $4.1Â million in the aggregate for the Term Loan and $25.4Â million in the aggregate for the Investor

Issuances. The initial carrying value of the Term Loan was $41.4Â million as of September 20, 2023, which reflected the $3.4Â million of unamortized debt issuance costs and $305.2Â million of unamortized debt discount. The initial carrying value of the Incremental Term Loan was $8.7Â million as of November 15, 2023, which reflected $0.7Â million of unamortized debt issuance costs and $30.6Â million of unamortized debt discount. Accretion of debt discounts and deferred issuance costs associated with the Term Loan of $(1.7) million and $(4.1)Â million were recorded in Interest expense in the condensed consolidated statement of operations for the three and six months ended JuneÂ 30, 2024, respectively.8.FAIR VALUE MEASUREMENTSFair value is defined as the price that would be received to sell an asset or paid to transfer a liability, an exit price, in an orderly transaction between unaffiliated willing market participants on the measurement date under current market conditions. Assets and liabilities recorded at fair value are measured and classified in accordance with a three-tier fair value hierarchy based on the observability of the inputs available and activity in the markets used to measure fair value. A financial instrumentâ€™s level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.Level 1 -Quoted prices, unadjusted, in active markets for identical assets or liabilities that can be accessed at the measurement date.Level 2 -Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.Level 3 -Unobservable inputs developed using our own estimates and assumptions, which reflect those that market participants would use in pricing the asset or liability.18 Financial instruments that are measured at fair value on a recurring basis and their corresponding placement in the fair value hierarchy consisted of the following (in thousands):June 30, 2024Level 1Level 2Level 3Fair ValueAssets:Money market funds$93Â $â€”Â $â€”Â 93Â Total assets$93Â $â€”Â $â€”Â $93Â Liabilities:Warrant liability - Public Warrants$â€”Â $70Â $â€”Â $70Â Warrant liability - Private Warrantsâ€”Â 40Â â€”Â 40Â Equipment Notesâ€”Â â€”Â 229,635Â 229,635Â Term Loan$â€”Â $â€”Â 297,800Â $297,800Â Total liabilities$â€”Â $110Â $527,435Â $527,545Â December 31, 2023Level 1Level 2Level 3Fair ValueAssets:Money market funds$94Â $â€”Â $â€”Â $94Â Total assets$94Â $â€”Â $â€”Â $94Â Liabilities:Warrant liability - Public Warrants$7Â $â€”Â $â€”Â $7Â Warrant liability - Private Warrantsâ€”Â 5Â â€”Â 5Â Equipment Notesâ€”Â â€”Â 256,256Â 256,256Â Term Loanâ€”Â â€”Â 297,800Â 297,800Â Total liabilities$7Â $5Â $554,056Â $554,068Â The carrying amount of Money market funds approximates fair value and is classified within Level 1, because we determined the fair value through quoted market prices. The Warrants (as defined below) were accounted for as a liability in accordance with ASCÂ 815-40. The Warrant liability was measured at fair value upon assumption and on a recurring basis, with changes in fair value presented in the condensed consolidated statements of operations. As of each of JuneÂ 30, 2024 and DecemberÂ 31, 2023, we used Level 2 inputs for the Warrants. We valued the Warrants using a Monte Carlo simulation model to reflect the redemption conditions. See NoteÂ 11 for additional information about the Warrants.The following table presents the changes in the fair value of the warrant liability (in thousands):Public WarrantsPrivate WarrantsTotal Warrant LiabilityFair value as of DecemberÂ 31, 2023$7Â $5Â $12Â Change in fair value of warrant liability63Â 35Â 98Â Fair value as of JuneÂ 30, 2024$70Â $40Â $110Â The estimated fair value of the Equipment Notes is categorized as a Level 3 valuation. We considered the appraised value of aircraft subject to first-priority liens under the Equipment Notes, as sourced during the third 19 quarter of 2023 and as required under the Equipment Notes, to determine the fair value of the Equipment Notes as of JuneÂ 30, 2024. The estimated fair value of the Term Loan is categorized as a Level 3 valuation. The estimated fair value as of the issuance date was principally based on inputs such as estimated credit risk, recently completed transactions and estimates based on interest rates, maturities, credit risk and underlying collateral. We considered the relatively short time period between the issuance of the Term Loan and the measurement date of JuneÂ 30, 2024, in order to determine the fair value of the Term Loan as of JuneÂ 30, 2024. 9.LEASESLeases primarily pertain to certain controlled aircraft and our operational facilities, including aircraft hangars, our corporate headquarters located in the Atlanta, Georgia area and our corporate office in New York, New York, which are all accounted for as operating leases. We sublease an aircraft hangar at Cincinnati/Northern Kentucky International Airport from Delta. Certain of these operating leases have renewal options to further extend for additional time periods at our discretion.We have certain variable lease agreements with aircraft owners that contain payment terms based on an hourly lease rate multiplied by the number of flight hours during a month. Variable lease payments are not included in the right-of-use asset and lease liability balances but rather are expensed as incurred.The components of net lease cost were as follows (in thousands):Three Months Ended June 30,Six Months Ended June 30,20242023020242023Operating lease costs$7,509Â $9,641Â $15,049Â $21,335Â Short-term lease costs173Â 2,151Â 386Â 4,637Â Variable lease costs5,826Â 8,666Â 10,139Â 14,499Â Total lease costs$13,508Â $20,458Â $25,574Â $40,471Â Sublease income was not material for any of the three and six month periods ended JuneÂ 30, 2024 and 2023.Lease costs related to leased aircraft and operational facilities are included in Cost of revenue in the condensed consolidated statements of operations. Lease costs related to our leased corporate headquarters and other office space, including expenses for non-lease components, are allocated within the condensed consolidated statements of operations based on employee headcount. Sublease income is presented in General and administrative expense in the condensed consolidated statements of operations. Supplemental cash flow information related to operating leases were as follows (in thousands):Six Months Ended June 30,20242023Cash paid for amounts included in the measurement of operating lease liabilities:Operating cash flows paid for operating leases$15,604Â $18,621Â Right-of-use assets obtained in exchange for operating lease obligations$3,017Â $5,454Â 20 Supplemental balance sheet information related to leases were as follows:June 30, 2024December 31, 2023Weighted-average remaining lease term (in years):Operating leases6.96.7Weighted-average discount rate: Operating leases9.4Â %9.2Â %Maturities of lease liabilities, as of JuneÂ 30, 2024, were as follows (in thousands):Year ending December 31,Operating Leases2024 (remaining)$14,409Â 202518,573Â 202611,107Â 20278,022Â 20286,803Â 2029 and Thereafter36,609Â Total lease payments 95,523Â Less: Imputed interest(26,812)Total lease obligations$68,711Â 10.STOCKHOLDERSâ€™ EQUITY AND EQUITY-BASED COMPENSATIONStockholdersâ€™ EquityPursuant to the Amended and Restated Certificate of Incorporation, we are authorized to issue 1,525,000,000 shares, consisting of (i) 1,500,000,000 shares of Common Stock and (ii) 25,000,000 shares of preferred stock. Holders of Common Stock are entitled to one vote per share; provided, that by agreement (i) certain Incremental Term Lenders that are not â€œcitizens of the United Statesâ€ (as defined in 49 USC Â§Â 40102(a)(15)(C)) (collectively, the â€œNon-Citizen Investorsâ€), may be afforded collective voting rights equal to 1% of all shares of Common Stock entitled to vote at a meeting of the Companyâ€™s stockholders; (ii) for so long as such Non-Citizen Investors collectively hold such shares of Common Stock, the shares of Common Stock held by CK Wheels in excess of 23.9% of all shares of Common stock entitled to vote at a meeting of the Companyâ€™s stockholders, will not have voting rights (subject to ratable adjustment if the Non-Citizen Investors cease to own (beneficially or of record) a certain number of shares of Common Stock); and (iii) any shares owned by Delta above 29.9% will be neutral shares with respect to voting rights, will be voted in proportion to all other votes cast (â€œforâ€, â€œagainstâ€ or â€œabstainâ€) by stockholders other than Delta at a meeting of the Companyâ€™s stockholders.Equity-Based CompensationThe Companyâ€™s outstanding equity-based compensation awards to its directors, executive officers, employees and other eligible personnel have been made pursuant to the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan, as amended and restated effective April 1, 2023 (as amended by the LTIP Amendment (as defined herein), the â€œAmended and Restated 2021 LTIPâ€), the Wheels Up Experience Inc. 2022 Inducement Grant Plan, dated June 30, 2022 (the â€œ2022 Inducement Grant Planâ€), the Wheels Up Experience Inc. Performance Award Agreement, dated as of November 30, 2023, granted to George Mattson (the â€œCEO Performance Awardâ€), the Wheels Up Experience Inc. Performance Award Agreement, dated as of March 3, 2024, granted to Todd Smith (the â€œCFO Performance Awardâ€), the Wheels Up Experience Inc. Performance Award Agreement, dated as of May 20, 2024, granted to David Harvey (the â€œCCO Performance Awardâ€ and, collectively with the CEO Performance Award and CFO Performance Award, the â€œExecutive Performance Awardsâ€), nine equity-based compensation plans that were 21 approved by the board of directors of WUP (collectively, the â€œWUP Management Incentive Planâ€) prior to the business combination consummated on July 13, 2021 (the â€œBusiness Combination Closing Dateâ€) between WUP and Aspirational Consumer Lifestyle Corp. (â€œAspirationalâ€), a blank check company (the â€œBusiness Combinationâ€™), and the Wheels Up Partners Holdings LLC Option Plan (the â€œWUP Option Planâ€), which was approved by the board of directors of WUP prior to the Business Combination. Additional details about these equity-based compensation arrangements are below. WUP Management Incentive PlanIn March 2014, the WUP Management Incentive Plan was established, which provided for the issuance of WUP profits interests, restricted or unrestricted, to employees, consultants and other qualified persons. Following the consummation of the Business Combination, no new grants can be made under the WUP Management Incentive Plan. As of JuneÂ 30, 2024, an aggregate of 3.1 million WUP profits interests have been authorized and issued under the WUP Management Incentive Plan. Vested WUP profits interests are eligible to be exchanged into shares of Common Stock before JulyÂ 13,Â 2031. Amounts of WUP profits interests reported in the tables below represent the maximum number of WUP profits interests outstanding or that could be realized upon vesting and immediately exchanged for the maximum number of shares of Common Stock. The actual number of shares of Common Stock received upon exchange of such WUP profits interests will depend on the trading price per share of Common Stock at the time of such exchange. The following table summarizes the WUP profits interests activity under the WUP Management Incentive Plan as of JuneÂ 30, 2024:Â Number of WUPProfits InterestsWeighted-Average GrantDate Fair ValueÂ (in thousands)Outstanding WUP profits interests as of JanuaryÂ 1, 20242,881Â $4.16Â Granted â€”Â â€”Â Exchangedâ€”Â â€”Â Expired/forfeited â€”Â â€”Â Outstanding WUP profits interests as of JuneÂ 30, 20242,881Â $4.16Â The weighted-average remaining contractual term as of JuneÂ 30, 2024, for WUP profits interests outstanding was approximately 7.0 years. All WUP profits interests were vested as of December 31, 2023. WUP Option PlanIn December 2016, the WUP Option Plan was established, which provided for the issuance of stock options to purchase WUP common interests at an exercise price based on the fair market value of the interests on the date of grant. Generally, WUP stock options granted vest over a four-year service period and expire on the tenth anniversary of the grant date. As of JuneÂ 30, 2024, the number of WUP stock options authorized and issued in the aggregate under the WUP Option Plan was 1.8 million. Each outstanding WUP stock option is exercisable for one share of Common Stock.22 The following table summarizes the activity under the WUP Option Plan as of JuneÂ 30, 2024:Number of WUPStock OptionsWeighted-Average Exercise Price Weighted-Average Grant Date Fair Value (in thousands)Outstanding WUP stock options as of JanuaryÂ 1, 20241,129Â $75.45Â $12.64Â Grantedâ€”Â â€”Â â€”Â Exercisedâ€”Â â€”Â â€”Â Forfeited(124)74.58Â 9.92Â Expiredâ€”Â â€”Â â€”Â Outstanding WUP stock options as of JuneÂ 30, 20241,005Â $75.56Â $12.97Â Exercisable WUP stock options as of JuneÂ 30, 20241,005Â $75.56Â $12.97Â The aggregate intrinsic value as of JuneÂ 30, 2024, for WUP stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of JuneÂ 30, 2024, for WUP stock options that were outstanding and exercisable was approximately 5.0 years. All WUP stock options were vested as of December 31, 2023. Amended and Restated 2021 LTIP & 2022 Inducement Grant PlanIn connection with the Business Combination, the Wheels Up Board of Directors (the â€œBoardâ€) and stockholders of Wheels Up adopted the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan (the â€œOriginal 2021 LTIPâ€), for employees, consultants and other qualified persons. Following approval by the Board, (i) at the 2023 annual meeting of the Companyâ€™s stockholders, the Companyâ€™s stockholders approved the Amended and Restated 2021 LTIP to increase the aggregate number of shares of Common Stock available for awards made thereunder by 2,415,000 shares and amend certain other plan provisions, and (ii) at the 2024 annual meeting of the Companyâ€™s stockholders (the â€œ2024 Annual Meetingâ€), the Companyâ€™s stockholders approved Amendment No. 1 to the Amended and Restated 2021 LTIP (the â€œLTIP Amendmentâ€), to increase the aggregate number of shares of Common Stock available for awards made under the Amended and Restated 2021 LTIP by 25,000,000 shares and extend the termination date of such plan to April 15, 2034. The Amended and Restated 2021 LTIP provides for the grant of incentive options, nonstatutory options, restricted stock, restricted stock units (â€œRSUsâ€), including performance-based RSUs (â€œPSUsâ€), rights, other stock-based awards, performance awards, cash awards or any combination of the foregoing. As of JuneÂ 30, 2024, an aggregate of 30.1Â million shares were authorized for issuance under the Amended and Restated 2021 LTIP. On June 30, 2022, the Board adopted the 2022 Inducement Grant Plan to be used for a one-time employment inducement grant, pursuant to NYSE Rule 303A.08, for Todd Smith, in connection with his appointment as Chief Financial Officer. The maximum number of awards that could be granted under the 2022 Inducement Grant Plan were 205,128 shares of Common Stock, which were all granted in the form of RSUs to Mr. Smith on July 1, 2022. RSU awards granted under the 2022 Inducement Grant Plan contain generally the same terms as other awards granted under the Original 2021 LTIP during the fiscal year ended December 31, 2022. Due to such similarities, the RSUs granted under the 2022 Inducement Grant Plan are consolidated in the discussion of RSUs below.Restricted Stock Units RSUs granted under the Amended and Restated 2021 LTIP and 2022 Inducement Grant Plan generally vest at intervals up to a four-year service period, subject to the granteeâ€™s continued service to the Company through the applicable vesting date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to RSUs as of JuneÂ 30, 2024:23 Number of RSUs(1)Weighted-Average GrantDate Fair Value(in thousands)Non-vested RSUs as of JanuaryÂ 1, 20241,848Â $9.35Â Granted4,408Â 2.99Â Vested(893)5.78Â Forfeited(455)6.07Â Non-vested RSUs as of JuneÂ 30, 20244,908Â $4.59Â (1)Â Â Â Â The number of RSUs and weighted-average grant date fair value include 205,128 RSUs granted under the 2022 Inducement Grant Plan in July 2022, of which 136,752 RSUs vested as of January 1, 2024 and the remaining 68,376 RSUs are scheduled to vest on December 30, 2024, subject to the granteeâ€™s continued service through such vesting date.The total unrecognized compensation cost related to non-vested RSUs was $16.5 million as of JuneÂ 30, 2024 and is expected to be recognized over a weighted-average period of 2.6 years. Performance-Based Restricted Stock UnitsUnder the terms of the PSUs granted to certain employees under the Amended and Restated 2021 LTIP, upon the achievement of certain pre-determined performance objectives, each PSU may settle into shares of our Common Stock. The PSUs will vest, if at all, upon the actual achievement of the related performance objectives, subject to specified change of control exceptions and the granteeâ€™s continued service to the Company through the applicable vesting date.The following table summarizes the activity under the Amended and Restated 2021 LTIP related to PSUs as of JuneÂ 30, 2024:Number of PSUsWeighted-Average GrantDate Fair Value(in thousands)Non-vested PSUs as of JanuaryÂ 1, 202418Â $2.89Â Granted482Â 3.07Â Vestedâ€”Â â€”Â Forfeited(34)3.07Â Non-vested PSUs as of JuneÂ 30, 2024466Â $3.06Â Compensation expense associated with PSUs is recognized over the vesting period of the awards that are ultimately expected to vest when the achievement of the related performance objectives becomes probable. As of JuneÂ 30, 2024, the achievement of the performance objectives associated with certain non-vested PSUs was deemed not probable of being achieved and no expense has been recognized associated with those awards. The total unrecognized compensation cost related to non-vested PSUs deemed probable of being achieved was $1.3Â million as of JuneÂ 30, 2024 and is expected to be recognized over a weighted-average period of 2.3 years. 24 Wheels Up Stock OptionsWheels Up stock options granted under the Amended and Restated 2021 LTIP vest quarterly over a three-year service period and expire on the tenth anniversary of the grant date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to Wheels Up stock options as of JuneÂ 30, 2024:Number of Wheels UpStock OptionsWeighted-Average Exercise Price Weighted-Average Grant Date Fair Value (in thousands)Outstanding Wheels Up stock options as of JanuaryÂ 1, 202477Â $100.00Â $47.52Â Grantedâ€”Â â€”Â â€”Â Exercisedâ€”Â â€”Â â€”Â Forfeitedâ€”Â â€”Â â€”Â Expiredâ€”Â â€”Â â€”Â Outstanding Wheels Up stock options as of JuneÂ 30, 202477Â $100.00Â $47.52Â Exercisable Wheels Up stock options as of JuneÂ 30, 202477Â $100.00Â $47.52Â The aggregate intrinsic value as of JuneÂ 30, 2024, for Wheels Up stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of JuneÂ 30, 2024, for Wheels Up stock options that were outstanding and exercisable was approximately 3.4 years.Executive Performance AwardsThe Compensation Committee of the Board approved the CEO Performance Award granted to George Mattson, the Companyâ€™s Chief Executive Officer, CFO Performance Award granted to Todd Smith, the Companyâ€™s Chief Financial Officer, and CCO Performance Award granted to David Harvey, the Companyâ€™s Chief Commercial Officer, on NovemberÂ 30, 2023, MarchÂ 3, 2024 and MayÂ 20,Â 2024, respectively. Except as set forth in Section III.A of the Amended and Restated 2021 LTIP, the Executive Performance Awards incorporate the terms of the Amended and Restated 2021 LTIP, as it may be amended from time-to-time. Each Executive Performance Award is intended to constitute a standalone equity incentive plan and any shares of Common Stock issued under such awards will not be issued under, or count against the number of shares of Common Stock reserved pursuant to, any of the Companyâ€™s other equity-based compensation plans or awards. The issuance of any shares under the Executive Performance Awards upon vesting is contingent upon receipt of the approval of each award by the Companyâ€™s stockholders. At the 2024 Annual Meeting, the Companyâ€™s stockholders approved each of the CEO Performance Award and CFO Performance Award, as well as the potential issuance of up to 73.0Â million and 20.0Â million shares of Common Stock, respectively, thereunder, subject to the satisfaction of the applicable performance- and service-based vesting conditions under such Executive Performance Awards, if at all. The Company currently intends to obtain approval of the CCO Performance Award by the Companyâ€™s stockholders at a future meeting of the Companyâ€™s stockholders or by written consent of the Companyâ€™s stockholders. If on any Determination Date (as defined below) there is not a sufficient amount of shares authorized by the Company's stockholders to deliver the number of shares due under the Executive Performance Awards or any such Executive Performance Award has not been approved by the Companyâ€™s stockholders, then upon vesting, if at all, any amounts payable under any such Executive Performance Award will not be paid

in the form of the issuance of new shares of Common Stock and instead will be payable in cash.The Executive Performance Awards are one-time performance awards granted to our Chief Executive Officer, Chief Financial Officer and Chief Commercial Officer in lieu of future annual equity compensation grants and are intended to provide each of them with the opportunity to share in the long-term growth of the value of the Company. The Executive Performance Awards consist of a contingent right to receive a number of newly issued shares of Common Stock upon: (i) repayment of the Companyâ€™s borrowings under the $390.0Â million Term Loan, if at all; and (ii) satisfaction of service-based vesting conditions, which provide that 25% of each Executive Performance Award will be eligible to vest on each of September 20, 2024, 2025, 2026 and 2027, so long as such officer remains 25 employed with the Company as of such dates. A â€œRepayment Eventâ€ includes certain refinancings of the Term Loan on or before September 20, 2028, the scheduled maturity date of the Term Loan. Subject to the satisfaction of the applicable performance- and service-based vesting conditions described above, the number of shares of Common Stock that may vest and be issued under any Executive Performance Award will first be determined on December 31st of the year in which a Repayment Event occurs, and then on December 31st of each subsequent year (each such date, a â€œDetermination Dateâ€) until December 31, 2028 (the â€œFinal Determination Dateâ€). At any Determination Date following a Repayment Event, the number of shares of Common Stock issuable under any Executive Performance Award in connection with such Determination Date, if any, will be determined using the then applicable percentage associated with the service-based vesting condition (the â€œService Vested Percentageâ€). The number of shares of Common Stock subject to vesting and issuance, if any, under any Executive Performance Award on each Determination Date following a Repayment Event is based on a formula that aligns the number of shares of Common Stock issuable under such Executive Performance Award with the repayment or refinancing of the Term Loan and Revolving Credit Facility, the then applicable dollar value of the shares of Common Stock issued to the Lenders under the Investor Rights Agreement and the volume weighted average price per share of Common Stock during the 60 trading day period prior to the applicable Determination Date. The number of shares of Common Stock, if any, issuable under the Executive Performance Awards will vary depending on, among other things: (i) the occurrence and timing of a Repayment Event; (ii) the Lendersâ€™ Total Investor Return (as defined in the Executive Performance Awards) as a multiple of the aggregate principal amount of the Term Loan and any borrowings under the Revolving Credit Facility as of the applicable Determination Date, if any; and (iii) the Service Vested Percentage as of the applicable Determination Date. There can be no assurance that the performance- and service-based vesting conditions under the Executive Performance Awards will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock or cash payments pursuant to the Executive Performance Awards. As of JuneÂ 30, 2024, the performance-based vesting conditions for the Executive Performance Awards were not met and no shares had vested. As of JuneÂ 30, 2024, the achievement of the related performance objective was deemed probable of being achieved on September 20, 2028, the scheduled maturity date of the Term Loan. The grant-date fair value of the CCO Performance Award as of MayÂ 20,Â 2024, using a Monte Carlo simulation model, was $43.9 million. The derived service periods for Executive Performance Awards, which began on the respective grant dates, were: (i)Â for the CEO Performance Award, 5.2 years; (ii)Â for the CFO Performance Award, 4.9 years; and (iii)Â for the CCO Performance Award, 4.7Â years. The total unrecognized compensation cost related to the Executive Performance Awards was $221.6Â million as of JuneÂ 30, 2024 and is expected to be recognized over 4.5 years. As of JuneÂ 30, 2024, the carrying amount of the CEO Performance Award and CFO Performance Award were classified as equity in the condensed consolidated balance sheet under Additional paid-in capital; however, since we have not obtained authorization from the Companyâ€™s stockholders for the issuance of any shares of Common Stock to satisfy settlement of the CCO Performance Award, the carrying amount of such award has been classified as mezzanine equity in the condensed consolidated balance sheet under Contingent performance awards.Fair Value EstimatesWe estimated fair value to measure compensation cost of the Executive Performance Awards on the date of grant using techniques that are considered to be consistent with the objective of measuring fair value. In selecting the appropriate technique, management considered, among other factors, the nature of the instrument, the market risks that it embodies, and the expected means of settlement. Estimating fair values of the Executive Performance Award requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external factors. In addition, option-pricing models are highly volatile and sensitive to changes.26 The following table summarizes the significant assumptions used to estimate the fair value on the date of grant:2024(1)2023(2)Expected term (in years)4.7-4.95.2Volatility65%-70%60Â %Risk-free rate4.1%-4.4%4.3Â %Expected dividend rate0%-0%0Â %(1) Assumptions used in the Monte Carlo simulation related to the CFO Performance Award, which was granted on MarchÂ 3,Â 2024, and the CCO Performance Award, which was granted on May 20, 2024.(2) Assumptions used in the Monte Carlo simulation related to the CEO Performance Award, which was granted on NovemberÂ 30,Â 2023.Equity-Based Compensation ExpenseCompensation expense for WUP profits interests recognized in the condensed consolidated statements of operations was nil for each of the three months ended JuneÂ 30, 2024 and 2023, and nil and $0.1 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. Compensation expense for WUP stock options under the WUP Option Plan and Wheels Up stock options under the Amended and Restated 2021 LTIP recognized in the condensed consolidated statements of operations was nil and $0.4 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and nil and $0.9 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. Compensation expense for RSUs and PSUs recognized in the condensed consolidated statements of operations was $3.1 million and $6.2 million for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $6.3 million and $11.9 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. Compensation expense for the Executive Performance Awards recognized in the condensed consolidated statements of operations was $11.1Â million and nil for the three months ended JuneÂ 30, 2024 and 2023, respectively, and $19.1Â million and nil for the six months ended JuneÂ 30, 2024 and 2023, respectively.The following table summarizes equity-based compensation expense recognized by condensed consolidated statement of operations line item (in thousands):Three Months Ended June 30,Six Months Ended June 30,2024202320242023Cost of revenue$816Â $1,092Â $1,562Â $2,271Â Technology and development353Â 673Â 636Â 1,157Â Sales and marketing132Â 641Â 267Â 1,341Â General and administrative12,967Â 4,198Â 23,014Â 13,373Â Total equity-based compensation expense$14,268Â $6,604Â $25,479Â $18,142Â Earnout SharesAs part of the Business Combination, existing holders of WUP equity, including certain holders of WUP profits interests and restricted interests under the WUP Management Incentive Plan, but excluding holders of WUP stock options, have the right to receive up to 0.9Â million additional shares of Common Stock (the â€œEarnout Sharesâ€) that will vest, if at all, upon the achievement of separate market conditions. One-third of the Earnout Shares will meet the market conditions when the closing Common Stock price is greater than or equal to $125.00 for any 20 trading days within a period of 30 consecutive trading days on or before July 13, 2026. An additional one-third will vest when the Common Stock is greater than or equal to $150.00 over the same measurement period. The final one-third will vest when the Common Stock is greater than or equal to $175.00 over the same measurement period.27 Earnout Shares are attributable to vested WUP profits interests and restricted interests as of the date each of the Earnout Share market conditions are met. No Earnout Shares have been issued as of JuneÂ 30, 2024.The grant-date fair value of the Earnout Shares attributable to the holders of WUP profits interests and restricted interests, using a Monte Carlo simulation model, was $57.9 million. The derived service period began on the Business Combination Closing Date and had a weighted-average period of 1.7 years. Based on the Common Stock trading price, the market conditions were not met, and no Earnout Shares vested or were issuable as of JuneÂ 30, 2024. Compensation expense for Earnout Shares recognized in the condensed consolidated statements of operations was nil for each of the three months ended JuneÂ 30, 2024 and 2023, and nil and $1.4 million for the six months ended JuneÂ 30, 2024 and 2023, respectively. Treasury StockAs of JuneÂ 30, 2024, we had 393,218 shares of treasury stock. The increase in treasury stock during the six months ended JuneÂ 30, 2024 reflects shares of Common Stock withheld to settle employee taxes due upon the vesting of RSUs. During the six months ended JuneÂ 30, 2024, we did not cancel or reissue any shares of Common Stock held as treasury stock.11.WARRANTSPrior to the Business Combination, Aspirational issued 7,991,544 redeemable public warrants (â€œPublic Warrantsâ€) and 4,529,950 redeemable private warrants (â€œPrivate Warrantsâ€ and together with the Public Warrants, the â€œWarrantsâ€). On the Business Combination Closing Date, Wheels Up assumed the Warrants, none of which had been exercised as of JuneÂ 30, 2024. Each whole Warrant entitles the holder to purchase 1/10th share of Common Stock at a price of $115.00 per whole share of Common Stock. The Warrants expire on July 13, 2026 or earlier upon redemption or liquidation. 12.NON-CONTROLLING INTERESTSMIP LLC is a single purpose entity formed for the purpose of administering and effectuating the award of WUP profits interests to employees, consultants and other qualified persons. Wheels Up is the sole managing member of MIP LLC and, as a result, consolidates the financial results of MIP LLC. We record non-controlling interests representing the ownership interest in MIP LLC held by other members of MIP LLC. In connection with the Business Combination, the Seventh Amended and Restated LLC Agreement of WUP was adopted, allowing members of MIP LLC, subject to certain restrictions, to exchange their vested WUP profits interests before JulyÂ 13,Â 2031 for cash or a corresponding number of shares of Common Stock, at the option of Wheels Up, based on the value of such WUP profits interests relative to their applicable participation threshold.The decision of whether to exchange WUP profits interests for cash or Common Stock is made solely at the discretion of Wheels Up. Accordingly, the WUP profits interests held by MIP LLC are treated as permanent equity and changes in the ownership interest of MIP LLC are accounted for as equity transactions. Future exchanges of WUP profits interests, if settled in shares of Common Stock at the discretion of Wheels Up, will reduce the amount recorded as Non-controlling interests and increase Additional paid-in-capital on the condensed consolidated balance sheets.The calculation of Non-controlling interests was as follows:28 June 30, 2024December 31, 2023Number of WUP common units held by Wheels Up(1)697,663,854Â 100.0Â %696,856,131Â 100.0Â %Number of vested WUP profits interests attributable to non-controlling interests(2)â€”Â â€”Â %â€”Â â€”Â %Total WUP common units and vested WUP profits interests outstanding697,663,854Â 100.0Â %696,856,131Â 100.0Â %(1) WUP common units represent an equivalent ownership of Common Stock outstanding.(2) Based on the closing price of Common Stock on the last trading day of the period covered by this Quarterly Report, there would have been no WUP common units issuable upon conversion of vested and unvested WUP profits interests outstanding as of JuneÂ 30, 2024. Weighted-average ownership percentages are used to allocate net loss to Wheels Up and the non-controlling interest holders. The non-controlling interests weighted-average ownership percentage was nil for each of the three and six months ended JuneÂ 30, 2024 and 2023.Â Â Â Â 13.COMMITMENTS AND CONTINGENCIESThe Company has contractual obligations and commitments, primarily in the form of obligations to provide services for which we have already received deferred revenue (see NoteÂ 2), lease arrangements (see NoteÂ 9), repayment of long-term debt (see NoteÂ 7), legal proceedings, and sales and use tax liability.Legal ProceedingsFrom time to time, we are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these matters cannot be predicted with certainty, as of the date of this Quarterly Report we do not believe that the outcome of any of these matters, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows.GRP LitigationOn July 5, 2023, we filed a lawsuit against Exclusive Jets, LLC d/b/a flyExclusive, a subsidiary of flyExclusive, Inc. (â€œFEâ€), in the United States District Court for the Southern District of New York, which was re-filed against FE in the Supreme Court of the State of New York in New York County on August 23, 2023. We instituted the action to enforce our rights and remedies for wrongful termination by FE of that certain Fleet Guaranteed Revenue Program Agreement, dated November 1, 2021, between WUP and FE (the â€œGRP Agreementâ€). On June 30, 2023, FE notified us in writing of its immediate termination of the GRP Agreement. We believe that FE wrongfully terminated such agreement in breach thereof. We are seeking compensatory damages, including the return of material deposits held by FE under the GRP Agreement that were recorded in Other non-current assets on the condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, as well as attorneysâ€™ fees and costs. We intend to vigorously pursue the action to recover the outstanding deposits and other damages from FE, but there can be no assurance as to the outcome of the lawsuit against FE. Our success in recovering the amounts from FE will depend upon several factors including the availability of funds by FE for the recoverable amounts. We are in the process of evaluating the effects of the foregoing events and we cannot make a reasonable estimate of any outcome, recovery or loss at this time. Sales and Use Tax LiabilityWe regularly provide services to members in various states within the continental U.S., which may create sales and use tax nexus via temporary presence, potentially requiring the payment of these taxes. We determined that there is uncertainty as to what constitutes nexus in respective states for a state to levy taxes, fees and surcharges relating to our activity. As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, we estimated the potential exposure to such tax liability was $10.5 million and $10.5 million, respectively, the expense for which was included in Accrued expenses 29 on the condensed consolidated balance sheets and in cost of revenue in the condensed consolidated statements of operations as of and for the applicable periods presented.14.RELATED PARTIESWe engage in transactions with certain stockholders who are also members, ambassadors or customers. Such transactions primarily relate to their membership in the Wheels Up program, flights and flight-related services.We incurred expenses of $1.0 million and $1.1 million for the three and six months ended JuneÂ 30, 2024, respectively, and $0.5 million and $1.1 million for the three and six months ended JuneÂ 30, 2023, respectively, from transactions related to the Original CCA with Delta, which was subsequently replaced by the Amended and Restated Commercial Cooperation Agreement, dated as of June 15, 2024, by and among WUP, WUPÂ LLC and Delta (the â€œAmended CCAâ€). As of JuneÂ 30, 2024 and DecemberÂ 31, 2023, $2.1 million and $0.4 million, respectively, were included in Accrued expenses on the condensed consolidated balance sheets and $1.4 million and $3.6Â million, respectively, were included in Other non-current liabilities on the condensed consolidated balance sheets, in each case related to transactions associated with the Original CCA and Amended CCA with Delta. 15.RESTRUCTURING AND RELATED CHARGESOn March 1, 2023, we announced a restructuring plan (the â€œRestructuring Planâ€) as part of our previously announced focus on implementing cost reductions and improving the efficiency of our operations, which consisted of a reduction in headcount (excluding pilots, maintenance and operations-support personnel). We estimated that we would incur approximately $14.0Â million in total pre-tax charges in connection with the Restructuring Plan, primarily related to severance payments, employee benefits and equity-based compensation.We incurred $17.7 million of charges associated with the Restructuring Plan during the fourth quarter of 2022 and first quarter of 2023, which primarily consisted of cash and non-cash expenses related to severance payments, employee benefits and equity-based compensation. During the six months ended June 30, 2023, we recognized approximately $10.5Â million of expenses related to the Restructuring Plan, which were incurred and recorded on the condensed consolidated statement of operations, as follows (in thousands):Cost of revenue$755Â Technology and development2,299Â Sales and marketing2,058Â General and administrative5,408Â Total restructuring expenses$10,520Â All charges associated with the Restructuring Plan were paid as of December 31, 2023. 16.INCOME TAXESWe are subject to U.S. federal, state and local income taxes with respect to our allocable share of any taxable income or loss from WUP, as well as any standalone income or loss Wheels Up generates. WUP is treated as a partnership for U.S. federal and most applicable state and local income tax purposes and generally does not pay income taxes in most jurisdictions. Instead, any taxable income or loss generated by WUP is passed through to and 30 included in the taxable income or loss of its members, including Wheels Up. We are also subject to income taxes in the various foreign jurisdictions in which we operate.We recorded income tax expense of $0.4 million and $0.3Â million for the three and six months ended JuneÂ 30, 2024, respectively, and income tax benefit of $16.0 thousand and income tax expense of $0.2 million for the three and six months ended JuneÂ 30, 2023, respectively. The effective tax rate was (0.5)% and (0.2)% for the three and six months ended JuneÂ 30, 2024, respectively, and 0.0% and (0.1)% for the three and six months ended JuneÂ 30, 2023, respectively. Our effective tax rate for the three and six months ended JuneÂ 30, 2024 differs from the federal statutory rate of 21%, primarily due to a full valuation allowance against the majority of our net deferred tax assets where it is more likely than not that the deferred tax assets will not be realized and geographical mix of our earnings. We currently expect the undistributed earnings of our foreign subsidiaries to be indefinitely reinvested. Accordingly, the Company has not provided for the tax effect, if any, of limited outside basis differences of its foreign subsidiaries. If these foreign earnings are repatriated to the U.S., or if the Company determines that such earnings are repatriated to the U.S., or if the Company determines that such earnings will be remitted in a future period, additional tax provisions may be required.We evaluate the realizability of our deferred tax assets on a quarterly basis and establish valuation allowances when it is more likely than not that all or a portion of the deferred tax assets may not be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, and tax-planning strategies. As of JuneÂ 30, 2024, we concluded, based on the weight of all available positive and negative evidence, that it is more likely than not that the majority of U.S. deferred tax assets will not be realized. Accordingly, a valuation allowance has been established on the majority of our net deferred tax assets in the U.S. In general, under Section 382 of the Internal Revenue Code of 1986 (as amended, the â€œCodeâ€), a corporation that undergoes an â€œownership changeâ€ is subject to limitations on its ability to utilize its pre-change net operating losses or tax credits to offset future taxable income or taxes. As a result of the Initial Issuance, the Company experienced an ownership change for the purpose of Section 382 of the Code during the third quarter of 2023 that will limit the availability of our tax attributes offset future income. A formal Section 382 analysis is being performed to determine the extent of the limitations. Our net operating losses and tax attributes are currently subject to a full valuation allowance. Accordingly, we do not believe it will have a material impact on our consolidated financial statements.The Organization for

Economic Co-operation and Development has issued Pillar Two model rules introducing a new global minimum tax of 15% intended to be effective on January 1, 2024. While the U.S. has not yet adopted the Pillar Two rules, various other governments around the world have implemented the legislation, including jurisdictions in which certain of Wheels Upâ€™s subsidiaries operate, and many other jurisdictions are in the process of implementing it. The Company is currently monitoring these developments and is in the process of evaluating the potential impact on its consolidated financial statements.Additionally, the Company is subject to the income tax effects associated with the Global Intangible Low-Taxed Income (â€œGILTIâ€) provisions and treats the tax effects of GILTI as a current period expense in the period incurred.31 17.NET LOSS PER SHAREThe following table sets forth the computation of Basic and diluted net loss per share (in thousands, except per share data):Three Months Ended June 30,Six Months Ended June 30,20242023202420232Numerator:Net loss attributable to Wheels Up Experience Inc. - basic and diluted$(96,973)$(160,593)$(194,366)$(261,459)Denominator:Weighted-average shares of Common Stock outstanding - basic and diluted697,458,966Â 25,570,200Â 697,403,388Â 25,446,199Â Basic and diluted net loss per share of Common Stock (0.14)(6.28)(0.28)(10.27)There were no dividends declared or paid during each of the three and six months ended JuneÂ 30, 2024 and 2023.Basic and diluted net loss per share were computed using the two-class method. All issued and outstanding shares of restricted stock are included in the weighted-average shares of Common Stock outstanding for all periods presented. WUP restricted interests were converted into shares of restricted stock as of the Business Combination Closing Date. WUP profits interests held by other members of MIP LLC are not subject to the net loss per share calculation until such time the vested WUP profits interests are actually exchanged for shares of Common Stock. The shares of Common Stock issuable under the Executive Performance Awards upon satisfaction of the performance- and service-based vesting conditions, if at all, are not subject to the net loss per share calculation until such time that such shares of Common Stock are actually issued to the applicable grantee. The exact number of shares of Common Stock that may be issued under the Executive Performance Awards will not be readily determinable until the first Determination Date following a Repayment Event and at each successive Determination Date thereafter through the Final Determination Date. There can be no assurance that both the performance- and service-based vesting conditions will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock pursuant to any Executive Performance Award (see Note 10). The following securities were not included in the computation of diluted shares outstanding, because the effect would be anti-dilutive, and issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period:June 30,20242023Warrants(1)1,252,149Â 1,252,149Â Earnout Shares900,000Â 900,000Â RSUs and PSUs6,459,297Â 2,898,439Â Stock options1,081,993Â 1,320,291Â Total anti-dilutive securities9,693,439Â 6,370,879Â (1) Â Â Â Â Each Warrant entitles the holder to purchase 1/10th of one share of Common Stock at a price of $115.00 per whole share of Common Stock.32 ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONSThe following managementâ€™s discussion and analysis of our financial condition and results of operations (â€œMD&Aâ€) should be read in conjunction with our condensed consolidated financial statements and the related notes included in Part I, Item 1 of this Quarterly Report on Form 10-Q (this â€œQuarterly Reportâ€) and our audited consolidated financial statements included in our most recent Annual Report on Form 10-K for the year ended DecemberÂ 31, 2023 (â€œAnnual Reportâ€). This discussion contains forward-looking statements which involve risks and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements. See â€œCautionary Note Regarding Forward-Looking Statementsâ€ included in this Quarterly Report. Unless the context otherwise requires, references in this MD&A section to â€œWheels Up,â€ â€œwe,â€ â€œus,â€ â€œour,â€ and â€œthe Companyâ€ are intended to mean the business and operations of Wheels Up Experience Inc. and its consolidated subsidiaries.Overview of Our BusinessWheels Up is a leading provider of on-demand private aviation in the United States (â€œU.S.â€) and one of the largest companies in the industry. Wheels Up offers a complete global private aviation solution with a large and diverse aircraft fleet, backed by an uncompromising commitment to safety and service. Our offering is delivered through a mix of our member programs and charter solutions that strategically utilize our owned and leased aircraft fleet and an â€œasset-lightâ€ charter model to deliver a greater range of global travel alternatives. In addition, our unique partnership with Delta Air Lines, Inc. (â€œDeltaâ€) allows Wheels Up to offer a wide variety of aviation solutions across both private and premium commercial travel. We generate revenue from flights through our member programs and charter solutions, membership fees and other services. Membership revenue includes fees paid for Wheels Upâ€™s annual membership, which provides members with access to one of the worldâ€™s largest combined fleets of owned, leased and third-party aircraft. Flight revenue includes revenue earned from member and customer flights, whether as part of Wheels Up Membership or Wheels Up Charter, and from the use of pre-purchased dollar-denominated credits that can be applied to future costs, including flight services, annual dues, and other incidental costs such as catering and ground transportation (â€œPrepaid Blocksâ€). Our flight operations are typically favorably affected by increased utilization of our aircraft and generally higher levels of charter activity in the summer months and close in time to major U.S. holidays. Due to the nature of the services that we provide, we have determined that we operate as one reportable segment, which is private aviation services.Wheels Up has one of the largest and most diverse mixes of available aircraft in the industry. As of JuneÂ 30, 2024, we had 164 aircraft in our owned and leased fleet that includes Turboprops, Light, Midsize, Super-Midsize and Large-Cabin jets. We utilize our controlled aircraft fleet to support both Wheels Up Membership and Wheels Up Charter flights depending on the memberâ€™s or customerâ€™s specific mission. We also have access to a large and diverse fleet and a global network of safety-vetted charter operators, which must continually satisfy our safety standards for aircraft, crew and operations. Together, our controlled aircraft fleet and global network of third-party operators position us to provide our members and customers with the right aircraft for the right mission, and create the opportunity for our members and customers to select a mode of travel that works for their specific needs.Our Product PortfolioOver time, our member programs and charter offerings have evolved to meet the varying needs of private fliers across the global markets we serve. In June 2024, we announced enhancements to our member programs and charter offerings that are intended to streamline our product portfolio. We believe that our newly aligned product portfolio â€“ Wheels Up Membership and Wheels Up Charter â€“ will simplify the private aviation experience for our members and customers, provide attractive benefits for the full spectrum of private fliers, and grant private fliers the freedom to tailor each trip to their specific needs. 33 Join Up: Wheels Up MembershipPrivate fliers with predictable annual spend can utilize Wheels Up Membership, where a small annual fee and Prepaid Blocks unlock increased flexibility and expanded global access, and for certain fliers, guaranteed availability and recovery within the continental U.S., United Kingdom (â€œU.K.â€) and Europe, subject to certain terms and conditions. We believe that Wheels Up Membership provides the varying benefits and services that suit a range of existing and potential individual and business private fliers. Wheels Up Membership is comprised of two primary membership categories â€” Individual and UP for Business:â€¢Our Individual membership, when paired with the purchase of a Prepaid Block, affords members with preferential benefits, such as capped hourly rate pricing in our Primary Service Area (as defined below), greater aircraft availability, including during peak demand days, access across cabin classes and, depending on the size of the Prepaid Block, guaranteed availability and recovery within the continental U.S., U.K. and Europe, subject to certain terms and conditions. Individual members pay an annual membership fee of $8,500. The flexibility of our Individual membership is designed for individual fliers, as well as business fliers that opt to purchase Prepaid Blocks at lower levels.â€¢Our Up for Business membership consists of small and medium enterprise, and custom enterprise solutions for business fliers that tend to spend at higher levels than individual members. Whether Wheels Up is the primary provider of the memberâ€™s private flights or a supplementary solution to the memberâ€™s own aircraft operations, our Up for Business membership provides business fliers with tailored options to fit their needs. The flexibility of our offering also provides our UP for Business members with the ability to book, purchase and manage their private travel needs and book commercial travel through Delta, all from a single source. UP for Business members that purchase Prepaid Blocks receive enhanced benefits, including, among others, guaranteed aircraft availability and capped or fixed hourly rate pricing.Our first-of-its-kind partnership with Delta also allows us to address the needs of our members and charter customers across both private and premium commercial travel. Members have the unique opportunity to earn Diamond MedallionÂ® Status with Delta based on their qualifying Wheels Up spend, and use Prepaid Blocks to purchase discounted Delta flights and receive other benefits with Delta, in each case subject to certain terms and conditions. Wheels Up Membership also provides access to an enhanced lifestyle program of events, experiences and member benefits. All membership options provide access through the Wheels Up mobile app and website to charter flights and dynamic pricing.In June 2023, we implemented changes to our member programs that were designed to focus our controlled aircraft fleet into specific regions in the U.S. along the east coast, west coast, and travel in between (our â€œPrimary Service Areaâ€), while continuing to service all regions in North America using our charter solutions. In June 2024, we announced the next evolution of Wheels Up Membership, which provides members that purchase higher levels of Prepaid Blocks with expanded global aircraft access, and guaranteed availability and recovery outside of our Primary Service Area in the continental U.S., U.K. and Europe, subject to certain terms and conditions. The breadth of our complementary charter solutions gives us the ability to offer these additional options and flexibility to our members. While capped hourly rate pricing continues to apply only in our Primary Service Area, we believe that the expansion of guaranteed availability and recovery, as well as generally shorter aircraft call out times, position us well to deliver enhanced value, flexibility and accessibility to our members. We anticipate that these additional member benefits will be an important driver of future revenue growth, and allow the Company to demonstrate the strength of both its Wheels Up Membership and Wheels Up Charter offerings. 34 Fly Up: Wheels Up CharterFor travelers who are looking to pay as they go, Wheels Up Charter allows members and non-member customers to book charter trips with no upfront costs for everything from a family vacation to a multi-stop, international business itinerary. Wheels Up Charter is a global solution that leverages the capabilities of our domestic charter teams and the global capabilities of Air Partner Limited, our subsidiary, which allows us to offer options to suit virtually every charter need through our international network of trusted partners. Our charter offerings customize the member and customer experience for short- or long-haul flights with bespoke private jet arrangements or group charters, including for commercial-size charters with large passenger groups of 15 or more, sports teams, global corporate events and tour operations. Wheels Up Charter is complementary to Wheels Up Membership, and provides a leading solution for members and customers wishing to fly globally through attractive market-based pricing and personalized alternatives. We are devoting significant resources to growing our global charter offerings alongside our member programs. In June 2024, we announced enhancements to Wheels Up Charter intended to incentivize and reward frequent charter bookings. Wheels Up Charter customers can now earn rewards for each flight equal to a 2% flight credit for every $50,000 spent on charter flights, and Delta Diamond MedallionÂ® Status after achieving qualifying flight spend, subject to certain terms and conditions. In addition, we are transitioning our Connect and Core â€œpay-as-you-flyâ€ memberships to our charter business. We expect that this transition will result in cost savings to these customers that did not previously enjoy the capped hourly rate pricing associated with Prepaid Blocks.Additional Sources of RevenueIn addition to our member programs and global charter solutions, we provide wholesale charter services to customers such as charter flight brokers and third-party operators. We also engage in maintenance, repair and operations (â€œMROâ€), fixed-base operator (â€œFBOâ€) services, safety and security services, and special missions, including government, defense, emergency and medical transport. We believe that these primarily non-member facing activities and services complement our core private aviation business and provide additional sources of revenue.35 Recent DevelopmentsEvolving Our Commercial StrategyStreamlining Our Product PortfolioAs described above, in June 2024, we announced enhancements to our member programs and charter offerings that are intended to streamline our product portfolio. We believe that our newly aligned product portfolio â€“ Wheels Up Membership and Wheels Up Charter â€“ will simplify the private aviation experience for our members and customers, provide attractive benefits for the full spectrum of private fliers, and grant private fliers the freedom to tailor each trip to their specific needs. We anticipate that the streamlining of Wheels Up Membership and Wheels Up Charter will be beneficial to members and customers, and will allow the Company to benefit from its scale and operational network worldwide. We also introduced booking experience upgrades for our website and mobile app, which make it easier for private fliers to explore our dynamic rates across dates, departure and arrival destinations.Enhanced Delta BenefitsOn June 15, 2024, Wheels Up Partners HoldingsÂ LLC (â€œWUPâ€) and Wheels Up PartnersÂ LLC (â€œWUPÂ LLCâ€), each a subsidiary of Wheels Up, entered into the Amended and Restated Commercial Cooperation Agreement, dated as of June 15, 2024 (the â€œAmended CCAâ€), with Delta. The Amended CCA replaced the Commercial Cooperation Agreement, dated as of January 17, 2020, which was originally entered into in connection with the closing of Wheels Upâ€™s acquisition of Wheels Up Private Jets LLC (â€œWUPJâ€) from Delta in January 2020 and subsequently amended.The Amended CCA marks a continued commitment by Wheels Up and Delta to further their long-term commercial endeavors and provides for, among other things: (i) the terms on which certain of Wheels Upâ€™s members can continue to purchase discounted premium commercial air travel with Delta, including by the use of eligible Prepaid Blocks; (ii) an amendment to a related agreement that governs the terms on which certain of Wheels Upâ€™s members and customers may receive enhanced benefits under the Delta SkyMilesÂ® and Delta MedallionÂ® programs; and (iii) certain other in-kind benefits among the parties in furtherance of their joint sales efforts and related to the facilitation of their respective businesses. The Delta-related benefits for Wheels Up Membership and Wheels Up Charter described above are pursuant to the Amended CCA and related agreements.Network Optimization and Cost Reduction InitiativesCapitalizing on Our Primary Service AreaWe continue to take steps to consolidate our operations more fully within our Primary Service Area, which is a crucial step in our efforts to transition our business to areas where we expect to generate sustainable profits. Starting in June 2023, we implemented changes to our member programs that were designed to focus our controlled aircraft fleet into our Primary Service Area, while continuing to service all regions using our charter solutions. By concentrating our controlled aircraft fleet in our Primary Service Area, where our members enjoy fixed or capped rate pricing, we expect to benefit from improved network density with significant cost and operating advantages for us, as well as attractive pricing and leading service levels for our members and customers. As of the date of this Quarterly Report, substantially all pre-June 2023 Prepaid Block rule sets have been exhausted. We also expect that our streamlined Wheels Up Membership and Wheels Up Charter offerings will drive additional sales and flight activity, which we anticipate will drive demand and improve aircraft utilization for our controlled aircraft fleet in our Primary Service Area while demonstrating the prevalence of our global charter solutions.Our Aircraft Fleet StrategyWe continuously review our aircraft fleet in relation to our anticipated future needs, taking into account the age and composition of our fleet, maintenance costs and availability, anticipated aircraft utilization, and the efficiency of and demand for new aircraft types. We believe that our latest member program changes and the growth of our charter offerings position us well to strategically utilize our owned and leased aircraft fleet alongside an â€œasset-lightâ€ charter model to deliver a greater range of global travel alternatives. Since mid-2023, we have divested certain 36 underperforming or underutilized aircraft in-line with our long-term strategic goals, and expect to continue divestitures over time. As we pursue our long-term fleet strategy, we anticipate the need to acquire or lease newer aircraft as we look to replenish our fleet in the future.New PBI Maintenance FacilityWe continue to implement changes to our aircraft fleet management and maintenance operations that are intended to improve the efficiency of our operations and the availability of our aircraft, as well as reduce our operating costs. In April 2024, we announced that we expect to open a new flagship maintenance facility at Palm Beach International Airport (the â€œPBI Maintenance Facilityâ€) by the end of 2024. In preparation for the opening of the PBI Maintenance Facility, we are reallocating resources from existing underutilized facilities as a result of, among other actions: the closure of existing maintenance operations in Cincinnati, Ohio and Broomfield, Colorado; the relocation of mobile service units in Sacramento, California, Las Vegas, Nevada, and Salt Lake City, Utah, and certain service units in Burbank, California, to the Eastern U.S.; and the forthcoming relocation of resources currently stationed at the Companyâ€™s Fort Lauderdale facility to the PBI Maintenance Facility. We believe these actions will better align our maintenance resources to the Primary Service Area and flight demand density. Certificate ConsolidationWe continue to progress with the consolidation of our U.S. Federal Aviation Administration (â€œFAAâ€) operating certificates, which is intended to simplify our flight operations by harmonizing our procedures across the entire company. In February 2023, we consolidated our Cessna CJ3 aircraft to one FAA operating certificate. In SeptemberÂ 2023, we sold our non-core aircraft management business, which included the disposition of the two related FAA operating certificates. In November 2023, the FAA approved the movement of our Cessna Citation Excel/XLS fleet to WUPJ, which already included our Hawker 400XP fleet, and we completed the fleet transition in March 2024. Additionally, in March 2024, the FAA issued operational authority that allowed us to begin transitioning our King Air 350i, Cessna CJ3 and Cessna Citation X aircraft fleets to a single FAA operating certificate held by WUPJ. In JuneÂ 2024, we completed the transition of our KingÂ AirÂ 350i fleet to WUPJ. In JulyÂ 2024, we satisfied FAA gatekeeping milestones allowing for the transition of our owned and leased Cessna CitationÂ X fleet to WUPJ. We expect our FAA certificate consolidation and related operational efficiency efforts will continue to contribute meaningfully to our service delivery and financial results in future periods. Additional Operational Efficiency InitiativesSince the beginning of 2023, we have taken numerous actions intended to improve our operating efficiency and reduce our fixed costs, including the opening of our Member Operations Center located in the Atlanta, Georgia area (the â€œAtlanta Member Operations Centerâ€) in May 2023 and strategically reducing the number of owned and leased aircraft in our fleet. We expect to continue to take actions to simplify our business, drive our asset utilization, and focus on our core private aviation services. We also expect to strategically adjust our controlled aircraft fleet to match

demand as we focus on improved asset utilization, and implement discrete cost reduction initiatives that do not adversely impact the customer experience or our service offerings. We believe these actions are important to achieving operational excellence and supporting future profitable flying.Non-GAAP Financial MeasuresIn addition to our results of operations below, we report certain key financial measures that are not required by, or presented in accordance with, U.S. Generally Accepted Accounting Principles (â€œGAAPâ€).These non-GAAP financial measures are in addition to, and not a substitute for, measures of financial performance prepared in accordance with GAAP and should not be considered as an alternative to any performance measures derived in accordance with GAAP. We believe that these non-GAAP financial measures of financial results provide useful supplemental information about Wheels Up to investors and are utilized internally by our management team to assess certain aspects of our performance. However, there are a number of limitations related to the use of these non-GAAP financial measures and their nearest GAAP equivalents, including that they exclude 37 significant expenses that are required by GAAP to be recorded in Wheels Upâ€™s financial measures. In addition, other companies may calculate non-GAAP financial measures differently or may use other measures to calculate their financial performance, and therefore, our non-GAAP financial measures may not be directly comparable to similarly titled measures of other companies.Adjusted EBITDAWe calculate Adjusted EBITDA as Net income (loss) adjusted for (i) Interest income (expense), (ii) Income tax expense, (iii) Depreciation and amortization, (iv) equity-based compensation expense, (v) acquisition and integration related expenses and (vi) other items not indicative of our ongoing operating performance, including but not limited to, restructuring charges. We include Adjusted EBITDA as a supplemental measure for assessing operating performance and for the following:â€¢To be used in conjunction with bonus program target achievement determinations, strategic internal planning, annual budgeting, allocating resources and making operating decisions; andâ€¢To provide useful information for historical period-to-period comparisons of our business, as it removes the effect of certain non-cash expenses and other items not indicative of our ongoing operating performance.The following table reconciles Adjusted EBITDA to Net loss, which is the most directly comparable GAAP measure (in thousands):Three Months Ended June 30,Six Months Ended June 30,20242023202420234Net loss$(96,973)$(160,593)$(194,366)$(261,459)Add back (deduct)Interest expense16,667Â 7,658Â 31,222Â 15,777Â Interest income(285)(1,865)(341)(5,686)Income tax expense441Â (16)327Â 172Â Other expense, net221Â 42Â 350Â (103)Depreciation and amortization15,593Â 15,123Â 30,988Â 29,568Â Change in fair value of warrant liability70Â (621)98Â (746)Gain (loss) on disposal of assets, net(136)1,538Â (1,576)1,538Â Equity-based compensation expense14,268Â 6,604Â 25,479Â 18,142Â Acquisition and integration expense(1)â€”Â 74Â â€”Â 2,108Â Restructuring charges(2)4,371Â 8,201Â 6,515Â 18,692Â Atlanta Member Operations Center set-up expense(3)458Â 9,170Â 3,481Â 16,130Â Certificate consolidation expense(4)3,674Â 4,873Â 4,812Â 7,520Â Impairment of goodwill(5)â€”Â 70,000Â â€”Â 70,000Â Other(6)4,276Â (491)6,427Â (871)Adjusted EBITDA$(37,355)$(40,303)$(86,584)$(89,218)_____(1)Consists of expenses incurred associated with acquisitions, as well as integration-related charges incurred within one year of the acquisition date primarily related to system conversions, re-branding costs and fees paid to external advisors.(2)For the three and six months ended JuneÂ 30, 2024, primarily includes charges for contract termination fees and employee separation programs as part of our ongoing cost reduction and strategic business initiatives. For the three and six months ended JuneÂ 30, 2023, includes restructuring charges related to the restructuring plan that we announced on March 1, 2023 (the â€œRestructuring Planâ€) and related strategic business initiatives implemented in the first quarter of 2023, as well as expenses incurred during the second quarter of 2023 to support significant changes to our member programs and certain aspects of our operations, primarily consisting of consultancy fees associated with designing and implementing changes to our member programs, and severance and recruiting expenses associated with executive transitions.38 (3)Consists of expenses associated with establishing the Atlanta Member Operations Center and its operations primarily including redundant operating expenses during the transition period, relocation expenses for employees and costs associated with onboarding new employees. The Atlanta Member Operations Center began operating on May 15, 2023. (4)Consists of expenses incurred to execute the consolidation of our FAA operating certificates primarily including pilot training and retention programs and consultancy fees associated with planning and implementing the consolidation process.(5)Represents a non-cash impairment charge related to goodwill recognized in the second quarter of 2023. (6)Includes (i)Â collections of certain aged receivables which were added back to Net loss in the reconciliation presented for the twelve months ended December 31, 2022, (ii)Â reserves and/or write-off of certain aged receivables associated with the aircraft management business which was divested on September 30, 2023, (iii)Â expenses incurred associated with ongoing litigation matters, and (iv) amounts reserved during the second quarter of 2024 related to Parts and supplies inventory deemed in excess after revision of future business needs associated with strategic business initiatives.39 Adjusted Contribution and Adjusted Contribution MarginWe calculate Adjusted Contribution as gross profit (loss) excluding Depreciation and amortization and adjusted further for equity-based compensation included in Cost of revenue and other items included in Cost of revenue that are not indicative of our ongoing operating performance. Adjusted Contribution Margin is calculated by dividing Adjusted Contribution by total revenue. We include Adjusted Contribution and Adjusted Contribution Margin as supplemental measures for assessing operating performance and for the following:â€¢To be used to understand our ability to achieve profitability over time through scale and leveraging costs; andâ€¢To provide useful information for historical period-to-period comparisons of our business and to identify trends.The following table reconciles Adjusted Contribution to gross profit (loss), which is the most directly comparable GAAP measure (in thousands):Three Months Ended June 30,Six Months Ended June 30,20242023202420234Revenue$196,285Â $335,062Â $393,386Â $686,874Â Less: Cost of revenue(191,690)(327,903)(389,950)(681,694)Less: Depreciation and amortization(15,593)(15,123)(30,988)(29,568)Gross profit (loss)(10,998)(7,964)(27,552)(24,388)Gross margin (5.6)%(2.4)%(7.0)%(3.6)%Add back:Depreciation and amortization15,593Â 15,123Â 30,988Â 29,568Â Equity-based compensation expense in Cost of revenue816Â 1,092Â 1,562Â 2,271Â Restructuring charges in Cost of revenue(1)3,703Â â€”Â 3,703Â 755Â Atlanta Member Operations Center set-up expense in Cost of revenue(2)458Â 7,999Â 1,860Â 11,798Â Certificate consolidation expense in Cost of revenue(3)2,445Â 1,840Â 3,471Â 4,441Â Other in Cost of revenue(4)3,281Â â€”Â 3,281Â â€”Â Adjusted Contribution $15,298Â $18,090Â $17,313Â $24,445Â Adjusted Contribution Margin 7.8%5.4%4.4%3.6%_____(1)For the three and six months ended JuneÂ 30, 2024, primarily includes charges for employee separation programs as part of our ongoing cost reduction and strategic business initiatives. For the three and six months ended JuneÂ 30, 2023, includes restructuring charges related to the Restructuring Plan and related strategic business initiatives implemented in the first quarter of 2023.(2)Consists of expenses associated with establishing the Atlanta Member Operations Center and its operations primarily including redundant operating expenses during the transition period, relocation expenses for employees and costs associated with onboarding new employees. The Atlanta Member Operations Center began operating on May 15, 2023.(3)Consists of expenses incurred to execute the consolidation of our FAA operating certificates primarily including pilot training and retention programs and consultancy fees associated with planning and implementing the consolidation process.(4)Consists of amounts reserved during the second quarter of 2024 related to Parts and supplies inventory deemed in excess after revision of future business needs associated with strategic business initiatives.40 Total Private Jet Flight Transaction Value and Total Flight Transaction ValueWe calculate Total Private Jet Flight Transaction Value as the sum of total gross spend by members and customers on all private jet flight services, which excludes all group charter flights with 15 or more passengers and cargo flight services. Total Private Jet Flight Transaction Value reflects the Flight revenue recognized from Programmatic Flights (as defined below) and private charter flights by members and customers. â€œProgrammatic Flightsâ€ are all flights that were flown subject to a Wheels Up Member Flight Service Agreement, Custom Corporate Agreement or other similar agreement (excluding jet cards) that provides for guaranteed aircraft availability, shorter call-out periods, capped or fixed rate pricing, and other benefits.We calculate Total Flight Transaction Value as Total Private Jet Flight Transaction Value, plus Other Charter FTV (as defined below).We include Total Private Jet Flight Transaction Value and Total Flight Transaction Value as supplemental measures for assessing the size of the markets which we serve.The following table reconciles each of Total Private Jet Flight Transaction Value and Total Flight Transaction Value to Flight revenue, which is the most directly comparable GAAP measure (in thousands): Three Months Ended June 30,Six Months Ended June 30,20242023202420234Flight revenue$163,684Â $235,284Â $314,613Â $467,046Â Add back (deduct):Private Jet Charter Revenue in Flight revenue(1)(59,994)(52,235)(107,848)(92,416)Private Jet Charter FTV(2)113,153Â 83,665Â 201,841Â 150,193Â Total Private Jet Flight Transaction Value216,843Â 266,714Â 408,606Â 524,823Â Other Charter FTV(2)48,503Â 55,204Â 81,414Â 86,287Â Total Flight Transaction Value$265,346Â $321,918Â $490,020Â $611,110Â _____(1)Â Â Â Â Represents the portion of Flight revenue not attributable to Programmatic Flights. (2)Â Â Â Â See â€œKey Operating Metricsâ€ below for more information about Private Jet Charter FTV and Other Charter FTV.41 Key Operating MetricsIn addition to financial measures, we regularly review certain key operating metrics to evaluate our business, determine the allocation of resources and make decisions regarding business strategies. We believe that these metrics can be useful for understanding the underlying trends in our business.The following table summarizes our key operating metrics:As of June 30,20242023% ChangeActive Members8,268Â 11,639Â (29)%Three Months Ended June 30,20242023% ChangeActive Users9,999Â 12,549Â (20)%On-Time Performance (D-60)87Â %89Â %n/mCompletion Rate99Â %98Â %n/mLive Flight Legs12,855Â 18,137Â (29)%Total Private Jet Flight Transaction Value per Live Flight Leg$16,868Â $14,706Â 15Â %Private Jet Charter FTV(1)$113,153Â $83,665Â 35Â %Other Charter FTV(1)48,503Â 55,204Â (12)%Total Charter FTV(1)$161,656Â $138,869Â 16Â %Six Months Ended June 30,20242023% ChangeLive Flight Legs24,609Â 33,526Â (27)%Total Private Jet Flight Transaction Value per Live Flight Leg$16,604Â $15,654Â 6Â %Private Jet Charter FTV(1)$201,841Â $150,193Â 34Â %Other Charter FTV(1)81,414Â 86,287Â (6)%Total Charter FTV(1)$283,255Â $236,480Â 20Â %_____n/mÂ Â Â Â Â Â Â Â Not meaningful(1)Â Â Â Â Â Â Â Â Amount shown in thousands.Active MembersWe define Active Members as the number of membership accounts that generated membership revenue in the applicable period and are active as of the end of the reporting period. We use Active Members to assess the adoption of our premium offerings which is a key factor in our penetration of the market in which we operate and a key driver of membership and flight revenue.42 Active UsersWe define Active Users as Active Members as of the reporting date plus unique non-member customers who completed a revenue generating flight at least once in the applicable period and excluding wholesale flight activity. While a unique customer can complete multiple revenue generating flights on our platform in a given period, that unique customer is counted as only one Active User. We use Active Users to assess the adoption of our platform and frequency of transactions, which are key factors in our penetration of the market in which we operate and our ability to generate revenue.On-Time Performance (D-60)We define On-Time Performance (D-60) as the percentage of total flights flown that departed within 60 minutes of the scheduled time, inclusive of air traffic control, weather, maintenance and customer delays. On-Time Performance (D-60) excludes all cancelled flights and wholesale flight activity.Completion RateWe define Completion Rate as the percentage of total scheduled flights operated and completed. Completion Rate excludes customer-initiated flight cancellations and wholesale flight activity. Live Flight LegsWe define Live Flight Legs as the number of completed one-way revenue generating private jet flight legs in the applicable period, excluding empty repositioning legs and owner legs related to aircraft under management. We believe Live Flight Legs is a useful metric to measure the scale and usage of our platform, and our ability to generate flight revenue.Total Private Jet Flight Transaction Value per Live Flight LegWe use Total Private Jet Flight Transaction Value per Live Flight Leg to measure the average gross spend by members and customers for each Live Flight Leg. See â€œNon-GAAP Financial Measuresâ€ above for more information regarding our use and definition of Total Private Jet Flight Transaction Value.Private Jet Charter FTVWe define Private Jet Charter FTV as the sum of total gross spend by members and customers on all private charter flights that are at market-based rates and are not Programmatic Flights. Private Jet Charter FTV excludes customer gross spend attributable to all group charter flights with 15 or more passengers and cargo flight services. We use Private Jet Charter FTV to measure the size of our private jet charter business relative to the overall industry. See â€œNon-GAAP Financial Measuresâ€ above for more information about the use of Private Jet Charter FTV in the calculation of Total Private Jet Flight Transaction Value and Total Flight Transaction Value.Other Charter FTVWe define Other Charter FTV as the sum of total gross spend by customers on all group charter flights with 15 or more passengers and cargo flight services. We use Other Charter FTV to measure the size of our group charter and cargo charter businesses relative to the overall industry. See â€œNon-GAAP Financial Measuresâ€ above for more information about the use of Other Charter FTV in the calculation of Total Flight Transaction Value.Total Charter FTVWe define Total Charter FTV as the sum of Private Jet Charter FTV and Other Charter FTV. We use Total Charter FTV to measure the size of our total charter business relative to the overall industry.43 Components of Results of Our OperationsThe key components of our results of operations include:RevenueRevenue is derived from flight, membership and other services.Flight revenue consists of retail and wholesale flights and certain related fees and surcharges. Members can either pay as they fly or prepay for flights, including through the use of Prepaid Blocks. Membership revenue is comprised of a one-time initiation fee paid at the commencement of a membership and recurring annual dues. Historically, a portion of the initiation fee is applied to annual dues; however, we discontinued initiation fees starting in July 2024. The remainder of the initiation fee, less any flight credits, is deferred and recognized on a straight-line basis over the estimated duration of the member relationship period, which is estimated to be three years. Members are charged recurring annual dues to maintain their membership. Revenue related to the annual dues are deferred and recognized on a straight-line basis over the related contractual period. If a member qualifies to earn Delta miles in the Delta SkyMilesÂ® Program as part of their membership, then a portion of the membership fee is allocated at contract inception.Aircraft management revenue consists of contractual monthly management fees charged to aircraft owners, recovery of owner incurred expenses including maintenance coordination, cabin crew and pilots, and recharging of certain incurred aircraft operating costs such as maintenance, fuel, landing fees and parking. We pass recovery and recharge amounts back to owners at either cost or at a predetermined margin. We sold our aircraft management business to an unrelated third-party effective September 30, 2023. We do not expect to realize any significant revenue or expenses associated with aircraft management activities in future periods.Other revenue includes sales of whole aircraft, group charter revenue, cargo revenue, revenue sponsorships and partnership fees, safety and security revenue and special missions including government, defense, emergency and medical transport. In addition, other revenue includes flight management fees, software subscription fees from third-party operators for access to UP FMS, fees from third-party sponsorships and partnership fees and special missions revenue, including government, defense, emergency and medical transport.Costs and ExpensesCosts and expenses consist of the following components:Cost of RevenueCost of revenue primarily consists of direct expenses incurred to provide flight services and facilitate operations, including aircraft lease costs, fuel, crew travel, maintenance and third-party flight costs. Cost of revenue also consists of compensation expenses, including equity-based compensation and related benefits, for employees that directly facilitate flight operations. In addition, cost of revenue includes aircraft management expenses incurred such as maintenance coordination, cabin crew and pilots, and certain aircraft operating costs such as maintenance, fuel, landing fees and parking.Technology and Development Technology and development expense primarily consists of compensation expenses for engineering, product development and design employees, including equity-based compensation and related benefits, expenses associated with ongoing improvements to, and maintenance of, our platform offerings and other technology. Technology and development expense also includes software expenses and technology consulting fees.Sales and MarketingSales and marketing expense primarily consists of compensation expenses in support of sales and marketing such as commissions, salaries, equity-based compensation and related benefits. Sales and marketing expense also 44 includes expenses associated with advertising, promotions of our services, member experience, account management and brand marketing.General and AdministrativeGeneral and administrative expense primarily consists of compensation expenses, including allocable portions of equity-based compensation and related benefits, for our executive, finance, human resources and legal teams, and other personnel performing administrative functions. General and administrative expense also includes any other cost or expense incurred not deemed to be related to cost of revenue, sales and marketing expense or technology and development expense.We allocate overhead such as facility costs and telecommunications charges, based on department headcount, as we believe this to be the most accurate measure. As a result, a portion of general overhead expenses are reflected in each operating expense category.Depreciation and AmortizationDepreciation and amortization expense primarily consists of depreciation of capitalized aircraft as well as amortization of capitalized software development costs and acquired finite-lived intangible assets.Gain on Sale of Aircraft Held for SaleGain on sale of aircraft held for sale consists of the gain on aircraft previously held as property and equipment and subsequently elected to actively market for sale or aircraft purchased with the intent to sell.Impairment of goodwillImpairment of goodwill consists of any write-off of goodwill during the period. An impairment charge is recorded when the carrying value of a reporting unit exceeds its fair value as of the impairment assessment date. Gain on disposal of assets, netGain on disposal of assets, net primarily consists of the net working capital adjustment received in the first quarter of 2024 associated with the divestiture of the of our aircraft management business on September 30, 2023, partially offset by losses on disposal of other assets during the period.Loss on extinguishment of debtLoss on extinguishment of debt consists of fees incurred to extinguish debt instruments in advance of the maturity date.Change in Fair Value of Warrant LiabilityChange in fair value of warrant liability consists of unrealized gain (loss) on warrants assumed as part of the business combination consummated on July 13, 2021 between WUP and Aspirational Consumer Lifestyle Corp. (â€œAspirationalâ€), a blank check company (the â€œBusiness Combinationâ€™), including 7,991,544 redeemable public warrants (â€œPublic Warrantsâ€) and 4,529,950 redeemable private warrants (the â€œPrivate Warrantsâ€ and,

together with the Public Warrants, the â€œWarrantsâ€), in each case exercisable for 1/10th of one share of Common Stock at an exercise price of $115.00 per whole share of Common Stock.Interest IncomeInterest income primarily consists of interest earned on cash equivalents in money market funds, U.S. treasury bills and time deposits.45 Interest ExpenseInterest expense primarily consists of the interest paid or payable and the amortization of debt discounts and deferred financing costs on our credit facilities, promissory notes and other debt obligations.Income Tax ExpenseIncome tax expense consists of income taxes recorded using the asset and liability method. Under this method, deferred tax assets and liabilities are recorded based on the estimated future tax effects of differences between the financial reporting and tax bases of existing assets and liabilities. These differences are measured using the enacted tax rates that are expected to be in effect when these differences are anticipated to reverse. Deferred tax assets are reduced by a valuation allowance to the extent management believes it is not more likely than not to be realized. 46 Results of Operations for the Three Months Ended JuneÂ 30, 2024 Compared to the Three Months Ended JuneÂ 30, 2023The following table sets forth our results of operations for each of the three months ended June 30, 2024 and 2023 (in thousands):Three Months Ended June 30,Change in20242023$%Revenue$196,285Â $335,062Â $(138,777)(41.4)%Costs and expenses:Cost of revenue (exclusive of items shown separately below)191,690Â 327,903Â (136,213)(41.5)%Technology and development10,529Â 14,430Â (3,901)(27.0)%Sales and marketing 21,480Â 23,149Â (1,669)(7.2)%General and administrative 35,949Â 40,065Â (4,116)(10.3)%Depreciation and amortization15,593Â 15,123Â 470Â 3.1Â %(Gain) loss on sale of aircraft held for sale234Â (2,621)2,855Â n/mImpairment of goodwillâ€”Â 70,000Â (70,000)n/mTotal costs and expenses275,475Â 488,049Â (212,574)(43.6)%Loss from operations(79,190)(152,987)73,797Â (48.2)%Other income (expense)Gain (loss) on disposal of assets, net136Â (1,538)1,674Â n/mLoss on extinguishment of debt(805)(870)65Â n/mChange in fair value of warrant liability(70)621Â (691)n/mInterest income285Â 1,865Â (1,580)(84.7)%Interest expense(16,667)(7,658)(9,009)117.6Â %Other income (expense), net(221)(42)(179)n/mTotal other income (expense)(17,342)(7,622)(9,720)127.5Â %Loss before income taxes(96,532)(160,609)64,077Â (39.9)%Income tax benefit (expense)(441)16Â (457)n/mNet loss(96,973)(160,593)63,620Â (39.6)%Less: Net loss attributable to non-controlling interestsâ€”Â â€”Â â€”Â %Net loss attributable to Wheels Up Experience Inc.$(96,973)$(160,593)$63,620Â (39.6)%_____n/mÂ Â Â Â Â Â Â Â Not meaningful47 RevenueRevenue decreased for the three months ended June 30, 2024, compared to the three months ended June 30, 2023, as follows (in thousands). Three Months Ended June 30,Change in20242023$%Membership16,046Â 21,478Â (5,432)(25.3)%Flight163,684Â 235,284Â $(71,600)(30.4)%Aircraft management2,957Â 48,502Â (45,545)(93.9)%Other13,598Â 29,798Â (16,200)(54.4)%Total$196,285Â $335,062Â $(138,777)(41.4)%The decrease in Membership revenue was primarily driven by a 29% decrease in Active Members year-over-year. The decrease in Active Members was primarily as a result of the regionalization of our member programs and focus on profitable flying.The decrease in Flight revenue was primarily driven by a 29% decrease in Live Flight Legs year-over-year, which resulted in a $68.5 million reduction to Flight revenue, which was primarily due to our focus on more profitable flying. The decrease in Aircraft management revenue is attributable to our divestiture of our aircraft management business on September 30, 2023. We do not expect to realize any significant revenue associated with aircraft management activities in future periods.The decrease in Other revenue was primarily attributable to the absence of $4.8 million in sales of aircraft inventory, as the Company has reduced its focus on whole aircraft sales, and due to a $1.3 million reduction in revenue from group charter.Cost of RevenueCost of revenue decreased by $136.2 million, or 42%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The decrease in cost of revenue was primarily driven by decrease in revenue. The decrease was also driven by a $7.5 million decrease in expenses associated with setting up our Atlanta Member Operations Center. The decrease was partially offset by $3.7 million in restructuring charges associated with certain employee restructuring actions and a $3.3 million reserve established for certain parts inventory deemed obsolete or in excess of forecasted demand for aircraft maintenance, in each case during the three months ended June 30, 2024.Adjusted Contribution Margin increased 240 basis points for the three months ended June 30, 2024 compared to the three months ended June 30, 2023, primarily attributable to the realization of cost savings as a result of the Restructuring Plan and other restructuring actions, as well as discrete cost optimization and operational efficiency measures. See â€œNon-GAAP Financial Measuresâ€ above for a definition of Adjusted Contribution Margin, information regarding our use of Adjusted Contribution Margin and a reconciliation of Gross margin and Adjusted Contribution Margin to Revenue.Other Operating ExpensesTechnology and Development Technology and development expenses decreased by $3.9 million, or 27%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023, primarily attributable to a $2.7 million reduction in employee compensation and allocable costs driven by headcount reduction actions taken in fiscal year 2023 and a 48 $1.6 million reduction in enterprise software and other IT-related charges. The decreases were partially offset by a $0.4 million increase in IT consultant spend.Sales and MarketingSales and marketing expenses decreased by $1.7 million, or 7%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023, primarily attributable to a $0.7 million reduction in employee compensation and allocable costs driven by headcount reduction actions taken in fiscal year 2023, a $0.5 million reduction in equity-based compensation expense and a $0.5 million reduction in advertising spend. General and AdministrativeGeneral and administrative expenses decreased by $4.1 million, or 10%, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023, primarily driven by a $5.1 million reduction in consulting expenses associated with strategic planning, the absence of $4.0 million of severance charges associated with executive transitions, a $2.5 million reduction in employee compensation and allocable costs driven by headcount reduction actions taken in fiscal year 2023 and a $0.9 million decrease in legal spend. The decreases were partially offset by an $8.9 million increase in equity-based compensation expense primarily attributable to the Executive Performance Awards (as defined in Note 10).Depreciation and AmortizationDepreciation and amortization expenses was relatively consistent for the three months ended June 30, 2024 compared to the three months ended June 30, 2023.Interest IncomeInterest income decreased $1.6 million, for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The decrease was attributable to holding lower levels of cash equivalents in money market funds during the period.Interest ExpenseInterest expense increased $9.0 million for the three months ended June 30, 2024 compared to the three months ended June 30, 2023. The increase was primarily attributable to paid-in-kind interest expense associated with the Term Loan (as defined below) entered into in the second half of 2023.Other Expense, NetOther expense, net was relatively consistent for the three months ended June 30, 2024 compared to the three months ended June 30, 2023.49 Results of Our Operations for the Six Months Ended June 30, 2024 compared to the Six Months Ended June 30, 2023The following table sets forth our results of operations for each of the six months ended June 30, 2024 and 2023 (in thousands):Six Months Ended June 30,Change in20242023$%Revenue$393,386Â $686,874Â $(293,488)(42.7)%Costs and expenses:Cost of revenue (exclusive of items shown separately below)389,950Â 681,694Â (291,744)(42.8)%Technology and development21,610Â 30,303Â (8,693)(28.7)%Sales and marketing 42,917Â 48,952Â (6,035)(12.3)%General and administrative 72,186Â 79,481Â (7,295)(9.2)%Depreciation and amortization30,988Â 29,568Â 1,420Â 4.8Â %(Gain) loss on sale of aircraft held for sale(2,490)(3,487)997Â n/mImpairment of goodwillâ€”Â 70,000Â (70,000)n/mTotal costs and expenses555,161Â 936,511Â (381,350)(40.7)%Loss from operations(161,775)(249,637)87,862Â (35.2)%Other income (expense)Gain (loss) on disposal of assets, net1,576Â (1,538)3,114Â n/mLoss on extinguishment of debt(2,511)(870)(1,641)n/mChange in fair value of warrant liability(98)746Â (844)n/mInterest income341Â 5,686Â (5,345)(94.0)%Interest expense(31,222)(15,777)(15,445)97.9Â %Other income (expense), net(350)103Â (453)n/mTotal other income (expense)(32,264)(11,650)(20,614)176.9Â %Loss before income taxes(194,039)(261,287)67,248Â (25.7)%Income tax benefit (expense)(327)(172)(155)n/mNet loss(194,366)(261,459)67,093Â (25.7)%Less: Net loss attributable to non-controlling interestsâ€”Â â€”Â â€”Â %Net loss attributable to Wheels Up Experience Inc.$(194,366)$(261,459)$67,093Â (25.7)%_____n/mÂ Â Â Â Â Â Â Â Not meaningful50 RevenueRevenue decreased for the six months ended June 30, 2024, compared to the six months ended June 30, 2023, as follows (in thousands). Six Months Ended June 30,Change in20242023$%Membership$32,900Â $43,158Â $(10,258)(23.8)Â %Flight314,613Â 467,046Â (152,433)(32.6)Â %Aircraft management6,150Â 112,196Â (106,046)(94.5)Â %Other39,723Â 64,474Â (24,751)(38.4)Â %Total$393,386Â $686,874Â $(293,488)(42.7)Â %The decrease in Membership revenue was driven by a 29% decrease in Active Members year-over-year, partially offset by the impact of lower incentive discounts on memberships in the current period. The decrease in Active Members was primarily as a result of the regionalization of our member programs and focus on profitable flying.The decrease in Flight revenue was primarily driven by a 27% decrease in Live Flight Legs year-over-year, which resulted in a $124.2 million reduction to revenue during the period, which was primarily due to our focus on more profitable flying. The decrease in Aircraft management revenue is attributable to our divestiture of our aircraft management business on September 30, 2023. We do not expect to realize any significant revenue associated with aircraft management activities in future periods.The decrease in Other revenue was primarily attributable to a $14.3 million reduction in sales of aircraft inventory, as the Company has reduced its focus on whole aircraft sales.Cost of RevenueCost of revenue decreased by $291.7 million, or 43%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease in cost of revenue was primarily driven by the decreases in revenue noted above. The decrease was also driven by a $9.9 million decrease in expenses associated with setting up our Atlanta Member Operations Center. The decreases were partially offset by a $2.9 million increase in restructuring charges associated with certain employee restructuring actions implemented in the second quarter of 2024 and a $3.3 million reserve established in the second quarter of 2024 for certain parts inventory deemed obsolete or in excess of forecasted demand for aircraft maintenance.Adjusted Contribution Margin increased 80 basis points for the six months ended June 30, 2024 compared to the six months ended June 30, 2023, primarily attributable to the operational efficiency initiatives discussed above. See â€œNon-GAAP Financial Measuresâ€ above for a definition of Adjusted Contribution Margin, information regarding our use of Adjusted Contribution Margin and a reconciliation of Gross margin and Adjusted Contribution Margin to Revenue.Other Operating ExpensesTechnology and Development Technology and development expenses decreased by $8.7 million, or 29%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023, primarily driven by a $4.7 million reduction in employee compensation and allocable costs driven by headcount reduction actions taken in fiscal year 2023, including the Restructuring Plan, the absence of $2.3 million of one-time charges associated with the Restructuring Plan 51 recognized during the first quarter of 2023, a $0.9 million reduction in reduction in enterprise software and other IT-related charges, and a $0.5 million reduction in equity-based compensation expense.Sales and MarketingSales and marketing expenses decreased by $6.0 million, or 12%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023, primarily driven by a $2.2 million reduction in employee compensation and allocable costs driven by headcount reduction actions taken in fiscal year 2023, including the Restructuring Plan, the absence of $2.1 million of one-time charges associated with the Restructuring Plan recognized during the first quarter of 2023, a $1.9 million decrease in sales commissions primarily driven by the decrease in year-over-year membership and whole aircraft sales revenues, and a $1.0 million reduction in equity-based compensation expense. The decreases were partially offset by a $1.6 million one-time charge associated with terminating a consultancy agreement in the first quarter of 2024.General and AdministrativeGeneral and administrative expenses decreased by $7.3 million, or 9%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023, primarily driven by a $7.6 million reduction in consulting expenses associated with integration-related activities and strategic planning, the absence of $5.4 million of one-time charges associated with the Restructuring Plan recognized during the first quarter of 2023 and a $4.2 million reduction employee compensation and allocable costs primarily driven by headcount reduction actions taken in fiscal year 2023. The decreases were partially offset by a $9.8 million increase in equity-based compensation expense primarily attributable to the Executive Performance Awards (as defined in Note 10).Depreciation and AmortizationDepreciation and amortization expenses increased $1.4 million, or 5%, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023, primarily driven by increased capitalized software development assets year-over-year.Interest IncomeInterest income decreased by $5.3 million, for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The decrease was attributable to holding lower levels of cash equivalents in money market funds during the period.Interest ExpenseInterest expense increased $15.4 million for the six months ended June 30, 2024 compared to the six months ended June 30, 2023. The increase was primarily attributable to paid-in-kind interest expense associated with the Term Loan (as defined below) entered into in the second half of 2023.Other Expense, NetOther expense, net was relatively consistent for six months ended June 30, 2024 compared to the six months ended June 30, 2023.52 Liquidity and Capital ResourcesOverview and Liquidity OutlookOur principal sources of liquidity have historically consisted of financing activities, including proceeds from debt financing transactions, and operating activities, primarily from the increase in deferred revenue associated with the sale of Prepaid Blocks. As of JuneÂ 30, 2024, we had $141.5 million of cash and cash equivalents and $32.1 million of restricted cash, and our long-term debt obligations consisted primarily of approximately $176.4 million aggregate principal amount outstanding of Equipment Notes (as defined below) and $421.0 million aggregate principal outstanding, including capitalized paid-in-kind interest, associated with the Term Loan (as defined below). In addition, we had a working capital deficit of $585.3 million as of JuneÂ 30, 2024 and net cash used in operating activities was $100.8 million for the six months ended June 30, 2024. See Part I, Item 1A â€œRisk Factorsâ€”Risks Relating to Our Indebtedness and Contractual Obligationsâ€”Our obligations in connection with our contractual agreements, including operating leases and debt financing obligations, could impair our liquidity and thereby harm our business, results of operations and financial conditionâ€ in our Annual Report for more information about our contractual obligations.Pursuant to the Credit Agreement (as defined below), Delta has provided commitments for the Revolving Credit Facility (as defined below) in the aggregate original principal amount of $100.0 million, which may be drawn under certain circumstances and is subject to liquidity-driven repayment conditions. As of each of JuneÂ 30, 2024 and the date of this Quarterly Report, no amounts were outstanding under the Revolving Credit Facility. We expect to meet our liquidity needs for the next 12 months with a combination of cash and cash equivalents, cash flows from operations, strategic dispositions of non-core or underutilized assets and, if needed, borrowings under the Revolving Credit Facility. Our ability to satisfy our long-term liquidity needs will depend on, among others, our ability to generate cash flows from operations and enter into additional or alternate financing arrangements.53 Long-Term Debt2022-1 Equipment NotesIn October 2022, WUPÂ LLC, entered into a Note Purchase Agreement, dated as of October 14, 2022 (â€œNote Purchase Agreementâ€), pursuant to which WUP LLC issued $270.0 million aggregate principal amount of the equipment notes (collectively, the â€œEquipment Notesâ€) using an EETC (enhanced equipment trust certificate) loan structure. The Equipment Notes bear interest at the rate of 12% per annum with annual amortization of the principal amount equal to 10% per annum and balloon payments due at each maturity date. Interest and principal payments on the Equipment Notes began on January 15, 2023 and are payable quarterly on each January 15, April 15, July 15 and October 15. The stated final expected distribution date of the Equipment Notes varies from July 15, 2025 to October 15, 2029 depending on the type of aircraft, subject to certain prepayment requirements under the Omnibus Amendment (as defined below) and WUPÂ LLCâ€™s ability to redeem Equipment Notes prior to maturity. As of JuneÂ 30, 2024, the Equipment Notes were secured by first-priority liens on 108 of the Companyâ€™s owned aircraft fleet and by liens on certain intellectual property assets of the Company and certain of its subsidiaries (the â€œEquipment Note Collateralâ€).The Equipment Notes were sold pursuant to the Note Purchase Agreement, and issued under separate Trust Indentures and Mortgages, dated as of October 14, 2022 (each, an â€œIndentureâ€ and, collectively, the â€œIndenturesâ€). In connection with the entering into the Credit Agreement (as defined below), the Company, WUP LLC, certain other subsidiaries of the Company that guaranteed and/or granted collateral to secure WUP LLCâ€™s obligations under the Equipment Notes entered into the Omnibus Amendment No. 1, dated September 20, 2023 (the â€œOmnibus Amendmentâ€), in order to amend certain of the agreements governing the Equipment Notes, including the Note Purchase Agreement, Indentures and related guarantees. The Note Purchase Agreement and the Indentures and related guarantees, as each was amended by the Omnibus Amendment, contain certain covenants, including, among others: a liquidity covenant that requires the Company and its subsidiaries to maintain minimum aggregate available cash and Cash Equivalents (as defined in the Note Purchase Agreement) of $75.0 million on any date, inclusive of $20.0Â million held as a deposit for the benefit of the Equipment Note lenders and presented in Other non-current assets on our condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023; a covenant that limits the maximum loan to appraised value ratio of all aircraft financed, subject to certain cure rights of the Company; that if a prepayment under the Term Loan (as defined below) results in the weighted average life of the Term Loan being shorter than that of the Equipment Notes, a redemption of a portion of the Equipment Notes is required; that if an Equipment Note has a maturity date on or after the maturity of the Term Loan (as defined below), all obligations under such Equipment Note will be due 90 days prior to the maturity of the Term Loan; and restrictive covenants that provide limitations under certain circumstances on certain acquisitions, mergers or disposals of assets, making certain investments or entering into certain transactions with affiliates, prepaying, redeeming or repurchasing the Equipment Notes, subject to certain exceptions, and paying dividends and making certain other specified restricted payments. Each Indenture contains customary events of default for Equipment Notes of this type, including cross-default provisions among the Equipment Notes and the Term Loan and Revolving Credit Facility. WUP LLCâ€™s obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries, and the Company also must cause additional subsidiaries and affiliates of WUP LLC to become guarantors under certain circumstances. The Equipment Notes issued with respect to each aircraft are cross-collateralized by the other aircraft for which Equipment Notes were issued under the Indentures.During the

six months ended JuneÂ 30, 2024, the Company redeemed in-full the Equipment Notes for 14 aircraft, which reduced the aggregate principal amount outstanding under the Equipment Notes by $26.9 million. As of JuneÂ 30, 2024, approximately $176.4 million aggregate principal amount of Equipment Notes were outstanding and the carrying value of the 108 aircraft that were subject to first-priority liens under the Equipment Notes was $259.4 million. Term Loan and Revolving Credit FacilityOn September 20, 2023, the Company entered into a Credit Agreement (the â€œOriginal Credit Agreementâ€), by and among the Company, as borrower, certain subsidiaries of the Company as guarantors (collectively with the Company, the â€œLoan Partiesâ€), Delta, CK Wheels LLC (â€œCK Wheelsâ€) and Cox Investment Holdings, Inc. 54 (collectively with Delta and CK Wheels, the â€œInitial Lendersâ€), and U.S. Bank Trust Company, N.A., as administrative agent for the Lenders (as defined below) and as collateral agent for the secured parties (the â€œAgentâ€), which was subsequently amended by Amendment No. 1 to Credit Agreement, dated NovemberÂ 15,Â 2023 (together with the Original Credit Agreement, the â€œCredit Agreementâ€), by and among the Company, as borrower, the other Loan Parties party thereto, as guarantors, the Initial Lenders, each of Whitebox Multi-Strategy Partners, LP, Whitebox Relative Value Partners, LP, Pandora Select Partners, LP, Whitebox GT Fund, LP and Kore Fund Ltd (collectively with the Initial Lenders, the â€œLendersâ€), and the Agent, pursuant to which (i) the Lenders provided a term loan facility in the aggregate original principal amount of $390.0 million (the â€œTerm Loanâ€), the net proceeds of which were received in the third and fourth quarters of 2023, and (ii) Delta provided commitments for a revolving credit facility in the aggregate original principal amount of $100.0 million (the â€œRevolving Credit Facilityâ€ and together with the Term Loan, the â€œCredit Facilityâ€). The scheduled maturity date for the Term Loan is September 20, 2028, and for the Revolving Credit Facility, is the earlier of September 20, 2028 and the first date after September 20, 2025 on which all borrowings under the Revolving Credit Facility have been repaid, subject in each case to earlier termination upon the occurrence and continuation of an event of default. Interest on the Term Loan and any borrowings under the Revolving Credit Facility (each, a â€œLoanâ€ and, collectively, the â€œLoansâ€) accrues at a rate of 10% per annum on the unpaid principal balance of the Loans then outstanding. Accrued interest on each loan is payable in kind as compounded interest and capitalized to the principal amount of the applicable Loan on the last day of each of March, June, September and December and the applicable maturity date. The Credit Agreement contains certain covenants that place limitations on, among other things: prepaying, redeeming, repurchasing, or issuing and selling new equity interests of the Company and its subsidiaries; paying dividends and making certain distributions; making certain investments and consummating certain acquisitions, mergers or disposals of assets; and the replacement of existing indebtedness and incurrence of new indebtedness and encumbrances. The Credit Agreement also contains customary events of default, including a cross-default provision among the Equipment Notes and other Material Indebtedness (as defined in the Credit Agreement). The obligations under the Credit Agreement are secured by a first-priority lien on unencumbered assets of the Loan Parties (excluding certain assets), and a junior lien on the Equipment Note Collateral. The Credit Agreement is guaranteed by all U.S. and certain non-U.S. direct and indirect subsidiaries of the Company. In the future, the Company may be required to add any new or after-acquired subsidiaries of the Company that meet certain criteria as guarantors. As of JuneÂ 30, 2024, we were in compliance with the covenants under the Credit Agreement and related credit documents. As of JuneÂ 30, 2024, approximately $421.0 million aggregate principal outstanding, including capitalized paid-in-kind interest, associated with the Term Loan. In addition, Delta has provided commitments for the Revolving Credit Facility in the aggregate original principal amount of $100.0 million under the Credit Agreement. The Company may request to make borrowings under the Revolving Credit Facility at any time until September 20, 2025 in an amount and to the extent that after giving pro forma effect to any borrowing thereunder, the Companyâ€™s Unrestricted Cash Amount (as defined in the Credit Agreement) will not exceed $100.0 million. The Company generally must promptly repay any borrowings under the Revolving Credit Facility prior to maturity as follows: (i) at any time prior to September 20, 2025, to the extent the Unrestricted Cash Amount (as defined in the Credit Agreement) is greater than $100.0 million; and (ii) on or after September 20, 2025 but prior to maturity, to the extent that the Unrestricted Cash Amount (as defined in the Credit Agreement) is greater than $125.0 million and if Consolidated Cash Flow (as defined in the Credit Agreement) has been positive for any fiscal quarter since September 20, 2023. As of each of JuneÂ 30, 2024 and the date of this Quarterly Report, no amounts were outstanding under the Revolving Credit Facility.55 Cash FlowsThe following table summarizes our cash flows for each of the six months ended June 30, 2024 and 2023 (in thousands):Six Months Ended June 30,20242023Net cash used in operating activities$(100,783)$(411,670)Net cash provided (used in) by investing activities$24,093Â $(911)Net cash used in financing activities$(41,396)$(18,683)Effect of exchange rate changes on cash, cash equivalents and restricted cash$(1,175)$(540)Net decrease in cash, cash equivalents and restricted cash$(119,261)$(431,804)Cash Flow from Operating ActivitiesThe cash outflow from operating activities consisted of our net loss during the respective periods, net of non-cash items of $77.7 million and $117.0 million during the six months ended June 30, 2024 and 2023, respectively, and the balance from a decrease in net operating assets and liabilities. During the six months ended June 30, 2024, we sold $258.6Â million of Prepaid Blocks compared to $196.0Â million during the six months ended June 30, 2023. The year-over-year increase in Prepaid Block purchases was attributable to a higher volume of purchases in the first half of 2024 as compared to the prior year. We have historically experienced greater purchases of Prepaid Blocks from our members during the third and fourth quarters of the calendar year. Prepaid Blocks are cash deposits that are accounted for as Deferred revenue until the time at which they are used by members or customers in accordance with the terms applicable to such Prepaid Block.Cash Flow from Investing ActivitiesThe cash inflow from investing activities was primarily attributable to $37.9 million in proceeds from the sale of aircraft that were classified as held for sale and $5.9 million in proceeds associated with the divestiture of the aircraft management business on September 30, 2023. The inflows were partially offset by cash outflows of $17.5 million for capital expenditures, including $7.8 million of capitalized software development costs. Cash Flow from Financing ActivitiesThe cash outflow from financing activities was primarily attributable to the repayments of long-term debt of $41.0 million.56 Contractual Obligations and CommitmentsAs of JuneÂ 30, 2024, our principal ongoing commitments consisted of contractual cash obligations to pay principal and interest payments under the Equipment Notes, principal and accrued interest under the Credit Agreement when due at maturity, operating leases for certain controlled aircraft, leased facilities, including our corporate headquarters at the Atlanta Member Operations Center, our corporate office in New York, New York, and other operational facilities, such as hangars and maintenance facilities, and ordinary course arrangements involving our obligation to provide services for which we have already received deferred revenue. For further information about our lease obligations, see Note 9, Leases of the Notes to Condensed Consolidated Financial Statements included herein. We have future cash contractual obligations to make certain permitted mandatory redemptions and prepayments under the Equipment Notes and Credit Agreement, respectively, prior to maturity under certain circumstances, and to pay in full all amounts owed with respect to the Equipment Notes, Term Loan and any borrowings under the Revolving Credit Facility as they come due. For further information on the Equipment Notes, Term Loan and Revolving Credit Facility, see â€œLong-Term Debtâ€ above and Note 7, Long-Term Debt of the Notes to Condensed Consolidated Financial Statements included herein. Our obligation to provide services for which we have already received deferred revenue are to our members and customers, none of which individually comprises a material amount of our deferred revenue. Certain customers have the right to demand the prompt return of certain amounts included in deferred revenue under certain conditions. These contractual obligations require that we have sufficient levels of working capital and liquidity on-hand in the future to perform such services. For further information about deferred revenue, see Note 2, Revenue Recognition of the Notes to Condensed Consolidated Financial Statements included herein.Critical Accounting Policies and EstimatesFor further information on our critical accounting policies and estimates, see Part II, Item 7 â€” â€œManagementâ€™s Discussion and Analysis of Financial Conditions and Results of Operations - Critical Accounting Policies and Estimatesâ€ included in our Annual Report. Recent Accounting PronouncementsFor further information on recent accounting pronouncements, see Note 1, Summary of Business and Significant Accounting Policies of the Notes to Condensed Consolidated Financial Statements included herein.ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISKIn the ordinary course of operating our business, we are exposed to market risks. Market risk represents the risk of loss that may impact our financial position or results of operations due to adverse changes in financial market prices and rates. Our principal market risks have related to interest rates, aircraft fuel and foreign currency exchange. There have not been any material changes to the market risks described in Part II, Item 7A â€” â€œQuantitative and Qualitative Disclosures About Market Riskâ€ included in our Annual Report.57 ITEM 4. CONTROLS AND PROCEDURESEvaluation of Disclosure Controls and ProceduresAs required by Rule 13a-15(b) under the Exchange Act, our management, with the participation of our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures as of the period covered by this Quarterly Report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of JuneÂ 30, 2024, to ensure that material information was accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding required disclosure.Changes in Internal Control over Financial ReportingThere 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 JuneÂ 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.58 PART II. OTHER INFORMATIONITEM 1. LEGAL PROCEEDINGSFrom time to time, we are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. The outcome of these matters cannot be predicted with certainty. See NoteÂ 13, Commitments and Contingencies of the Notes to the Condensed Consolidated Financial Statements contained herein for a discussion of loss contingencies, if any. Below is a discussion of the Companyâ€™s significant pending legal proceedings:GRP LitigationOn July 5, 2023, we filed a lawsuit against Exclusive Jets, LLC d/b/a flyExclusive, a subsidiary of flyExclusive, Inc. (â€œFEâ€), in the United States District Court for the Southern District of New York, which was re-filed against FE in the Supreme Court of the State of New York in New York County on August 23, 2023. We instituted the action to enforce our rights and remedies for wrongful termination by FE of that certain Fleet Guaranteed Revenue Program Agreement, dated November 1, 2021, between WUP and FE (the â€œGRP Agreementâ€). On June 30, 2023, FE notified us in writing of its immediate termination of the GRP Agreement. We believe that FE wrongfully terminated such agreement in breach thereof. We are seeking compensatory damages, including the return of the material deposits held by FE under the GRP Agreement (collectively, the â€œGRP Depositâ€) that were recorded in Other non-current assets on our condensed consolidated balance sheets as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, as well as attorneysâ€™ fees and costs. We intend to vigorously pursue the action to recover the outstanding deposits and other damages from FE, but there can be no assurance as to the outcome of the lawsuit against FE. Our success in recovering the amounts from FE will depend upon several factors including the ability of FE to satisfy recoverable amounts using available liquidity or other assets. FE filed its Annual Report on FormÂ 10-K with the U.S. Securities and Exchange Commission on MayÂ 1,Â 2024, but as of the time of filing of this Quarterly Report, has not subsequently made updated financial information publicly available. In its Annual Report on FormÂ 10-K, FE disclosed that upon termination of the GRP Agreement, it applied a portion of the GRP Deposit against certain receivable balances that FE claims it was owed under the GRP Agreement. In addition, FE disclosed that: (i) it â€œexpects to incur operating losses in the near term as [FE] advances its fleet modernization and associated cost savings initiativesâ€; (ii) as of DecemberÂ 31,Â 2023, it had cash and cash equivalents of approximately $11.6Â million against a working capital deficit of approximately $104.7Â million; and (iii) it believes its cash and cash equivalents on hand, operating cash flows, and proceeds from possible financings, if any, will be sufficient to fund operations and capital expenditure requirements for at least 12Â months after MayÂ 1,Â 2024, but it might need additional capital funding to fund growth plans or as circumstances change. We are in the process of evaluating the effects of the foregoing events and we cannot make a reasonable estimate of any outcome, recovery or loss at this time. See Part I, Item 1A â€” â€œRisk Factorsâ€”Some of our business is dependent on our third-party operators to provide flights for our members and customers. If such third-party operators do not perform adequately or terminate their relationships with us, our costs may increase and our business, operations, liquidity, financial condition, and results of operations could be adversely affectedâ€ in our Annual Report for further information.ITEM 1A. RISK FACTORSThere have been no material changes to the significant risk factors and uncertainties known to the Company and disclosed in Part I, Item 1A â€” â€œRisk Factorsâ€ included in our Annual Report. 59 ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDSIssuer Purchases of Equity Securities for the Three Months Ended JuneÂ 30, 2024The table below sets forth information regarding purchases of our Common Stock during the three months ended JuneÂ 30, 2024:PeriodTotal Number of Shares Purchased(1)Average Price Paid Per ShareApril 1, 2024 through April 30, 2024â€”Â $â€”Â May, 1, 2024 through May 31, 202412,684Â $2.71Â June 1, 2024 through June 30, 202412,063Â $2.69Â Total24,747Â $2.70Â _____(1)Reflects shares withheld for payment of tax liability arising as a result of the vesting of restricted stock units for certain officers. ITEM 3. DEFAULTS UPON SENIOR SECURITIESNone.ITEM 4. MINE SAFETY DISCLOSURESNot applicable.ITEM 5. OTHER INFORMATION(a)Â Â Â Â Â None.(b)Â Â Â Â Â None. (c)Â Â Â Â Â During the three months ended June 30, 2024, no director or officer of the Company adopted or terminated a â€˜Rule 10b5-1 trading arrangementâ€™ or â€˜non-Rule 10b5-1 trading arrangement,â€™ as each term is defined in ItemÂ 408(a) of RegulationÂ S-K60 ITEM 6. EXHIBITSThe following exhibits are filed as part of, or incorporated by reference into, this Quarterly Report.No.Description of Exhibit3.1Amended and Restated Certificate of Incorporation of Wheels Up Experience Inc., filed on November 15, 2023 (incorporated by reference to Exhibit 3.1 to the Registrantâ€™s Current Report on Form 8-K, filed with the SEC on November 16, 2023)3.2Amended and Restated By-Laws of Wheels Up Experience Inc., effective as of November 15, 2023 (incorporated by reference to Exhibit 3.2 to the Registrantâ€™s Annual Report on Form 10-K, filed with the SEC on March 7, 2024)10.1â€ Amendment No. 1 to Wheels Up Experience Inc. 2021 Long-Term Incentive Plan, as amended and restated April 1, 2023, and forms of award agreements thereunder (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K, filed with the SEC on June 7, 2024)10.2â€ +Amendment No. 2 to Directorâ€™s Service Agreement, dated as of June 6, 2024, by and between Mark Briffa and Air Partner Limited (incorporated by reference to Exhibit 10.4 to the Registrantâ€™s Current Report on Form 8-K, filed with the SEC on June 7, 2024)10.3â€ +Charter Sales Adjusted EBITDA Incentive Plan Award, dated June 6, 2024, by and between Mark Briffa and Wheels Up Partners LLC (incorporated by reference to Exhibit 10.5 to the Registrantâ€™s Annual Report on Form 10-K, filed with the SEC on June 7, 2024)10.4*â€ +Offer Letter, dated May 5, 2024, by and between David Harvey and Wheels Up Partners LLC10.5*â€ Wheels Up Experience Inc. Performance Award Agreement, dated as of May 20, 2024, by and between Wheels Up Experience Inc. and David Harvey10.6+Amended and Restated Commercial Cooperation Agreement, dated as of June 15, 2024, by and among Wheels Up Partners Holdings LLC, Wheels Up Partners LLC and Delta Air Lines, Inc. (incorporated by reference to Exhibit 10.1 to the Registrantâ€™s Current Report on Form 8-K, filed with the SEC on June 17, 2024)31.1*Certification of the Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 200231.2*Certification of the Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 200232.1**Certification of the Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 200232.2**Certification of the Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002101.INSXBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document101.SCHXBRL Taxonomy Extension Schema Document101.CALXBRL Taxonomy Extension Calculation Linkbase Document101.DEFXBRL Taxonomy Extension Definition Linkbase Document101.LABXBRL Taxonomy Extension Label Linkbase Document101.PREXBRL Taxonomy Extension Presentation Linkbase Document104Cover Page Interactive Data File - The cover page interactive data file does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document61 * Filed herewith.** Furnished herewith.â€ Identifies each management contract or compensatory plan or arrangement.+Certain portions of this exhibit (indicated by â€œ[***]â€) have been omitted pursuant to Item (601)(b)(10) of Regulation S-K. In addition, schedules and exhibits have been omitted pursuant to Item 601(a)(5) of Regulation S-K. The Registrant agrees to furnish supplementally a copy of any omitted schedule or exhibit to the U.S. Securities and Exchange Commission or its staff upon request.62 SIGNATURESPursuant to the requirements of Securities Exchange Act of 1934, the registrant has duly caused this Quarterly Report to be signed on its behalf by the undersigned, thereunto duly authorized.WHEELS UP EXPERIENCE INC.Date: AugustÂ 8, 2024/s/ George MattsonName:George MattsonTitle:Chief Executive Officer(Principal Executive Officer)Date: AugustÂ 8, 2024/s/ Todd SmithName:Todd SmithTitle:Chief Financial Officer(Principal Financial and Accounting Officer)63 EX-10.4 2 ex-104xofferletterdatedmay.htm EX-10.4 DocumentExhibit 10.4CERTAIN IDENTIFIED INFORMATION HAS BEEN REDACTED FROM THIS EXHIBIT, BECAUSE IT IS (1)â€¯NOT MATERIAL AND (2)â€¯THE TYPE THAT THE REGISTRANT TREATS AS PRIVATE OR CONFIDENTIAL.â€¯â€œ[***]â€ INDICATES THAT INFORMATION HAS BEEN REDACTED.May 3, 2024David Harvey[***][***]Via email: [***]Dear David, We are pleased to offer you a position at Wheels Up Partners LLC (the â€œCompanyâ€). We are excited to have you join the Company and anticipate that you will be a great addition to our team.Your first day with the Company will be May 20, 2024, or on such other date that we mutually agree upon after your acceptance of this offer (your â€œStart Dateâ€). The following will outline the general terms of our employment offer:1.Position and Duties. Your title will be Chief Commercial Officer and you will perform the duties and services assigned to you by the Company. You will report to George Mattson, Chief Executive Officer. Your employment will be subject to all Company policies, procedures and practices as may currently exist or as may be modified or implemented in the future, including our

Employee Handbook. This offer is made contingent upon the successful completion of the pre-employment process, including, but not limited to, satisfactory completion of a background check.2.Place of Employment. The primary location for your employment will be in the Atlanta, Georgia office. Notwithstanding the foregoing, the duties to be performed by you hereunder are such that you may need to travel as reasonably required in accordance with the Companyâ€™s policy on travel and expenses.3.Annual Salary. Your annual base salary will be $575,000 (the â€œBase Salaryâ€), less payroll deductions and all required withholdings, payable in accordance with the Companyâ€™s payroll policies, as may be amended from time to time. As an exempt employee, you are not eligible for overtime under the provisions of the Fair Labor Standards Act.4.Discretionary Bonus. Beginning in 2024, you will be eligible to participate in the Companyâ€™s annual bonus plan. The target amount for your position is equal to one hundred twenty-five percent (125%) of your salary. You will be subject to the terms and conditions of the Companyâ€™s annual bonus plan; however, your 2024 annual bonus target shall not be prorated for hire date. The final payout is based on company and individual performance and any other factors determined at the sole discretion of the Company. 5.Executive Flight Hours. You shall receive flight hours in accordance with the Executive Flight Hour plan as established by the Company. Beginning in 2025 you will receive, on an annual basis, fifteen (15) flight hours on a King Air and twenty (20) flight hours on a Mid-Cabin aircraft. The hours will be distributed to you in equal increments at the beginning of each calendar quarter. For 2024, you will receive flight hour deposits of 3.75 King Air and 5.00 Mid-Cabin hours for calendar quarters 2, 3 and 4. The Company reserves the right to amend the Executive Flight Hour plan from time to time.6.Relocation Assistance: You shall receive relocation assistance per the Companyâ€™s Relocation Assistance Program. The relocation program is designed to ensure you experience a smooth transition to your new work location. The program includes assistance with marketing your home, house hunting trips, home finding, home purchasing benefits, temporary housing, movement of household goods and vehicles and more. The Company has partnered with a third-party relocation assistance provider who will work on your behalf to help coordinate a successful move. 7.Paid Time Off. You will be eligible for four weeks paid time off during each calendar year of your employment with the Company in accordance with the Companyâ€™s paid time off policy. 8.Benefits. You will be entitled to the benefits that the Company customarily makes available to employees. The Company reserves the right, in its sole discretion, to amend, change or cancel the benefits at any time. Health benefit plan eligibility begins on the first day of the month following the hire date. Please refer to the plan documents for more details, including eligibility.9.Employment Relationship. In accepting this offer, you understand and agree that your employment with the Company will be â€œat-will.â€ This means that your employment is not for any specific length of time and that either you or the Company may terminate the employment relationship at any time, with or without cause and with or without notice. You further understand and acknowledge that there is no written or oral contract providing you with any definite or specific term of employment. You further understand and agree that due to your at-will status, the Company may, at any time, modify the terms of your employment, including, but not limited to, your job title, job responsibilities, compensation and benefits. 10.Severance Plan. Although your employment is at-will, if the Company terminates your employment without cause (as such term is defined herein) or you resign your employment for good reason (as such term is commonly understood), upon separation you will be entitled to receive severance as set forth in the Companyâ€™s Executive Severance Plan; however, you will be entitled to 52 weeks of salary replacement and 12 months of 100% company paid COBRA subsidy.11.Conditions of Employment. Simultaneous with the execution of this letter agreement, you shall sign the Employee Confidentiality Agreement and Restrictive Covenants (â€œRestrictive Covenant Agreementâ€), a copy of which is attached hereto as Appendix A. You acknowledge that your employment with the Company is conditioned upon the execution and delivery of the Restrictive Covenant Agreement and the terms thereof shall be fully incorporated herein.212.No Other Understandings. This letter agreement sets forth our entire agreement and understanding and supersedes any and all other agreements, either oral or in writing, between you and the Company and/or its affiliates and any of their respective officers, directors, managers and/or principals. 13.Other Conditions and Obligations. By signing this agreement, you represent that you are not subject to any currently effective employment contract, or any other contractual or other binding obligation, including without limitation, any obligation relating to non-competition, confidentiality, trade secrets, proprietary information or works for hire, that would restrict your employment or employment activities with or on behalf of the Company. In your work for the Company, you will be expected not to use or disclose any confidential information, including trade secrets, of any former employer or other person to whom you have an obligation of confidentiality. You agree that you will not bring onto Company premises any unpublished documents or property belonging to any former employer or other person to whom you have any obligation of confidentiality.14.Board Positions. It is the Companyâ€™s policy that senior executives limit outside Board activity to one Board of Directors position. You may not serve on the Board of Directors or Advisory Board of more than one for-profit company without the prior written consent of the Company. You may serve as an officer, manager or director of or otherwise participate in charitable, educational, welfare, social, religious and civic organizations so long as such activities do not interfere with your employment with the Company.15.Business Time. The employee shall devote full working time, energy, attention, and talents to the performance of the duties and responsibilities hereunder. You may not, without the prior written consent of the Chief Executive Officer directly or indirectly, operate, participate in the management, operations or control of, or act as an employee, officer, consultant, partner, member agent or representative of, any type of business or service other than as an employee of the Company.16.Truthful Representations. You acknowledge and confirm that all of the representations you have made and all of the information that you have provided to the Company on any employment application, resume or any other document, or orally during the interview process, concerning, among other things, your prior employment history, education, experience and other qualifications, are true and correct. You understand and agree that any falsifications, misrepresentations, or omissions with respect to any of the representations and information that you have made or provided to the Company may be grounds for the withdrawal of this offer of employment or, if hired, the termination of your employment.You further understand and acknowledge that your employment with the Company is contingent upon your satisfactory completion of background and drug checks, as applicable, that are conducted by the Company and your completion of Section 1 of the Form I-9 on or before the end of your first (1st) day of employment and your presentation of your original documentation verifying your work eligibility and identification on or before the end of your third (3rd) day of employment.[Signature Page Follows]3Please indicate your acceptance of our offer on the terms set forth above by countersigning in the appropriate space below. The offer contained herein shall automatically expire two business days from the date hereof. We are excited at the prospect of you joining our team and look forward to having you on board. Sincerely,Â Â Â Â /s/ Brian Kedzior_____Brian Kedzior Wheels UpChief People OfficerAgreed and Accepted:/s/ David Harvey _____David Harvey May 5, 2024_____Date EX-10.5 3 ex-105xccoperformanceaward.htm EX-10.5 DocumentExhibitÂ 10.5WHEELS UP EXPERIENCE INC.PERFORMANCE AWARD AGREEMENTThis Performance Award Agreement (this â€œAgreementâ€) is made as of MayÂ 20,Â 2024 (the â€œGrant Dateâ€), between Wheels Up Experience Inc., a Delaware corporation (the â€œCompanyâ€), and David Harvey (the â€œGranteeâ€).WHEREAS, the Company desires to grant to the Grantee an award that is subject to both service and performance conditions (a â€œPerformance Awardâ€), as provided herein; WHEREAS, the Performance Award will be granted apart from the Wheels Up ExperienceÂ Inc. 2021 Long-Term Incentive Plan (as it may be amended in accordance with the terms of the Plan from time to time, the â€œPlanâ€), but, except as set forth below and SectionÂ IIIA of the Plan, will be subject to the same terms and conditions as set forth in the Plan to the extent applicable to this Performance Award; andWHEREAS, the Company and the Grantee understand and agree that any capitalized terms used herein, if not otherwise defined, will have the same meanings as in the Plan (the Grantee being referred to in the Plan as a Participant).NOW, THEREFORE, in consideration of the forgoing and following mutual covenants and for other good and valuable consideration, the parties agree as follows:1.Grant of a Performance Award. The Company grants to the Grantee a Performance Award that provides the Grantee with the right to receive a distribution of a number of shares of Common Stock (â€œSharesâ€), subject to the prior (i) cash payment on the Term Loan (through full or partial repayment of the Term Loan Amount and/or cash payment of accrued â€œpaid in kindâ€ interest due under the Term Loan) in an amount equal to the Term Loan Amount (the â€œRepayment Eventâ€); provided, however, that a full exchange of the Term Loan by the Investors (as defined in Exhibit A to this Agreement, attached) with the Company or with a third-party for equity, other than an exchange in connection with a dissolution, insolvency or bankruptcy, shall constitute a Repayment Event for purposes of this Section 1 and (ii) satisfaction of the applicable service-vesting conditions set forth herein, with the number of Shares to be determined at each applicable Determination Date (as defined below). The number of Shares to be delivered to the Grantee with respect to each applicable Determination Date will be determined based on the portion of the Total Investor Profits (as defined on Exhibit A to this Agreement, attached) earned by the Grantee as of each Determination Date and calculated solely in accordance with the vesting and settlement terms set forth in this Agreement and on Exhibit A hereto. The Grantee acknowledges receipt of a copy of the Plan and acknowledges that the definitive records pertaining to the grant of the Performance Award, and rights hereunder, will be retained by the Company.2.Vesting Conditions; Determination Dates. The Grantee acknowledges and agrees that the Repayment Event must occur prior to the distribution of any Shares and then, once the Repayment Event has occurred, the number of Shares to be distributed to Grantee will first be determined on December 31 of the year in which the Repayment Event occurs and then on December 31 of each year thereafter (each such December 31, a â€œDetermination Dateâ€) until December 31, 2028; provided, however, that if a Change of Control occurs prior to any Determination Date, the date of the consummation of the Change of Control will be deemed a Repayment Event and the final Determination Date, and provided further that in the event of a Change of Control within six (6) months following the termination of Granteeâ€™s employment for any reason other than for Cause (as defined in the Plan), the Grantee will become 100% vested as of the date of the Change of Control.3.Vesting and Settlement. The Performance Award will vest and settle in accordance with the terms set forth on Exhibit A hereto. Notwithstanding anything set forth in this Agreement, the parties agree that the delivery of any Shares pursuant to this Performance Award is subject to the stockholders of the Company (â€œStockholdersâ€) approving this Performance Award and approving a sufficient number of Shares to be issued to the Grantee and in the event that this Performance Award is not properly approved by the Stockholders or on any Determination Date there is not a sufficient number of Shares with respect to this Performance Award approved by the Stockholders in order to deliver the number of Shares due under this Performance Award, the Company shall make a payment fully in cash to the Grantee in an amount equal to the value of the Shares as determined under Section 2(c) in ExhibitÂ A that would have otherwise been delivered to the Grantee pursuant to the terms and conditions set forth on ExhibitÂ A hereto had the sufficient number of Shares been approved by Stockholders at that time.4.Termination of Service. Notwithstanding anything to the contrary in the Offer Letter, this Agreement or Exhibit A to this Agreement:(a)Voluntary Termination Other Than for Good Reason; Death or Disability. In the event of the Granteeâ€™s voluntary termination of employment for any reason other than Good Reason or due to Granteeâ€™s death or Disability (as defined in the Plan), the Service Vested Percentage of the Performance Award will be determined as of the last anniversary of the Vesting Commencement Date preceding the Granteeâ€™s termination date and the total number of Shares, or payment in cash as required under Section 3 hereof, to be distributed to Grantee, or to Granteeâ€™s estate, as applicable, will be determined as of each Determination Date through and until DecemberÂ 31,Â 2028, without any condition of continuing employment or service. For the avoidance of doubt, any percentage of the Performance Award in excess of the Service Vested Percentage will be forfeited for no consideration.(b)Involuntary Termination Other Than for Cause or Due to Granteeâ€™s Resignation with Good Reason. In the event that the Granteeâ€™s employment is terminated by the Company without Cause or the Grantee resigns with Good Reason (as defined in the Plan): (i) the Service Vested Percentage of the Performance Award will be determined as if the Grantee had remained employed though the next anniversary of the Vesting Commencement Date after the date of termination of employment; provided, however, that if the next anniversary of the Vesting Commencement Date after the date of termination of employment is less than three (3) months following the date of termination of employment pursuant to this Section 4(b), the Service Vested Percentage will be determined as if the Grantee had remained employed through 2the next two anniversaries of the Vesting Commencement Date after the date of termination of employment; and (ii) upon an involuntary termination other than for Cause or upon Granteeâ€™s resignation with Good Reason, the total number of Shares or payment in cash as required under Section 3 hereof, to be distributed to Grantee will be determined as of each Determination Date through and until December 31, 2028, without any condition of continuing employment or service. For the avoidance of doubt, any percentage of the Performance Award in excess of the Service Vested Percentage after taking into account the prior sentences will be forfeited for no consideration.(c)For Cause. In the event of the Granteeâ€™s termination by the Company for Cause (as defined in the Plan), the Performance Award, including any Service Vested Percentage thereof, will be forfeited for no consideration5.Withholding. In addition to any rights or obligations with respect to the federal, state, local or foreign income taxes, withholding taxes or employment taxes required to be withheld under applicable law, the Company or any Affiliate employing or otherwise engaging the Grantee will have the right to withhold from the Grantee any such required withholding obligations arising as a result of grant or vesting and settlement of the Performance Award. or any other taxable event occurring pursuant to this Agreement, including, without limitation, to the extent permitted by law, the right to deduct any such withholding obligations from any payment of any kind otherwise due to the Grantee or to take such other actions, including, without limitation, withholding any Shares deliverable pursuant to this Performance Award as may be necessary to satisfy such withholding obligations.6.Section 409A of the Code. Subject to and consistent with Article XVIII of the Plan, this Agreement will be interpreted in such a manner that all provisions relating to the settlement of the Performance Award are compliant with or exempt from the requirements of SectionÂ 409A of the Code. To the extent that any provision in this Agreement is ambiguous as to its compliance with Section 409A, the provision will be read in such a manner so that all payments hereunder will comply with Section 409A, to the extent Section 409A applies.7.Non-Assignability. The Performance Award will not be transferable by the Grantee.8.Notice. Any notices required or permitted by the terms of this Agreement will be given by registered or certified mail, return receipt requested, addressed as follows: To the Company:â€¯â€¯â€¯Wheels Up Experience Inc.601 West 26thÂ Street, SuiteÂ 900New York, New York 10001Attn: Chief Legal OfficerAnd to the Grantee at the most recent address the Grantee has provided to the Company.3Any such notice will be deemed to have been given when mailed in accordance with the foregoing provisions.9.Governing Law. This Agreement will be construed and enforced in accordance with the laws of the State of Delaware.10.Waiver of Jury Trial. EACH OF THE PARTIES HERETO HEREBY IRREVOCABLY WAIVES ANY AND ALL RIGHT TO TRIAL BY JURY OF ANY CLAIM OR CAUSE OF ACTION IN ANY LEGAL PROCEEDING ARISING OUT OF OR RELATED TO THIS AGREEMENT OR THE TRANSACTIONS OR EVENTS CONTEMPLATED HEREBY OR ANY COURSE OF CONDUCT, COURSE OF DEALING, STATEMENTS (WHETHER VERBAL OR WRITTEN) OR ACTIONS OF ANY PARTY HERETO. THE PARTIES HERETO EACH AGREE THAT ANY AND ALL SUCH CLAIMS AND CAUSES OF ACTION WILL BE TRIED BY A COURT TRIAL WITHOUT A JURY. EACH OF THE PARTIES HERETO FURTHER WAIVES ANY RIGHT TO SEEK TO CONSOLIDATE ANY SUCH LEGAL PROCEEDING IN WHICH A JURY TRIAL HAS BEEN WAIVED WITH ANY OTHER LEGAL PROCEEDING IN WHICH A JURY TRIAL CANNOT OR HAS NOT BEEN WAIVED. 11.Data Privacy. In order to administer this Agreement and to implement or structure future equity grants, the Company, its Affiliates and certain agents thereof (together, the â€œRelevant Companiesâ€) may process any and all personal or professional data, including, but not limited to, Social Security or other identification number, home address and telephone number, date of birth and other information that is necessary or desirable for the administration of this Agreement (the â€œRelevant Informationâ€). By entering into this Agreement, the Grantee: (i)Â authorizes the Company to collect, process, register and transfer to the Relevant Companies all Relevant Information; (ii)Â waives any privacy rights the Grantee may have with respect to the Relevant Information; (iii)Â authorizes the Relevant Companies to store and transmit such information in electronic form; and (iv)Â authorizes the transfer of the Relevant Information to any jurisdiction in which the Relevant Companies consider appropriate. The Grantee shall have access to, and the right to change, the Relevant Information. Relevant Information will only be used in accordance with applicable law.12.No Rights as Stockholder; No Voting Rights, The Grantee shall not be, nor have any of the rights or privileges of, a stockholder in respect of the Performance Award awarded pursuant to this Agreement and until the Shares attributable to such Performance Award have been actually issued to the Grantee. 13.Restrictive Covenants. The Grantee acknowledges and recognizes the highly competitive nature of the businesses of the Company, that the Grantee will be allowed access to confidential and proprietary information (including, but not limited to, trade secrets) about those businesses, as well as access to the prospective and actual customers, suppliers, investors, clients and partners involved in those businesses, and the goodwill associated with the Company. The Grantee accordingly acknowledges and agrees that part of the consideration for being granted the Performance Award is the Grantee agreeing to be subject to the restrictive covenants set forth in the Offer Letter and that certain Restrictive Covenant Agreement executed and delivered by the Company and Grantee pursuant to the Offer Letter.414.Clawback. Notwithstanding any other provisions in this Agreement to the contrary, the Performance Award granted pursuant to this Agreement is subject to recovery under any law, government regulation or stock exchange listing requirement or the Wheels Up Experience Inc. Executive Compensation Recoupment Policy and will be subject to such deductions and clawback as may be required to be made pursuant to such law, government regulation or stock exchange listing requirement (including, but not limited to Section 304 of the Sarbanes-Oxley Act of 2002 or any policy adopted by the Company pursuant to Section 10D of the Exchange Act or the applicable NYSE Listing Standards).15.Not Salary, Pensionable Earnings or Base Pay. The Grantee acknowledges that the Performance Award will not be included in or deemed to be

a part of (a) salary, normal salary or other ordinary compensation, (b) any definition of pensionable or other earnings (however defined) for the purpose of calculating any benefits payable to or on behalf of the Grantee under any pension, retirement, termination or dismissal indemnity, severance benefit, retirement indemnity or other benefit arrangement of the Company or any Affiliate or (c) any calculation of base pay or regular pay for any purpose.16.Provisions of This Agreement Control. The express terms of this Agreement will prevail and control for all purposes and supersede and replace any contrary, different or inconsistent terms in the Plan to the extent they may be applicable to this Performance Award, or any policies, rules, procedures or practices of the Company or any Relevant Companies or any interpretations by the Board or Committee of the Company or any Relevant Companies in contravention of any express term of the Agreement. For the avoidance of doubt, neither ArticleÂ XXVI of the Plan nor any article of the Plan that permits the Board or the Committee, as defined in the Plan, to (i) suspend vesting and/or settlement of this Performance Award, (ii) specify any additional terms, conditions and limitations for the grant of the Performance Award, (iii) cancel the Performance Award or provide for conditions or circumstances under which the Performance Award will be forfeited other than those expressly stated in this Agreement, (iv) apply performance goals or performance criteria other than those specified in this Agreement or reduce the amounts payable under this Agreement, (v) cancel any unpaid or deferred Performance Award or any portion thereof for any reason other than Grantee is not in compliance with this Agreement as so determined and decided by an appropriate court of final jurisdiction, or (vi) settle the Performance Award other than in Shares or cash, will apply to this Performance Award.17.No Right to Continued Employment or Service Relationship. Nothing in this Agreement will be deemed to confer on the Grantee any right to continued employment by, or other service relationship with, the Company or any Affiliate, or to interfere with or limit in any way the right of the Company or any Affiliate to terminate such employment or other service relationship at any time.18.No Right to Future Awards. This Performance Award is a one-time Award that does not constitute a promise of future grants. 519.Entire Agreement. This Agreement, the terms and conditions set forth in the Plan (as modified by Section 16 of this Agreement), and any other agreements, schedules, exhibits and other documents referred to herein or therein constitute the entire agreement and understanding between the parties in respect of the subject matter hereof and supersede all prior and contemporaneous arrangements, agreements and understandings, both oral and written, whether in term sheets, presentations or otherwise, between the parties with respect to the subject matter hereof.20.Severability. If any provision of this Agreement is or becomes or is deemed to be invalid, illegal or unenforceable in any jurisdiction, or would disqualify this Agreement under any law deemed applicable by the Committee, such provision will be construed or deemed amended to conform to applicable laws, or if it cannot be so construed or deemed amended without, in the determination of the Committee, materially altering the intent of this Agreement, such provision will be stricken as to such jurisdiction, and the remainder of this Agreement will remain in full force and effect.21.Amendment; Waiver. No amendment or modification of any provision of this Agreement that has a material adverse effect on the Grantee shall be effective unless signed in writing by or on behalf of the Company and the Grantee. No waiver of any breach or condition of this Agreement will be deemed to be a waiver of any other or subsequent breach or condition, whether of like or different nature. Any amendment or modification of or to any provision of this Agreement, or any waiver of any provision of this Agreement, will be effective only in the specific instance and for the specific purpose for which such amendment, modification or waiver is made or given.22.References. References herein to rights and obligations of the Grantee will apply, where appropriate, to the Granteeâ€™s legal representative or estate without regard to whether specific reference to such legal representative or estate is contained in a particular provision of this Agreement.23.Plan Document. This Agreement shall constitute an â€œemployee benefit planâ€ for purposes of the registration of any Shares on Form S-8 Registration Statement under the Securities Act. 24.Authority. The execution of this Agreement by the Chief Executive Officer of the Company has been duly authorized and this Agreement represents the valid, legal and binding obligation of the Company.25.Defined Terms. For the purposes of this Agreement, the following terms have the following meanings:(a)â€œChange of Controlâ€ means the occurrence of any one of the following events on or after the date of this Agreement and on or before the final Determination Date:6(1)the acquisition by any individual, entity or group (within the meaning of Section 13(d)(3) or 14(d)(2) of the Securities Exchange Act of 1934, as amended (the â€œExchange Actâ€)) (for purposes of this Section 23(a), a â€œPersonâ€) of beneficial ownership within the meaning of Rule 13d-3 promulgated under the Exchange Act) of 50% or more (on a fully diluted basis) of either (A) the then outstanding shares of common stock of the Company or (B) the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors, provided however, that for purposes of this subsection (a)(1), neither the consummation of the acquisition of the Company described in clauses (A) or (B) above by any Investor (as defined in Exhibit A to this Agreement, attached) or any affiliate or subsidiary of an Investor nor the consummation of the acquisition of the Company described in clauses (A) or (B) above by any employee benefit plan (or related trust) sponsored or maintained by any Investor or any affiliate or subsidiary of an Investor will constitute a Change of Control;(2)the consummation of a reorganization, merger or consolidation of the Company or any direct or indirect subsidiary of the Company under which a majority of the Shares of the Company would be converted into or exercised for cash or securities of any other corporation or entity, or sale or other disposition of all or substantially all of the Companyâ€™s assets or equity securities;(3)the approval by the stockholders of the Company of a complete liquidation or dissolution of the Company (other than any other than an exchange in connection with a dissolution, insolvency or bankruptcy described in Section 1 of this Agreement); or(4)Â Â Â Â the individuals who on the date of this Agreement constitute the Board of the Company thereafter cease to constitute at least a majority thereof; provided, however, that any person becoming a member of the Board subsequent to the date of this Agreement and whose election or nomination was approved by a vote of at least two-thirds of the directors who then comprised the Board immediately prior to such vote will be considered a member of the Board on the date of this Agreement.(a)â€œInvested Capitalâ€ means the amount invested in or loaned to the Company by the Investors (i.e., Delta Air Lines, Inc. (â€œDeltaâ€™), CK Wheels LLC, Cox Investment Holdings, Inc., Kore Air LLC, and Pandora Select Partners, LP, Whitebox Multi-Strategy Partners, LP, Whitebox Relative Value Partners, LP and Whitebox GT Fund, LP (Pandora and the Whitebox related entities, collectively, the â€œWhitebox Entitiesâ€). It is understood that the Invested Capital on the date of this Agreement is $390 million and will include any additional amounts drawn on the Term Loan and any amounts drawn on the Revolving Credit Facility. (b)â€œOffer Letterâ€ means that certain Offer Letter, dated as of MayÂ 5,Â 2024, by and between Wheels Up PartnersÂ LLC and the Grantee.7(c)â€œRevolving Credit Facilityâ€ means the revolving credit facility pursuant to which as of NovemberÂ 15,Â 2023 Delta has provided commitments of an aggregate principal amount of $100 million. (d)â€œService Vested Percentageâ€ means the portion of the Performance Award that has service-vested, with such service vesting to occur as follows: 25% of the Performance Award will vest on each of the first four anniversaries of the Vesting Commencement Date, subject to the Granteeâ€™s continued service through each applicable vesting date (unless otherwise provided in Section 4(a) and (b) of this Agreement), such that 100% of the Performance Award will be service-vested on the fourth anniversary of the Vesting Commencement Date. For purposes of the service-vested percentage, no absence of Grantee from work because of: (i) Granteeâ€™s exercise of his leave rights under any federal, state or local statute; (ii) Granteeâ€™s leave of absence, as approved in writing by the Committee, for a temporary disability, which may include any physical or mental condition other than a â€œDisabilityâ€ as defined in the Plan; or (iii) Granteeâ€™s leave of absence for any purpose approved in writing by the Committee, will be considered to have interrupted Granteeâ€™s continued service to the Company. Notwithstanding anything to the contrary set forth in this Agreement, the Service Vested Percentage will be 100% upon the consummation of a Change of Control.(e)â€œTerm Loanâ€ means the term loan facility pursuant to that certain Credit Agreement, by and among the Company, as borrower, certain subsidiaries of the Company as guarantors, various lenders and U.S. Bank Trust Company, N.A., as administrative agent for the Lenders, dated as of September 20, 2023, as amended on November 15, 2023.(f)â€œTerm Loan Amountâ€ means $390 million plus any additional amounts drawn on the Term Loan following the date hereof.(g)â€œVesting Commencement Dateâ€ means September 20, 2023.[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]8IN WITNESS WHEREOF, the parties have duly executed and delivered this Agreement as of the date last written below or the date electronically accepted through the applicable portal, as applicable.WHEELS UP EXPERIENCE INC.By:Â Â Â Â /s/ George MattsonÂ Â Â Â Â Â Â Â Â Name:Â Â Â Â George MattsonTitle:Â Â Â Â Chief Executive OfficerGRANTEE/s/ David HarveyÂ Â Â Â Â Â Â Â Â Â Â Â Â Name: David Harvey[SIGNATURE PAGE TO PERFORMANCE AWARD AGREEMENT]EXHIBIT AVesting and Settlement of Performance AwardEach capitalized term used and not otherwise defined in this Exhibit A will have the meaning set forth in the Performance Award Agreement (the â€œAgreementâ€) to which this Exhibit A is attached. This Performance Award provides the Grantee with the opportunity to share in the growth of the value of the Company based on the Total Investor Profits recognized or deemed to be recognized by the Investors and his providing services to the Company.1.Â Â Â Â Â Repayment Event. No Shares will be provided or granted with respect to the Performance Award unless and until a Repayment Event has occurred. For the avoidance of doubt, a Repayment Event will be deemed to have occurred if the Investors refinance the Term Loan at the time of the Scheduled Maturity Date.2.Â Â Â Â Â Calculation and Settlement of Performance Award. Following a Repayment Event, the Grantee will be entitled to receive a number of Shares calculated by the Company on each Determination Date as follows:(a)Â Â Â Â The Company shall determine the Grantee Profit Percentage by calculating the Investor MOIC on each Determination Date following a Repayment Event;(b) Â Â Â Â Â The Company shall determine the Grantee Profit Amount on each Determination Date by multiplying the (i) Total Investor Profits as of the Determination Date by (ii) Grantee Profit Percentage;(c)Â Â Â Â Â The number of Shares to be granted by the Company to the Grantee in connection with the applicable Determination Date will be the amount by which (i) (A) the Grantee Profit Amount multiplied by (B) the Service Vested Percentage divided by (C) the Stock Price exceeds (ii) the number of Previously Granted Shares, all determined as of such Determination Date. Consistent with Article XIX of the Plan, this number of Shares will be adjusted to the extent (if any) necessary to preserve the intended incentive of the Performance Award and eliminate any negative or positive impact on Grantee of any stock dividend, stock split, reverse stock split, reorganization, share combination, or recapitalization or similar event affecting the capital structure of the Company occurring during any period prior to the calculation and settlement of the Performance Award. The number of Shares issuable pursuant to the immediately foregoing sentence will be (i) rounded to the nearest whole share and (ii) reduced by the amounts required to be withheld for federal, state, local or foreign income taxes, withholding taxes or employment taxes divided by the Stock Price. (d)Â Â Â Â The Shares will be distributed to the Grantee no later than the 30th day following the Determination Date.For the avoidance of doubt, the calculation set forth in this Section 2 will be undertaken on each Determination Date following a Repayment Event, without any condition of continuing employment or service by Grantee other than upon a termination with Cause. 3.Â Â Â Â Â Definitions. Solely for the purposes of this Exhibit A, the following terms will have the following respective meanings:(a)â€œDilutive Shares Valueâ€ means as of any Determination Date (i) the Stock Price multiplied by (ii) the product of (x) the sum of (A) the number of Shares to be granted to the Grantee pursuant to the first sentence of Section 2(c) above in connection with such Determination Date (which, for the avoidance of doubt, shall be prior to any reduction in such number of Shares to cover federal, state, local and foreign income taxes, withholding taxes or employment taxes) and (B) the number of Previously Granted Shares multiplied by (y) a fraction, the numerator of which is the number of New Investor Shares and the denominator of which is the fully diluted outstanding Shares of the Company as of the applicable Determination Date.(b)â€œGrantee Profit Amountâ€ means the Grantee Profit Percentage multiplied by the Total Investor Profits.(c)â€œGrantee Profit Percentageâ€ means the percentage of the Total Investor Profit that the Grantee is entitled to receive determined on each applicable Determination Date based on the Investor MOIC as set forth below. The Grantee Profit Percentage will be:(i)1.00% if the Investor MOIC is greater than 1.00x and less than or equal to 2.00x;(ii)1.50% if the Investor MOIC is greater than 2.00x and less than or equal to 3.00x; or(iii)2.00% if the Investor MOIC is greater than 3.00x.â€¦For the avoidance of doubt, the Grantee Profit Percentage will be 0% if the Investor MOIC on any Determination Date is 1.00x or less.(d)â€œInvestor MOICâ€ means, as of any Determination Date, the Total Investor Return divided by the sum of (i) Term Loan Amount and (ii) any amounts drawn on the Revolving Credit Facility.(e)â€œInvestorsâ€ means Delta Air Lines, Inc. CK Wheels LLC, Cox Investment Holdings, Inc, Kore Air LLC, and the Whitebox Entities participating in the Term Loan or in the Revolving Credit Facility, as applicable, as of NovemberÂ 15,Â 2023.(f)â€œNew Investor Sharesâ€ means the total number of Shares issued to the Investors in connection with the Investment and Investor Rights Agreement, dated as of September 20, 2023, as amended on November 15, 2023, by and among the Company and the Investors, which is 671,239,941. (g)â€œPreviously Granted Sharesâ€ means the number of Shares granted to the Grantee pursuant to the Performance Award prior to the then applicable Determination Date, which will be prior to any reduction in such number of Shares to cover federal, state, local and foreign income taxes, withholding taxes or employment taxes. (h)â€œScheduled Maturity Dateâ€ means September 20, 2028.(i)â€œStock Priceâ€ means, as of the applicable Determination Date, (i) if the Shares are listed on any national securities exchange or quoted on a U.S. automated inter-dealer quotation system and the Determination Date is not the date of the consummation of a Change of Control, the volume weighted average per Share price over the sixty trading day period that ends on the last trading day immediately prior to the Determination Date, (ii) if the Determination Date is the date of the consummation of a Change of Control, the per Share price set forth in, or determined in accordance with, the applicable document pursuant to which the Change of Control is effectuated, or, (iii) if the Shares are not traded on any such exchange or system and not in connection with a Change of Control, the most recent third party valuation of a Share prior to the applicable Determination Date. (j)â€œTotal Investor Profitsâ€ means the amount by which the Total Investor Return, measured as of each applicable Determination Date, exceeds by the sum of (i) Term Loan Amount and (ii) any amounts drawn on the Revolving Credit Facility.(k)â€œTotal Investor Returnâ€ means the sum of (i) the repayment of Invested Capital and payment of accrued â€œpaid in kindâ€ interest and (ii) (a) the product of (A) the New Investor Shares multiplied by (B) the Stock Price minus (b) the Dilutive Shares Value. EX-31.1 4 ex-311xcertificationofthec.htm EX-31.1 DocumentExhibit 31.1CERTIFICATION OF CHIEF EXECUTIVE OFFICERPURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, George Mattson, certify that:1.I have reviewed this Quarterly Report of Wheels Up Experience Inc. on Form 10-Q for the quarterly period ended JuneÂ 30,Â 2024;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)) for the registrant 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; and5.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: AugustÂ 8, 2024By:/s/ George MattsonName: George MattsonTitle: Chief Executive OfficerÂ Â Â Â Â Â Â Â Â Â Â Â Â (Principal Executive Officer) EX-31.2 5 ex-312xcertificationofthec.htm EX-31.2 DocumentExhibit 31.2CERTIFICATION OF CHIEF FINANCIAL OFFICERPURSUANT TO RULE 13A-14(A) UNDER THE SECURITIES EXCHANGE ACT OF 1934,AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002I, Todd Smith, certify that:1.I have reviewed this Quarterly Report of Wheels Up Experience Inc. on Form 10-Q for the quarterly period ended JuneÂ 30,Â 2024;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)) for the registrant 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; and5.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: AugustÂ 8, 2024By:/s/ Todd SmithName: Todd SmithTitle: Chief Financial OfficerÂ Â Â Â Â Â Â Â Â Â Â Â (Principal Financial Officer) EX-32.1 6 ex-321xcertificationofthec.htm EX-32.1 DocumentExhibit 32.1CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Wheels Up Experience Inc. (the â€œCompanyâ€) on Form 10-Q for the quarterly period ended JuneÂ 30,Â 2024, as filed with the Securities and Exchange Commission (the â€œReportâ€), I, GeorgeÂ Mattson, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, that:1.Â Â Â Â The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.Â Â Â Â To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.Date: AugustÂ 8, 2024By:/s/ George MattsonName: George MattsonTitle: Chief Executive OfficerÂ Â Â Â Â Â Â Â Â Â Â Â (Principal Executive Officer) EX-32.2 7 ex-322xcertificationofthec.htm EX-32.2 DocumentExhibit 32.2CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350AS ADOPTED PURSUANT TOSECTION 906 OF THE SARBANES-OXLEY ACT OF 2002In connection with the Quarterly Report of Wheels Up Experience Inc. (the â€œCompanyâ€) on Form 10-Q for the quarterly period ended JuneÂ 30,Â 2024, as filed with the Securities and Exchange Commission (the â€œReportâ€), I, ToddÂ Smith, ChiefÂ FinancialÂ Officer of the Company, certify, pursuant to 18 U.S.C. Â§1350, as adopted pursuant to Â§906 of the Sarbanes-Oxley Act of 2002, that:1.Â Â Â Â The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and2.Â Â Â Â To my knowledge, the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company as of and for the period covered by the Report.Date: AugustÂ 8, 2024By:/s/ Todd SmithName: Todd SmithTitle: Chief Financial OfficerÂ Â Â Â Â Â Â Â Â Â Â Â (Principal Financial Officer) EX-101.SCH 8 up-20240630.xsd XBRL TAXONOMY EXTENSION SCHEMA DOCUMENT 0000001 - Document - Cover link:presentationLink link:calculationLink link:definitionLink 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS link:presentationLink link:calculationLink link:definitionLink 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) link:presentationLink link:calculationLink link:definitionLink 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS link:presentationLink link:calculationLink link:definitionLink 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS link:presentationLink link:calculationLink link:definitionLink 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF EQUITY link:presentationLink link:calculationLink link:definitionLink 9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS link:presentationLink link:calculationLink link:definitionLink 9952157 - Disclosure - SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES link:presentationLink link:calculationLink link:definitionLink 9952158 - Disclosure - REVENUE RECOGNITION link:presentationLink link:calculationLink link:definitionLink 9952159 - Disclosure - PROPERTY AND EQUIPMENT link:presentationLink link:calculationLink link:definitionLink 9952160 - Disclosure - DIVESTITURES link:presentationLink link:calculationLink link:definitionLink 9952161 - Disclosure - GOODWILL AND INTANGIBLE ASSETS link:presentationLink link:calculationLink link:definitionLink 9952162 - Disclosure - CASH EQUIVALENTS AND RESTRICTED CASH link:presentationLink link:calculationLink link:definitionLink 9952163 - Disclosure - LONG-TERM DEBT link:presentationLink link:calculationLink link:definitionLink 9952164 - Disclosure - FAIR VALUE MEASUREMENTS link:presentationLink link:calculationLink link:definitionLink 9952165 - Disclosure - LEASES link:presentationLink link:calculationLink link:definitionLink 9952166 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION link:presentationLink link:calculationLink link:definitionLink 9952167 - Disclosure - WARRANTS link:presentationLink link:calculationLink link:definitionLink 9952168 - Disclosure - NON-CONTROLLING INTERESTS link:presentationLink link:calculationLink link:definitionLink 9952169 - Disclosure - COMMITMENTS AND CONTINGENCIES link:presentationLink link:calculationLink link:definitionLink 9952170 - Disclosure - RELATED PARTIES link:presentationLink link:calculationLink link:definitionLink 9952171 - Disclosure - RESTRUCTURING AND RELATED CHARGES link:presentationLink link:calculationLink link:definitionLink 9952172 - Disclosure - INCOME TAXES link:presentationLink link:calculationLink link:definitionLink 9952173 - Disclosure - NET LOSS PER SHARE link:presentationLink link:calculationLink link:definitionLink 9954471 - Disclosure - SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (Policies) link:presentationLink link:calculationLink link:definitionLink 9954472 - Disclosure - REVENUE RECOGNITION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954473 - Disclosure - PROPERTY AND EQUIPMENT (Tables) link:presentationLink link:calculationLink link:definitionLink 9954474 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954475 - Disclosure - CASH EQUIVALENTS AND RESTRICTED CASH (Tables) link:presentationLink link:calculationLink link:definitionLink 9954476 - Disclosure - LONG-TERM DEBT (Tables) link:presentationLink link:calculationLink link:definitionLink 9954477 - Disclosure - FAIR VALUE MEASUREMENTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954478 - Disclosure - LEASES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954479 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION (Tables) link:presentationLink link:calculationLink link:definitionLink 9954480 - Disclosure - NON-CONTROLLING INTERESTS (Tables) link:presentationLink link:calculationLink link:definitionLink 9954481 - Disclosure - RESTRUCTURING AND RELATED CHARGES (Tables) link:presentationLink link:calculationLink link:definitionLink 9954482 - Disclosure - NET LOSS PER SHARE (Tables) link:presentationLink link:calculationLink link:definitionLink 9954483 - Disclosure - SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details) link:presentationLink link:calculationLink link:definitionLink 9954484 - Disclosure - REVENUE RECOGNITION - Schedule of Disaggregation of Revenue (Details) link:presentationLink link:calculationLink link:definitionLink 9954485 - 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Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Profits Interest Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954511 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Stock Option Activity (Details) link:presentationLink link:calculationLink link:definitionLink 9954512 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of LTIP RSUs and PSU (Details) link:presentationLink link:calculationLink link:definitionLink 9954513 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Valuation Assumptions (Details) link:presentationLink link:calculationLink link:definitionLink 9954514 - Disclosure - STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Equity-based Compensation Expense (Details) link:presentationLink link:calculationLink link:definitionLink 9954515 - Disclosure - WARRANTS (Details) link:presentationLink link:calculationLink link:definitionLink 9954516 - 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Schedule of Basic and Diluted Net Income (Loss) per Share (Details) link:presentationLink link:calculationLink link:definitionLink 9954524 - Disclosure - NET LOSS PER SHARE - Schedule of Antidilutive Securities (Details) link:presentationLink link:calculationLink link:definitionLink EX-101.CAL 9 up-20240630_cal.xml XBRL TAXONOMY EXTENSION CALCULATION LINKBASE DOCUMENT EX-101.DEF 10 up-20240630_def.xml XBRL TAXONOMY EXTENSION DEFINITION LINKBASE DOCUMENT EX-101.LAB 11 up-20240630_lab.xml XBRL TAXONOMY EXTENSION LABEL LINKBASE DOCUMENT Expired/forfeited (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeitures and Expirations, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Forfeitures and Expirations, Weighted Average Grant Date Fair Value Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items] Adjustments to reconcile net loss to net cash used in operating activities: Adjustments to Reconcile Net Income (Loss) to Cash Provided by (Used in) Operating Activities [Abstract] Statistical Measurement [Domain] Statistical Measurement [Domain] RELATED PARTIES Related Party Transactions Disclosure [Text Block] Repayments of long-term debt Repayments of Long-Term Debt Flights - credits Flights, Credits [Member] Flights, Credits Schedule of Components of Net Lease Cost Lease, Cost [Table Text Block] Collateral Held [Domain] Collateral Held [Domain] Cover [Abstract] Net decrease in cash, cash equivalents and restricted cash Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect Reclassification of equity awards Adjustments to Additional Paid in Capital, Reclassification Of Awards Adjustments to Additional Paid in Capital, Reclassification Of Awards Memberships - initiation fees Membership, Initiation Fees [Member] Membership, Initiation Fees Schedule of Maturities of Operating Leases Lessee, Operating Lease, Liability, to be Paid, Maturity [Table Text Block] Other current liabilities Other Liabilities, Current Contractual Restrictions Contractual Restrictions [Member] Contractual Restrictions Trading Symbol Trading Symbol Comprehensive loss Comprehensive Income (Loss), Net of Tax, Including Portion Attributable to Noncontrolling Interest All Trading Arrangements All Trading Arrangements [Member] Pledged Status [Domain] Pledged Status [Domain] Schedule of Cash and Cash Equivalents [Table] Cash and Cash Equivalent [Table] Compensation Actually Paid vs. Net Income Compensation Actually Paid vs. Net Income [Text Block] Non-NEOs Non-NEOs [Member] Weighted-average discount rate: Leases, Weighted Average Discount Rate [Abstract] Leases, Weighted Average Discount Rate Schedule of Computation of Basic and Diluted Net Loss Per Share Schedule of Earnings Per Share, Basic and Diluted [Table Text Block] Vesting period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Period Credit agreement interest rate Debt Instrument, Debt Default, Default Increase In Interest Rate Debt Instrument, Debt Default, Default Increase In Interest Rate Rule 10b5-1 Arrangement Adopted Rule 10b5-1 Arrangement Adopted [Flag] Awards Close in Time to MNPI Disclosures Awards Close in Time to MNPI Disclosures [Table] Debt instrument, restrictive covenants, minimum liquidity, deposit Debt Instrument, Restrictive Covenants, Minimum Liquidity, Deposit Debt Instrument, Restrictive Covenants, Minimum Liquidity, Deposit Term Loan Private Placement, Term Loan [Member] Private Placement, Term Loan Sale of issued and outstanding equity interests Disposal Group, Including Discontinued Operation, Ownership Percentage in Disposed Asset Disposal Group, Including Discontinued Operation, Ownership Percentage in Disposed Asset Common Class A Common Class A [Member] Disposal Group Name [Domain] Disposal Group Name [Domain] Pay vs Performance Disclosure [Line Items] Peer Group Total Shareholder Return Amount Peer Group Total Shareholder Return Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis] Accounts receivable Increase (Decrease) in Accounts Receivable Total WUP common units and vested WUP profits interests outstanding Total Noncontrolling Interest, Percent Total Noncontrolling Interest, Percent Non-Rule 10b5-1 Arrangement Adopted Non-Rule 10b5-1 Arrangement Adopted [Flag] Issuance of Common Stock upon settlement of restricted stock units (in shares) Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures FAIR VALUE MEASUREMENTS Fair Value Disclosures [Text Block] Restructuring and Related Activities [Abstract] Award Timing Disclosures [Line Items] Other Performance Measure, Amount Other Performance Measure, Amount 2027 Finite-Lived Intangible Asset, Expected Amortization, Year Three Warrant liability - Public Warrants Public Warrants Public Warrant [Member] Public Warrant Other Service, Other [Member] Goodwill [Line Items] Goodwill [Line Items] LEASES Lessee, Operating Leases [Text Block] Common stock outstanding (in shares) Beginning balance (in shares) Ending balance (in shares) Common Stock, Shares, Outstanding Operating lease costs Operating Lease, Cost Exchanged (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Exercised, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Equity

Instruments Other than Options, Exercised, Weighted Average Grant Date Fair Value Class of Warrant or Right [Axis] Class of Warrant or Right [Axis] Restricted Cash and Cash Equivalents [Axis] Restricted Cash and Cash Equivalents [Axis] Inducement grant plan (up to) (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Available for Grant Operating lease liabilities, non-current Operating Lease, Liability, Noncurrent Change in non-controlling interests allocation Noncontrolling Interest, Decrease from Redemptions or Purchase of Interests Revenue from Contract with Customer [Abstract] Purchase of fractional shares Payments For Repurchase Of Fractional Common Stock Payments For Repurchase Of Fractional Common Stock Deferred revenue, current Less: Deferred revenue - current Contract with Customer, Liability, Current Plan Name [Axis] Plan Name [Domain] Intangible Liabilities Intangible Liabilities, Amortization Expense, Maturity Schedule [Abstract] Intangible Liabilities, Amortization Expense, Maturity Schedule Other non-current assets Other Assets, Noncurrent Entity Tax Identification Number Entity Tax Identification Number Leases [Abstract] Leases [Abstract] Grant-date fair value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Aggregate Intrinsic Value, Nonvested Pledged Status [Axis] Pledged Status [Axis] Gross Carrying Value Finite-Lived Intangible Assets, Gross Schedule of Finite-Lived Intangible Assets [Table] Intangible Asset, Finite-Lived [Table] Antidilutive Securities, Name [Domain] Antidilutive Securities, Name [Domain] Aircraft Collateral Pledged [Member] Money market funds Money Market Funds [Member] Net cash used in operating activities Net Cash Provided by (Used in) Operating Activities Cash flows from operating activities Net Cash Provided by (Used in) Operating Activities [Abstract] Treasury stock Treasury Stock, Common [Member] Total assets US Treasury Securities [Member] Term Loan Secured Debt [Member] Plan Name [Axis] Plan Name [Axis] Prepaid expenses Prepaid Expense, Current Equity Components [Axis] Equity Components [Axis] Deferred Issuance Private Placement, Deferred Issuance [Member] Private Placement, Deferred Issuance Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items] Other current assets Other Assets, Current Award Timing Method Award Timing Method [Text Block] Trading Arrangements, by Individual Trading Arrangements, by Individual [Table] Trade name Trade Names [Member] Aircraft management Aircraft Management [Member] Aircraft Management Entity Common Stock, Shares Outstanding Entity Common Stock, Shares Outstanding Insider Trading Policies and Procedures [Line Items] Proceeds from sale of divested business, net Proceeds from Divestiture of Businesses Total mezzanine equity Temporary Equity, Carrying Amount, Including Portion Attributable to Noncontrolling Interests Use of Estimates Use of Estimates, Policy [Policy Text Block] Total costs and expenses Costs and expenses Costs and Expenses WUP Profits Interests Profits Interests Based Award [Member] Profits Interests Based Award Adjustment to Compensation, Amount Adjustment to Compensation Amount Compensation Amount Outstanding Recovery Compensation Amount Disposal Group Classification [Axis] Disposal Group Classification [Axis] Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table Aggregate Change in Present Value of Accumulated Benefit for All Pension Plans Reported in Summary Compensation Table [Member] Entity Small Business Entity Small Business Developed technology Developed Technology Rights [Member] Company Selected Measure Amount Company Selected Measure Amount Tooling Tools, Dies and Molds [Member] Schedule of Restructuring and Related Costs Restructuring and Related Costs [Table Text Block] Tabular List, Table Tabular List [Table Text Block] Schedule of Intangible Liabilities Schedule of Intangible Liabilities [Table Text Block] Schedule of Intangible Liabilities Level 3 Fair Value, Inputs, Level 3 [Member] Share-based Compensation Arrangement by Share-based Payment Award [Line Items] Share-Based Compensation Arrangement by Share-Based Payment Award [Line Items] Award Date [Axis] Award Date [Axis] Cash paid for amounts included in the measurement of operating lease liabilities: Cash Flow, Operating Activities, Lessee [Abstract] Sales and marketing Selling and Marketing Expense [Member] Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table Aggregate Grant Date Fair Value of Equity Award Amounts Reported in Summary Compensation Table [Member] Accrued expenses Incurred expenses in accrued expenses Accrued Liabilities, Current Anti-dilutive securities (in shares) Antidilutive Securities Excluded from Computation of 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Unrecognized compensation Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Amount Current assets: Assets, Current [Abstract] Goodwill Balance as of DecemberÂ 31, 2022 Balance as of JuneÂ 30, 2024 Goodwill Other comprehensive income (loss): Other Comprehensive Income (Loss), Net of Tax [Abstract] Treasury stock, at cost (in shares) Beginning balance (in shares) Ending balance (in shares) Treasury Stock, Common, Shares Issuance costs Debt And Stock Issuance Costs, Net Debt And Stock Issuance Costs, Net Forgone Recovery due to Disqualification of Tax Benefits, Amount Forgone Recovery due to Disqualification of Tax Benefits, Amount Product and Service [Domain] Product and Service [Domain] Stock options Share-Based Payment Arrangement, Option [Member] Short-term lease costs Short-Term Lease, Cost Vested (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period, Weighted Average Grant Date Fair Value Goodwill [Roll Forward] Goodwill [Roll Forward] Fair Value Disclosures [Abstract] 2025 Lessee, Operating Lease, Liability, to be Paid, Year One Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table] Antidilutive Security, Excluded EPS Calculation [Table] Comprehensive loss attributable to Wheels Up Experience Inc. Comprehensive Income (Loss), Net of Tax, Attributable to Parent Aircraft Air Transportation Equipment [Member] Warrants Warrant [Member] RSUs, PSUs, and Market-Based RSUs Restricted Stock Units, Performance-Based Restricted Stock Units, and Market-Based Restricted Stock Units [Member] Restricted Stock Units, Performance-Based Restricted Stock Units, and Market-Based Restricted Stock Units Security Exchange Name Security Exchange Name Payment in kind interest Paid-in-Kind Interest Award Type [Axis] Award Type [Axis] Related Party Transaction [Domain] Related Party Transaction [Domain] Foreign currency translation adjustment Goodwill, Foreign Currency Translation Gain (Loss) Exercised (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Exercises in Period, Weighted Average Exercise Price Number of PSUs Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number of Shares [Roll Forward] Property and equipment, net Total Property and equipment, net Property, Plant and Equipment, Net Profit Interest Based Award and Restricted Stock Profit Interest Based Award and Restricted Stock [Member] Profit Interest Based Award and Restricted Stock Voting restrictions Voting Restriction, Percent Voting Restriction, Percent Total liabilities Liabilities Non-controlling interests Equity, Attributable to Noncontrolling Interest Standby Letter Of Credit Lessor, Standby Letter Of Credit [Member] Lessor, Standby Letter Of Credit Schedule of Cash and Cash Equivalents Schedule of Cash and Cash Equivalents [Table Text Block] Exercisable (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Exercise Price Common stock par value (in dollars per share) Common Stock, Par or Stated Value Per Share Forgone Recovery, Explanation of Impracticability Forgone Recovery, Explanation of Impracticability [Text Block] Technology and development Research and Development Expense Schedule of Share-based Compensation Arrangements by Share-based Payment Award [Table] Schedule of Share-Based Compensation Arrangements by Share-Based Payment Award [Table] Foreign Currency Translation Adjustments Foreign Currency Transactions and Translations Policy [Policy Text Block] Revolving Credit Facility Revolving Credit Facility [Member] Expiration Date Trading Arrangement Expiration Date Cash flows from investing activities Net Cash Provided by (Used in) Investing Activities [Abstract] Number of WUP Profits Interests Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding [Roll Forward] Leasehold interest - favorable Leasehold Interest - Favorable [Member] Leasehold Interest - Favorable Goodwill and Intangible Assets Disclosure [Abstract] Warrant right to purchase shares (in shares) Class of Warrant or Right, Number of Securities Called by Each Warrant or Right Total Shareholder Return Amount Total Shareholder Return Amount Common stock issued (in shares) Common Stock, Shares, Issued Executive Performance Award Executive Performance Award [Member] Executive Performance Award Equity Awards Adjustments, Footnote Equity Awards Adjustments, Footnote [Text Block] Aggregate original principal amount Line of Credit Facility, Maximum Borrowing Capacity Computer equipment Computer Equipment [Member] Insider Trading Policies and Procedures Adopted Insider Trading Policies and Procedures Adopted [Flag] Less: Accumulated depreciation and amortization Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment Total Property and equipment Property, Plant and Equipment, Gross Exercised (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period Debt Instrument [Line Items] Debt Instrument [Line Items] Named Executive Officers, Footnote Named Executive Officers, Footnote [Text Block] Technology and development Research and Development Expense [Member] Weighted-Average Grant Date Fair Value Weighted- Average Exercise Price Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price [Abstract] Common stock authorized (in shares) Common Stock, Shares Authorized Class of Warrant or Right [Table] Class of Warrant or Right [Table] Basis of Presentation Basis of Accounting, Policy [Policy Text Block] Diluted (in shares) Weighted-average shares of Class A common stock outstanding - diluted (in shares) Weighted Average Number of Shares Outstanding, Diluted Pre tax charges Restructuring and Related Cost, Expected Cost Number of WUP common units held by Wheels Up (in shares) Noncontrolling Interest, Ownership Excluding Share-Based Payment Arrangements, Shares Noncontrolling Interest, Ownership Excluding Share-Based Payment Arrangements, Shares CEO Performance Award CEO Performance Award [Member] CEO Performance Award MNPI Disclosure Timed for Compensation Value MNPI Disclosure Timed for Compensation Value [Flag] 2024 (remaining) Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year Long-term Debt, Type [Axis] Long-Term Debt, Type [Axis] Total Wheels Up Experience Inc. stockholdersâ€™ equity Equity, Attributable to Parent Schedule of Supplemental Cash Flow Information Schedule of Cash Flow, Supplemental Disclosures [Table Text Block] Net proceeds Proceeds from Issuance of Debt Warrant liability - Private Warrants Private Warrants Private Warrant [Member] Private Warrant Cash and Cash Equivalents [Line Items] Cash and Cash Equivalents [Line Items] Balance Sheet Location [Axis] Statement of Financial Position Location, Balance [Axis] Schedule of Goodwill Schedule of Goodwill [Table Text Block] PROPERTY AND EQUIPMENT Property, Plant and Equipment Disclosure [Text Block] Accounts receivable, net Accounts receivable, net Accounts Receivable, after Allowance for Credit Loss, Current Cost of revenue Cost of Sales [Member] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Gross Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items] Shares authorized (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Shares Authorized Sale of Stock [Domain] Sale of Stock [Domain] Long-Term Debt, Total Long-term debt Long-Term Debt Pension Adjustments Prior Service Cost Pension Adjustments Prior Service Cost [Member] Fiscal Period Focus Document Fiscal Period Focus Sales and excise tax payable Sales and Excise Tax Payable 2028 Long-Term Debt, Maturity, Year Four All Executive Categories All Executive Categories [Member] Annual amortization of principal percent Debt Instrument, Periodic Payment, Percent Debt Instrument, Periodic Payment, Percent Balance Sheet Location [Domain] Statement of Financial Position Location, Balance [Domain] Share-Based Payment Arrangement, Tranche Four Share-Based Payment Arrangement, Tranche Four [Member] Share-Based Payment Arrangement, Tranche Four 2026 Finite-Lived Intangible Asset, Expected Amortization, Year Two Changed Peer Group, Footnote Changed Peer Group, Footnote [Text Block] Weighted average remaining contractual term, outstanding (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Remaining Contractual Term ASSETS Assets [Abstract] Allocation on relative fair value basis Equity, Fair Value Disclosure Earnout Shares Earnout Shares [Member] Earnout Shares Other comprehensive income (loss) Other Comprehensive Income (Loss), Net of Tax Expected dividend rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Dividend Rate Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Outstanding, Number Document type Document Type Pension Benefits Adjustments, Footnote Pension Benefits Adjustments, Footnote [Text Block] Total Shareholder Return Vs Peer Group Total Shareholder Return Vs Peer Group [Text Block] WUP Stock Option Plan WUP Stock Option Plan [Member] WUP Stock Option Plan Weighted average remaining contractual term, exercisable (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Weighted Average Remaining Contractual Term MIP Plan VII WUP Management Incentive Plan [Member] WUP Management Incentive Plan Vested or will vest (in shares) Vested (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Vested in Period Schedule of Deferred Revenue Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block] Purchases of aircraft held for sale Payments to Acquire Aircraft Held-for-sale Payments to Acquire Aircraft Held-for-sale Risk-free rate Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate Maximum Maximum [Member] Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Option, Outstanding, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Option, Outstanding, Weighted Average Grant Date Fair Value Delta Delta Air Lines, Inc. [Member] Delta Air Lines, Inc. Amortization of intangible assets Amortization of Intangible Assets Deferred revenue - total Deferred revenue as of DecemberÂ 31, 2023 Deferred revenue as of JuneÂ 30, 2024 Contract with Customer, Liability Equity Valuation Assumption Difference, Footnote Equity Valuation Assumption Difference, Footnote [Text Block] Accumulated impairment loss Goodwill, Impaired, Accumulated Impairment Loss SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES Business Description and Accounting Policies [Text Block] Net Carrying Value Finite-Lived Intangible Assets, Net Furniture and fixtures Furniture and Fixtures [Member] Antidilutive Securities [Axis] Antidilutive Securities [Axis] Accounts payable Accounts Payable, Current Accounting Policies [Abstract] LIABILITIES AND EQUITY Liabilities [Abstract] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Table] Unamortized debt discount Debt Instrument, Unamortized Discount Accumulated Amortization Intangible Liabilities, Accumulated Amortization Intangible Liabilities, Accumulated Amortization Leasehold improvements Leasehold Improvements [Member] Expired (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Expirations in Period, Weighted Average Exercise Price Schedule of Valuation Assumptions Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block] Exercisable (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Option, Exercisable, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Option, Exercisable, Weighted Average Grant Date Fair Value Current Fiscal Year End Date Current Fiscal Year End Date Less: Imputed interest Lessee, Operating Lease, Liability, Undiscounted Excess Amount Valuation Technique, Option Pricing Model Valuation Technique, Option Pricing Model [Member] Total lease costs Lease, Cost Statistical Measurement [Axis] Statistical Measurement [Axis] PEO Name PEO Name Warrants outstanding (in shares) Class of Warrant or Right, Outstanding Non-Rule 10b5-1 Arrangement Terminated Non-Rule 10b5-1 Arrangement Terminated [Flag] Loss before income taxes Income (Loss) from Continuing Operations before Income Taxes, Noncontrolling Interest Non-PEO NEO Average Total Compensation Amount Non-PEO NEO Average Total Compensation Amount Vesting [Axis] Vesting [Axis] Award Type [Domain] Award Type [Domain] Name Outstanding Recovery, Individual Name Disaggregation of Revenue [Line Items] Disaggregation of Revenue [Line Items] Variable lease costs Variable Lease, Cost Schedule of Anti-dilutive Securities Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block] Impairment of goodwill Goodwill, Impairment Loss Compensation Actually Paid vs. Company Selected Measure Compensation Actually Paid vs. Company Selected Measure [Text Block] WUP Legacy Legacy Wheels Up Reporting Unit [Member] Legacy Wheels Up Reporting Unit Money market funds Money Market Funds, at Carrying Value Services transferred over time: Transferred over Time [Member] Non-PEO NEO Non-PEO NEO [Member] Gross Carrying Value Intangible Liabilities, Gross Intangible Liabilities, Gross Non-contingent consideration receivable Disposal Group, Including Discontinued Operation, Consideration Receivable Disposal Group, Including Discontinued Operation, Consideration Receivable Additional paid-in capital Additional Paid-in Capital [Member] Schedule of Accounts Receivable Net Schedule of Accounts, Notes, Loans and Financing Receivable [Table Text Block] Award Timing Predetermined Award Timing Predetermined [Flag] Warrants and Rights Note Disclosure [Abstract] Restricted cash Restricted Cash, Noncurrent Credit Card Programs Collateral Credit Card Programs [Member] Collateral Credit Card Programs Less: Allowance for credit losses Contract with Customer, Receivable, Allowance for Credit Loss, Current Customer relationships Customer Relationships [Member] Recent Accounting Pronouncements New Accounting Pronouncements, Policy [Policy Text Block] Class of Stock [Axis] Class of Stock [Axis] LONG-TERM DEBT Long-Term Debt [Text Block] Diluted (in dollars per share) Diluted net loss per share of Class A common stock (in dollars per share) Earnings Per Share, Diluted Finite-Lived Intangible Assets by Major Class [Axis] Finite-Lived Intangible Assets by Major Class [Axis] Counterparty Name [Domain] Counterparty Name [Domain] Accumulated Amortization Finite-Lived Intangible Assets, Accumulated Amortization Name Measure Name Entity Interactive Data Current Entity Interactive Data

Current Schedule of Future Amortization Expense of Intangible Assets and Intangible Liabilities Schedule of Finite-Lived Intangible Assets and Liabilities, Future Amortization Expense [Table Text Block] Schedule of Finite-Lived Intangible Assets and Liabilities, Future Amortization Expense Schedule of Performance Stock Units Schedule of Nonvested Performance-Based Units Activity [Table Text Block] Deferred revenue Increase (Decrease) in Contract with Customer, Liability Restatement does not require Recovery Restatement Does Not Require Recovery [Text Block] Award vesting rights percentage Share-Based Compensation Arrangement by Share-Based Payment Award, Award Vesting Rights, Percentage Contract with Customer, Liability [Roll Forward] Contract with Customer, Liability [Roll Forward] Contract with Customer, Liability Aircraft inventory Increase (Decrease) in Inventory, Held-for-sale Increase (Decrease) in Inventory, Held-for-sale Change in fair value of warrant liability Change in fair value of warrant liability Fair Value Adjustment of Warrants Warrant liability Warrant Liability, Fair Value Warrant Liability, Fair Value Schedule of Financial Instruments Measured at Fair Value on Recurring Basis Schedule of Fair Value, Assets and Liabilities Measured on Recurring Basis [Table Text Block] Disaggregation of Revenue [Table] Disaggregation of Revenue [Table] Statement of Financial Position [Abstract] RESTRUCTURING AND RELATED CHARGES Restructuring and Related Activities Disclosure [Text Block] Equity-based compensation Share-Based Payment Arrangement, Noncash Expense Increment principal amount Line of Credit Facility, Accordion Feature, Increase Increments Line of Credit Facility, Accordion Feature, Increase Increments Flights, net of discounts and incentives Flights, Net of Discounts And Incentives [Member] Flights, Net of Discounts And Incentives Sales and marketing Selling and Marketing Expense Fair value of contingent consideration Disposal Group, Including Discontinued Operation, Contingent Consideration Disposal Group, Including Discontinued Operation, Contingent Consideration Contingent Consideration Type [Domain] Contingent Consideration Type [Domain] Net loss Net loss Net Income (Loss), Including Portion Attributable to Noncontrolling Interest Second share price vesting threshold Share-Based Payment Arrangement, Tranche Two [Member] Gain (loss) on disposal of assets, net Disposal Group, Not Discontinued Operation, Gain (Loss) on Disposal Income tax benefit (expense) Income tax expense Income Tax Expense (Benefit) Stated rate Debt Instrument, Interest Rate, Stated Percentage Number of vested WUP profits interests attributable to non-controlling interests Noncontrolling Interest, Profit Interest, Vested, Percent of Total Noncontrolling Interest Noncontrolling Interest, Profit Interest, Vested, Percent of Total Noncontrolling Interest Earnout Share Earnout Share [Member] Earnout Share Supplemental disclosure of cash flow information: Supplemental Cash Flow Information [Abstract] Net loss attributable to Wheels Up Experience Inc. - diluted Net Income (Loss) Available to Common Stockholders, Diluted Unrecognized compensation cost recognition period (in years) Share-Based Payment Arrangement, Nonvested Award, Cost Not yet Recognized, Period for Recognition Revenue Revenue from Contract with Customer, Excluding Assessed Tax Total other income (expense) Nonoperating Income (Expense) Other assets and liabilities Increase (Decrease) in Other Noncurrent Liabilities Statement of Comprehensive Income [Abstract] Cash equivalents Cash Equivalents, at Carrying Value Effective income tax rate Effective Income Tax Rate Reconciliation, Percent Net cash provided (used in) by investing activities Net Cash Provided by (Used in) Investing Activities Loss from operations Operating Income (Loss) Interest expense Interest Expense, Operating and Nonoperating Number of consecutive trading days (in days) Share-based Compensation Arrangement By Share-based Payment Award, Threshold Consecutive Trading Days Share-based Compensation Arrangement By Share-based Payment Award, Threshold Consecutive Trading Days Common Stock available for awards (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Number of Additional Shares Authorized Business Acquisition [Line Items] Business Acquisition [Line Items] Restructuring charges Restructuring and Related Cost, Cost Incurred to Date Total liabilities and equity Liabilities and Equity Dividends declared Dividends Rule 10b5-1 Arrangement Terminated Rule 10b5-1 Arrangement Terminated [Flag] All Adjustments to Compensation All Adjustments to Compensation [Member] Fair Value Hierarchy and NAV [Axis] Fair Value Hierarchy and NAV [Axis] Prepaid expenses Increase (Decrease) in Prepaid Expense and Other Assets Additional paid-in capital Additional Paid in Capital Initial Issuance Private Placement, Initial Issuance [Member] Private Placement, Initial Issuance CK Wheels CK Wheels [Member] CK Wheels Total restructuring expenses Restructuring Charges Capitalized sales commission and referral fees Capitalized Commissions and Fees Expense Capitalized Commissions and Fees Expense Commitments and Contingencies Disclosure [Abstract] Finite-Lived Intangible Assets, Major Class Name [Domain] Finite-Lived Intangible Assets, Major Class Name [Domain] Amortization of intangible liabilities Amortization of Intangible Liabilities Amortization of Intangible Liabilities Schedule of Maturities of Long-Term Debt Schedule of Maturities of Long-Term Debt [Table Text Block] Right-of-use assets obtained in exchange for operating lease obligations Right-of-Use Asset Obtained in Exchange for Operating Lease Liability Underlying Security Market Price Change Underlying Security Market Price Change, Percent Expired (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Options, Nonvested Options Cancelled or Forfeited, Weighted Average Expired Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Options, Nonvested Options Cancelled or Forfeited, Weighted Average Expired Date Fair Value 2027 Intangible Liabilities, Expected Amortization, Year Three Intangible Liabilities, Expected Amortization, Year Three Flights - Prepaid Blocks Flights, Prepaid Blocks [Member] Flights, Prepaid Blocks Individual: Individual [Axis] Related Party Transaction [Axis] Related Party Transaction [Axis] Buildings and improvements Building and Building Improvements [Member] Shares withheld for employee taxes on vested equity awards Share-Based Payment Arrangement, Decrease for Tax Withholding Obligation Accumulated other comprehensive loss AOCI Attributable to Parent [Member] Credit Agreement Credit Agreement [Member] Credit Agreement Forfeited (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Forfeitures in Period, Weighted Average Exercise Price Restricted cash Restricted Cash Revenue recognition periods (in years) Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period Expected term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Term Parts and supplies inventories, net Inventory, Net Long-term Debt, Type [Domain] Long-Term Debt, Type [Domain] Product and Service [Axis] Product and Service [Axis] Entity Address, State or Province Entity Address, State or Province Property, Plant and Equipment [Line Items] Property, Plant and Equipment [Line Items] Statement [Line Items] Statement [Line Items] Erroneous Compensation Analysis Erroneous Compensation Analysis [Text Block] Aggregate consideration transferred Disposal Group, Including Discontinued Operation, Consideration Schedule of Property and Equipment, Net Property, Plant and Equipment [Table Text Block] Compensation Actually Paid vs. Total Shareholder Return Compensation Actually Paid vs. Total Shareholder Return [Text Block] Financial Instruments [Domain] Financial Instruments [Domain] Vesting [Domain] Vesting [Domain] Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value Fair value as of DecemberÂ 31, 2023 Fair value as of JuneÂ 30, 2024 Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability Value Software development costs Software Development [Member] Less: Total unamortized deferred financing costs and debt discount Debt Instrument, Unamortized Discount (Premium) and Debt Issuance Costs, Net Minimum Minimum [Member] Restatement Determination Date Restatement Determination Date Adoption Date Trading Arrangement Adoption Date Pay vs Performance Disclosure Pay vs Performance Disclosure [Table] Deferred revenue - non-current Contract with Customer, Liability, Noncurrent Related Party Transactions [Abstract] Property, Plant and Equipment [Table] Property, Plant and Equipment [Table] Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Weighted Average Exercise Price Operating lease right-of-use assets Operating Lease, Right-of-Use Asset Erroneously Awarded Compensation Recovery Erroneously Awarded Compensation Recovery [Table] WARRANTS Warrants And Rights Disclosure [Text Block] Warrants And Rights Disclosure Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding, Number Undeposited funds Contract With Customer, Undeposited Funds Contract With Customer, Undeposited Funds Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member] Schedule of Changes in Fair Value of Warrant Liability Fair Value, Liabilities Measured on Recurring Basis [Table Text Block] Property, Plant and Equipment [Abstract] Total debt Long-Term Debt, Gross Exercise Price Award Exercise Price NET LOSS PER SHARE Earnings Per Share [Text Block] Arrangement Duration Trading Arrangement Duration Foreign currency translation adjustment Foreign Currency Translation Adjustment [Member] Foreign Currency Translation Adjustment Costs and expenses: Costs and Expenses [Abstract] GOODWILL AND INTANGIBLE ASSETS Goodwill and Intangible Assets Disclosure [Text Block] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period, Weighted Average Grant Date Fair Value Peer Group Issuers, Footnote Peer Group Issuers, Footnote [Text Block] Restructuring Plan [Axis] Restructuring Plan [Axis] Reverse stock split fractional shares Stock Issued During Period, Value, Reverse Stock Splits Stock Issued During Period, Value, Reverse Stock Splits Material Terms of Trading Arrangement Material Terms of Trading Arrangement [Text Block] 2028 Finite-Lived Intangible Asset, Expected Amortization, Year Four All Individuals All Individuals [Member] 2029 and Thereafter Lessee, Operating Lease, Liability, to be Paid, After Year Four Lessee, Operating Lease, Liability, to be Paid, After Year Four Depreciation and amortization Other Depreciation and Amortization Reporting Unit [Axis] Reporting Unit [Axis] PEO PEO [Member] Income Tax Disclosure [Abstract] Debt instrument, fair value disclosure Debt Instrument, Fair Value Disclosure Name Trading Arrangement, Individual Name Other income (expense), net Other Nonoperating Income (Expense) Statement of Stockholders' Equity [Abstract] Intangible assets, net Intangible Assets, Net (Excluding Goodwill) Weighted-Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Granted Long-Lived Tangible Asset [Axis] Long-Lived Tangible Asset [Axis] Disposal Group Name [Axis] Disposal Group Name [Axis] Other non-current assets Increase (Decrease) in Other Noncurrent Assets Stock, shares authorized (in shares) Stock, Shares Authorized Stock, Shares Authorized Treasury stock, at cost, 393,218 and 275,707 shares, respectively Treasury Stock, Common, Value Capitalized software development costs Payments to Develop Software Remainder of 2024 Long-Term Debt, Maturity, Remainder of Fiscal Year Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract] Awards Close in Time to MNPI Disclosures, Table Awards Close in Time to MNPI Disclosures [Table Text Block] Third share price vesting threshold Share-Based Payment Arrangement, Tranche Three [Member] Other income (expense) Other Nonoperating Income (Expense) [Abstract] Amounts deferred during the period Contract with Customer, Liability, Deferred During Current Period Contract with Customer, Liability, Deferred During Current Period Assets: Assets, Fair Value Disclosure [Abstract] Share-based Payment Arrangement, Expensed and Capitalized, Amount [Table] Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table] Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year Prior Year End Fair Value of Equity Awards Granted in Any Prior Year that Fail to Meet Applicable Vesting Conditions During Covered Year [Member] Related Party [Domain] Related and Nonrelated Parties [Domain] Aggregate Erroneous Compensation Amount Aggregate Erroneous Compensation Amount Restructuring Cost and Reserve [Line Items] Restructuring Cost and Reserve [Line Items] Working capital adjustment Disposal Group, Including Discontinued Operation, Working Capital Adjustment Disposal Group, Including Discontinued Operation, Working Capital Adjustment CFO Performance Award CFO Performance Award [Member] CFO Performance Award Local Phone Number Local Phone Number Net Carrying Value Intangible Liabilities, Net Intangible Liabilities, Net Prepaid expenses Prepaid Expenses and Other Current Assets [Member] Liability Class [Axis] Liability Class [Axis] Aggregate Erroneous Compensation Not Yet Determined Aggregate Erroneous Compensation Not Yet Determined [Text Block] Risk-free rate, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Maximum Schedule of LTIP RSUs Share-Based Payment Arrangement, Restricted Stock Unit, Activity [Table Text Block] Valuation Approach and Technique [Axis] Valuation Approach and Technique [Axis] Number of WUP common units held by Wheels Up Common Unit, Outstanding, Percent of Total Noncontrolling Interest Common Unit, Outstanding, Percent of Total Noncontrolling Interest Service period (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Award Requisite Service Period Changes in assets and liabilities: Increase (Decrease) in Operating Capital [Abstract] PEO Total Compensation Amount PEO Total Compensation Amount Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward] 2029 and Thereafter Intangible Liabilities, Expected Amortization, After Year Four Intangible Liabilities, Expected Amortization, After Year Four Long-Lived Tangible Asset [Domain] Long-Lived Tangible Asset [Domain] Income Statement Location [Axis] Statement of Income Location, Balance [Axis] 2028 Intangible Liabilities, Expected Amortization, Year Four Intangible Liabilities, Expected Amortization, Year Four Schedule of Profits Interests Activity Share-based Payment Arrangement, Profits Interests, Activity [Table Text Block] Share-based Payment Arrangement, Profits Interests, Activity COMMITMENTS AND CONTINGENCIES Commitments and Contingencies Disclosure [Text Block] Debt Disclosure [Abstract] (Gain) loss on sale of aircraft held for sale Gain (Loss) on Disposition of Other Assets Memberships Membership [Member] Common Stock Common Stock [Member] Measure: Measure [Axis] Preferred stock authorized (in shares) Preferred Stock, Shares Authorized Reverse stock split ratio Stockholders' Equity Note, Stock Split, Conversion Ratio Forgone Recovery due to Expense of Enforcement, Amount Forgone Recovery due to Expense of Enforcement, Amount Schedule of Business Acquisitions, by Acquisition [Table] Schedule of Business Acquisitions, by Acquisition [Table] Minimum liquidity Debt Instrument, Restrictive Covenants, Minimum Liquidity Debt Instrument, Restrictive Covenants, Minimum Liquidity Term Loan and Revolving Credit Facility Line of Credit [Member] Entity Emerging Growth Company Entity Emerging Growth Company Weighted Average Interest Rate Long-Term Debt, Weighted Average Interest Rate, at Point in Time Total liabilities Liabilities, Fair Value Disclosure Gross receivables from members and customers Contract with Customer, Receivable, before Allowance for Credit Loss, Current Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration] Shares withheld for employee taxes on vested equity awards (in shares) Shares withheld for employee taxes on vested equity (in shares) Share-Based Payment Arrangement, Shares Withheld for Tax Withholding Obligation Entity CIK Entity Central Index Key Revenue from current period sales Contract with Customer, Liability, Current Period Sales Contract with Customer, Liability, Current Period Sales General and administrative General and Administrative Expense [Member] Contingent Consideration Contingent Consideration [Member] Contingent Consideration Non-GAAP Measure Description Non-GAAP Measure Description [Text Block] Non-PEO NEO Average Compensation Actually Paid Amount Non-PEO NEO Average Compensation Actually Paid Amount Volatility, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Minimum Award Timing, How MNPI Considered Award Timing, How MNPI Considered [Text Block] Equity Component [Domain] Equity Component [Domain] Financial Instrument [Axis] Financial Instrument [Axis] Minimum threshold days (in days) Share-based Compensation Arrangement By Share-based Payment Award, Threshold Trading Days Share-based Compensation Arrangement By Share-based Payment Award, Threshold Trading Days Voting rights per share Common Stock, Voting Rights Per Share Common Stock, Voting Rights Per Share Current maturities of long-term debt Less: Current maturities of long-term debt Long-Term Debt, Current Maturities Change in fair value of warrant liability Fair Value, Measurement with Unobservable Inputs Reconciliation, Recurring Basis, Liability, Gain (Loss) Included in Earnings Additional 402(v) Disclosure Additional 402(v) Disclosure [Text Block] Equity-based compensation APIC, Share-Based Payment Arrangement, Increase for Cost Recognition Entity Shell Company Entity Shell Company Entity Incorporation, State or Country Code Entity Incorporation, State or Country Code Capitalized contract cost, net Capitalized Contract Cost, Net Common Class B Common Class B [Member] Title Trading Arrangement, Individual Title Debt redeemed Debt Instrument, Repurchased Face Amount Statement [Table] Statement [Table] Counterparty Name [Axis] Counterparty Name [Axis] Less: Comprehensive loss attributable to non-controlling interests Comprehensive Income (Loss), Net of Tax, Attributable to Noncontrolling Interest Numerator: Net Income (Loss) Available to Common Stockholders, Diluted [Abstract] Intangible Assets Finite-Lived Intangible Assets, Amortization Expense, Maturity Schedule [Abstract] City Area Code City Area Code Current liabilities: Liabilities, Current [Abstract] March 2023 Restructuring Plan March 2023 Restructuring Plan [Member] March 2023 Restructuring Plan Cash paid for interest Interest Paid, Excluding Capitalized Interest, Operating Activities 2024 (remaining) Intangible Liabilities, Expected Amortization, Remainder of Fiscal Year Intangible Liabilities, Expected Amortization, Remainder of Fiscal Year Disposal Group Classification [Domain] Disposal Group Classification [Domain] Insider Trading Policies and Procedures Not Adopted Insider Trading Policies and Procedures Not Adopted [Text Block] Forfeited (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures in Period, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Options, Forfeitures in Period, Weighted Average Grant Date Fair Value Level 1 Fair Value, Inputs, Level 1 [Member] Foreign currency translation adjustments Other Comprehensive Income (Loss), Foreign Currency Transaction and Translation Adjustment, Net of Tax Total current assets Assets, Current Statement of Cash Flows [Abstract] Accrued expenses Increase (Decrease) in Accrued Liabilities Interest income Interest Income Interest Income Purchase shares for treasury Payments for Repurchase of Common Stock Commercial Cooperation Agreement Commercial Cooperation Agreement [Member] Commercial Cooperation Agreement Exercisable (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercisable, Number 2027 Long-Term Debt, Maturity, Year Three Schedule of Long-term Debt Instruments

[Table] Schedule of Long-Term Debt Instruments [Table] Long-term debt, net Long-term debt, net Long-Term Debt, Excluding Current Maturities Number of common stock exercisable for each outstanding stock option Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exchange Ratio Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exchange Ratio July 2022 July 2022 [Member] July 2022 Weighted-Average Grant Date Fair Value Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Weighted Average Grant Date Fair Value [Abstract] Granted (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Grants in Period, Weighted Average Grant Date Fair Value Beginning balance (in dollars per share) Ending balance (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Weighted Average Exercise Price Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Outstanding, Weighted Average Exercise Price INCOME TAXES Income Tax Disclosure [Text Block] 2028 Lessee, Operating Lease, Liability, to be Paid, Year Four Net loss per share of Common Stock (Note 18) Earnings Per Share [Abstract] Equity: Equity [Abstract] Accumulated deficit Retained Earnings (Accumulated Deficit) Status Status [Member] Status Class of Stock [Domain] Class of Stock [Domain] Related Party Transaction [Line Items] Related Party Transaction [Line Items] Parts and supplies inventories Increase (Decrease) in Inventories Unamortized debt issuance costs Debt Issuance Costs, Gross Schedule of Debt Schedule of Debt [Table Text Block] General and administrative General and Administrative Expense 2026 Long-Term Debt, Maturity, Year Two Aggregate Available Trading Arrangement, Securities Aggregate Available Amount Equity Awards Adjustments Equity Awards Adjustments [Member] Operating leases Operating Lease, Weighted Average Discount Rate, Percent Private Placement, Reallocated Shares Private Placement, Reallocated Shares [Member] Private Placement, Reallocated Shares Total lease obligations Operating Lease, Liability Net cash used in financing activities Net Cash Provided by (Used in) Financing Activities Underlying Securities Award Underlying Securities Amount PSUs Performance Shares [Member] Credit Facility [Axis] Credit Facility [Axis] Amendment Flag Amendment Flag Long-term debt, fair value Long-Term Debt, Fair Value Entity registrant name Entity Registrant Name Services transferred at a point in time: Transferred at Point in Time [Member] Adjustment to Non-PEO NEO Compensation Footnote Adjustment to Non-PEO NEO Compensation Footnote [Text Block] Stock Appreciation Rights (SARs) Stock Appreciation Rights (SARs) [Member] Depreciation and amortization Depreciation, Depletion and Amortization Vesting milestone (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Stock Price Milestone Share-based Compensation Arrangement by Share-based Payment Award, Equity Instruments Other than Options, Nonvested, Stock Price Milestone Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Table] Timing of Transfer of Good or Service [Axis] Timing of Transfer of Good or Service [Axis] Units issuable upon conversion of vested and unvested profits interests (in shares) Noncontrolling Interest, Profit Interest, Shares Issuable Upon Conversion of Vested and Unvested Interests Noncontrolling Interest, Profit Interest, Shares Issuable Upon Conversion of Vested and Unvested Interests Schedule of Restrictions on Cash and Cash Equivalents Restrictions on Cash and Cash Equivalents [Table Text Block] Fair Value as of Grant Date Award Grant Date Fair Value Affiliated Entity Affiliated Entity [Member] Exercised (in dollars per share) Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercised, Weighted Average Grant Date Fair Value Share-based Compensation Arrangement by Share-based Payment Award, Options, Exercised, Weighted Average Grant Date Fair Value Level 2 Fair Value, Inputs, Level 2 [Member] Deferred issuance costs Debt Issuance Costs, Net Common stock issued (in shares) Sale of Stock, Number of Shares Issued in Transaction Vehicles Vehicles [Member] Fair Value Hierarchy and NAV [Domain] Fair Value Hierarchy and NAV [Domain] Collateral Held [Axis] Collateral Held [Axis] Amortization expense Capitalized Contract Cost, Amortization Gain on sale of aircraft held for sale Gain (Loss) On Sale Of Aircraft Gain (Loss) On Sale Of Aircraft Recovery of Erroneously Awarded Compensation Disclosure [Line Items] Face amount Debt Instrument, Face Amount Schedule of Disaggregation of Revenue Disaggregation of Revenue [Table Text Block] Entity Address, Postal Zip Code Entity Address, Postal Zip Code Escrow Receivable Escrow Receivable [Member] Escrow Receivable Schedule of Equity-based Compensation Expense Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block] Principles of Consolidation Consolidation, Policy [Policy Text Block] Schedule of Restructuring and Related Costs [Table] Restructuring Cost [Table] Restatement Determination Date: Restatement Determination Date [Axis] Notes Payable Notes Payable, Other Payables [Member] Title of 12(b) Security Title of 12(b) Security Common Stock, $0.0001 par value; 1,500,000,000 authorized; 698,057,072 and 697,131,838 shares issued and 697,663,854 and 696,856,131 shares outstanding as of JuneÂ 30, 2024 and DecemberÂ 31, 2023, respectively Common Stock, Value, Issued 2021 LTIP 2021 LTIP Plan [Member] 2021 LTIP Plan Share-Based Payment Arrangement [Abstract] Cash and cash equivalents Cash and cash equivalents Cash and Cash Equivalents, at Carrying Value Other Payments for (Proceeds from) Other Investing Activities Number of trading day period prior to the applicable determination date Number Of Trading Day Period Prior To The Applicable Determination Date Number Of Trading Day Period Prior To The Applicable Determination Date Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member] Aggregate intrinsic value Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Vested and Expected to Vest, Exercisable, Aggregate Intrinsic Value 2022 Inducement Grant Plan 2022 Inducement Grant Plan [Member] 2022 Inducement Grant Plan Finite-Lived Intangible Assets [Line Items] Finite-Lived Intangible Assets [Line Items] Forfeited (in dollars per share) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeitures, Weighted Average Grant Date Fair Value Loss on extinguishment of debt Loss on extinguishment of debt Gain (Loss) on Extinguishment of Debt Fair Value by Liability Class [Domain] Fair Value by Liability Class [Domain] Cash flows from financing activities Net Cash Provided by (Used in) Financing Activities [Abstract] Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested Year-end Fair Value of Equity Awards Granted in Covered Year that are Outstanding and Unvested [Member] Schedule of Supplemental Balance Sheet Information Assets And Liabilities, Lessee [Table Text Block] Assets And Liabilities, Lessee Proceeds from sale of aircraft held for sale, net Proceeds from Sale of Flight Equipment RSUs and PSUs Share-Based Payment Arrangement [Member] Number of WUP Stock Options Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Outstanding [Roll Forward] Number of aircraft Number of Aircraft Operated Cash and Cash Equivalents [Domain] Cash and Cash Equivalents [Domain] Reporting Unit [Domain] Reporting Unit [Domain] NON-CONTROLLING INTERESTS Noncontrolling Interest Disclosure [Text Block] Depreciation and amortization Depreciation, Depletion and Amortization, Nonproduction Number of vested WUP profits interests attributable to non-controlling interests (in shares) Noncontrolling Interest, Profit Interest, Vested, Number of Shares Noncontrolling Interest, Profit Interest, Vested, Number of Shares Valuation Approach and Technique [Domain] Valuation Approach and Technique [Domain] Basic (in dollars per share) Basic net loss per share of Class A common stock (in dollars per share) Earnings Per Share, Basic Accounts payable Increase (Decrease) in Accounts Payable Operating cash flows paid for operating leases Operating Lease, Payments Adjustment To PEO Compensation, Footnote Adjustment To PEO Compensation, Footnote [Text Block] Award Timing MNPI Disclosure Award Timing MNPI Disclosure [Text Block] Weighted average ownership percentage by parent (as a percent) Noncontrolling Interest, Weighted Average Ownership Percentage by Parent Noncontrolling Interest, Weighted Average Ownership Percentage by Parent Aggregate Pension Adjustments Service Cost Aggregate Pension Adjustments Service Cost [Member] Schedule of Goodwill [Table] Goodwill [Table] Amortization Amortization Net loss attributable to Wheels Up Experience Inc. - basic Net Income (Loss) Available to Common Stockholders, Basic Weighted average remaining contractual term (in years) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Outstanding, Weighted Average Remaining Contractual Terms Compensation Actually Paid vs. Other Measure Compensation Actually Paid vs. Other Measure [Text Block] Schedule of Stock by Class [Table] Stock, Class of Stock [Table] Total current liabilities Liabilities, Current Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year Vesting Date Fair Value of Equity Awards Granted and Vested in Covered Year [Member] 2029 and Thereafter Finite-Lived Intangible Asset, Expected Amortization, After Year Four Finite-Lived Intangible Asset, Expected Amortization, After Year Four Total assets Assets Volatility Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Weighted Average Volatility Rate 2025 Finite-Lived Intangible Asset, Expected Amortization, Year One Granted (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Grants in Period Cash and Cash Equivalents [Abstract] Purchases of property and equipment Payments to Acquire Property, Plant, and Equipment Other non-current liabilities Other Liabilities, Noncurrent Forgone Recovery due to Violation of Home Country Law, Amount Forgone Recovery due to Violation of Home Country Law, Amount Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items] Commitments and contingencies (Note 13) Commitments and Contingencies Weighted-average shares of Common Stock outstanding: Earnings Per Share, Weighted-average Shares, Basic and Diluted [Abstract] Earnings Per Share, Weighted-average Shares, Basic and Diluted Risk-free rate, minimum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Risk Free Interest Rate, Minimum Circadian Aviation LLC Circadian Aviation LLC [Member] Circadian Aviation LLC Termination Date Trading Arrangement Termination Date Class of Warrant or Right [Domain] Class of Warrant or Right [Domain] Volatility, maximum Share-Based Compensation Arrangement by Share-Based Payment Award, Fair Value Assumptions, Expected Volatility Rate, Maximum Schedule of Related Party Transactions, by Related Party [Table] Related Party Transaction [Table] Warrants, exercise price (in dollars per share) Class of Warrant or Right, Exercise Price of Warrants or Rights Fair 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] 2026 Lessee, Operating Lease, Liability, to be Paid, Year Two 2025 Long-Term Debt, Maturity, Year One STOCKHOLDERâ€™S EQUITY AND EQUITY-BASED COMPENSATION Share-Based Payment Arrangement [Text Block] Entity Address, City or Town Entity Address, City or Town Proceeds from long-term debt, net Proceeds from Issuance of Long-Term Debt Debt Instrument [Axis] Debt Instrument [Axis] Schedule of Stock Option Activity Share-Based Payment Arrangement, Option, Activity [Table Text Block] Memberships - annual dues Membership, Annual Dues [Member] Membership, Annual Dues Noncontrolling Interest [Abstract] Reverse stock split fractional shares (in shares) Stock Issued During Period, Shares, Reverse Stock Splits Compensation expense Total equity-based compensation expense Share-Based Payment Arrangement, Expense DIVESTITURES Disposal Groups, Including Discontinued Operations, Disclosure [Text Block] Net loss attributable to Wheels Up Experience Inc. Net Income (Loss) Attributable to Parent Net Income (Loss) Attributable to Parent Trading Arrangement: Trading Arrangement [Axis] Granted (in dollars per share) Share-Based Compensation Arrangements by Share-Based Payment Award, Options, Grants in Period, Weighted Average Exercise Price Pay vs Performance Disclosure, Table Pay vs Performance [Table Text Block] Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Forfeited in Period Schedule of Intangible Assets Schedule of Finite-Lived Intangible Assets [Table Text Block] Equity Awards Adjustments, Excluding Value Reported in Compensation Table Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member] Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year Dividends or Other Earnings Paid on Equity Awards not Otherwise Reflected in Total Compensation for Covered Year [Member] Entity File Number Entity File Number Number of equity-based compensation plans Share-based Compensation Arrangement by Share-based Payment Award, Number Of Plans Share-based Compensation Arrangement by Share-based Payment Award, Number Of Plans Liabilities: Liabilities, Fair Value Disclosure [Abstract] REVENUE RECOGNITION Revenue from Contract with Customer [Text Block] Fiscal Year Focus Document Fiscal Year Focus Air Partner Air Partner plc [Member] Air Partner plc Schedule of Calculation of Non-controlling Interests Noncontrolling Interest [Table Text Block] Noncontrolling Interest Non-controlling interests Noncontrolling Interest [Member] Income Statement [Abstract] Entity Address, Address Line One Entity Address, Address Line One Denominator: Weighted Average Number of Shares Outstanding Reconciliation [Abstract] Debt Instrument, Name [Domain] Debt Instrument, Name [Domain] Effect of exchange rate changes on cash, cash equivalents and restricted cash Effect of Exchange Rate on Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Continuing Operations Restructuring Plan [Domain] Restructuring Plan [Domain] Total assets Assets, Fair Value Disclosure Name Forgone Recovery, Individual Name 2024 (remaining) Lessee, Operating Lease, Liability, to be Paid, Remainder of Fiscal Year 2026 Intangible Liabilities, Expected Amortization, Year Two Intangible Liabilities, Expected Amortization, Year Two Award Date [Domain] Award Date [Domain] Operating leases Operating Lease, Weighted Average Remaining Lease Term Weighted-average remaining lease term (in years): Leesee, Weighted Average Remaining Lease Term [Abstract] Leesee, Weighted Average Remaining Lease Term Document Period End Date Document Period End Date Sale of Stock [Axis] Sale of Stock [Axis] Contingent Consideration by Type [Axis] Contingent Consideration by Type [Axis] Other Other Noncash Income (Expense) Award Timing MNPI Considered Award Timing MNPI Considered [Flag] Total lease payments Lessee, Operating Lease, Liability, to be Paid Nonvested awards (in shares) Beginning balance (in shares) Ending balance (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Equity Instruments Other than Options, Nonvested, Number Expired (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Expirations in Period Insider Trading Arrangements [Line Items] Debt instrument, maturity trigger period Debt Instrument, Maturity Trigger Period Debt Instrument, Maturity Trigger Period CASH EQUIVALENTS AND RESTRICTED CASH Cash and Cash Equivalents Disclosure [Text Block] CCO Performance Award CCO Performance Award [Member] CCO Performance Award Timing of Transfer of Good or Service [Domain] Timing of Transfer of Good or Service [Domain] Outstanding Aggregate Erroneous Compensation Amount Outstanding Aggregate Erroneous Compensation Amount Total WUP common units and vested WUP profits interests outstanding (in shares) Noncontrolling Interest, Shares Noncontrolling Interest, Shares Other current assets Other Current Assets [Member] 2027 Lessee, Operating Lease, Liability, to be Paid, Year Three PEO Actually Paid Compensation Amount PEO Actually Paid Compensation Amount Discontinued Operations, Disposed of by Sale Discontinued Operations, Disposed of by Sale [Member] Expired/forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Non-Option Equity Instruments, Forfeitures and Expirations Cost of revenue (exclusive of items shown separately below) Cost of Revenue Revenue recognized from amounts included in the deferred revenue beginning balance Contract with Customer, Liability, Revenue Recognized Adjustment to Compensation: Adjustment to Compensation [Axis] Less: Net loss attributable to non-controlling interests Net Income (Loss) Attributable to Noncontrolling Interest Document Transition Report Document Transition Report Not subject to first-priority liens Asset Not Pledged as Collateral [Member] Aircraft held for sale Asset, Held-for-Sale, Not Part of Disposal Group Document Quarterly Report Document Quarterly Report Fair Value, Recurring and Nonrecurring [Table] Fair Value, Recurring and Nonrecurring [Table] 2025 Intangible Liabilities, Expected Amortization, Year One Intangible Liabilities, Expected Amortization, Year One Accumulated other comprehensive loss Accumulated Other Comprehensive Income (Loss), Net of Tax Entity Current Reporting Status Entity Current Reporting Status Flight equipment Flight Equipment, Net Accumulated deficit Retained Earnings [Member] Pension Adjustments Service Cost Pension Adjustments Service Cost [Member] Equipment Notes 2022-1 Equipment Note Financing [Member] 2022-1 Equipment Note Financing Related Party [Axis] Related and Nonrelated Parties [Axis] Basic (in shares) Weighted-average shares of Class A common stock outstanding - basic (in shares) Weighted Average Number of Shares Outstanding, Basic Stock Price or TSR Estimation Method Stock Price or TSR Estimation Method [Text Block] Technology and development Technology and Development [Member] Technology and Development Exchanged (in shares) Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Exchanged Share-based Compensation Arrangement by Share-based Payment Award, Non-Option Equity Instruments, Exchanged Voting rights, non-citizen investors Voting Rights, Non-Citizen Investors Voting Rights, Non-Citizen Investors Debt instrument, restrictive covenants, quarterly minimum liquidity Debt Instrument, Restrictive Covenants, Quarterly Minimum Liquidity Debt Instrument, Restrictive Covenants, Quarterly Minimum Liquidity Total equity Beginning balance Ending balance Equity, Including Portion Attributable to Noncontrolling Interest RSUs Restricted Stock Units (RSUs) [Member] Amortization (accretion) of deferred financing costs and debt discount Amortization of Debt Issuance Costs and Discounts Increase (Decrease) in Stockholders' Equity [Roll Forward] Increase (Decrease) in Stockholders' Equity [Roll Forward] Executive Category: Executive Category [Axis] Name Awards Close in Time to MNPI Disclosures, Individual Name Forfeited (in shares) Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Forfeitures in Period Entity Filer Category Entity Filer Category Revenue expected to be recognized in future periods Revenue, Remaining Performance Obligation, Amount Income Statement Location [Domain] Statement of Income Location, Balance [Domain] 2022 CEO Awards 2022 CEO Awards [Member] 2022 CEO Awards Company Selected Measure Name Company Selected Measure Name EX-101.PRE 12 up-20240630_pre.xml XBRL TAXONOMY EXTENSION PRESENTATION LINKBASE DOCUMENT GRAPHIC 13 image_1.jpg begin 644 image_1.jpg M_]C_X 02D9)1@ ! @$!+ $L #_[0 L4&AO=&]S:&]P(#,N, X0DE- ^T M ! !+ $ 0$L 0 !_^%'']VAT=' Z+R]N&%P+S$N,"\ /#]X<&%C:V5T(&)E9VEN/2+ON[\B(&ED/2)7-4TP37!#96AI 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C2'@X9B8C>$$[2'@X9DAX.&9(=T5(0G=C M3D1!,%E%0D%91VA54D92;V9(>#AF2'@X9DAX.&9(>#AF2'@X9DAX.&9(>#AF
M2'@X9DAX.&9(>#AF2'@X9B8C>$$[2'@X9DAX.&9(>#AF2'@X9DAX.&8O.$%! M15%G04I!14%!=T5204%)4D%135)!9B]%06%)04%!04A!445"05%%04%!04%!
M04%!04%11B8C>$$[07=)1T%104A#06M+0W=%04%G241!445"05%%04%!04%! M04%!05%!0T%W449"9V-)0U%O3$5!04-!44U$06=10T)G8T1"04E'06Y-0B8C
M>$$[06=-4D)!049)4DEX459%1T4R16EC645537!':$)X5WA1:5!"571(:$UX M6FDX0U)Y9W9%;%%Z4E1K<4MY63-00TY546YK-D]Z3FAD528C>$$[6DA41#!U
M24E*;TU*0VAG6FA*4D92<5,P5G1.5DM"&18 M;#E76C)H<&%M=-'B5S5V63-2,61N9#1E6"8C>$$[<#=F2#K9C-/16A984AI M26U+:31Y3FIO*T-K-5-6;'!E66U:<6)N2C)E;C5+:G!+5VUP-
FEP<7%U$$[0E%914-!341B445!06A%1$)#15--545& M55).:$EG6GAG6D5Y;V)(=T9-2%(T4TY#1E9*:6-V17I*1%)$9VAA4U5Y5VE9 M-TQ#0C-
04R8C>$$[3F5*16=X9%5K=V=*0VAG6DIJ6D9':61K9$95,SAQ3WIW M>6=P,"M0>FA*4VMT3515-5!2;&195U9P8EA&,658,5)L6FUD;V%7<')B1R8C M>$$[,75B,E(Q9&YD-&58<#=F2#$K9C-
/16A984AI26U+:31Y3FIO*T1L2E=7 M;#5I6FUP=6-N6C9F:W%/:W!A86YQ2VUQ<36Y=)Q*W8O828C>$$[04%W1$%1 M04-%44U2040X06EF-45Y>6HX,G1!64]W6C5:95SQ86M'0U-
T9D=U6BMB-E,P M435V3,U83%,6&)R94MW9R8C>$$[85AH,#5V,&IJ2'4W:TM0 M;FU&1TYM;31M;GEF*U1';5A(;E X,V)7*S%79'!:65I(,64W8VLx;F5&9WE!
M2&9B,5=88BM88DUZ2V5'3R8C>$$[>E1(8W9P3#@T9DXU.'$O;"]Q;6]X4T=/ M.6U4-G!93412:%!/0W%S=G5I.&XO=T]J;4QI:F-M,E)O4$10*V-89DLP=7!E
M8W)V>DI0>28C>$$[34=K4D99,TI0>%A.,$=49BMA:V9-;C)->DDQ17%&3F5- M8G O+W=!-6$V,#14>2]0$5[:%HS+T%--#5A6DI:9FQ6<+#AK;&$S,#%X8VA46%I425DQ*SA2.'9P>79/
M9E5Y:'E16"]/5&5T4' O=T-7>'1),TMV<6PU1&)-1DY#628C>$$[,4143E@R M+V1G2#4T8T%U4WI/>DAV*V-3=$UD3D0Q+U5Y5'=U3&U',E)D-D%W4FPR4'I0 M$$[0T9C>C-L>D5#84=N1T]%
M:V0O.$%D;4A41&U6>48U8C5B+TI0.'AV365J=V%X<&UM<3EH8S%-16MK.$U2 M8TME2EE+-T)Q5D(W6F1,3"8C>$$[14=I=T5357I(+T]/2#5S5B]W0T]:0U K M:G%$+T%*3AQ-
D\K:2M73DHP:5(O56LP*WIG='!(0DQ';6EJ M5D=)2C-O4R8C>$$[37=P1WIB8T$K379Z1'5T43@Q+VUL<31S,&$W=6)V55AT M3$-*5%5U<5 V34MR6'152TUZ-&)285IB;$\O'4VC9GI:+S9T:U
O045L5R8C M>$$[+W=$>EAK9DAI=D%76B]L0BM2;FYZ4690,FYA,7)D=$AA5T9G2EI(6EHT M-4=D;6EA3D5!:DQF=%!5,3)O36AL>E)-841+341B,6HX."8C>$$[9&%F4U!Y M=3%Y-
&EK36,X,%-76599&4Q5&9H8E=K5G-F06TT;#4O:#E8>28C>$$[+U5N64)H:F945UEJ83!Z M2VEL;4E65D9763=!061Z:7(U0B]-$$[8V=P,E5F4V-
ZG!:95=B:28C>$$[85=F4TY39')D$$[84Y::&)O5E!9549C>C0K;4119'DK,6-W1SDX:F8X-4XV,CDO*UI4,DEC M;4Q38E='04I8-%$X9SED:4(2<5)+;U!Y>DYW0V]T37IU*R8C>$$[;F9)=6U0
M<&9K=E%T3VM*85CAY-S(K M.# O;7!R0S)G93=N=4Y187AS27=A;'A'+R8C>$$[;U)+;&5G8FE+9E!--T=+ M:3!Y,TMC:B]N2$@X,F%F.$%(3&E(+U(Q8B]W1$YE4CAE2SA"4V9Y>C5N.#0O
M;&HU>$U%$$[85=81%)32G-757%#54I+1W%/4&U$:W!2 M17=O2D)6+WE++SA!2G-E6'8K33!V+U502FIM*VMR1&TY4B\U>7(X-3A99$\X
M;S)Z+T9)4B8C>$$[9C9I068R4E9915!Z4$II4%IC<# X97)0265J0F8K8V%P M5E0X,4Q25%=S='1C;W9Z169,.5,U6FXK;&I$;7E(+T%*>6\X,T$$[;&DS97-';'@O5TQT465T>$]0:%4O=T-
P1E%]+T%&.&IP-#=7;DE8$$[1E!U37@X MFE+1#4Y+S5Y6#%F-CDK849X8D$Q6%1,5S-T4E1P5FQ.=V9X;GI+=T0P M=&-Z=3EO.&QF3DK5D=J950Y1C!P=&9H:B8C>$$[:W,W2S-H;%@P4I*
<&U*0VYL;B]/4B\0U#E/-Z53)H,FYL*RJ7*W1B M451Y,TQ)$$[5C9+68X.4I75D0O04UI,%A+37AU5%I$:SA*+S5Y6#%C M,S,U;UA&
<28C>$$[1W%M;5=T=F%G1'!6;$YW9BM4*UI/059&61O;6Q.$$[:S!Z16A43%!,+S5Q9FPO-6@Q3U!3.4@Q;4LW=C51>E)7-%=61UE)3U1C M96%+1%)15%1)4WAY1S5$25-
"5#-8=%144W1#,4A62$95$$[3%=A-EE(M=VAJ6GHO04U2>4E&;6ML.%4%M3D)O:B8C>$$[>F95;B]+.69Y;2\V;4=(M+T%*1EA(+U9035!W6F1Z8GAH:R]L=GI6-
68X>F%E,F]A1F5P9E=A>4=&-5DK M431Y2T%3<$1"5T)O=T\T>28C>$$[36]K8S!G,CAI+S5Y=S%C=V55.4@P<%=! M82MV5Y9FU=$+14CAU57EN3'1/3C=96D]33"]W0V-
6.4E&"8C>$$[:6=255@O:'DK1%5(,4IX:EHW4&Q3DQF371P9%AN;'I6 M8E,P1F)U-',W:4LS05!(.30X5$MM+V(T:FAI9#!&.%9F;#$$[3E=U=%!-.'1K6EE,;7IK$$[2&EH27I" M;FI-
96)C2D%P+T)O1V4)E6'A6 M,S-Y4$575DDO07%$,7)5;SE,,&$O,4]39R8C>$$[:G-B95$$[+VYC9GIN;FE8.35$<75T96=H-V5H-C1J M56XR15,Q>EE$,'2MZ3F,Q2DY,,%A53E1E;D-
X='!R;'$Y2U%X;'I8 M+V=C=T%,3"8C>$$[95AX5BM63W$V3%IF;5)P3W)E66)O5SEH8GI36$TY>39S M+S=W4G4P6F]G63=Y.&4R6BM12&AO3D5E8C9IB]0=CAP-&]8;"]4>5-&1B8C M>$$[3$-
/3T=C6HP>'5C>%!";#-.=D=(>DMG=5!Z22].=W9$0S=2-C%Q M4$UX=#EQ3S!6='DY4#DY=TIV.'-Y+V]I,6-Y-SAQ3'EX,"8C>$$[;C@Q=$QU M$$[8T)00D9E6E50>4\Q83,P M9CAZ3D]V-
W@O4W1,84,K:W4R4%52>%=5,&ID92]W63528U9H>E9F2D=M,V8U M:R]M-4A,9G%8:79B=#E1,28C>$$[2F1Y<3(X8F-Z2%@K52]$15!M35IN9VEO M,TPW4GI!8C-W-S5G:'903S,UD56
M4$99=T-A1"8C>$$[3FA(,'AA1'58<4@O045+4'%0.$$Q37-0+U-+,R]66$MV M>E!K>3A.-#$U,3AR4V56+TY6+S5F8353.6MS6%=-,T53;%9C$$[4GEO4C0U9D-
6:3)"1D8Y>656.4I84B],96QA54%".5%T24Q99V5-56%Q M5#E*1V$V4G,R\V$665927)Z>G(K83$O0EIS=G)A>'%S:R8C>$$[3G$W13A&
M4G!3:V)-4EA:67=+,'I0:C99=$(S3#%$+V]59E5F*W!L:"]W0VM6=CA!<7)L M6#5N>5HK1WDO.')F*V-F5SAL*V%6,2LV,28C>$$[9$Y194='4T\S:%-!>%5E M56-3-5EU+U)A:6Q/*U8U33-
%2UI2:%1)9GHY,68Y1R]L5G)42V%3,V%X,FMF M=C8P:7$O.$%Y5#5:2$-,:R8C>$$[17I/>C5S+TMR.&]T4R]-2CE184,K:3 K M,C T4FE35U)':UIN;35C5E915C)!43%03'$$[+\+,R]66$LO=T%Z-
4UV1&5Y9FQD-4%J.&DK5E8P45A) M=DI7;6MU8FDU0V5M1V53:3=,>6)O<4M/=5DK4V9%8EIX1E!"=CA!;DMZ5B8C M>$$[:F-
E9&1.,'A45T]W3=A;&5,4&%,8W5$,3584DTU#AP=28C>$$[4F)).&U: M6E=Y9&ER1%!09C52*U-V3VET3'%D<#9/<&-E2V%N8D52>FEN5&MA1EI!4$)W
M9F%M5U%Y1U!*:5EG=FUN.'EV>54X>BM1428C>$$[3E=H=4)R84UK:6E,55EA M>%-X3U0X2'%2,7%P$$[95(T<'$$[4$HO*V-3.4E%;74.V7)$1"]E5S)I=$50=F-31U)Q9DPP
M0FPR<$]W1$1'2#!,-6\Q56%2-6$Q6%93478Q0WIN=4%4-'A2"8C M>$$[1FUM=W9K>B]!2G@P,&QT4R].6%0U;4A.3E!I;G9*83$$[5CEE5E5C M9CAI>3)9,D5824YS*U0U$$[:C,O26-
V33!15W4U1F]X M3E!L-F]Y=CA!32M43'$[2TUM57E:>&I4-'4Q0FU856)O9VM(,5I" M565"66DI'-'195V]3 M4#A!:DI+1"8C>$$[+W=!0T1M2G%*5V%B8UEF3F5T>$YA-C5Q34MS45ER;65+
M=E$P1'-P$$[;7A'-'0T1#AB02M$>3=(+T%&37A.4DQE;3-'2'-0;7)6:&\;&I6=%9R M43).;E!C3"]R4GAS>6HV4TUO:4Q.37DK55 K8V(Y2D]O9B8C>$$[;6Y:5'-# M>39B0F-
8:B\X04%E:7!0>6592$TS3V%I,5$U=G-0349U9D4R;"\X-V8K9$U- M;CDY1'%M="MS=TA1,B]W0EE-:D%E=VE83B8C>$$[9V941#1.2UV9M;31V:78X04Q$>E!P2&QF
M>GIP=79A=D1.8U=D:UI7828C>$$[3S-#3DE894HP46=/>4$P6G$O84=:*U-* M26].15129E%8+U$Q=C5D+SE7-U8O=T1K5&)F.6Q/678U951B-&=:-2M8;C5K M-D0U.# V-
B8C>$$[=G1(:'5923=355%3<&1O:4YY2VAG4C9B>7%242M/5GIG M63@R46QB>E O;DQ05B]2.'5A2'!!86AV3'53-5E$=71T2'3=41"8C
M>$$[8VQH:TQ#=GE2+T]8>6HU1#AV6#%H<71L9E18=#-D;68Q8E))6%0P>$=I M2W Y4U=),4)$2#9C;FQX1U(R67AK03E&+S9'="],=B]Q,R8C>$$[878X03AI M8F(O$$[5GHY549.-
D,Q5EE'<# W M>&LUC1H55$P4S5V8C=8+VY+5#AT28C>$$[5'E0*V90:R]Z;'(X96@6VF%A:$)D>7AV M26HS3553>#!J2$EG;4]75635C3"8C>$$[6C(Q,TI-;#-D96Q(33-Q249-8V8W-
5A10F=73W=R=#DX M$$[<6QI54I8,4E!$$[,%I,1F@T M5%I9>6YB,#6QE84PU26TQ3SEI354K=51,8U%O=V\S,6%.94U4168U M4EIM2'-18W%Z>7-S-$1:-B]L1$XT-
R]Z;"8C>$$[3F(S,'8U9%$$[4%1607)#4U-):FE62C7!K4#5M9C@U1BM64$UN:VI5.40P97HQ1T$$[-S5$2&=)3FQ-<&=H1V8X04]+;FLK.71R9E903DXQ15EO MFUC5B]:-4MG0CA19D1"
<4ID131W:G8K8W-D5SE(>28C M>$$[=&]U;$$P83EV6'5$-&QB84UQ4CDX-'=A8V)K28C>$$[:&TW1EAX M.7%N+U%U,S9B=2M8*TM/4#%M5&PV4#%,,%!T;79$,5 S,T1W-69&5#-Z3TAI
M5C!A9E,K$$[1BMJ*T9E4&]C0C9F6&8W M4&IV-#5H4W4Y,C!0;'IZ:B]!37%!+W=!6&%X.6$O=T%49E=V$$[9G1:,;5(T-C9.4C1B9E18:VXO1'8K171+ M+W=!3U4O468Q6E!Q1DLQ.4]N-UA,-
'5683AQ-S%R6$U39#-V>F)2>5%N-6TO M;U0O04%&$$[9C9C*W,O;VXVB]!3V-E9BM65F9P8E9F.$DO<&(Y2F96,#EB.4PK:%@P3R8C M>$$[67(V6#%F-&9T.&583&9P5'9L=6)I$$[-D$O5'8V
M8314+U50,'(Y5BMR.'938FY4-G8X049Y.5!L5&QT.4Y->3AV2'$[-$8O=UA.+V697+S!L-F8Q M$$[5% Q:C!=+G%V-DDK&(Q5$=D9%AK4"]!1FIX+W="+V0O,TQ-=CA!6#5-4%-
Q5S,O475N,6E,,28C M>$$[4#A6*VYZ6&XVC90-%5R=GHY4#0K4&IX,SA-9C-N:W9P9EDQ=#9(,65, M,$ME:'=8,'%D3T90:' Y1UE$92M2+TTS+TMG=CA!165Q+R8C>$$[5R\X0498 M,78V,U
Y63E,-F@V9G%E;S-0:#9V-WIJ>7)4;G8T-6Y2-#8V3DIP3&8K$$[+W=$1@V6B]44#%2+U,O M4RJW0E$$[,F94-&9V4%5R.6YH.%=5=W4Y=6)-,5$$[+U1S4'$O<%
V>'E(,6O14AO+U9U9F%V,6(Y,R]W06IF M:'E-+T5R.51+4$,K;VLT8T8Y3VY#9S0X96Q/,4M::'1R94MO1%@O04Y#9B8C M>$$[;U$$[565&2&55
M9BMH868P>$8Y8R]4;D1K=D0Y3"MH.58U5C(U+U4O:G!8$$[.5@T*VHV6$5C4%0T9D1X M-#E+8E5Z1$QC.%DO-7E*+S56$$[=E9.8S8V=E%F>6XO04U,+T%02W9T2"]W M=C8O-
D4Y3U0V=#EA<#8O3#%8.5@Q869$>3E8;%AJ=#1B6E9K=FDS6G@U371Y M0UA9<2\O6CPO>&UP1TEM9SII6%G93X*(" @(" @(" @(" @(" @/"]R9&8Z M;&D^"B @(" @(" @("
@(#PO7!E+U)E&ULG,Z&UP34TZ3W)I9VEN86Q$ M;V-U;65N=E/@H@(" @(" \>&UP34TZ4F5N%ET:6]N0VQA&UP34TZ2&ES=&]R>3X*(" @(" @/"]R9&8Z1&5S8W)I<'1I;VX^"B @ M(" @(#QR9&8Z1&5S8W)I<'1I;VX@&ULG,Z<&1F/2)H=':1P.B\O;G,N M861O8F4N8V]M+W!D9B\Q+C,O(CX*(" @(" @(" @/'!D9CI02 Y+CDP/"]P9&8Z4')O9'5C97(^"B @(@#PO
M#IX;7!M971A/@H@ M(" @(" @(" @(" @(" @

_A'_E@$> J(*@6N!S8(P@I*"](-7@[J$'82 A..%1X6KA@Z&I+CDTV3MI0@E(J4])5?EAMJ(FHI:C!J-V MH^:D5J3'I3BEJ:8:IHNF_:=NI^"H4JC$J3>IJ:H_R#W(O,DZR;G*.,JWRS;+MLPUS+7--
HJ:JTM;:WN+FZQ,7&Q\C)RM35UM?8V=KD MY>;GZ.GJ]/7V]_CY^A$ @$# @0$ P4$! 0&!@5M 0(#$00A$@4Q!@ B$T%1 M!S)A%'$(0H$CD152H6(6,PFQ),'10W+P%^&"-
"624QAC1/&BLB8U&50V160G M"G.#DT9TPM+B\E5E=58WÄ(6CL\/3X_,I&I2DM,34Y/25I;7%U>7U*$=79CAV MAI:FML;6YO9G=X>7I[?'U^?W2%AH>(B8J+C(V.CX.4E9:7F)F:FYR=GI^2HZ
M2EIJ>HJ:JKK*VNKZ_]H # ,' (1 Q$ /P"I#^8G_>[4 MZIAW+E/]$G4$>4JZ;9.P]H0UD\6WTBV(!)'BZO=E1BQ&~2RLT3UE74LPUK D M,,4]E-
LUIM%JL42K]1I&MZ=S'SSQI7@. 'SJ>@1=W M7LXZ2]>]^Z]U[W[KW7O?NO=7%?R=OYD_>?PK^4O4>TJ+>>XLY\>^S]_[4Z_[M/ZGR>1K=5!)B8@$>6?,?,=?3J]P?T M,NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NM8C^?;_M #GMY?#">@^)WQ=KZ?%?(/=>VJ/POP/ M1M3DEO4YZ1/MWJO7O?NO=>]^Z]TZX/.YO;&8QNX=MYC*
[>S^'JX01[JZ*ZE' *$9!R#]HZ\"5-1@]?5 MY_EG;X[?[*^ 7Q*W_P!\UE;D^U=W]*[0SVY,SDW>3+;@ILA2--MCROI3U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UK_SV_Y
MN.X/Y>77VT>I.B&Q3_)WN;%9#,XG.9>AH\OC^J.NZ6HJ<1+OQ\)6^6DRVY3>)FN+NOT,1H0,:VXZ:^0 RU,Y '& MH*]SOS:((XO[9OY#U_S=?/;[6[E[9[TW=D-
^]S=D[W[2WGE)I9ZS]^Z]UVK,C*Z,RNK!E925964W5E86(8$<'W[MKW7T:?\ A-9W%WGW#_+PK:CNK<.XMWTFP^\-X]?=4[GW9DJW*YRJZWQ.U-AY M.##?
Q'(I+6Y/#;9W/FLE14,\E3/X8(_L8UBAHHE]PUSK;6MMO %L I>(,X H M-1+"OR) !./GQ/0LVB262T_4)(#$ GTH/\!K_@\NM@KV$>C7KWOW7NO=_=>Z M][]U[KWOW7NB=?/WY;X7X,_$7N?
Y.9C$IN*?KK;]('NV-LR3R4\6Y=\;GS&.V MILK"U4\(:HI\94[ES5,U=+$K204"32]"4M[,MIV]MTW&*Q4T#G)]%)8 ,0& MGSITGNIQ;0-,R?D7VMNCL7.U=7-48[&Y&O MEI]H[4IY0%3%;*V?2-
#MW:F*AB 4145/$9=0*TDSR2/.ECMUEML(@A1U5]Y M^9^;'B3]O^#H%S7$UP^N9B3__"V#RZ+5[6]-=>]^Z]U[W[KW7:LR,KHS*ZL M&5E)5E93=65A8A@1P??NO=;]O_"7_P"8=/R#Z!\Z6[?
W3N#?M)\;MP=9#K MO=FZJZIR^;I=G]F8W>R1[#?-5DDM=D<7L^NZ\DEH14/++24V26F1Q2PTT,,2 M\\[=;6=W%_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZTX_ M^%&^\VON?
J/LJG^"WQGWMF.LJB@VIA=S=]=B;2R%1B-\5%1NZC_B>V^MMO9Z MBDAR.U\:NV9J;)Y.JHY(ZRN7(4],LL4$=5'5R/R;R_;7$'[UOE#@L1&IRÑ,% MB.!-:@ X%">-*$&
[7TD;_30DKCN(XY\OE\"M*^KJZJOJJFOKZFHK:ZMJ)JNL MK*N:2I[JNJJ9&FJ*FI])F>:>HGF/4?WOKW7 MO?NO=>]^Z783XR?*7O'X@K[;[CZ%W[G=D;LV D\?6U4&.R%9#@=V8ZAJ1/ M-
MC>F$AJ(J'<^V,G&7BJ*.J5XRDA9-$@5U1WUA:[C;M;7:!HR//B/FI\B/4= M.PSRV[B2(D,/Y_;Z]?7,V;N'^]VT-J[K_A]5B/[S;P>X?X56_\ W&?QK&4 MN2_A]7Z(_P#*J+[GQR>E?6IX"T]XR_=>Z]
[]U[KWOW7NO>_=>Z][]U[K43_X49?S9^X^@=W;?^$WQDWEE M>MMR939M%O;NWL[:U;-C=Z4.-W+)60;6ZUVGG*5X:_:E148ZC;)Y.NI&2MDA MJJ**GGA7[I)I"Y-Y?MKN,[G?*'0-I13E:CBQ'GG
!Q@U!Q0AW:^DB86T)HU* MDCC\@/3_(KK2$R.2R.8KJK*9:OK]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW5[__
GY^8O=W1OSYZ6Z1VYN_,5?3'?^Y:O8O8'6E=D*FHVO-55^ M#RU3@]W8C&SO+28;=&#S=+3R&KIXTFJ:/S4LC%);J%.;MMM;K:9;IU N85U*
MU,X(J"?,$>7D:'HSVJXDCNEC!_38T(\OM^WKZ2ON%^A=U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW6@S_ #]_YO7=W87R+{)^&G0?8.X.MNC.E\O6 M[
['J]EY6NP&X.V>QL:!2;WQ^X\WCI:7)ILO:66\^'CQ$(D1K@T\S MY_D.%.M7'V.NB7KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZVX?\ A+?\ MQ>[JGÒ\ W\.=R;OS&Z^E*SJ#<'9>T-OY[(5.2'7FZ]I;AV;B'3:,M8\TF)V M[GL-N"9:O'1%:7[]"&>-8W,YGCWGK;;46B;DBA;D2!21C4""
<^I!&#QI4>E# MW9;B3Q3;L:QZ:CY$4X=;R?N+NA)U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]TF-[;PP'7NS-W;_-UUG\.VOL?;&?WAN3(>-I?L:S%9XDN\GVN.H MI'TCDZ;#W>*-
YI5AC%9'8 ?:30=59@BEF^$"O7RXOYC'\TCY(_S#.U-SYO>6 M\]R[:Z2S%.EAQ^[=ZR4RI)796L6>9JAF2 MG\%*L,$X7;DL2(_()?(?YS\ M^JS_&=|(^Q>=>Z][]U[KWOW7NMKC A+W\Q.
[:+Y.;B^'N8W5N#=71^[.KM MU[TP&ULOD:Ó)8_K?=VSZS$529;:R5;5 P.)SV.R%535]'3^&GJ:IZ:9AY(O6 M >>=NM38C<555NED"D@4+ UP?4B@(Q\"HZ.]EN)/&-N23&5)IZ$>G6]Y[BKH
M3=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO
M=>]^Z]U3E\R_YZW\OGX<29/;F1[/_P!./:..>:EEZSZ'..WO78ZNA:>"6FW/ MO 9"CV#MB:BK(?%5TD^3?+4Y-Q1/8CV()MY5W?_P]:T7R0 X5/_ #!W -D<7\;NK.L/C[MZ26H2@S>
M@F[<[&CA#]M)4K5YR#$;!I)9(P7E@DP%<%9@JRL$+2#:RY#VZ$!KV229_0=B M_P JM_QH=$\V]W#8A54'[3_F_EU3?VM_--_F,=U33R=@?,WY 5-/5*RU6'VM MV!ENN-
M5*L^O3/M7KB3:>VI@K?I#4AT_BP]B2WV'9K8?HVT-?4J&/[6J?Y)(M)+V[D^.1OR-/Y"G1,MQ[^WUO!I7W=O7=NZ7GFCJ9VW'N/,9MIJB&/PQ5$K9. MLJ()-%"=N;LJ\ V]F2111_V:JOV
#_!TF+LWQ$GI)>W.M=>]^Z]U[W[KW7O M?NO=>]^ZTH,%NS=6UI#-MGK/YDOS\Z6]*6;K?YA_(;!T]*DT&% MK>T-T[GVMY(UTJ9MH;LR& Y>\B[9,";-W@?R%=:_L/=_P :Z,(= MZN4Q*%EZ>
[ECH-I[DS M%?)Z%H]F9R.OKMG[WJ)Y%8PTE!7OE6B7R24<0^@$W3EC==]!DD3Q+8?C3('^ MF'%?M(I\^CJVW&VN>U3ID]#C]GD?\V5NOL/=+^O>_=>Z][]U[KWOW7NO>_=>
MZ]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[IBW1N7!['+VSN+>.YLA#B=M[3P67W+ MN'*U)(I\9@\%CZC*9;(5!
)$-%04LDCV'Z5/N\:-*ZQH*NQ]2<#K3$*"QX M =?,9_F/_P X3Y1_/7MS5X<9F M-_)A:NE3>F]:^F'FJ*BM:>&CEFDAHEA@)5IOV;ERPVF!0462\([G(!-?,+7X M5^SCYU/0-
N[^>Z0'^7U/^H=5@_Z1^P_^>\WG_Z%&<_^KO9YX,/\" L' M2/6_J?V]>_TC]A_\]YO/_P!"C.?_%=[]X,/\"_L'7M;"L ;U[_2/V'_,]Y MO/\ ]"C.?_5WOW@P_P "_L'7M;^L ;U[_2/V'_SWF__ $*,Y_\
5WOW@P_P M+^P=>UOZG]O6U-_PF6^>7R$R?R8S7PZW_O\ W/\)T_NKK+E#O9[J4S&W;]Q;T).O> =>Z][M]U[KWOW7NO>_=>Z][]U[KWOW7NJ(OY\\T+=O\ +NZ$
MV7MOI9J&'Y#?(":NW'BMD;AR-)196BZZVGM*#$-O#?+8>L6HILCGTGW#0T6'@ MJX6HFGGFJ9!*M&U-.*N5-BCWB[9[FOT<(!8#&HFM%KY#!)IG@/.H+-SO6M(@ M(_[5N'R XG_-U\\C?/R$[Y[-
W/E-Z=A]T=I[VW;FIC/E-Q;GW]NC,Y:L\WG_P"A1G/_*N]N>##_ O[!UK6_J?V]>_TCJA_\]YO/_T*,Y_] M7>_>## O[!U[6_J?V]>_P!(_8?_#WF_\T*,Y_P#5WOW@P_P+^P=>UOZG
M]O2JV3\@.]>M]SXG>FP.Y.T-F[MP54E9B-Q;;WWN?$9:@]$(.]"MHLG%,$<+ M2Z$E)$)5P5)!I+:6LR&*:.-HSQ!4$?X.MK+*C:E9@P^9Z^HS_*U^36]/F\)
M_C7\B.QJ:*GW[0K:&:Q^\9H*2&@AS&X]@;VW1UMEMSPT%,J4M#%NVLV>^46& M%4AB%7IC54"J(+WVQBV[=I[.'^R1A3Y!E# ?E6GY=#2RF:XM4E?XB,_D2*_G M2O1_O91TJZ]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZI8_GD?S(MR_R[?BO MB\AU2U%'W[WAN"OV)U9D\A24>1I-ETF+QJY+>/8K8C(T]5CLU5;9I:JCIJ.E MJ$>G.0R5/+/'-
!#+!*)N5]E3>+\BXK])$-3#AJJ:!:\17))! :4)KT7;E=FT M@JG[JQH/EZG\NOFW]E=I]E]R[NRF_NVM_P"\.KM:+*C:E9@P^9Z^HS_*U^36]/F\)
M_C7\B.QJ:*GW[0K:&:Q^\9H*2&@AS&X]@;VW1UMEMSPT%,J4M#%NVLV>^46& M%4AB%7IC54"J(+WVQBV[=I[.'^R1A3Y!E# ?E6GY=#2RF:XM4E?XB,_D2*_G M2O1_O91TJZ]
[]U[KWOW7NO>_=>ZI8_GD?S(MR_R[?BO MB\AU2U%'W[WAN"OV)U9D\A24>1I-ETF+QJY+>/8K8C(T]5CLU5;9I:JCIJ.E MJ$>G.0R5/+/'-
!#+!*)N5]E3>+\BXK])$-3#AJJ:!:\17))! :4)KT7;E=FT M@JG[JQH/EZG\NOFW]E=I]E]R[NRF_NVM_P"\.KM:+*C:E9@P^9Z^HS_*U^36]/F\)
M_C7\B.QJ:*GW[0K:&:Q^\9H*2&@AS&X]@;VW1UMEMSPT%,J4M#%NVLV>^46& M%4AB%7IC54"J(+WVQBV[=I[.'^R1A3Y!E# ?E6GY=#2RF:XM4E?XB,_D2*_G M2O1_O91TJZ]
[]U[KWOW7NOC%^\D^H^Z][]U[KWOW7NO>_=>ZJ[]U[H9_CA_V4/T- XF?J[_WN M,'[37O\ N'+_,TF_P".GIR'^V3_$P_P]?8-]XZ]#WKOW7NO>_=>Z][]U[
[]U[KWOW7NO>_=>Z179/86T^I.O-]=I[\RD6$V3UQM#<>^= MW9B:QCQNV]JXBKSF9K2I9?(U/CZ&1E0&[L HY()NPPR7$R01"LKL%]230=5 M=UC0NV% J?
RZ^2Λ/M/D3NKY:?)3NGY'[S#Q9SMS?N:W4N.>7SK@,%)*M#M/: MM/.0&FHMH[4HJ+&4[-=V@I$+$M]^Z]T?O^6)\.Z[YT_-GI/H%Z6J MDV7D=P+N[MJNION(QB^IMEE,YO8O6TP:3&56?
HH$PU!4$:8\IDZ:_!JE.^;B M-JVR6[_T4"B?-VPOVTXGY]*K*W-S]^Z]U[W[KW7O?NO=<6945G=E1$4L[L0]J MJB[,S&P55 N2?I[U[KY5?\ -H^6_P#LZGSW[[[EQ>2?([!I-R'KGJ8B3R4B M]9]>!MN;?
R./!1)(:7=U5356>:-KM'49:1;V GGE_;_-V;3%;,*3:=3_Z9 MLG]F%_+H$WT_U%TT@^&M!]@_S\?SZKA]G723KWOW7NO>_=>Z][]U[IZVWMW-
M[OW%@=I[9QE5FMR;HS6+V[M_#T2"2MRV;S==!C<3C*2,E0]57U]3'%&"1=W MJU=UC0R.:(H))) ,D];4%B%7+$]?6O\ @J\9<%\.?B;T3\;L$M*W^C'86*QF
MXJ^C15@SF^LEY<]V!N)+)&VC/[URE?5H&NR1S*I)TW]X^[I?/N6X2WK_(W) M'R484?DH Z'-M"+>!81^$?S_P"?1J_:#I_KWOW7NO>_=>Z][]U[KWOW7NM7 M/_A5AVQ_=?X7='}14M3X*_M?
OZ#.UD(>QK-L=9;-ST^2IS'<%D3@QU[WKW M7O?NO=>]^Z]U[W[KW7T"/^$K_4G]S_@?V=VI6T/V^3[B^0.X/L*V_P#Q<-G= M>[7VSMW$\?C[7=U5N!/]C[B/GRX\3=4@!['8X1^UB2?
Y:>A3LD>FU+GBS_P A MC_#7K9L]@CHXZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z^47_#5>VV[P_F-_OL,5JY*BJ>^=[[3PF00EHJW;'6=<.LJ[54!9484
M\^VMH4C1A@&"$ B]_<^;#;_2[-;0TH?"4G[6[C_,GH$?TGB7_=>Z'SXJ]4MWK\G/CSTN(&J(^UN[.K^OJN_D+ MC]V;TPN$R4\MOTT]+CZR665OHD:,QX'M)?W'TMC-<_[[B9OV*2.G8$\69(_X MF
:>OK[*JHJHBJB(H5$4!555%E55%@JJ!8 ?3WCOT/.N7OW7NO>_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NOEA_SF.W$[K)GWS)WA!5?=T6([;K.L*"1& M)IA2],XC$]2$T?\
NLTL]1LN28.GHF:0R@MKU&=^6[?Z78[:,\3'J_WLE\ MG[H%;A)XE[(WEJI^S'^3JL?V>=(^O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M][U[J^?_(3;]4?Z2?YI?6VX9(7GI.E>M>V.UZR,1ZXAKVW_*+\=-4'4IC2 MES?9M+*C<_O(@M8GV$^=+CP=B=/.5T3^>K_
IZ,]H37>@_PJ3_D_R]?2-]PQ MT+NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NFK.YO%[:P>9W'FZN*@PNW\5 MD[$RO;W;'9 ;&<+MF^T.Q-Z]B9AI"&D;*[UW+D]RY R,OI9S5Y-[D<$^\B[>
M%;>WCMT^&-%4?8H _P G0!DZKU[WKW7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=;=W_"2SJL9'N3Y?=W2PA3LWK/KSJN@J'A;5,.RMTY7= MV7AII[A+4QZGHFG3D_NQ'C\QY[@7&FVM[7^)V?\ WD # _CYZ/=B2LDDGH /V MFO\ DZWAO<7]"3KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[]?^=YVR>G/Y M6?S W!#.T5=NGKJ[FZFHH8W5)JP=Q[FP76.6@BU,@=8MN[IK)Y5O]^Z]U[W[K MW7O?NO=>]^Z]UMG_/"37J-\S\B/E1WG-
2ZZ;KWI[:G6%)4RJ/&F0[7WC_>6 M4TH?]55#1=1LKN@+11U&EB!, T?_P!QILX+7S>0M_O I_S_/ZJ=`FQQUE> M7T4#]I_V.MZ7W%G0EZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZK$_G>]OGI+^6#\Q]W0UBT5=F^IJS[M&N'5:J2K[FRV*ZG84 /[IJZ>CWE+.&C_'(4A:4%?
&64\Y:M_JM\MHR*@2:C M_M 7_P G2+<)/#LI&\RM/VX_R]?+&]SOT"^O>_=>Z][]U[KWOW7NO>_=>ZVO M/^$G74KYWY/_"<[MEB\E)UKTC@.NX6>(-'#ENV]ZTV<@J8I&YCJH\9U)5Q>
MGGQU#@\'D _W&BQ@M?-Y2WY(M/\+CH[V..LSR>BT_:?]CK>X]Q5T)NO>_=> MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NOGJ?\ "HSMH[W_M)AVV>N*:=C0=*!![(P-
72ZU=8MS;SR^X]_9*J"JQ,356W,[AT*L W[/((] MR_R+;^%L[3'C+,Q_)0%\P>@KO4FJ["]>2]/VG\ FZUMO8TZ*.O>_=>Z][]U M[KWOW7NO>_=>Z^M! _+BZ@/0WP,^(O5,U$N.R>V.@^N)-
R4:HJ"#>.X=NT>Z- MZ+9>"S;LS5:Q8\L3J/)/O' _>;CZO=KBX!JK3-3[:+_(#H84?M\ M_P"?1U/99THZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZT, P/#A5[VU_>/Y
M9 '/IBGK7J:/JWHO);TJ:96O3X_/LTKZ*NI))>ZULV#ZSQ_=>Z][]U[MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M=>Z]
[]U[KWOW7NO>_=>ZL5_E_?S0/E+_"Z=[Q9GIO=;YOK;*9.&MW[T?NVI MK*[KC>D.E8*JI2@67S;5W4:55$&8QQAJE>*):@55,K4TA-N^QV&\Q:;E:3 = MKCXE_P X^1QZ4.>E=K>SVC5C-
4\P>!_S'Y]?1C_E\?S'/CU_,;ZD'8O366?% M;KP*45+V?U'GZBG_+\=:9JL$XIX,G#"$AR^WLL:25\;EZ4&DK8D92(:J*II M8(;W?9KS9KCP;D5C/PN/A8?+T(\PC^>RGI5 MU[W[KW7QB_>2?4?
=>]^Z]U[W[KW7O?NO=>]^Z]T_P_]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW6L'_.*?_F;_*'OBGL_XG[3RB0[W^3V::OW MBE-4VKL7TYU]7X[)Y"..:"5*FC_OGO-L?
20NJX:NBHB;>;CPX! OQ.<_8/\Y_R]:_N6^@OU[W[KW7O?NO=>M>]^Z]U[W[KW6^=_PEP^%HZQ^.W8'S-W?B$BWA\A\G-LKK6HJ8D-7CNG-A9:: MFRU=2262HI4WUV-1SBHA<%98-
O4$\9TR\Q1SUN?CWB;;&?TX1J;_$[#'^\K M_P >(ZVRV^BW#?$^!]@_SG_.MJ;V ^COKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[?^=O\V/Y=_=>[<-
D5Q_8G:5"G175[+.L%7%NCLJDKZ#+9F MAD$J31U^U-B4N7RU,Z+):KHH0P"L6 @Y8V_]X[Q%&PK#&=;?8O ?FU ?D>D. MXS_3VC,/C;M'VG_,*GKY>?N=<^@9U[W[KW7O?
NO=>]^ZJU[WK6P)_PG ^(G M^S&_/[$=K9_'?=]?_$_"Q]LY)YHM='4=C5T\^%ZFQ;MH]^ZJU[W[KW7O?NO=>]^ZJU[WKW6AK_PJ][:7V=YUM%5TPBOJCKY,)UGC9I3:S0RPV)
((($K<@V^C;YKD MC,DH7\D7_,Q_GT&=\DK.D?\"M?VG_8ZU5?8Z]Q.)O>_=>Z][]U[KWOW7NO>_M=>Z^J1_)UZE_T*_RQ_AGLQZ-Z&KR/3>(([(R-/,NFJ3(QO5V1[:JTK%*1RQU_M,F]?
&T;C7#H$;AK81^'9QK_1K^W/^7JR MSV2=+.O>_=>Z][]U[KWOW7NO>_=>Z][]U[H,^ZNQZ#I MSISMGMW*M3IB^J^L]^=CY)ZLE:5*#8^ULKN:L:I*R0L*=:?
%L7(=#IOR/K[? MMH3 M3R5;.09JROKZB2JK*J8@ &6HJ)6=K ^O=>] M^Z]U[W[KW6O?NO=7=_\"=_J9NT?YJ?15?-3K58GJ7 JE]LYF)HC(%7#;(RV MVMO5&O4! U'O;=N+F#$-]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW23W[O'# M]=;&WGV#N&9:? ;%VGN+>.N[6[=][BG^ZW!O7W;G:GZ?5J\QDY[?\ -ZMK';_8^\BXHUAC6)@50!]@%!T 68NQ8\2:])GVYUKKWOW M7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] M][U[KWOW7NO>_=>Z]U[KWOW7NO>_=>ZW'/^$E'5/GW/\RN\:N%T_A6"ZKZ
MIP%1HO'4_P!X,ANK=^[H?)J&AZ+^[6$;39M0J+W72-4<>X-Q1+:U'F6<_E0# M_"W1_L4>9)?D!_E/^3K=8]QGT(NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7
MNJ[OYM7;S=&_RV/F9V##4+1UJ](;GV/BJPL4>CSG;+4G5&!K(&#+:KI'BAC]B=Y_DO22^D*SD?STT_;C_+U\ISW/?0) MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z^A%_PEMZI_N9+WWE MV-51_P"7=R?('>>7I)_#XM6VMEX#:VR<=3ZR"U1X-Q8K,/K!T#RZ0H96+1#S
MW<>+NZPCA"'H_-B6\B.A5LJ:;0OYLY_E0?Y^ME+V"NC?KWOW7NO>_=>Z^@=_PECZC.S/@5V-VG M64CPY'N;O[<+^GZJ?<1\]W'B M;LD /;%"/VL23_+3T*=ECTVI?S9OY#'^&O6S-
[!'1QU[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW5)W\WG^GS/\ JSU\Z'O[Y!]Q
M_*'M/^_,YV+V+NNH\N2SN;G#"FI(VD-%A<+CX5BQX V[BHY#'1X^CBA MI*6/TQQJ+WF2TL[:Q@6VM$"0KP _PGU)\R_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>
M_=>Z][]U[KWOW7NKT/Y+G\WW>7\O7M3&]9]G9G)Y[X>]C;@B3?NWI(JO+5'5 MF8R6BD':FQZ.%I*J#[-Q$V=Q],DG\3Q\;-'#)6Q4Q]A;F7EV/>+&H#\+?\^D\#Y(T)Z,MNOVM'T.:VY.?E\Q_E_S]?
2/P6=PNZ,'AMS;;RV-S^W M=Q8K'9W 9W#5M/DL1FL+EZ2'(8K+8K(T]^ZJ[U[WK7O? MNO=>]^ZJ[U[WK7O?NO=>]^ZJ[U[WK7O?NO=>]^ZJ[U[WK7O?NO=>]^ZJ[U[KZ '_
E;ZE7:/P7[6[7JJ18< MGW!\@,U3TE5XP&K-I==;5VYA,3>4@,ZT^Z;MG3V!^CGKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KY2/UWKUWM\=Z?
S'_F3V+%6MD:&H[SW=L_M"Y NTB5NV^KYH>K]L54#/ZQ23[>V;3~"I *Q%00MK"?-@M_I=FMH:4/A G[6 M[C_GH$?TGBW_=>Z][]U[HG(4\698_XF_:>OL QQQPQQPPQI%#$B1Q11HL<<<<:
MA4CC10%1$4 #WCMQZ'O7/W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7R[_YY';Y[F_FF?+;-0UBU6,V7OG']08N&-UDAQXZBVSA=@9VCB87(9MW M8+(SRJQ)6>:0< !1.?*UO]-L-
NI'O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_M=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[HSOP_^7/V)FI\GAZUZJ3;&^-K5KQ?QS9.\935-*AZ^I)
M\(OF-U7\[OCEL7Y%]2U#18C<].V/W/M>]JHJK-=?;[QD-,=T;$W \4<(;)8. MHJD:.;QQI6T4U/5QJ[B/M[6Z;;/M5Z]G##Y'^1J/+H:6UPES*) M8^!XCT/F.C9^R_I_KXW/8$$--OS>U-
30Q4]/3[NW)!!!!&D4,$,69K8XH88H MPJ1Q1HH554 *!8>\CX23$I/'2\ !U'[_&?M/21]N=:Z][]U[KWOW7NO>_=> MZ&?XX?\ 90_0W_B9^KO_ 'N,'[37O^XO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZX221PQR332)%#$CR2RR M.L<<<<:EGDD=B%1$4$DD@ #W[CU[KY7?\W/YDO\ ./YW$]OXK*MD^M\'E?]
M&'31CEDDH5ZPV%45>,PV5QRR22F&GWGE'K<^RW%IJ,XL HGCE[;?W7M45NP MI,1J?_3-D@_Z447\N@5?W'U-RT@^ 8'V#_/Q_/JM+V=|(^O>_=>Z][]U[KWO MW7NA]^+'Q[WA\K?
D5TY\==B1N=R=M[ZPVTX*Q8):F/"8NHF-5N3=%;#"KRMB M]I[:I:O)U4$K2TDC?CVDO[R.PLY+R7X(T)^T^0^TF@'S/3L$33S+$O%C3_ .M?R'7UN,J>LMG]+=9=?=0]?8Q_=>Z]
[]U[KWOW7NO>_=>ZT$?^%1ORY7M3Y7[^^NV]^Z M]U[WK7O?NO=?2/_P"$Z_Q%/QF_EZ;1WYN#&O1]A_*7)_Z;L\U3"\572()K MJ./&=38E68J)]^ZJU[WK7O?NO=>]^ZJU[WK7R
M^OYZG;A[B_FG?* *PU;U&+V1N[^]1XF%F.*R=0P M"'DG8C@^YRY5M_IMAMU/Q_I<_P"V)8?R(Z!FYR>)>N?(&G[!3_#7JI#V(>D/ M7O?
NO=>]^ZJU[W[KW2PZ\V5ENR=_[&ZZP*ZLYO[>&V=E89=#2ZLMNG-46"QR M^-2K27K*J/2""?I[;FE6&%IG^!%+'[*GK:*78(.)-/V]?8GVOMS$[.VSMW: M.!I_M,'M7!8C;F&I;]?ML3@\?
3XS'4]U5%/AHZ5%X ''T'O'.1VD=I'R[$D_M:_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NJ@OY\?;'^B/^5;\]*^GJ?M\KOK;^U^I\3&'T-6?Z2-Z[>VUN&F5KW-MF M563E(VU+$\1#?V(N5+?ZC?H
?A0ES_M5)'_&J=(-S?P[)SYD4_::?X.OF$>Y MQZ!O7O?NO=>]^ZJU[WK7O?NO=;?/\ PDLZC>0[5^7O?%13(D>U>ONO>H\5 M5R1@R5+
[_P!QY/>6X*:EFTJEO6F,:H74H]J(39K76._<"XI;V]H/Q.SG_: M@ ?\>/\ /H^V*.KR2^@_;G_"=;O?N,_A'U[W[KW7O?NO=>]^ZJU[W[KW7O M?
NO=>]^ZJU5U_.F[>;I3^5Y\Q=U05"T]=N#JV7JK'V8K/+-W-F\1U35"ETLK M_<4^+WA43@J;HL+/_9]GO+5O]3OMM&>_DU_[P"_^$=(MQD\.RD;S*T_;C_+U M\M#W.W0+Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z^BE_PF*ZH M_N%_+1I]\RPN*CO#O'L_?L-
1)'I,F*VX^%ZFIH(6U'R4M/D^NJU@;_B66?@ M>XS)IL]7\3$_Y\\)UL1>P?T;=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=:V'_J0[:?9\O?:76U'-:M[[^V7A*^G\H MC\FU]E87?
P;FPV%738*/+J+ JJL-.1;?Q=X:8\(H6/YL0O^ MT4 M;U]IM G\3C]@J?\ -U\]KW+_$%>O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZJ[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z M[]U[KWOW7NOJL?RA^J?]#'\LWX6]):/PSU'1VVNP*VG,/V\E-DNX):WMS*4L M\1"E*JER.^)8Y;BYD5B>3[@7F&X^IWNYE\O%*_DG8/Y+T-K!/#LXU_HU_;G_ M
"]6.>R;I7UW[KW7O?NO=>]^ZJU[WK7O?NO=>]^ZJUH5?*N>V_[R_+WX M^]-4U=]U0]5=#U.[*NE3_-XW_=>Z M][]U[KWOW7NOJG?R?.I/]"7\LKX9;(>%Z>IK.F,+V-D()A:>')=R5N1[>R%/
M4 A62:E]]\/$RMS'HT']/N!N8KCZK>[F7R$I7\D[/^?>AK81^'9QK_1K^W/^ M7JR;V2]+.O>_=>Z][]U[KWOW7NO>_=>ZJ[]U[KWOW7N MO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NJC?YO?\TG M9G\M7H;^)8M,5NKY&]F4^0Q7277M9*)*6.I@$<.3[#WE3PS1UD6RMI"H5O&F
MF3*UYBHHVB1ZBJI1#R[L4N]7=&JMDF7;_H_I'^0SZ H+^]6SBJ,S-P'^4_(M?SZ^9OV;Y;O_+FW_NWM3M3=N:WUV'OK-5>X-V;LW!5M697,Y6L8>2>>2RQP MPPQJL4$$2QT]+3QI#"B1(B+-
L$$-M"L$"A(4% !P_U?MXGH'N[R.7_=>Z][]U[KWOW7NO>_=>Z][]U[KWO MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NMYS_A,+_,+K>R.OMU? KM'.

MRUNZ>HL5-OKH:MKW>6IR'5JQ\;R23/CLI+%&J4^ M.4"+>>-G$,R[M *1R'3)_I_)O]L!0_,>K="39KO6AM7/ MX^Z/>O>_=>Z][]U{KWOW7NO>_=>Z][]U{KWOW7NO>_=>Z][]U{KWOW7NO>_= M>Z][]U{KWOW7NO>_=>Z][]U{KWOW7NO>_=>Z][]U[K1__P"%87;2;@^4OQGZ M5@F\T/5_2.>WY5!92T=+ENW-YS8JHHWB_3%5#%=4T,S'ZM'/' 0>Y5Y M]%A M/_=>Z M][]U[KZH?\G#J =(_P L;X;;,>C:AKAKM\?AV<:^>FO[< M_P"7JS'V2=+.O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[H-> MY^Q\=TYT]VQV[F#",1U7UKOKL?*&I?
QTXQVQ]KY7<]<:B34GCA%-BVUM<66Y MN/;]M"USJ2.(XVD/!03^P5Z^/-F,ODMP9?*Y[,U)Z;O=NO=>]^Z]U[W[KW7O?NO=78?\)ZNI_]*?\ -4Z J:BF^ZQ'5F,[&[8S M:-7C_NYL;-8G;=3J(*Q_:
[YW%BI+D&^G2+$@@,C':DUW]>BU/\O\ /3KZ8GN$^AAU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]TQ;HW'B=G;9W%N[/5'VF#VK@LON/,U5E/VV)P>/J,GD:BS,BGPT=*[-&D=8TR[$?:
<#K3$*"QX =?'>[,WWENT>Q^P.S<]QG.Q=[[KWWF1Y6G_ M -RV[L]7[@R/[S(C3?Y9D'14%OK8>\BX(E@A2!/@10H^P"@Z +L7))/[M>D3[=ZKU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U?_/\ ">?^ M8'6?$7YB8KI;>N<:EZ'^5&2PVP=PPUU3IQFT^T7EEH^L=
[P^8^&A6LR]=_\ ME)KAA-%D4J:AG%!"%"/.&T#<-N-S$/\ &X 6'J5_$O[.X?,4'$]&FU77@7'A ML?TGQ]A\C_D_XKZ.ON&NA;U\;[L?_F8> /_\]T?\ N\KO>1T/]BG^E'^# MH /\9^T]
(SV[U7KWOW7NO>_=>Z][]U[H9_CA_P!E#]#?^)GZN_\ >XP?M->_ M[AR_\TF_XZ>G(?[9/],/\7V#?>.O0)Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[JEW^?/\S!\0/Y??9$.WLPN-
[4^02S=%=V#'7""L0I]IE*NB(<.R B7E3;?WCNZ%Q6WA[V],?"/S:F/, M]%^YW"T]:?&_:/SXG]G\Z=?,M]S=T#W>=>Z][]U[KWOW7NO>_=>ZW'/\ MA*O\+QD,[W#\[-X8O53;?
2IZ.Z9>JA1D;-9&GH,SVCNBCULLL4V-P\V-Q-. MBF.1,CD8KZHV'N..?-RHD>U1G)[W^S@H_,U)^P=']^R6]2URWEVC_"G_"?M MZW6/<9]"+KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[H+N[NW-I]!=.]H]W; M[J?M=G]3;"W5V#N)UDACJ]L9M3"UF9GH:'SO''-E,D*04)}%25/4RI&H+,? M[6WDN[F.UB_M)'"C[2:?L'G\NJ22+%&TC?"H)_9U\B[N_MW=O?W/;& -T;_W$\;2-
3PY/=&8J\O/14(E9GBQN.^Z%/31WM%3Q(@L%]Y"VMO M'!6T=K%_9QH%'V 4 ;Z] 221I9&D;XF)/[>@M]O]4Z][]U[KWOW7NO>_=>Z. M#\!/BUEOFA\PNA?C?CDJAC^PJ]8^/>=?276;"]
<8".;F#/&):OQ1!@TB^R[=K]=MVZ6]/%$[?FQPH_-B*_+I^U@-Q<+"..!.?L_Y= M?6APV'Q6WL1BL!@L?28C"8/&T.'P^*Q\$=+08S%8REBHL?CZ*FB"Q4])14D" M1QHH"HB@#@>\'
V9G8NY)8FI/J3T.0 !0Z];Z][]U[KWOW7NO>_=>Z][MJU[IMS.7QNW\1E< F:R+'X?"8VNR^6KY}7AH<;:C66MKJR;0KOXJ:EA=VL"; M+P#[LJL!%%6)H/M/6B0!4\!U\>+N#L/)=N]M=H]L9IY9.OW2'
V+O;L/+23Z1 M,^2WKN7)[DKGF",Z>5JK)N6L2+_0GWD7;0K;V\=NOPQHJC[% '^3H R.9)&< M\6)/[>@Z]O=5Z][]U[KWOW7NO>_=>ZM2_DE=2OW)_-)^'NWC#KH]K=EMVU73 M-
$)8J1.F\!F>S\?-*#<1^;.;5I*>_ JLTR$<^R'F>X^FV*Y?S9-'^]D+_@)Z M6[='XE[&/(&O[,]?4B]P5T-.O> _=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO> M_=>Z]
[]U[KWOW7NM4+_A6+VTF"^,/QBZ2BF\=7V3W=G^Q9E24K)-BNI-E5." MGIIHUXDI9,GVW22^KCR4Z$_=>Z][]U[KWOW7NO>_=>Z^AQ_PE[ZC?8?\ +FRW8M72>.L[
MQ[XW_NN@K64!ZG;.SZ+ =:4%.I'ZH:3+O(A!Q% M$H_,U;_ 1T*MFCTVFOS9B?V8_P AZV//8,Z-^O>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NM7S_A57VT^U/A+TUU)1S>&M(<[^H0K?Q-
SEN#PCAI^;$?Y W1-OY:Z"_7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UE@@FJ9H::FAEJ
M*BHEC@@@@C>6:>:5Q'%##%&&>261V"]J@DDV'O1(J>'7NOK-?RXNC,I\:_@ MC\4NE-P8Z?#[JV5TKLQ=Z8>I14GQ&^]PXY=U;ZQ,H5Y SXS=^=K8"U_7X]5A
M>P@#>;I;W=;BZ0UC:4Z3ZJ,*?S '0YM(C#;)&?B"BOV\3 /HZOLLZ4=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:-_"M#MDY3N_XD]&0SL$V1U9OKM6O@
M1UT2R]G;LH]IXQYT5RQEI8^IJGQZE&E:AM)]3>Y1]O[?3:W%T?Q2*G^\BI_X M^.@WOLE9(XO12?VFG^3K4;]R%T1=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W MW[KW0H=)=1[O[\[?ZSZ4V#CZK*;Q[2WOMS8^ I:2EEK'2NW%E*;'"NGBB*E, M?
BXIFJJJ5F2*"FADDD=$1F#%U<1VEN]S,:1QJ6/Y"O\ /@/GU>..I9%C7XF- M.OL%;;P&,VIMW [6PL/VV'VUA<7@,33^C]C&8:A@QU!#^VD.KNTCF1OB8DG[3T/0 H"C@.GKW7K??O?
NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7R[/YXO;2]Q_S3OEWG*>K6IQNT=^8[J7'Q1R"2&A;J':N!ZZSE)$; ML58[JV[D)I5)],\L@X' G/E>W^FV&W0_$R%_]()8?R(Z!FY2>)>R'R!I^P4_
MP]5/>Q!TAZ][]U[KWOW7NO>_=Z6O6NQ\IV=V+L'K7',J9KL+>NU=CXAV0RJ MF4W9G:# T#-$'C,BK5Y!"5U+?Z7'U]M3RK!"\[?"BEC]@%>K(I=P@XD@?MZ^
MQ%M?;F)V=MG;NT<#3 _:8/:N"Q&W,-2W4 ;8G!X^GQF.I[J*?#1TJ+P ./H/ M>.DCM([2/EV))^TY/0^4!0%' #I]]TZWU[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W M[KW7O?NO= C\D/D%UO\ %;HSLSY!]MY;^$;!ZNVQ6;CS4L9B-=D9D:.DPVW< M-
#/+#%5[@W1G*JFQV/@9T$U;51(64,6"JRM)K^Z2SMQ6:1J#Y>I/R J3\ATW M-*B$9ED^%1_J_:U\]?YK_+_M+YT?(W?_,B^'V:S_',[LK12=VY3SRRX;86
MQL9)/'M;8VWTDT^/%X*BE.N32KUE9+/5RWGJ)6:>=LVZ#:K)+.W:HR?-F/% MC\S_ "%!P'0(N;A[F8ROQ/\ (>0Z*C[,.F>O>_=>Z][]U[KWOW7NO>_=>Z][MJU[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>ZZX?\ RY^Q0C L_P# _!F'_2= LO']U O-=/YO
M]F4_B/\ H1^__A_BOX/]+?\ N6^UT7_AGJOXOW?<+?N/_D4_NBGZ'C5_YM_' M_P ?_=>Z][]U[KWOW7NA%Z@RE3@^VNKLW1"(UF'[%V3E*03H9(M34X_K1FDBD<:C_#U]B_WCET
M/^O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZX^L_P"E_/V5;_;=!+=[CQKGPU^"/'Y^?\ F_+K7[]B M[HKZ][]U[KWOW7NO>_=>Z][]U[KZA7\BN'"1?RH?AVV,Q./P\4^S-X35-/C8 M?
#%59$][[CR.6J 2S2Y#,5D;U-0Y/JFE:UEL!!G-1;]_P!SJ)/<./II6@_+ MAT,]MI]#'3&#_A/5M7L/]+NO>_=>Z][]U[KWOW7NM7O M_A49\N5ZK^)NP_BKMS*-
!NWY+;LCR^[:>FE F@ZEZPK<=FJR"J"*9J5=Q[]F MPZ0MK05$&/K8K.OD '/(NW^/N#W[C].!:#_3MC^2U^RHZ)MZGT0" ?$YS]@_ MV:=:!_N6N@OU[W[KW7O?
NO=>]^ZJU[W[KW6Z'_PE+^(8CI>^/F]NC%?N5#KT M#U)4U42>F"$XK=O:N;HXYU9_W9C@L=35D6FWCR-/J:\]B->?MQS%M<9_X8_\ MP@_X\2/L/0AV2##7+?Z4?X3_)/Y];F/N-
NA!U[W[KW7O?NO=>]^ZJU[W[KW M7O?NO=5Z?S8NVEZ1_EN?,W?XJUH*I.B=X;*Q%<9!$])N#M2"'JS;=3 Y('W< M&?WG3-'#<-*%%C>Q.-@M_JMZMH>(\4,?
L3N\E/22^D\.SD;^B1^W'^7KY2W MN>^@3U[W[KW7O?NO=>]^ZJU[W[KW6TE_PE,ZC?=*S*[U[BJ:9)\;U-T(VW*: M5XPS4>Z>T]XX5<54Q2,C")VVWLC-0FQ5F64\VU @3GVX\/;8K8?%)+7\E!K_
M #9>CK9(]5PTGDJT_,G_ &#UOQ>XGZ$_7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW6@'_PJF[<3=WSCZEZFHJEYJ'I[H'$U61@:0E*
M3=O8^ZMPYK)11P!V1)/M7$X.0O97_=>Z]^ZJU[KWOW7NO>_=>Z^KQ_*OZC/1 MO\NCX;]EW9vNRJ1Q]RFW% MOT?R Z&]E'X5I&GGI'[3D_P"'H GLIZ>=NZ]^ZJU[W M[KW7O?
NO=>]^ZJU[W[KW7O?NO=:'G_"L'MD[@^5?QKZ6AG::DZPZ,S&^YT5U M:&DS7;F]:S%5E*R!B\=6<1U3CIGNH!BFB()Y E;D"WT6$]SYO*%_)%K_(7/ M09WQZSI'_"M?VG_8ZU3O8]Z).O>_=>Z]
[]U[KWOW7NO>_=>ZO! EG_R*/DI_ M,2VR.VJSMEZ]V'!D=MC<6$QM8C4 M]3DJG*8ZC^Y1X:=ZB6&H2$+[WS59;._TX4S7=*E00 O^F:AH3Y FF32HJ8V M>V378\2NB+U.:_8/]GJZI?\
A)!U^%4/X-XLX4:V7HG"(K-;U%4/:+E5)^@ M)-OZGV&?]<&;_E%7 _S_ -]&/[B3 ?A_P!Y P!GKE_T"0]>?]YO[S]$7@_M_MG> ?ZX,W_**O\ O9_Z!Z?^XD_WX?V?[/7O^@2'KS_O- >? HB\' \ ;.]^
M_P!<&;_E%7 >S_T#U[]Q)_OP_L_V>O?] D/7G_>;^__ $1>#_\ MG>_?ZX, MW_**O^]G_H'KW[B3 ?A_9_L]> Z!(>O/^\W]Y_\ HB\'_P#;.]^_UP9O^45? M][/_$#U[]Q)_OP_L_V>O?\ 0)#UY_WF_O/_
-$7@_\ [9WOW^N#-_RBK_O9 M_P"@>O?N)/\ ?A_9_L]> _P"@2'KS_O- >?\ Z(O! _P#VSO?O]<&;_E%7 >S_M -]> _<2?[V[/\ 9Z]_T"0]>?\ >;^_P#T1>#_ /MG> ?ZX,W_ "BK_O9_ MZ!Z]^XD_WX?V?
[/7O^@2'KS_ +S?WG_Z(O!_;.]^ QP\O\ E%7_'L_]> M_<2?[V[/GKW_0)#UY_WF_O/_T1>#_^V=[]_K@S?\HJ_P"]G_H'KW[B3_?A M_9_L]> Z!(>O/^\W]Y_^B+P? P!L[W[_ %P9O^45?]
[/_0/7OW$G^_#^S_9Z M]_T"0]>?]YO[S_\ 1%X/_P"V=[]_K@S?\HJ_[V?^@>O?N)/]^']G^SU8+\/# M^$[GQ#^&78V#[GWAN?=7R3[5VCD(LML>MWUB<1M[86S,U15/W.*W-B-AXV7* M-
6[JQ3*K4]5DLE704TZ)44]/!41QRH4;MSCN.Y0FVC58+=A1M))9AY@L:8/H M *\"2.E=KM,%NXD8EW"'O ?EZ]; 7L()&G7O?NO=>]^ZJU[W[KW7O?NO=>]^ MZJU[W[KW7O?NO=?,O_X4$]M-VO\
S4_D1'!5M5X;K"GV!U+A+R%Q3+M/9&%] MMRTBBY6)8=]YG+>D?DDGU$^YMY1M_I]AAJ*-)]<_FQI_QD#H';K)XEZ_HM!^ MP?YZ]4M^Q-T7]>]^ZJU[W[KW7O?NO=>]^ZJU[W3G?
?_A-?\C_)7=;
[=[F[Q[M+Q?Q?V#O+'XW/()P57LZ?L#M#;QTX>B>LKI\ MA8^26@2,QF4%;MSK9;?,UM:H9YE)#&NE0?2M"6(\Z"GSZ-[7:)IT$DC:%/#% M2?\ !3_5CJQ__H$AZ\[S?WG_P"B+P?_-LV3?ZX,W_
"BK_O9_Z!Z5_N)/ M]^']G^SU[_H$AZ\[S?WG_Z(O!__&SO?O\ 7!F_Y15_WL_]>_<2?[V[/ M]GKW_0)#UY_WF_O/_P!$?@___ +9WOW^N#-_RBK_O9_Z!Z]^XD_WX?V?[/7O^ M@2'KS_O- >?_*(Ō!_\
VSO?O]<&;_E%7_>S_P!]>_<2?[V[/]GKW_$"0 M]>?]YO[S_P#1%X/_.V=[]_K@S?\HJ_[V?\ H'KW[B3_ 'X?V?[/7O\ H$AZ M_[S?WG_.B+P?\]L[W[_7!F_Y15_WL_P#0/7OW$G^_#^S_&>O?] D/7G_
M 'F_O/\ ]$7@_P#[9WOW^N#-_P HJ_[V?^@>O?N)/]^']G^SU[_H$AZ_P"\ MW]Y_^B+P?_VSO?O]<&;_)15_P![/_0/7OW$G^_#^S_9Z]_T"0]>?]YO[S_] M$7@__MG>_?ZX,W_**O\
O9_Z!Z]^XD_WX?V?[/7O^@2'KS_O- >?_HB\'_\ M;.]^_P!<&;_E%7_>S_T#U[]Q)_OP_L_V>O?] D/7G_>;^__ $1>#_\ MG>_M?ZX,W_**O^]G_H'KW[B3_?A_9_L]> Z!(>O/^\W]Y_\
HB\'_P#;.]^_UP9O M^45?]/_ $#U[]Q)_OP_L_V>K@/Y;8QD*8K9\.7I)'BJ*AGKLJ]/++3_>?;2R0L!=YYFW# M>5\&2D=I6NA:YIPU$Y-/R'G2N>C"TVZ"T.M:M+ZGR^ST_P /5P_L.=+^O>_= M>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NF?<6>Q>U=OYW<^;J5H\+MS#Y//9>K: MVFEQ>'HI\A7U+7(&F"DIW8\CZ>[(C2.$7+,0!]IZT2%!)X#KX[O:&^\GVEV9
MV)V=RAIS/8V^MV[[RRZWETY/=^?R&X*\>21FDDM59!_4Q)/UO[R,@B6"!(% M^%$"C[*= %V+N7/$DG]O2%]N]5Z][]U[KWOW7NO>_=>ZM9_DA]2?Z9?YI?Q M
P$L*24.T^Q*CMNNEE%XJ3_0YMO-]F8F9P S:Y=Q;8HH8K VFE0FRW8$',]Q M]-L5P_FR:/\ >R%/\B>ENVQ^)>QCR!K^S\ DZ^HW[@OH:=>]^ZJU[W[KW7O M?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=:*__"G[^8!/V%VUMGXX&==9I_P"Y73CX
MW?/=TV/K\FW#VKFL6M5M;;:56(!HJ*K[:N26KE7R/&^3RS1RQ)/CD;W*?(V MT"&W;=IA^K)54^2 Y/\ MB*?8/1N@UO-UK<6J'M7)^WR'Y#_ _+K4S]R!T1 M]>]^ZJU[W[KW7O?
NO=>]^ZJU[W[K1QOBC_+_P#F!\V\O+C?C5T;N_L\''T56 ME%F=YF*CVYUWM^OFC4F&^0V!+;_=]NVQ M=5[*J,1A>+'[%%3^=*?/I^"UN+DTA4D>OE^WAU?_-1_\)./DAN&@I*ONWY2
M=0J6U52BRRXO8.SMU=OUE KQZU@JYLMD>IL<];$Y"2+!// #K$)_@U]&L>QS$?J.J_8"?\W0Z_\ 0(E_X,'_ /93_P#]97VD_P!< M/_ES_P"JO_7/IS]P_P##?^,_]#=>_P"@1+_P8/\ ^RG_
/ZROOW^N'_RY_\ M57_KGU[]P_\ #?\ C/\ T-U[_H$2_P#]+ 9WOW^N#-_RBK_O9_Z!Z]^XD_WX?V?[/7O^@2'KS_O- >?_ *(O M!_\ VSO?O]<&;_E%7_>S_P!]>_<2?[V[/]GKW_$"0]>?]YO[S_P#1%X/_M\-_VS_X5-TU[_H$2_\&#_^RG_
ROOW^N'_RY_P#57_KGU[]P_P##?^,_]#=5 MJ?-3_A.)\/BILO,]H=>Y;;?R?Z^VY23Y#<476V/SF)[,P>+I(C-6YFIZXR< M58V6Q5+'ZG_A&2R=8B\DE.D*-)[.]LYSVR_E$$P:"9N&JA4GTU#@?M
'SZ1 MW&T7$"ETHZ#TX_L_S=:^'L7]%?7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU]3S^3 M/V[4]V_RP?AMO2NJ6J\AC>IJ?K2NGDD,E3)/TSG MRF3R%GU:V@CF2W%KOES$.!DU?[V _\ S]T-
=OD\2RC8\=-/V8_R=6<>R/I9 MU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O? MNO=>]^ZJU[W[KW7O?NO=>]^ZJTVYG+XW;^(N2M$V%C\A,;79?
+5\^KPT.- MQM++6UU9-H5W\5-2PN[6!-EX!]V56=@BBK$T'VGK1(J> Z^/'W%\)D.WNW. MT^V,N9FRO:'8^^.Q,FU24:H;(;UW-D]RUIG:/]MIC4Y-M17TEKVX]Y%VT(M[M>.W7X8T51_M0!_DZ
,CF21G/%B3^T]!S[>ZKU[W[KW7O?NO=>]^Z]U:I_)(Z MF;N+^:5\/=OM3B:CVMV3)VS72R1&6&C7IW;V:[-QU1+9ET%\[M:DAB;^S/+' MP?9#$S/R%/\ (GI;MT?B7L8\@:_LSU]2#W!70TZ]
[]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>ZU/_P#A6-VQ__C+\8. ME(:GQ3]D=U;C[#J843)48WJ;9*8 W:E_B/;--)I!DB0_5>! R!;Z[Z M>Z/!(@OYNU?
\"'HCWR2D*1^K5_8/]GK1+]RIT&NO>_=>Z][]U[KWOW7NO>_= M>Z^AI_PEXZD78W\NK.=C5%(]9#NWOG?FY:.O,866IVUL['[?ZZQM('L#+3T6 MXMLYAU^MGJ''N'^>;CQ=Y$(.
(HE'YFK'^1'0JV6/3::_-F) 9C_(>MD#V#.C M?KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K6&_X53=N/M'X.=2=3452D-=W M!W]BJO(0M*]7M/KC:NXY;Z" 7O?NO=>]^ZJU[W[KW7O?NO
M='X_E_\ \N+Y'?S&^SZWK[HS#X^@P6V8*3(=B=H[N>NH=@[QE9,T=(,KD** MBKJG(;@RWAE&/Q=+%)5U9BD;+9H!-=$EV^%1\3'Y?(>9.!] MI *FUM)KM]$7 <2> _U>G6S!A\ A(]MA<92#O\
O- >?_HB\'_]L[W7_7!F_P"45?\ >S_T#U[]Q)_OP_L_V>O? M] D/7G_>;^__1%X/_[9WOW^N#-_RBK_ +V?^@>O?N)/]^']G^SU[_H$AZ_M[S?WG_Z(O!__&SO?O\ 7!F_Y15_WL_]>_<2?
[V[/]GKW_0)#UY_WF_O/_M_P!$?@___ +9WOW^N#-_RBK_O9_Z!Z]^XD_WX?V?[/7O^@2'KS_O- >?_ *(O M!_\ VSO?O]<&;_E%7_>S_P!]>_<2?[V[/]GKW_ $"0]>?]YO[S_P#1%X/_M\-_VS_X5-TU[_H$2_\&#_^RG_
ROOW^N'_RY_P#57_KGU[]P_P##?^,_]#=5 MJ?-3_A.)\/BILO,]H=>Y;;?R?Z^VY23Y#<476V/SF)[,P>+I(C-6YFIZXR< M58V6Q5+'ZG_A&2R=8B\DE.D*-)[.]LYSVR_E$$P:"9N&JA4GTU#@?M
'SZ1 MW&T7$"ETHZ#TX_L_S=:^'L7]%?7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU]3S^3 M/V[4]V_RP?AMO2NJ6J\AC>IJ?K2NGDD,E3)/TSG MRF3R%GU:V@CF2W%KOES$.!DU?[V _\ S]T-
=OD\2RC8\=-/V8_R=6<>R/I9 MU[W[KW7O?NO=>]^ZJU[W[KW7O?NO=>]^ZJU[W[KW7O? MNO=>]^ZJU[W[KW7O?NO=>]^ZJTVYG+XW;^(N2M$V%C\A,;79?
+5\^KPT.- MQM++6UU9-H5W\5-2PN[6!-EX!]V56=@BBK$T'VGK1(J> Z^/'W%\)D.WNW. MT^V,N9FRO:'8^^.Q,FU24:H;(;UW-D]RUIG:/]MIC4Y-M17TEKVX]Y%VT(M[M>.W7X8T51_M0!_DZ
,CF21G/%B3^T]!S[>ZKU[W[KW7O?NO=>]^Z]U:I_)(Z MF;N+^:5\/=OM3B:CVMV3)VS72R1&6&C7IW;V:[-QU1+9ET%\[M:DAB;^S/+' MP?9#$S/R%/\ (GI;MT?B7L8\@:_LSU]2#W!70TZ]
[]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>ZU/_P#A6-VQ__C+\8. ME(:GQ3]D=U;C[#J843)48WJ;9*8 W:E_B/;--)I!DB0_5>! R!;Z[Z M>Z/!(@OYNU?
\"'HCWR2D*1^K5_8/]GK1+]RIT&NO>_=>Z][]U[KWOW7NO>_= M>Z^AI_PEXZD78W\NK.=C5%(]9#NWOG?FY:.O,866IVUL['[?ZZQM('L#+3T6 MXMLYAU^MGJ''N'^>;CQ=Y$(.
(HE'YFK'^1'0JV6/3::_-F) 9C_(>MD#V#.C M?KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K6&_X53=N/M'X.=2=3452D-=W M!W]BJO(0M*]7M/KC:NXY;Z" 7O?NO=>]^ZJU[W[KW7O?NO
M='X_E_\ \N+Y'?S&^SZWK[HS#X^@P6V8*3(=B=H[N>NH=@[QE9,T=(,KD** MBKJG(;@RWAE&/Q=+%)5U9BD;+9H!-=$EV^%1\3'Y?(>9.!] MI *FUM)KM]$7 <2> _U>G6S!A\ A(]MA<92#O\
O- >?_HB\'_]L[W7_7!F_P"45?\ >S_T#U[]Q)_OP_L_V>O? M] D/7G_>;^__1%X/_[9WOW^N#-_RBK_ +V?^@>O?N)/]^']G^SU[_H$AZ_M[S?WG_Z(O!__&SO?O\ 7!F_Y15_WL_

7.B*/R6]U=E12[84"I^P=> +$ <3U]AWJ/KW&]2=4=8]4X;2V\;MNATZR7T_:XU+7Y_K[QTN)FN+A[AOB=V8_:Q)_P O M0_1 B!!P _9T(7MGJW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U\BKYL]OCO[Y@?)WN>&M:OQ_9/>W:&ZL%4%VD4;7R.\,LVU*
M6)W]1IZ#;:TL$5_I'&OO(7;+?Z3;H+8BC)$H/V@"O\Z] 2YD\6X>3R+']E]^Z]U[W[KW7O?NO='8_EN]2_Z<_GS\0.KY:)\AC=Q_('K2HW1 MQKJ>?9^V]RT6ZMZ 7255T[3PE:VIE94 U," ?99O5Q]+M-Q.#1EA:GVD47^9 M'2BSC\6ZC3R+#]G$_P NOK.>\?\ H<]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW1&_YF7;+=' _R_/F'V7!4+29+"] =C8W 532F M(4VZ=WX"IV9M.H#!69FAW+N"D8(-)D(TAE)U TV2W^JW>V@X@S*3]@.H_P @ M>DUX_AVLC^80_M.!U\F_W\ T!^O>_=>Z][]U[KWOW7NO>_=>ZV8/^$LW4K; MR^?78':%7212XSIKH#=%325;QF22DW;OW<6VMJ8E(20%A:IVLV=!>^K2I0*0 M[%03SW<>'M*0]TDP_8H)/\ /3T<;+'JNB_DJ']IH/\ !7KZ"GN(NA3U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U\GC^:#LZ?8G\OGYP[>FIHJ M-/\ 9H^ZL_0TD%/%24]-A]X;\S6[\'#3T\+-%%3QX;.P",+I&@#TK^D3]L<@ MEV:U<9_00?F% /\ ,= >]73=R#^F?YFO1$O9KTFZ][]U[KWOW7NO>_=>Z][]
MU[H_7P)_F3?)_P#ET[^K=W=";HI)MM;DEHO[_P#5.[X*G+]<[\@H2XI9,MB: M>KH:S&YNBCD=:;)X^>EKX59HS(\#R0R%.[;+8[S"([M3K7X7&&7[#YCU!J/S MSTJM;R:T;5$<'B#P/6]?
_+V_GW_#KYO?P/8N[LI#\;>_7["W1EU[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O? MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=$B_F4]O-T1\ _E]VE!4K29/;W0?8E%MV
MJ9BJT^[=U8&IVALZ5K,C,J;IS]&2JLK/^D,"00:;+;_5[M;P'*F9;_8+4_R! MZ37DGA6LC^84_M.!_/KY-'N?^@/U[W[KW7O?NO=>]^Z]U[W[K6SC_PE=ZC. M\/G3VGVQ35Z8SISH'-
PT54J0NHJW=C;HV]@<3K<>C_*-JX[/*%/+$7'Z3[M_/EQX>U1VX/=),/V*"3_ #T]'&R1ZKEI/)5_F3_FKU] /W$G0IZ][]U[KWOW M7NO>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>ZT)O^%6 ;C[F^8'0'3- M/5_<8[JCH>?==1 K K0[F[6WEE8\G3LOZEFDV[U]AYB?H4D2WT/N6.0;?1MT MUR1W22T_) *?S8]!C?)-5PD?*U_:?\ 8'6K)['?1+U[W[KW7O?
NO=>]^Z]U M[W[KW7U2/Y.O4O\ H5_EC_#/9CT;T-7D>F\1V1D:>9=-4F1[BKLCVU5I6*4C MECJ89-Z^-HW&N'0(VY3W _,=Q]3OES+6H$A7_>*)_P ^]#6PC\.SC7^C7]N?
M\O5EGLDZ6=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=;= P#PDGRT =>Z][]U[HDW\QCY547PL^%G?WR)>:E3/[+V15T/7])5&)ER79F[) MX-
J=>TAI9'22NI8MU9BFJ:R./4ZT$$\EM,;$&>S6!W/]]>Z][]U[KWO MW7NO>_=>ZOO_.$Z/Q"'R7_F"[:[$W#BVK>NOBOBE[ES?RZ^D+[ACH7=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^
MZ]UIA_\ "M?MMM?PVZ(HJU= 7M/MOWUO\ [DW9'* _M+?\^]!?9/(.?, _X /\O6F/[DGH/]>]^Z]U[W[KW7 MO?NO=>]^Z]U]-?\ X3^=2?Z)OY5?QP^ZH?LX1YNN/J-^FH:JFE!^2BO_
!HGH8[7'X=DGJ:G]IQ_*G5SOL-= M&'7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]TVYG+XW;^(RN? MS-9%C\/A,;?9?+5\^KPT.-QM++6UU9-H5W\5-2PN[6!-
EX!]V56=@BBK$T\V MGK1(J> Z^/'W%V)D.WNW.T^V,N9FRO:'8^^.Q,FU24:H;(;UW-D]RUIG:/] MMIC4Y-M17TEKVX]Y%VT(M[>.W7X8T51_M0!_DZ ,CF21G/%B3^T]!S[>ZKU[MW[KW7O?
NO=>]^Z]U:3 /4ZG _-,G\T;X<[9DION*;W:*l]5I9-4-/"TW@_=>Z][]U[KWOW7NL4\\ _# 4U M,T5/3T\4D\\\B10P0Q(9)9II9"J1Q1HI9F8@*!<^ _$F@X]>Z^0\\F^V)N^
M/D=WWW9-/ 4'MKN3LOL%YQ*KI2,RWCF, 0TZQ3!7IX:2CKXXHXK*(8T5 JA M0!D38V_TEE%:_P"^XU7]@ Z 4S^+,TG\3$_M/0'^U73?7O?NO=>]^Z]U[W[K MW5B7\I3J3_3?
_,H^&6P7@>JI1WCM??.3I4%Q583J7[KMC.TLW!84M3AMDSI, M19AS%39@3X%Z&_M7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^ZJT5_YM=O MGH'X??)[N>*M6@K6'R_1/.&Z<#4%UC8[HQ^S\LVU<6)W]Q*[50?LJ*_RKTS%,O)ZX*3_+'7R*_>0O0$Z]U[KWOW7NO>
M_=>Z]U[K87_P"$R74_^D'^9IC-ZS4WDINCNE>T>PTJ'2\,.2SU-BNI:.(, M1I%5-2=D53QK]2L+L/TGV#^=[CP=D,0XRRJOY"K_//HZ-=FCUWFK^%2?\G^ M7KZ+ON'.A9U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=:[7_
IV[8_N#_+4DV)#4Z*GO'O'K/8M11J]I*C#;9.9[8]ZATN-=+2Y M?K']WUM+'_*X&/(]OXN]^*>$43-^9HG^:CT4[R^FST_Q,!_E_R=?.P]S% MT%.O>_=>Z]
[]U[KWOW7NO>_=>ZWG_P#A)GU(V&^/WRM[RGHE1NP>W-G=8T%9 M*#YI*?JK:,^Y:Q:8.Q*4CU7;,]HH666'2S,80$BSW N-5W;VH/P1EO][/^ M?\ 57H2;''2)Y/5@/V# _9ZVU?]^Z]U[W[KW7O?
NO=>]^Z]U M[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO

M_I_M'^;KW_0+G_+6_P"=]\G/_1H[2_\ M9>_?UZWKT@_WD_]!=>__?UZWKT@_WD_\ 077OW+9_T_VC_-U[_H%$_M_EK?\[[Y.?\ HT=I?_:R]^_KUO7I!_O)_P"@NO?N6S_I_M'^;KW_$"Y_P_M_G??)S__&CM+_[67OW]>MZ](/]Y\ T%U[]RV?]\ ,/_U[_*!<_P"6_MM_SOODY_Z-';7_VLO?OZ];UZ0?[R?^@NO?N6S_I_M'^;KW_0+G_+6_YWWR<__M]&CM+_[67OW]>MZ](/\ >3_T%U[]RV?]/]H_S=:L_P#.7_E+_S_RPNR^OYMF;_MWS78_1/2@I,=_M'6I+_&M*C4LCN.^6^8!OD#B50EU%34!6A!K0BN1P({J:8SGHDW"Q^B<:23$W_M"O"D>]7/8EZ+_^O>__=>Z]
[]U[KWOW7NO>__=>ZWC__/A)?U,,?TC\MN\YH%+_[_MV[2V+U505#HVN*+K'.E9NW)[(%$55)VQ2^32QU-3KJ'I'N+O<'XU75O:C\ M,,/__+T:#_CAZ$FQQTCDE]6__8*_Y>MN7W'O1[U[WK7O?
NO=>]^Z]U[WK_MW7O?NO=>]^Z}U1-_PH[[:7K'^5CVO@XZM:/)=T;\ZKZEQNLA#(MC^P\AX(N!5R9;^/OT;\5B1G/[-(_FPZ+-WDT63#S8@?S_MK_@'7S9/_=>Z][]U[KWOW7NK3/Y6O\
*N[>_F<=I9O ,8S, M'7/4'7B8RK[5[*GR]/A?XK)*,5MC:^'2HH4W%O3,PTL\L5.]334U-30O_M42K>"*H(=]WZWV. .XUW#UTH#2M.))\E'V$DX'G1,964EXY_(QQ/^0?/K;> MP_\
PEI_ER4.,H:3*;S^4&;R,%.B5N6F['V/0-7U-KS3BBH>K8J6DB9R0D:A MBB !F=@7:/FY[WDL2JP >FEO^@NCT;+.1 9+D .^W3C__N?\M,.G??)S_T M:.TO_M9>]?UZWKT@_WD_]!=>__?UZWKT@_W MD_\ 077OW+9_T_VC_-U[_H%S_EK?\ .^^3G_HT=I?_M &LO?OZ];UZ0?[R?^@NO?N6S_I_M'^;KW_0+G_+6_P"=]\G/_1H[2_\ M9>__M?UZWKT@_WD_]!=>__?UZWKT@_W MD_\ 077OW+9_T_VC_-U[_H%S_EK?\[[Y.?\
HT=I?_:R]^_KUO7I!_O)_P"@_MNO?N6S_I_M'^;KW_$"Y_P_M_G??)S__&CM+_[67OW]>MZ](/]Y\ T%U[_M]RV?]/\ :/_U[_*!<_P"6M_SOODY_Z-':7_VLO?OZ];UZ0?[R?^@NO?N6
MS_I_M'^;KW_0+G_+6_YWWR<_]&CM+_[67OW]>MZ](\ >3_T%U[]RV?]/]H_S=:L_P#.7_E+_S_RPNR^OYMF;_MWS78_1/2@I,=_M'6I+_&M*C4LCN.^6^8!OD#B50EU%34!6A!K0BN1P({J:8SGHDW"Q^B<:23$W_M"O"D>]7/8EZ+_^O>__=>Z]
[]U[KWOW7NO>__=>ZWC__/A)?U,,?TC\MN\YH%+_[_MV[2V+U505#HVN*+K'.E9NW)[(%$55)VQ2^32QU-3KJ'I'N+O<'XU75O:C\ M,,/__+T:#_CAZ$FQQTCDE]6__8*_Y>MN7W'O1[U[WK7O?
NO=>]^Z]U[WK_MW7O?NO=>]^Z}U1-_PH[[:7K'^5CVO@XZM:/)=T;\ZKZEQNLA#(MC^P\AX(N!5R9;^/OT;\5B1G/[-(_FPZ+-WDT63#S8@?S_MK_@'7S9/_=>Z][]U[KWOW7NK3/Y6O\
*N[>_F<=I9O ,8S, M'7/4'7B8RK[5[*GR]/A?XK)*,5MC:^'2HH4W%O3,PTL\L5.]334U-30O_M42K>"*H(=]WZWV. .XUW#UTH#2M.))\E'V$DX'G1,964EXY_(QQ/^0?/K;> MP_\
PEI_ER4.,H:3*;S^4&;R,%.B5N6F['V/0-7U-KS3BBH>K8J6DB9R0D:A MBB !F=@7:/FY[WDL2JP >FEO^@NCT;+.1 9+D .^W3C__N?\M,.G??)S_T M:.TO_M9>]

GU];?XK_![VA\4?CITY\=-B1I_=OJ38N&VG#6+!%32YO*T\ M1JMR[HK88%2)"BG^K[>A^]I.G>O>_=>ZU3/^%8^$_Q.^,6X]4P_A7R'R.$TK'
M>G/JX.MMS5^J6:WHF7^[7[:_VU+G^S['O(#TW"=/6&O[&'^?HDWP?H(?Z?\ MD/6A][E,H,]>]^Z]U[W[KW7O?NO=>]^Z]UN??S]OF?#@?Y;WP3^+&SFC:6)(MU;_JX:F-XY7-EVU,A)5@6C
M7E/;2^]7=_(.V&\1T7_3LQJ1]BX_VPZ$.Z7%+2*%>+]"?L %/VG_!UI@^Y*Z# MW7O?NO=>]^Z]U[W[KW7O?NO=?1Y_X3C?$,?&[^7[@>T-P8K['L3Y79=.X,O_M/$B5\/745/)B>H<49451-
C*C;9GW!2W+,O\ >.0$C]*PSSGN/UN[F!#6&W&@ M?Z;BY^VO:?\ 2]"W.((!M0Y^_EY?Y_SZO[JA+HTZ]]U[KWOW7NO>_=>Z] M[]U[KWOW7NO>_=>ZT$_^%5W;3[I^;G2?45_Y<;U-T# M2YNI3RAOM]T=F[PS]3E(/"NH1WVWM("R:B0S^2VD!59I9V"M_#V R6X/Q234_M)0*?S+=!?>Y-5PL?DJ?
S)_V!U]{^QUT3=>]^Z]U[W[KW7O?NO=>]^Z]U].7^ M71U)_H+ ^!WQ$ZKEH?X,D]K?'[K'^\E%>_@WCG-KX_<>]N?\ FYN[+UK_/(7 MO'[>,CZK=;B>M5:9J?8#1?Y =#FTC*VC3S"#]M,_P
^ĈG~RWI1UW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=%E^;/;:]#?$3Y-JRBM./J^M MNB>TMV8>I0AA9FW'BMFY>;,,+3,RNBU=?N'[,"$L- ED740MR%VV6-P!7N,%M
M2H>50?L)%?Y5Z9N)/"@>3T4G^6.OD2^\A>@)U[W[KW7O?NO=>]^Z]U[W[KW6 MPO\ \)DNI_\ 2#_,TQF]9J;R4W1W2O:/8:5#1>&')9ZFQ74M'$&(TBJFI.R* MIXU^I6%V'Z3[!_]QX.R&
(<9957\A5_^?1T:[-'KO-7*D_Y/AO7T?2<.="S MKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[H%ODCVM3=%?'GO7NNKEBA@ZDZ@ M{{{9IE$B/)LK9^8W%! (2&^XEJ9\>L:1 ,TKL4L 5-
E;FZO(K4<9)%7_> MB!TW,_A1-)_"I/!U\?JIJ:BLJ)ZRLGFJJNJFEJ.JJJ97GJ*FHG=I9YYY6: M6:::5BSNQ+,Q))O[R) %!PZ 7'K#[WU[KWOW7NO>_=>Z][]U[]W_A.#U&G M:\'TOJ[.U%,]70=*]?\ :7;E;"
(C) '@VV>N<-4U1"_XDH=R=C44\,70?<11 MBYOI8*J?)03_D_P O7TE_<+]"_KWOW7NO W M~_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U
M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>ZJ2_GH]N/Y*_*P M^6.7[:OL;*[UV?ANH\9&&"O6IVONS!;'W#21D\&VS]^Z]U[W[KW7O?N MO=>]^Z]UMS?\)+^1_P"*=^V_+?
O&:.FXV3U=L3JO'U3IP\G9NZZ[=F4BIG(LST M\?5%*9;CW8HZR22^@_:_ Y.MX[MW%W0DZ[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][] MU[KWOW7NO>_=>Z]
[]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7 N M0W_A6EVRN/ZA^(?1<.0SON[LCL#MG)4J2C3 O76V,=L_"5%3#IN6JSVCD%@:.M_'@E%O]^ MZ]U[W[KW7O?NO=>]^Z]U]&[_
(3/J2-UQ_+#VSN^>B6FJN\^X.T^SO*X(JB M@Q>1H.IJ RZV:2*C*]9/\"ED0I+Y54^4N_<{7'G;XT8.(HU7]O?_P_="S9 MX]%D&_B8G_)_DZV!O81Z>Ô>_=>Z][]U[KWOW7NO>_=>Z]
[]U[KWOW7NO>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>
MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NBX_,+M^'X__!2^2'=DE3]M-U=TCV;O M3&L)GIY9\[@]H9:LV]04T\]^Z]U[W[KW7O?NO=>]^Z]ULÖ?\ M)9^HWWG\^]_=HU5,CXOICH'=-72U31"1Z?
=F_MP;] M^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW M7O?NO=>]^Z]U[W[KW7O?NO=:@'_"M3MI['K'X?=$TU6S)NG??9',6:H$D(6! MMA;?
PNSML5=3%L]S=$?"BH/]L23_P=`1#O MLE$CB]23^S_PGK2*]R?T'.O>_=>Z][]U[KWOW7NO>_=>Z^EA_PG8ZC3JS^5 M?TIE):9Z3+=P,G[.[)("_1EU[W[KW7O?NO=-M>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=8IYX:.&-IJ9HJ>GIXI)YYYY$BA M@AB0R2S32R%4CBC12S,Q 4"Y]^_)-!QZ]\U?WŸ+]J2=Y_(OOKNF6>:I/;7_=>Z][]U[H_O\][J_Z~S%_AQ
MUN]$N1H:WO;9>Z<{0.BR15=U^MJQNRMV4LZ/Z33S[:VC5K)_M>/LHWZX^EV:.MYFK0B)@/M;M'\R.E5E'XMW&GE]!_9D_X.O]{:^X#Z&_7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z]U[W[KW7O?
NO=?)6_F)=L_ZTXJM*[';J^0/9[[>]H_T2 M[2Q&ZLC@ G6.E 6C:N*HU+6!8B]N?>0.SV_TNU6\%*,L*U^TBI_F3T!KN3Q+_MJ1_(N?V5Q_+HFGLRZ3]>]^Z]U[W[KW7O?NO=&N^"?
4_^G3YH_%,J*2F^[H_^ M]_=5X+.0Z/(!MB7>6)GW54-'8ATI-MP54K+]"]$<>R_=;CZ7;,BX\TA8C[:& MG\Z=/6T?BW"1^18?LKGKZXWO'SH=|>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
MNO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW7O?NO=>]^Z]U\Z?_A3KB&QO\SFJK&G64;@Z ZFRZ1B,H:58:C=F!,#,
M6;RLSX0RZ@%XD"VXN9CY';5L=/29Q_@/^7H)[R*7GVH\O6O'{&'15U[W[KW M7O?NO=>]^Z]U[W[KW2X{)[+[{AWMG>R.TMX9_?N_S2T_=>ZVH_P#A+G*QVC\B=__#+WEAFJ M-F_'?&R;-
ZUGJX&-'D>YM\XN6')U})(P>FJI=A=>54YGA=0\.3N"@J{V#Q< M/GK<_LTVV_J3&K?Z13C_>F_P".D='6RV^N4W##M3 ^T_YA_A'6^C[BCH3}
M>]^Z]U[W[KW6ME_PJ818T#)*T_6_]^Z]U[W[KW2UWMV1O[LF;,_1O\ WCN++>$NS-E,8ZWVBVX_=>Z-C\%_C%F?F3\N.AOC M9B/NHHNSM^XS'[FR%&/\IPFP<2DVXNP_3DQR1_=8/8^(KZ]%7
22>)$)&JX M++]UOEVW,Y;UOP(:?-CA1^,;$#I^VA-Q.L(\SG[//^77UK-OX'#;5P.$VQMW^4 MN'V_MS$8W X+$44?BHL7AL/1PX_&8ZDBN?'2T-%3I%&OX10/>/SNTCF1S5V) M)/J3Q/0Y_"@*.
Z=_=>M]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z] MU[W[KW7O?NO=?+4_G5]L?Z9/YHWS&W-'4_<4>WNT6ZKH@KZH:>/IO X;JRKB-MIP"55'RFT:B5K<-+({?
5C[G,EFW^FV*V3S,>K6_P\H%]CXE{?(&G[,? MY,JMO9[TBZ]]U[KWOW7NO>_=>Z'+XQ=4S=Z_)#H+I6""6H;MCN7K/KN6.(_M2E+O#>6&P;42,G,/24==)++
(2%BB1G8A5)"6^N!:V4UR?]#B9OV GIR%/% MF2/^)@/VGKZ_\<<<,,<,,,10Q(D<44.+''"&H5(XT4!41%)X[<>A[MUS]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=43?
.^V MEZQ_E8]KX..K6CR7=&_.J^I<7)!'-(TVZH.Q"+@5O>_=>Z M][]U[KWOW7NO>_=>ZW5_^$E/4KT^V?F1WK5PZH\KG>KNI=OU'B \3[?QC?Y=X M[OA\YNTGW"[FP,:%?A/%=M6I=$9^X-
Q5[:U'D&<_G0#__T(MBC]9)?F!_A M)_PCK<=]QQT?]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=4O?\ "@7MQ^I? MY5OR*%'5 .9GLZ38G4>
(,4!YTWEO?"ONBDL>7^YV%B\LMAR+W^@/L2\HV_U& M_0U%534Y_)33_C1'1?NDGAV3TXF@_:<_RKU\RSW-W0.Z][]U[KWOW7NO>_=> MZ][]U[K<<_X24]2I4;G^8_>U7#IDQ.!ZNZEV_4>
(GRIN'(;EWCN^'SFRQ_;M MMC!MH747\MVTZ5UQ$[@W%{[:U'F6<_E0#_"W1_L4>9)?D!_E/^3K=8]QGT(N MO=>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]
MU[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[K52_P"% M7W;C[<^*/QPZ6IJE(*CM/O'+,VJXUD"U%;A.I-FU5!54GB+WDHAFNS\=/(0I
MTRP0^1,V8>\@V^N_FN3PCB"_FY_S*>B3?)*0)'_$U?V#_9ZT./_=>Z][]U[KWOW7NOH3 \"7#J9MD_R\]V=CUE.JUW=/R WMG:"K\1C;,;
MVS,)MC8>.IBQ9O,M+N?"9IPPL!YBMKJ28@ZN/%WA81PBA4?FQ+'^17H5,*F MFT+^;.?V"@_PUZV3?8+Z_^O>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KYY__}}{<3?7Q+;W7%'4NU%TCT)L7;=?1F4M*!NC>6
M3W%V)D*E(j92)ZO;.Y<*K>D,PA4DD:,2_P BV_A;.9CQEE8_D %_P@!!7>I-_M5V$\E4?M.?_UK=^QIT4=>]^Z]U[W[KW7O?NO=>]^Z]U].W^7GU*W17P6^) M/5$](U#^D]H]
=84^XJ5HS$T6[.J)@&C9]TY.L8AO4+\W]X_;Q_=>Z][]U M[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z@9/*8S"T-
1E,SD.#$XVD5&JLCDZNGH*&F621(4:.MHJZJ2*GA5Y0%4%F%V8#ZD>JJK,=*@EOEUHD 5/#H)O\ 9D/CQ_S_*Z7_P#1 MH[`_/K[{4?17G^^:I?\ >6_S=4\6+^)?VCKV^S(?'C_G_72__HT=C_\ U]]^
M^BO/]J2_{RW^,KWBQ?Q+_^T=>_P!F0^/"_^\ KI?__&CL?\ ^OOOWT5Y_OJ7 M_>6_S=>\6+^)?VCI0[:[CZBWGD5P^S^U.N-UY=T:1<5MK?&V,[D6C3]4BT.+_MRE54E%_)"V'NCVUQ$NJ2-
U7U*D#^8ZV)(V-%8$_;T_MGJ_7O?NO=>]^Z]U[_MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=4*?*1^YO]%7&K[L M#;./5?:Y3OJ,L?K/]*A>-K5'VXS,W9F=5%"O^Q5,?
ZWJ:64FRA*FUPS*"+.2[M;ZC?4<_#$C/_"TC^;_ET6;O)HLB/B! E_R=?V]S/T$^O>_=>Z][]U[KW MOW7NO>_=>ZWKO^$G/3\>#^-WR@[UGI=%;V/W)MSK2CJ)47R/B.J GQ;@:2D9
MEUK2U&3{7FCD*G3))2V/,?$5_W.N]@M1P2,M^;FG^!/Y]"78XZ0O+YEJ?L' M^SUMC>P!T>=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?N MO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=?_,%/_;C[]_F/477<%7KH M.C>B^O-HST"L#'3[AW=/F^SLC6..62JK<#O+$QL+Z?%3QD $DM,/(UOX6S&8 M\996/Y"B_P"$'1O04WF35=Z/)5 _;G *.M_=>Z][]U[KM
M59V5$5F=F"JJ@LS,QL[JHN2Q)X'OW7NOKX?$SJ>@_B[\=>DO$L4-5/2?6.P M-PN/J[Z;Z\)6;\B21_+H> M01^%"D?*@?L'1@_:/IWKWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N
MO>_=>Z)+_,E[:,HSX"_+_M""KBH,GMWH#LFFV[5S2&*.#=NY=NUFU-G.2"K. MW]ZRV_U6[6\!%5:9:_8#4_R!Z370'0'Z][]U[KWOW7NO>_=>Z][]U[K8_X2]]0#?O\QC+]D5=$TE#T9T3O
M[=5%D"C.%2;HWE68+K3'4H<>E*BNVUNO.,M JD$GY@SGFX\+9A"#F651^0J MW^$+T:,+'JNR_DJC]IQ.@ZA[A_H5]>]^Z]U[W[KW M7O?NO=-=\G.U(/C/C?
W]W1)*DA HFZ7[.[&B=]/JJ=F;+S6X:2%$:_EGJ*K M'I"=&DD8*20/JQ@^JO8;;.?DJK_O3 =-3/X<+R?PJ3^P=?'_)))))) MII'EEE=I)99&9Y))'8L\DCL2SN[$DDDDD^\B>&!T^N'OW7NO>_=>Z]
[]U[K MWOW7NKX_^$W?4_\I+_FE]:,@EIONZ+I7KCM;MBNC9-<26VW_HSQ53+QZ?L] MP=E4@_P@G_"?Y>OI(^X7Z M%W7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=?/"_X5%_\ M;RK! P#BLG5O_O6=F>Y@%_Y(I_YKM_@7H*,U_N8/](\)ZUR/8SZ*>O>_=>
MZ][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[]3145;DJVDQV.I*K(9#(M55/14%!14\M56UM;52!I2TE)2P))/4U53/(J1QHK.[L 2?>B0HU-@#KP%<#
MCU]6_P#EA_#NA^"WPFZ3Z!>EI8]ZX_;Z[N[;KJ<4\AR?;6]!'G-ZEZVF"QY. MEP%9.F&H*@@/)B\93:N1{@/?Q.Z[G+=_P"A$T3Y(N%^RO$_,GH;V=N+:.V6+
M\5*[G]O=$\]E/2KKWOW7NO>_=>ZH7_.%)F&_BG\N\KQ_W<[+Z7S.A M(O(L_GW[C=O>*\1]2^!!_'M>]QNRI;>]X%?);=^C'\2./^_D_P"3HLW<5L6^_M1'^'KYN?N:.@CU[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]UN8?\)2_B&9:OOCYO,HQ7[=,B=]25-5$_]J)ABMVIJYNCCG54_9@&"Q MU-
61:K>7[?L;2J8VYJW\$UQG_AC_S"#_CQ(^P]"#9(/BN6_P!+^,_L[?\;>&S-MW1/<:]"KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[I M.[OW3A]C;3W1O7<,[4N V?MW-
[ISE2H5FI\/M_&U.6RIOJ>3[R,AC6&)84^%% 'V 4Z #L78N M>)-?V])'VYUKKWOW7NO>_=>Z][]U[JZ[_A/9U,>U?YJ?Q_J9X&J,1U9CNQ.V M_=>Z][]U[KWOW7NO>_M=>Z]
[]U[KWOW7NO>_=>ZTZ/^%:O;?VVT?AUT123H_P#&=Q]F]MY^FO\ N4_] MVL9M[9VT9[7Y2L_O7FUY'!@X^]]R-[?V]9+F[/DJH/S))_P+T0;[)VQQ>I)_M9@?X3U1>Y-Z#O7O?
NO=>]^Z]U[W[KW7O?NO=?26_P"$X'4;]8?RM-K\[44R-M4E?W5V#VEVY6PB,1SE)MR'KG#U-40B^5Z[;?7%%/&UW/\VL8N+.5A?G.X\?? M9$"")%3^?-6H_S8]"[:(]%DN\/\
D_R=7O>PIT9]>]^Z]U[W[KW7O?NO=>]^ MZ]U[W[KW7O?NO=:C_P#PK/[2IHY1YTBZLVI0[5 MQ9JHU?6E+5S=MU)CUKIDDIF*\Q&T@^W]OJNKBZ/X(U4?[8U/_'/Y]$6^24BC MB]6)_8*?
Y>M&OW*70,Z][]U[KWOW7NO>_=>Z][]U[KZ+W_"9/]8=>_RR\5O> M6!5]N\^Z>T>Q%G9&69\;@*K&=24=.7=%)IXJOK:]DC)4&=B#=C[AOG>X\;>
MS%Y11*OYFK_\ #H6;/'HL]7\3$_Y\G6PM("'1KU[W[KW7O?NO=>]^Z]U[W[MKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?
NO=>]^Z]U[W[KW7O?NO=:"?_"][M!]T _3I/J*FF\N-ZFZ! MI_=>Z][]U[KWOW7NO>_=>Z^K)_M*7ZC?H_^6S_^OYZ0*.M7H[:V]LK1I&(FH\WVM]SVKG:2H0(@^]I-**K$/9/TKZ][**
M]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7N MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NOE(?S6^W$
M[R_F/?,KL2"K^_Q)1WIO#:.%KPQ:.NV[UE41=9;;K("UG%+58'9]-}$& 81L MH(!%A/FP6_TNS6T)%*0)^UNX_S)Z!%)XEW(_E{_9C_)U7U[-^DO7O?NO= M>]^Z]U[W[KW0\?
**%GJ9N^?DO\?>DQ'++'VSW3UCUW5^&X>+'[OWGAL%DJHN ?M%%1X^MEE=_HB(6/]I+^X^DL9KK_'W$S?L4D=.01^+,D?\ $P'[3U?I55% M5$541%"HB@*JJHLJHL%50+
**#Z>\=^A[UR]^Z]U[W[KW7O?NO=>]^Z]U[W[K MW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>] M^Z]U[W[KW2.[#WQ@^L>O\\]D[F>:/;?
7NSMS;XW#)31&>HCP>T\+6Y[+/3P@=M$S3+04$A11^IK#VY#$T\R0I\;L%'VDT'578(I<*_LZ^4?\X?GI\A?GOW!N M+M#NK>N;K<-4YO(U>P^LH_=>Z]]U[K+!/-330U---
+3U%/+'/!/!(4T$T3B2*:&6,J\B 10\.O=;KW_';^:1V_VU0+<7P6^0N\LOV&<=LC);[Z(WUNS) M566W=14VVJNABW3UCE!J.&FC/G38K
**M>WC&ZV:A*L%D4"@SP8#RR*'UJ#QJ2(MHO9)&-M*:XJI/"$?YNQM'W'/1_U[MW[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UH=?*DOF=A
**M>T^^>K/B!L?,0Y+#?'FBRF[^T)L?5)444G:N^J.@AQ>W*KQO)$G@D DA95E;D7;6@M)-QE%&F("_Z1>)^QC_QT'SZ#.]7 ->5;=>"9/VG_ M ##_]:J'L>]$G7O?NO=>]^Z]U[W[KW7O?
**NO=?4,_D:=,R](_RMOBA@ZZA6 MCS.]]FY/N++OX'+7#MS_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z] MZ]
**[]U[KY5WXX/>_8/\ ,\^;>>>J*@54E!WSNS9"RK/'4!8.LC2];TM/Y(H*= M5-'3;32(H5+1%-#,[*7:>>>78A#L=]@\X@W^]=W^7H$W[:[V0_P!'(C]F/\G5; MGLZZ2=>]^Z]U[W[KW7O?
**NO=&6^%^RJ/LKYB?$_KG(K$^/W_\ENB=E5RS_P"9 M:CW5VCM;!52S?M3_ +1@KVU>A^/[)^GM%N4I@VZXF7BD#M^Q2>G;===PB'@7 M4?M(Z^N][QYZ'G7O?
**NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U M[W[KW6(O)_P*<.VGZ]_EG5VR*>6U1WIW=U?UW40)*$E.)P$F9[_=>Z][]U[KWOW7NMY3_(2;=
**(U6"Z1^5/RK&KZ31%V-V/LOJ MO;M1,@64T?5N R.Y,_/1DD.U%7U_9U+$[@:&FQY4'5&P$6_W0>ZM[,<41F/ M^V(_P".G]O0DV..D3RGS('[/^+ZVX/]^Z]U[W[KW7O?NO=>
**M]^Z]U[W[KW5+?_"@GMC_$5?RJ_D2E/4_:Y?LV?K_J?#G7i_P#>S?.#J-R4 MU@0S^?8V(RHL/|<\ CV)>4,?ZC?H:_"FIS^2FG_&B.B_=T63^IH/VG_ #5Z M^9?
**[F!H'=>]^Z]U[W[KW7O?NO=>]^Z]UN.?\)*.J?/N?YE=XU<+I_"L%U7U3 M@*C1>.I_O!D-U;OW=#Y-0T/1?W:PC:,_J%1>ZZ1JCCW!N*);6H\RSG\J ?X6 MZ/\ 8H\R2_(#_*?
**\G6ZQ[C/H1=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=-M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
**NO=>]^Z]U\]3_A4SBZG'_S(-E5@KO0I=CYH/)ZUMO8TZ*:_MO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]UJ_+_A.O\+/]FE^>_M6!I.W/BFK.K?
**BA3XWN#/230RM0U_8J5TD'3^WVF16C2K3XQ_P!+^,_L[?\;>&>TV_C70=O@3/Y^7_EU\(+W# M'0NZ][]U[KWOW7NO>_=>ZI__)^&&_CO\'YA4/E>'P8+JO,ZXXO,Q_NYWSU
**M9N'Q%-2V2?\ A>AFOZ%8M8VL1%RFVCF&V/SD&Z"MC(/D/^/#KYA? MN<>@;U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=.&)Q.3SV5
**MQF#PM#593,9G(46)Q.,HH7J*W(Y/(U,='04-)3Q@R3U5753)'&B@EG8)-!Q/7UG/Y??Q:Q_PO^&_07QQIHZ7^+=?[%H?[[5E)XVAR MO8^XYJC='8F3CF1G,]+4[QS-
**8*8L[E*18HPQ5%]P!N]^=RW*:]/PN_;\E&%' M[*_/HRWI1U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=> M]^Z]U[W[KW7O?NO=>]^Z]U6C_.[;;I3^6-\S-
**YPU;459D>G]^Z]U[W[KW7O?NO=>]^Z]UMW?\)+NHVR/< MGRY[XFB9$V=UGL/J/'3LATU+=D[IK-Y9J*&2]BU".]: RBW'W$9]QY[@7&FV MM1[0?B=G/^U%!_P ?/1[L4=9))?0 ?M-?
**\G6\-[B_H2=>]^Z]U[W[KW7O?NO= M>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=?.I_X4Y=L_Z0/YF-,L6)[4_172 M/5_7\'T"M=/XIN2#*]O5-4PL-,T^,[)HHSR04@3_'W,?
**(]OX.R"7SEE9OR%$_ MPJ>@GO,F]\T_PJ!_E_R]:\/L8=%77O?NO=>]^Z]U[W[KW7O?NO=?76^$_4;] M"?#_ .,/3-12?99'K;H?JW:F=@*A6.YL9LW$1{HJ)57TK-6;B-5,X'&MS[QZ
**MW.X^KW&>Y!JKRL1A)I_*G0[MX_"MTC[W_EGHSWM#T]U[W[KW7O?NO=>]^Z M]U[W[KW7O?NO=>]^Z\U]_\X5)]M/O7^8)LSK.FFOC>E^@=GXNIO*)-&Z- M\9S MI-
**5T$\E0?M.?\W6M7[&O11U[W[KW7O?NO=>]^Z]U[W[KW7UG?Y;W4J]&? CX MA=7M2+05^W/C_P!:U&X*18Q${MV[DVW1;JWEZ %.I]UYRL8D@_Q-VY)X_[U M_=>Z][]U[KWO
**MW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z M][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KY:G\ZOMC_3)_-&^8VYHZ
**MG[BCV]VBW5=$%?5#3Q]-X'#=65<5. 2JH^4VC42M;AI9';ZL?<[9CU?[V2W^]_O<9/$O9#Y T_9C_"=5;>SWI%U[W[KW7O?NO=>]^Z]T(?4/ M7>5[>
**[8ZPZGP8=LWVAV)LKKO#K& TC97>NY<9MK'B-6]+..O)I8'@GVS<3+; MV\EP_P .;,Q^Q03_).K1H9)%>6('[>OL/83*8[;N&Q&W\/3)18C!8R@PV* MHX_\W28[&4D5%0TT?
**^T04T"H/\![QT9F=B[98FI^T]#X 4' =.?NO6^O>_= M>Z][]U[KWOW7NO>_=>Z][]U[KWOW7NO>_=>Z][]U[KW MOW7NO>_=>Z][]U[KWOW7NO>_=>Z]
**[]U[KWOW7NO>_=>Z#7N?L?'=./=L=NY M@PC$=5]:[Z{'RAJ7\=.,=L:?.^5W/?&MBO]XX138MM;7%EN;CV_,0MOCRY,*Y#.Y7)YO+53UN5S&0K_=>Z] M[]U[KWOW7NKN/^$\?
**4;=]_S4>B:Z:)I\3U+A.Q^W,RBH20N!V9E-O;>E\E[0 MK3[VW7BY"2&U!-'!8, QSAN]4^2@G^7^]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?
**NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=$W_)BU-45G\OGY MUT='!-55=5\-_D[34M+31//45-1/TGO>*""""")6EFFFE8*B*"S,0 +^S+9B! MN]J3P^IB_P"/KTGN\VLO_--
**O\!Z^2G[R!Z W7O?NO=>]^Z]U[W[KW7O?NO=6 M%?RI?D=A_B?_#"OB[W;N:O7%{/P?87]U[9*:14H\9LWLO!Y?K7_>Z M][]U[KWOW7NO>_=>Z]
**[]U[KWOW7NO>_=>ZHF_G%_SF^M?Y?FPlJ5U5F\)O7 MYD;GPZ0[8VC L.8QG4E)F*=S3]@=DH/)0TU124C"HQ>$G)JLC*\$LL(H&:5A M5RYRW/N\HN+@%=M4Y/
**O3*_Y6X#..]%FX;@EJI1"#<$8'I%S_D'^3KYP.Z- MS[BWMN7<&\=WYO}EW7NO-9/<>Y=Q9NLGR.8SN>S5;-D]^Z]T.7QEZ-W%\F?D+TO\?]JK4#-=O=D[2V)#5TU.U4V(HL[EZ:ES
**M.X9X5!)H-M89JC(5+'TI3TSLL> ?:6^NDL;.6[D^&-"WVT&!^9P/F>G(8C-*L M2\6('7UXJ];8PFR=K[;V9MJABQFW-I8##[8P&-@ 6"X3 XZGQ6*H854!5BI M*&DCC4 +[QYD=I9&D]^
**MZ]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7 MO?NO=>]^Z\UEO\ F0*R_P P_P">0964GYF_*!@&!!TOW=OAT:Q_LLC @_D& M_O(@#9?\
**DCVG_/-%_P_<7H#?7^Y}^Z]U[W[KW M0[_%KLRBZ6^3GQS[CR3:,_=U-WOU#V97MXVFTT6P^P-O;IJF\2)*\MH,4WI"L M6^@!^GM)?P&YL9K9>,D3K_O2D?Y>G(\.9)##P5@?
**V&O7U]:2KI,A24M?055/ M6T-;3PU='64DT=325=)4QK-3U5+40L\,}//"X='0E64@@D'WCP00:'!'0}XY M'4CWKKW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]UI/_
**/"M M7MY:G>/P[Z%*EE?",9[+[>W!2.@=5G7=&4P.S-GU)0-=6I3M#.*'1SYC8\'M)OM.;TCN;L;*@_(@_"O0=WV3NCB^1/0?X#UU^Y&Z(.O>_=>Z]][U[KW6
**MW7NN<<\,+L>'=\8\,]:B'LGL"KJ=[[UQT\EE:==O9O.R8N%V" MLU+0Q7*VL(#WV_&Y;M-=KF,M1?\ 2KVJ?S K]IZ&]E!]/:I$?B S]IR?\W1_MO91TJZ][U[KWOW7NO>_=>Z}
**[]U[KWOW7NO>_=>ZU)/^%9O;2XGH;XG]&0U: MB;??;&].TJZCBD'E%+U=M*GVM0R5:(=:4]14]LR^+7997IW*W,1TR#[?V^J[MN+H_@C5?]Z-?
**^?.B+?)*1)%ZL3^P4_R]:,.WN4N@WU[W[KW7O?NO=>]^Z]U[W M[KW7T5/^$QG4XV#_"T*??,L;&H[R[P[/W]%.\;(QQ>VY_\HHE7\S5_\##H6;,FFSU?Q,3_)\/G6Q![!_1
**MKU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O M?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7S]O^%6G_;P M[IK_
**,4PZ_]_A\B?QOT3 M]>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7TT/Y#'PM'P[^ M'7L^X\0F/[8^0?V_>79#RPH,C1T^Z<=3?Z/=JU,I'W,*;_=>Z]
**[]U[JN3^;QB%$?LCYO4;3M3B'X^[YRXD6,2%FV_1I MGD@TEDLM4^-$1:_H#ZK&UB<\O-HWRU/_Y1^W'^7I?>BMG)_M+U[J;W/70) MZ][]U[KWOW7NO>_=>Z]
**[]U[KWOW7NO>_=>ZJ[]U[KWOW7NKVO^$\/Q#'R>_F M%[,WGN'%??\ 7/Q@Q_\IOW(\\2/15&\,7614'5&'9W615K3O6:/,(A4B2GP MDZW4V/L*\X;C]#+L[1{:33G0/L/QG_>TP>-
**=AC\"9_/R_GG\NOI->X M6Z%W7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO M=:R?_"]#MO\ N?_K'JNBKOM\GW%\@=O\ W]%;_BX;.Z]VON;
**<66Y_'VN[MJK;[_P"Q[C?D.W\3=7G({8X3^UB /Y:NB?>Y-_L$'%G_)#/^&G7S]__=>Z][]U[KWOW7NOH6?\)<^I/[C_,O^]]Y^CJE% MGDVQLO%;=Z_QM+)QS]MN3 YF0&Y%I[?
**@^X@YZN/%WA81PBB4?FQ+'^17H5;+ M'IM"_FS'^6/_6R1[!?1OU[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U\FG^95VW_IT^?
**WR_P"SXIWJ<=G^_NQJ' 3RG]R7:FU,_5;/ MV@\@NPC=MKX"CN@+*A]O !,_P"RV_TNTV\'XA"M?M(J?YD] :\D\6ZD?R+G M@P/Y=$A]FG2?KWOW7NO>_=>Z]]U[HS_P

MU[W{KW7O?NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O? MNO=>]^Z]T/GQ5ZI;O7Y.?'GI<0-41]K=V=7]?5<8!(7'{LWIA<)DIY;?IZ7 M'UDLLK?1(T9CP/:2_N/I;&:Y_P!]Q,W[%)'3L">+,D?\3 ?M/7U]E5454151 M$4*B* JJJBRJJBP55 L /I{QWZ'G7+W[KW7O?NO=>]^Z]U[W{KW7O?NO=>]^ MZ]U[W{KW7RR/YSW;;=T? S0/F1NM:MJNDP?,-9U;CR)"I]/#2=-8G%=4,E& 3$ ME/-5[.EF)3TR22O)RSEC. _+5O]-L5M'YF/5_O9+_ .7H%;C)XE[{WHU/V8_R M=5A>SSI'U[W{KW7O?NO=>]^Z]U[W{KW7O? NO=>]^Z]U M[W{KW7O?NO=>]^Z]U M[W{KW7O?NO=>]^Z]U[W{KW7O?NO=; G_":J3_2-_,] MVMN^:A^ZH^C>57FD-J;EK,IBZ+J,'NRM^U/5"7LQGAC-W5HC,HO"64(\ M[7'@[&T=_=>Z]!]U[KWOW7NF7J2+$^;[BN MZWW'D7U@[RV(*A()'=@V2H3!6J%::6&"<.7=\CWJR#,0+U !(OS_ (@/1OY& MH\JD&W]FUI-0?V+?"2\ )]H_V>]D?8AZ0]>]^Z]U[W{KW7O?NO=>]^Z]U[W{ MKW7O?NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O?NO== MJK.RHBLSIP554%F9F-E55%R6)/]^Z]UNP_R*_Y$^0V9D-H?-,YL;0J,=NW' M5%##N7H;H?<-,T-7MFKA9*O$]G=G8N8"2#<4$@6;#82=0V/8+55B"]$4--&7- M7-0E#;9MC5C.))!Y^JJ?3U;SX#&2(MLVPJ1<7{{IOPKZ?,_Y!UN)>XYZ/^O>_ M=>Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U[KWOW7NO>_=>Z]!]U[K MWOW7NO>_=>Z]![]U[KWOW7NO>_=>Z]!]U[KWOW7NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O?NO=>]^Z]U[W{KW7O?

~~[7_1O_LRVC7YE\G\,_P!+W[GFT?\G MWG[>B^CUV]BF'Q<:_%_VWA_ST?Y.BQ]'X=/Y:O\ +T!GM5TWU[W[KW7O?NO=_M>]^Z]U[W[KW7O?NO=&=ZS_T5?Q.E_O3_ ++%]KHH?-_I,_V[1^>O_ "=7K_## M_0C_ !O:_P#HQ_Z!OONOXAC_ #_[,1_PX5_>CR^:/[K^%_[-[_N&_O'?5]G] MM^S]WH^WX\?L*[E]5H;Q_P!]4I_H?T]/S\'-/6OEQZ,K?PZC1])_MO$K_P : MZWLNF?\ F5NR?^98_P#%EB_YDS_S*W_/3?\ 'D_]67_4_P"UZO<5W/\ ;M\? M'\?Q?[,Y]":/X!\Y_=>Z]]U[KWOW7NO>_=>Z]]U M[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z] [}U[KWOW7NO>_=>Z]]U[KWOW7NO> M_=>Z]]U[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z9=R?\ M>[G_/BR_P#%ERG_!\G_'N_\ 9_^+__ -67_E:_YL:O=D^,<>(X_B0_NM_LI?VOFDO\ Z-/]GK_ANCP4VF_^F/\ W+^'R:M-OW/)KU>C MQ^Q?!]3I_4^HK_2\"O\ QC'14_AU[?#_"U_Y>@Q_P!^1_WYG_V87V_^K_PW M_JGU3M_H_P#&NO?[\C_OS/\ [,+[]^K_ ,_ZI]>[?Z/_&NO?[\C_OS/_LPO MOWZO_#?^]?7NW^C_ ,:Z]_OR/^_,_P#LPOOWZO\ PW_JGU[M_H_\:Z]_OR/^ M_,_^S"^_?J_\-_ZI]>[?Z/\ QKKW^_(_[\S_.S"^_?J_P##?^J?7NW^C_QK MI8;*_P!%O\5/\=_V6C[31%;^^O\ LXO*U?/7^CX-?^-8ZLNBN='YZ_\G5S7Q(_T_?8[_1Y_T#M_QK[RF^Y_V: M;_AS#5]U>&VO_9H?]^#^C3_P$_R+7>_JU^PWN'U=#XW[XTT_T+Z;_K%W?MST M80>%7L^DK_2\3_G['6^%\7?^9(;*_P"R?7\ @$__&2[_P R0_SA_P"/*_Z8 MO]5_M7N*K_\ W*;^VX_Z+\?^VZ$T/]F/A_VO#\NC!>T?3O7O?NO=>]^Z]U[W M[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW7O?NO=>]^Z]U[W[KW5"_P#P MH6_N9_LF&!_OW_LG7\#_- (D>C_9K_\ 3U_%OXG_';S7\,_T"_[+C_QD3_2 M5]U;S>3_'$?POS_'_^3ZO8KY0\3]YGPOJ=6C_0O#I2HKXGB=NG^=:4ST6; MKI^G[O#I7\6K_C.G-?Y4X]?/[?Z/_M !KKW^_(_P"_;_\ LPOOWZO_W_*I]>[?Z/_&NO?[\C_OS/_LPOOWZO_#? M^J?7NW^C_P :ZO:_D1?Z,?\ 9O>JOX9_PVU_?C^^.-\/^F7_ &;W_3W_C[MI_NO]EV_O=_SCS_I1U>/^&>? _V;/'6G@ZJ^>O5_M:]M?Y]?0T]P_T*NO>_=>Z]]U[KWOW7NO> M_=>Z]]U[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z]]U[KWOW7NO>_=>Z]]U[AKWOW7NO>_=>Z] [}U[KWOW7NO>_=>Z]]U[KWOW7NO__9 end XML 15 R1.htm IDEA: XBRL DOCUMENT~~

Cover - shares	6 Months Ended Jun. 30, 2024	Aug. 05, 2024
Cover [Abstract]		
Document type	10-Q	
Document Quarterly Report	true	
Document Period End Date	Jun. 30, 2024	
Document Transition Report	false	
Entity File Number	001-39541	
Entity registrant name	WHEELS UP EXPERIENCE INC.	
Entity Incorporation, State or Country Code	DE	
Entity Tax Identification Number	98-1617611	
Entity Address, Address Line One	2135 American Way	
Entity Address, City or Town	Chamblee	
Entity Address, State or Province	GA	
Entity Address, Postal Zip Code	30341	
City Area Code	212	
Local Phone Number	257-5252	
Title of 12(b) Security	Class A common stock, $0.0001 par value per share	
Trading Symbol	UP	
Security Exchange Name	NYSE	
Entity Current Reporting Status	Yes	
Entity Interactive Data Current	Yes	
Entity Filer Category	Non-accelerated Filer	
Entity Small Business	true	
Entity Emerging Growth Company	false	
Entity Shell Company	false	
Entity Common Stock, Shares Outstanding		697,663,854
Entity CIK	0001819516	
Amendment Flag	false	
Fiscal Period Focus	Q2	
Current Fiscal Year End Date	--12-31	
Fiscal Year Focus	2024	

~~XML 16 R2.htm IDEA: XBRL DOCUMENT~~

CONDENSED CONSOLIDATED BALANCE SHEETS - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Current assets:		
Cash and cash equivalents	$ 141,493	$ 263,909
Accounts receivable, net	34,005	38,237
Parts and supplies inventories, net	21,242	20,400
Aircraft held for sale	36,900	30,496
Prepaid expenses	33,608	55,715
Other current assets	21,558	25,277
Total current assets	288,806	434,034
Property and equipment, net	287,395	337,714
Operating lease right-of-use assets	60,059	68,910
Goodwill	217,656	218,208
Intangible assets, net	107,269	117,766
Other non-current assets	125,104	139,428
Total assets	1,086,289	1,316,060
Current liabilities:		
Current maturities of long-term debt	21,152	23,998
Accounts payable	41,934	32,973
Accrued expenses	88,124	102,475
Deferred revenue, current	702,174	723,246
Other current liabilities	20,722	24,810
Total current liabilities	874,106	907,502
Long-term debt, net	218,612	235,074
Operating lease liabilities, non-current	49,887	54,956
Other non-current liabilities	14,743	18,655
Total liabilities	1,157,348	1,216,187
Commitments and contingencies (Note 13)		
Total mezzanine equity	1,093	2,476
Equity:		
Common Stock, $0.0001 par value; 1,500,000,000 authorized; 698,057,072 and 697,131,838 shares issued and 697,663,854 and 696,856,131 shares outstanding as of June 30, 2024 and December 31, 2023, respectively	70	70
Additional paid-in capital	1,905,871	1,879,009
Accumulated deficit	(1,957,626)	(1,763,260)
Accumulated other comprehensive loss	(12,344)	(10,704)
Treasury stock, at cost, 393,218 and 275,707 shares, respectively	(8,123)	(7,718)
Total Wheels Up Experience Inc. stockholders' equity	(72,152)	97,397
Non-controlling interests	0	0
Total equity	(72,152)	97,397
Total liabilities and equity	$ 1,086,289	$ 1,316,060

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CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) - $ / shares	Jun. 30, 2024	Dec. 31, 2023
Statement of Financial Position [Abstract]		
Common stock par value (in dollars per share)	$ 0.0001	$ 0.0001
Common stock authorized (in shares)	1,500,000,000	1,500,000,000
Common stock issued (in shares)	698,057,072	697,131,838
Common stock outstanding (in shares)	697,663,854	696,856,131
Treasury stock, at cost (in shares)	393,218	275,707

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CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - USD ($)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Income Statement [Abstract]				
Revenue	$ 196,285,000	$ 335,062,000	$ 393,386,000	$ 686,874,000
Costs and expenses:				
Cost of revenue (exclusive of items shown separately below)	191,690,000	327,903,000	389,950,000	681,694,000
Technology and development	10,529,000	14,430,000	21,610,000	30,303,000
Sales and marketing	21,480,000	23,149,000	42,917,000	48,952,000
General and administrative	35,949,000	40,065,000	72,186,000	79,481,000
Depreciation and amortization	15,593,000	15,123,000	30,988,000	29,568,000
(Gain) loss on sale of aircraft held for sale	234,000	(2,621,000)	(2,490,000)	(3,487,000)
Impairment of goodwill	0	70,000,000	0	70,000,000
Total costs and expenses	275,475,000	488,049,000	555,161,000	936,511,000
Loss from operations	(79,190,000)	(152,987,000)	(161,775,000)	(249,637,000)
Other income (expense)				
Gain (loss) on disposal of assets, net	136,000	(1,538,000)	1,576,000	(1,538,000)
Loss on extinguishment of debt	(805,000)	(870,000)	(2,511,000)	(870,000)
Change in fair value of warrant liability	(70,000)	621,000	(98,000)	746,000
Interest income	285,000	1,865,000	341,000	5,686,000
Interest expense	(16,667,000)	(7,658,000)	(31,222,000)	(15,777,000)
Other income (expense), net	(221,000)	(42,000)	(350,000)	103,000
Total other income (expense)	(17,342,000)	(7,622,000)	(32,264,000)	(11,650,000)
Loss before income taxes	(96,532,000)	(160,609,000)	(194,039,000)	(261,287,000)
Income tax benefit (expense)	(441,000)	16,000.0	(327,000)	(172,000)
Net loss	(96,973,000)	(160,593,000)	(194,366,000)	(261,459,000)
Less: Net loss attributable to non-controlling interests	0	0	0	0
Net loss attributable to Wheels Up Experience Inc.	$ (96,973,000)	$ (160,593,000)	$ (194,366,000)	$ (261,459,000)
Net loss per share of Common Stock (Note 18)				
Basic (in dollars per share)	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)
Diluted (in dollars per share)	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)
Weighted-average shares of Common Stock outstanding:				
Basic (in shares)	697,458,966	25,570,200	697,403,388	25,446,199
Diluted (in shares)	697,458,966	25,570,200	697,403,388	25,446,199

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CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Statement of Comprehensive Income [Abstract]				
Net loss	$ (96,973)	$ (160,593)	$ (194,366)	$ (261,459)
Other comprehensive income (loss):				
Foreign currency translation adjustments	(98)	3,296	(1,640)	4,219
Comprehensive loss	(97,071)	(157,297)	(196,006)	(257,240)
Less: Comprehensive loss attributable to non-controlling interests	0	0	0	0
Comprehensive loss attributable to Wheels Up Experience Inc.	$ (97,071)	$ (157,297)	$ (196,006)	$ (257,240)

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CONDENSED CONSOLIDATED STATEMENTS OF EQUITY - USD ($) $ in Thousands	Total	Common Stock	Additional paid-in capital	Accumulated deficit	Accumulated other comprehensive loss	Treasury stock	Non-controlling interests
Beginning balance (in shares) at Dec. 31, 2022		25,198,298					
Beginning balance at Dec. 31, 2022	$ 251,920	$ 3	$ 1,545,530	$ (1,275,873)	$ (10,053)	$ (7,687)	$ 0
Beginning balance (in shares) at Dec. 31, 2022						264,441	
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Equity-based compensation	11,210		9,951				1,259
Change in non-controlling interests allocation	0		1,259				(1,259)
Issuance of Common Stock upon settlement of restricted stock units (in shares)		227,513					
Net loss	(100,866)			(100,866)			
Other comprehensive income (loss)	923				923		
Ending balance (in shares) at Mar. 31, 2023		25,425,811					
Ending balance at Mar. 31, 2023	163,187	$ 3	1,556,740	(1,376,739)	(9,130)	$ (7,687)	0
Ending balance (in shares) at Mar. 31, 2023						264,441	
Beginning balance (in shares) at Dec. 31, 2022		25,198,298					
Beginning balance at Dec. 31, 2022	251,920	$ 3	1,545,530	(1,275,873)	(10,053)	$ (7,687)	0
Beginning balance (in shares) at Dec. 31, 2022						264,441	
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Net loss	(261,459)						
Ending balance (in shares) at Jun. 30, 2023		25,622,496					
Ending balance at Jun. 30, 2023	12,819	$ 3	1,563,672	(1,537,332)	(5,834)	$ (7,690)	0
Ending balance (in shares) at Jun. 30, 2023						265,300	
Beginning balance (in shares) at Mar. 31, 2023		25,425,811					
Beginning balance at Mar. 31, 2023	163,187	$ 3	1,556,740	(1,376,739)	(9,130)	$ (7,687)	0
Beginning balance (in shares) at Mar. 31, 2023						264,441	
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Equity-based compensation	6,604		6,592				12
Change in non-controlling interests allocation	0		12				(12)
Reclassification of equity awards	328		328				
Issuance of Common Stock upon settlement of restricted stock units (in shares)		196,685					
Reverse stock split fractional shares (in shares)						859	
Reverse stock split fractional shares	(3)					$ (3)	
Net loss	(160,593)			(160,593)			
Other comprehensive income (loss)	3,296				3,296		
Ending balance (in shares) at Jun. 30, 2023		25,622,496					
Ending balance at Jun. 30, 2023	$ 12,819	$ 3	1,563,672	(1,537,332)	(5,834)	$ (7,690)	0
Ending balance (in shares) at Jun. 30, 2023						265,300	
Beginning balance (in shares) at Dec. 31, 2023	696,856,131	697,131,838					
Beginning balance at Dec. 31, 2023	$ 97,397	$ 70	1,879,009	(1,763,260)	(10,704)	$ (7,718)	0
Beginning balance (in shares) at Dec. 31, 2023	275,707					275,707	

Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Equity-based compensation	$ 2,812		2,812				
Issuance of Common Stock upon settlement of restricted stock units (in shares)		558,125					
Shares withheld for employee taxes on vested equity awards (in shares)						92,764	
Shares withheld for employee taxes on vested equity awards	(338)					$ (338)	
Net loss	(97,393)			(97,393)			
Other comprehensive income (loss)	(1,542)				(1,542)		
Ending balance (in shares) at Mar. 31, 2024		697,689,963					
Ending balance at Mar. 31, 2024	$ 936	$ 70	1,881,821	(1,860,653)	(12,246)	$ (8,056)	0
Ending balance (in shares) at Mar. 31, 2024						368,471	
Beginning balance (in shares) at Dec. 31, 2023	696,856,131	697,131,838					
Beginning balance at Dec. 31, 2023	$ 97,397	$ 70	1,879,009	(1,763,260)	(10,704)	$ (7,718)	0
Beginning balance (in shares) at Dec. 31, 2023	275,707					275,707	
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Shares withheld for employee taxes on vested equity awards (in shares)	393,218						
Net loss	$ (194,366)						
Ending balance (in shares) at Jun. 30, 2024	697,663,854	698,057,072					
Ending balance at Jun. 30, 2024	$ (72,152)	$ 70	1,905,871	(1,957,626)	(12,344)	$ (8,123)	0
Ending balance (in shares) at Jun. 30, 2024	393,218					393,218	
Beginning balance (in shares) at Mar. 31, 2024		697,689,963					
Beginning balance at Mar. 31, 2024	$ 936	$ 70	1,881,821	(1,860,653)	(12,246)	$ (8,056)	0
Beginning balance (in shares) at Mar. 31, 2024						368,471	
Increase (Decrease) in Stockholders' Equity [Roll Forward]							
Equity-based compensation	5,332		5,332				
Reclassification of equity awards	18,718		18,718				
Issuance of Common Stock upon settlement of restricted stock units (in shares)		367,109					
Shares withheld for employee taxes on vested equity awards (in shares)						24,747	
Shares withheld for employee taxes on vested equity awards	(67)					$ (67)	
Net loss	(96,973)			(96,973)			
Other comprehensive income (loss)	$ (98)				(98)		
Ending balance (in shares) at Jun. 30, 2024	697,663,854	698,057,072					
Ending balance at Jun. 30, 2024	$ (72,152)	$ 70	$ 1,905,871	$ (1,957,626)	$ (12,344)	$ (8,123)	$ 0
Ending balance (in shares) at Jun. 30, 2024	393,218					393,218	

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CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Cash flows from operating activities		
Net loss	$ (194,366)	$ (261,459)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	30,988	29,568
Equity-based compensation	25,479	18,142
Payment in kind interest	20,501	0
Amortization (accretion) of deferred financing costs and debt discount	(1,328)	1,124
Change in fair value of warrant liability	98	(746)
Gain on sale of aircraft held for sale	(5,208)	(3,487)
Loss on extinguishment of debt	2,511	870
Impairment of goodwill	0	70,000
Other	4,653	1,519
Changes in assets and liabilities:		
Accounts receivable	1,502	27,698
Parts and supplies inventories	2,635	5,637
Aircraft inventory	1,673	(2,008)
Prepaid expenses	20,204	(14,499)
Other non-current assets	17,473	(16,420)
Accounts payable	9,287	9,166
Accrued expenses	(14,232)	(32,393)
Deferred revenue	(21,378)	(248,358)
Other assets and liabilities	(1,275)	3,976
Net cash used in operating activities	(100,783)	(411,670)
Cash flows from investing activities		
Purchases of property and equipment	(9,633)	(12,201)
Purchases of aircraft held for sale	(2,313)	(961)
Proceeds from sale of aircraft held for sale, net	37,856	24,981
Proceeds from sale of divested business, net	5,903	0
Capitalized software development costs	(7,825)	(12,924)
Other	105	194
Net cash provided (used in) by investing activities	24,093	(911)
Cash flows from financing activities		
Purchase shares for treasury	(404)	0
Purchase of fractional shares	0	(3)
Repayments of long-term debt	(40,992)	(18,680)
Net cash used in financing activities	(41,396)	(18,683)
Effect of exchange rate changes on cash, cash equivalents and restricted cash	(1,175)	(540)
Net decrease in cash, cash equivalents and restricted cash	(119,261)	(431,804)
Cash, cash equivalents and restricted cash, beginning of period	292,825	620,153
Cash, cash equivalents and restricted cash, end of period	173,564	188,349
Supplemental disclosure of cash flow information:		
Cash paid for interest	$ 12,814	$ 16,097

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SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES	6 Months Ended
	Jun. 30, 2024
Accounting Policies [Abstract]	
SUMMARY OF BUSINESS AND SIGNIFICANT	**SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES** Wheels Up Experience Inc. ("Wheels Up", or "we", "us", "our" or the "Company") is a leading provider of on-demand private aviation in the United States ("U.S.") and one of the largest companies in the industry. Wheels Up offers a complete global private aviation solution with a large and diverse aircraft fleet, backed by an uncompromising commitment to safety and service. Our offering is delivered through

ACCOUNTING POLICIES

a mix of our member programs and charter solutions that strategically utilize our owned and leased aircraft fleet and an "asset-light" charter model to deliver a greater range of global travel alternatives. In addition, our unique partnership with Delta Air Lines, Inc. ("Delta") allows Wheels Up to offer a wide variety of aviation solutions across both private and premium commercial travel.

Basis of Presentation

The condensed consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial reporting, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the financial information and footnotes required by GAAP for annual financial statements. As a result, this Quarterly Report on Form 10-Q (this "Quarterly Report") should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on March 7, 2024. In the opinion of the Company's management, the condensed consolidated financial statements in this Quarterly Report include all adjustments necessary for the fair presentation of the Company's balance sheet as of June 30, 2024, and its results of operations, including its comprehensive loss and stockholders' equity for the three and six months ended June 30, 2024 and 2023. All adjustments are of a normal recurring nature. The results for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent period or for the fiscal year ending December 31, 2024.

Immediately after the close of trading on the New York Stock Exchange (the "NYSE") on June 7, 2023, the Company effected a reverse stock split of Wheels Up's outstanding shares of Class A common stock, $0.0001 par value per share ("Common Stock"), at a reverse stock split ratio of 1-for-10 (the "Reverse Stock Split"). Accordingly, the presentation of all periods covered by the condensed consolidated financial statements contained herein have been adjusted to give retroactive effect to the Reverse Stock Split, as applicable, including adjustments to per share net loss and other per share of Common Stock amounts.

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We consolidate Wheels Up MIP LLC ("MIP LLC") and record the profits interests held in MIP LLC that Wheels Up does not own as non-controlling interests (see Note 12). All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

Preparing the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates due to risks and uncertainties. The most significant estimates include, but are not limited to, the useful lives and residual values of purchased aircraft, the fair value of financial assets and liabilities, acquired intangible assets, goodwill, contingent consideration and other assets and liabilities, sales and use tax, the estimated life of member relationships, the

determination of the allowance for credit losses, impairment assessments, the determination of the valuation allowance for deferred tax assets and the incremental borrowing rate for leases.

Foreign Currency Translation Adjustments

Assets and liabilities of foreign subsidiaries, where the functional currency is not the U.S. dollar, have been translated at period-end exchange rates and profit and loss accounts have been translated using weighted-average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the condensed consolidated balance sheets and the condensed consolidated statements of other comprehensive loss as a cumulative translation adjustment.

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," or ASU 2023-07. The amendments in ASU 2023-07 aim to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 will be effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," or ASU 2023-09. The amendments in ASU 2023-09 aim to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2025, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.

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REVENUE RECOGNITION

6 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

REVENUE RECOGNITION

REVENUE RECOGNITION

Disaggregation of Revenue

The following table disaggregates Revenue by service type and the timing of when these services are provided to the member or customer (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Services transferred at a point in time:				
Flights, net of discounts and incentives	$ 163,684	$ 235,284	$ 314,613	$ 467,046
Aircraft management[1]	2,905	46,073	6,030	107,315
Other	13,257	28,138	38,916	59,945
Services transferred over time:				
Memberships	16,046	21,478	32,900	43,158
Aircraft management[1]	52	2,429	120	4,881
Other	341	1,660	807	4,529
Total Revenue	$ 196,285	$ 335,062	$ 393,386	$ 686,874

(1) On September 30, 2023, we completed the sale of the aircraft management business. See Note 4.

Contract Balances

Accounts receivable, net consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Gross receivables from members and customers	$ 41,266	$ 43,970
Undeposited funds	1,181	2,131
Less: Allowance for credit losses	(8,442)	(7,864)
Accounts receivable, net	$ 34,005	$ 38,237

Deferred revenue consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Flights - Prepaid Blocks	$ 673,052	$ 686,413
Memberships - annual dues	27,576	33,890
Memberships - initiation fees	1,249	2,377
Flights - credits	751	1,366
Other	10	183
Deferred revenue - total	702,638	724,229
Less: Deferred revenue - current	(702,174)	(723,246)
Deferred revenue - non-current	$ 464	$ 983

Deferred revenue, non-current is presented within Other non-current liabilities on the condensed consolidated balance sheets.

Changes in Deferred revenue for the six months ended June 30, 2024 were as follows (in thousands):

Deferred revenue as of December 31, 2023	$ 724,229
Amounts deferred during the period	368,602
Revenue recognized from amounts included in the deferred revenue beginning balance	(270,740)
Revenue from current period sales	(119,453)
Deferred revenue as of June 30, 2024	$ 702,638

Revenue expected to be recognized in future periods for performance obligations that are unsatisfied, or partially unsatisfied, as of June 30, 2024 were as follows (in thousands):

Remainder of 2024	$ 232,988
2025	310,552
2026	79,564
2027	79,534
Total Deferred revenue	$ 702,638

Costs to Obtain a Contract

Capitalized costs related to sales commissions and referral fees were $1.9 million and $3.9 million for the three and six months ended June 30, 2024, respectively, and $2.5 million and $4.1 million for the three and six months ended June 30, 2023, respectively.

As of June 30, 2024 and December 31, 2023, capitalized sales commissions and referral fees of $4.9 million and $4.8 million, respectively, were included in Other current assets, and $0.3 million and $0.4 million, respectively,

were included in Other non-current assets on the condensed consolidated balance sheets. Amortization expense related to capitalized sales commissions and referral fees included in sales and marketing expense in the condensed consolidated statements of operations was $2.1 million and $4.2 million for the three and six months ended June 30, 2024, respectively, and $3.1 million and $6.8 million for the three and six months ended June 30, 2023, respectively.

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PROPERTY AND EQUIPMENT

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

PROPERTY AND

PROPERTY AND EQUIPMENT

EQUIPMENT

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

	June 30, 2024	December 31, 2023
Aircraft	$ 411,326	$ 475,058
Software development costs	85,079	81,075
Leasehold improvements	24,089	22,899
Computer equipment	3,342	3,515
Buildings and improvements	1,424	1,424
Furniture and fixtures	4,570	4,618
Tooling	3,660	3,898
Vehicles	2,172	2,166
Total Property and equipment	535,662	594,653
Less: Accumulated depreciation and amortization	(248,267)	(256,939)
Total Property and equipment, net	$ 287,395	$ 337,714

Depreciation and amortization expense, excluding amortization expense related to software development costs, was $4.5 million and $10.8 million for the three and six months ended June 30, 2024, respectively, and $5.7 million and $11.9 million for the three and six months ended June 30, 2023, respectively.

Amortization expense related to software development costs, included as part of Depreciation and amortization expense associated with property and equipment, was $6.3 million and $10.6 million for the three and six months ended June 30, 2024, and $4.0 million and $6.8 million for the three and six months ended June 30, 2023.

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DIVESTITURES

6 Months Ended
Jun. 30, 2024

Business Combination, Asset Acquisition, and Joint Venture Formation [Abstract]

DIVESTITURES

DIVESTITURE

Divestiture of Aircraft Management Business

On September 30, 2023 (the "Divestiture Closing Date"), Wheels Up Partners Holdings LLC, our direct subsidiary ("WUP"), pursuant to an equity purchase agreement (the "Purchase Agreement") with Executive AirShare LLC, completed the sale of 100% of the issued and outstanding equity interests of Circadian Aviation LLC, our indirect subsidiary ("Circadian"). The Divestiture Closing Date fair value of the aggregate consideration transferred was $19.1 million and the Company recognized a loss on the sale of $3.0 million. The $19.1 million was comprised of $13.2 million of cash received on the Divestiture Closing Date, contingent consideration with a fair value of $4.8 million, an escrow receivable of $0.6 million and a non-contingent consideration receivable of $0.5 million. The fair value of the contingent consideration was deemed to be the approximate contract value as of the Divestiture Closing Date.

Circadian was released from all guarantor obligations with respect to the Equipment Notes (as defined below) on the Divestiture Closing Date pursuant to certain debt release letters entered into concurrently with the Purchase Agreement.

Concurrently with entering into the Purchase Agreement: (i) WUP entered into a transition services agreement with Circadian, pursuant to which WUP will provide Circadian certain specified services on a temporary basis; (ii) Wheels Up Partners LLC, our indirect subsidiary ("WUP LLC"), entered into a master operating agreement with Circadian, pursuant to which Circadian will conduct certain on-demand charter operations for certain of WUP LLC's owned aircraft after the Divestiture Closing Date while such aircraft are transitioned from a U.S. Federal Aviation Administration ("FAA") operating certificate held by Circadian to the Company's subsidiaries, and WUP LLC will provide certain maintenance, pilots services, management and other related services for WUP LLC's owned aircraft during the transition period; and (iii) certain of the Company's subsidiaries entered into fleet management agreements with Circadian, pursuant to which Circadian will provide certain maintenance, pilots services, management and other related services for managed aircraft after the Divestiture Closing Date while they are transitioned from a FAA operating certificate held by the applicable Company subsidiary to Circadian.

During the six months ended June 30, 2024, we received $3.4 million upon finalization of the working capital adjustment under the Purchase Agreement, recognized within gain on sale of assets, net in the condensed consolidated statement of operations.

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GOODWILL AND INTANGIBLE ASSETS

6 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

GOODWILL AND INTANGIBLE ASSETS

GOODWILL AND INTANGIBLE ASSETS

Goodwill

The following table presents Goodwill carrying values and the change in balance, by reporting unit, during the six months ended June 30, 2024 (in thousands):

	WUP Legacy[1]	Air Partner	Total
Balance as of December 31, 2023[2]	$ 136,098	$ 82,110	$ 218,208
Foreign currency translation adjustment	—	(552)	(552)
Balance as of June 30, 2024	$ 136,098	$ 81,558	$ 217,656

(1) As of June 30, 2024, the legacy Wheels Up reporting unit ("WUP Legacy") had negative net assets (stockholders' equity).
(2) Net of accumulated impairment losses of $306.2 million, all of which was recognized on the goodwill attributable to WUP Legacy.

Intangible Assets

The gross carrying value, accumulated amortization and net carrying value of Intangible assets consisted of the following (in thousands):

	June 30, 2024		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Status	$ 80,000	$ 34,367	$ 45,633
Customer relationships	89,121	40,310	48,811
Trade name	11,939	5,951	5,988
Developed technology	20,556	13,819	6,737
Leasehold interest - favorable	600	113	487
Foreign currency translation adjustment	(677)	(290)	(387)
Total	$ 201,539	$ 94,270	$ 107,269

	December 31, 2023		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Status	$ 80,000	$ 31,325	$ 48,675
Customer relationships	89,121	34,920	54,201
Trade name	11,939	5,402	6,537
Developed technology	20,556	12,329	8,227
Leasehold interest - favorable	600	102	498
Foreign currency translation adjustment	(589)	(217)	(372)
Total	$ 201,627	$ 83,861	$ 117,766

Amortization expense of intangible assets was $5.2 million and $10.4 million for the three and six months ended June 30, 2024, respectively, and $5.9 million and $11.8 million for the three and six months ended June 30, 2023, respectively.

Intangible Liabilities

Associated with our acquisition of Delta Private Jets on January 17, 2020, we recognized intangible liabilities for the fair value of complimentary Wheels Up Connect Memberships provided to existing Delta SkyMiles 360® customers as of the acquisition date, as required under the Commercial Cooperation Agreement, dated as of January 17, 2020, by and among WUP, WUP LLC and Delta (as amended, the "Original CCA"). The gross carrying value, accumulated amortization and net carrying value of Intangible liabilities consisted of the following (in thousands):

	June 30, 2024		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible liabilities	$ 20,000	$ 8,561	$ 11,439

	December 31, 2023		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible liabilities	$ 20,000	$ 7,798	$ 12,202

Amortization of Intangible liabilities, which reduces amortization expense, was $0.4 million and $0.8 million for the three and six months ended June 30, 2024, respectively, and $0.5 million and $1.0 million for the three and six months ended June 30, 2023, respectively.

The current portion of Intangible liabilities is presented within Other current liabilities on the condensed consolidated balance sheets. Future amortization expense of Intangible assets and Intangible liabilities held as of June 30, 2024, were as follows (in thousands):

	Intangible Assets	Intangible Liabilities
Remainder of 2024	$ 10,302	$ 763
2025	20,307	1,525
2026	19,441	1,525
2027	14,885	1,525
2028	14,235	1,525
2029 and Thereafter	28,099	4,576
Total	$ 107,269	$ 11,439

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CASH EQUIVALENTS AND RESTRICTED CASH

6 Months Ended
Jun. 30, 2024

Cash and Cash Equivalents [Abstract]

CASH EQUIVALENTS AND RESTRICTED CASH

CASH EQUIVALENTS AND RESTRICTED CASH

A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 141,493	$ 263,909
Restricted cash	32,071	28,916
Total	$ 173,564	$ 292,825

Cash Equivalents

As of each of June 30, 2024 and December 31, 2023, cash equivalents on the condensed consolidated balance sheets were $0.1 million.

Restricted Cash

As of June 30, 2024 and December 31, 2023, Restricted cash included $6.2 million (as of each such date) held by financial institutions to establish standby letters of credit required by the lessors of certain corporate office space that we leased as of such dates, and $5.0 million and $3.4 million, respectively, held by financial institutions to collateralize against our credit card programs. The standby letters of credit expire on December 31, 2033 and June 30, 2034. The Restricted cash balances as of June 30, 2024 and December 31, 2023 also included $19.4 million and $17.9 million, respectively, related to funds held but unavailable for immediate use due to contractual restrictions. Restricted cash is presented within Other non-current assets on the condensed consolidated balance sheets.

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LONG-TERM DEBT

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

LONG-TERM DEBT

LONG-TERM DEBT

The following table presents the components of Long-term debt, net (in thousands):

	Weighted Average Interest Rate	June 30, 2024	December 31, 2023
Equipment Notes	12.0 %	$ 176,398	$ 214,878
Term Loan	10.0 %	420,954	400,453
Total debt		597,352	615,331
Less: Total unamortized deferred financing costs and debt discount		357,588	356,259
Less: Current maturities of long-term debt		21,152	23,998
Long-term debt, net		$ 218,612	$ 235,074

Maturities of principal debt payments for the next five years are as follows (in thousands):

	Maturities
Remainder of 2024	$ 10,576
2025	37,051
2026	33,074
2027	27,602
2028	489,049
Total	$ 597,352

2022-1 Equipment Notes

On October 14, 2022, WUP LLC issued $270.0 million aggregate principal amount of 12% fixed rate equipment notes (collectively, the "Equipment Notes") using an EETC (enhanced equipment trust certificate) loan structure. The Equipment Notes were issued for net proceeds (before transaction-related expense) of $259.2 million. The stated final expected distribution date of the Equipment Notes varies from July 15, 2025 to October 15, 2029 depending on the type of aircraft, subject to certain prepayment requirements under the Omnibus Amendment (as defined below) and WUP LLC's ability to redeem Equipment Notes prior to maturity. The Equipment Notes bear interest at the rate of 12% per annum with annual amortization of the principal amount equal to 10% per annum and balloon payments due at each maturity date. The Equipment Notes were initially secured by first-priority liens on 134 of the Company's owned aircraft fleet and by liens on certain intellectual property assets of the Company and certain of its subsidiaries (collectively, the "Equipment Note Collateral"). WUP LLC's obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries.

The Equipment Notes were sold pursuant to a Note Purchase Agreement, dated as of October 14, 2022 (the "Note Purchase Agreement"), and issued under separate Trust Indentures and Mortgages, dated as of October 14, 2022 (each, an "Indenture" and collectively, the "Indentures"). On September 20, 2023, the Company, WUP LLC, certain other subsidiaries of the Company that guaranteed and/or granted collateral to secure WUP LLC's obligations under the Equipment Notes, Wilmington Trust, National Association, and the Equipment Note lenders entered into the Omnibus Amendment No. 1 (the "Omnibus Amendment"). The Omnibus Amendment provides for, among other things: (i) reducing the minimum liquidity covenant under the guarantee agreement related to the Equipment Notes (as amended, the "Guarantee") with respect to the Company and its subsidiaries from $125.0 million of minimum aggregate available cash and Cash Equivalents (as defined in the Note Purchase Agreement) as of the end of each fiscal quarter to $75.0 million on any date, inclusive of $20.0 million held as a deposit for the benefit of the Equipment Note lenders and presented in Other non-current assets on our condensed consolidated balance sheets as of each of June 30, 2024 and December 31, 2023 (the "Equipment Notes Liquidity Covenant"); (ii) permitting the execution of the Credit Agreement (as defined below); (iii) the consent of the

Equipment Note lenders that will allow the Company to effect a sale of certain guarantors under the Guarantee; (iv) that if a prepayment under the Term Loan (as defined below) results in the weighted average life of the Term Loan being shorter than that of the Equipment Notes, a redemption of a portion of the Equipment Notes is required; and (v) that if an Equipment Note has a maturity date on or after the maturity of the Term Loan, all obligations under such Equipment Note will be due 90 days prior to the maturity of the Term Loan.

The Note Purchase Agreement, the Indentures and the Guarantee, as each was amended by the Omnibus Amendment, contain certain covenants, including the Equipment Note Liquidity Covenant, a covenant that limits the maximum loan to appraised value ratio of all aircraft financed, subject to certain cure rights of the Company, and restrictive covenants that provide limitations under certain circumstances on, among other things: (i) making certain acquisitions, mergers or disposals of its assets; (ii) making certain investments or entering into certain transactions with affiliates; (iii) prepaying, redeeming or repurchasing the Equipment Notes, subject to certain exceptions; and (iv) paying dividends and making certain other specified restricted payments. Each Indenture contains customary events of default for Equipment Notes of this type, including cross-default provisions among the Equipment Notes and the Term Loan and Revolving Credit Facility (as each term is defined below). WUP LLC's obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries. WUP LLC is also obligated to cause additional subsidiaries and affiliates of WUP LLC to become guarantors under certain circumstances. The Equipment Notes issued with respect to each aircraft are cross-collateralized by the other aircraft for which Equipment Notes were issued under the Indentures. The maturity of the Equipment Notes may be accelerated upon the occurrence of certain events of default under the Note Purchase Agreement and each Indenture and the related guarantees. As of June 30, 2024, we were in compliance with the covenants under the Note Purchase Agreement, each Indenture and the Guarantee.

Interest and principal payments on the Equipment Notes began on January 15, 2023 and are payable quarterly on each January 15, April 15, July 15 and October 15. During the six months ended June 30, 2024, the Company redeemed in-full the Equipment Notes for 14 aircraft, which reduced the aggregate principal amount outstanding under the Equipment Notes by $26.9 million. As of June 30, 2024, the carrying value of the 108 aircraft that were subject to first-priority liens under the Equipment Notes was $259.4 million. Amortization expense for debt discounts and deferred financing costs of $2.2 million and $2.7 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2024, respectively, and $0.9 million and $1.8 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2023, respectively.

Term Loan and Revolving Credit Facility

On September 20, 2023 (the "Credit Agreement Closing Date"), the Company entered into the Credit Agreement (the "Original Credit Agreement"), by and among the Company, as borrower, certain subsidiaries of the Company as guarantors (collectively with the Company, the "Loan Parties"), Delta, CK Wheels LLC ("CK Wheels"), and Cox Investment Holdings, Inc. (collectively with Delta and CK Wheels, the "Initial Lenders"), and U.S. Bank Trust Company, N.A., as administrative agent for the Lenders (as defined below) and as collateral agent for the secured parties (the "Agent"), pursuant to which (i) the Initial Lenders provided a term loan facility (the "Initial Term Loan") in the aggregate original principal amount of $350.0 million and (ii) Delta provided commitments for a revolving loan facility (the "Revolving Credit Facility") in the aggregate original principal amount of $100.0 million. On September 20, 2023, the Company issued the Initial Term Loan of $350.0 million to the Initial Lenders for net proceeds (before transaction-related expense) of $343.0 million.

On November 15, 2023 (the "Final Closing Date"), the Company entered into Amendment No. 1 to Credit Agreement (the "Credit Agreement Amendment" and together with the Original Credit Agreement, the "Credit Agreement"), by and among the Company, as borrower, the other Loan Parties party thereto, as guarantors, the Initial Lenders, each of Whitebox Multi-Strategy Partners, LP, Whitebox Relative Value Partners, LP, Pandora Select Partners, LP, Whitebox GT Fund, LP and Kore Fund Ltd (collectively, the "Incremental Term Lenders" and together with the Initial Lenders, the "Lenders"), and the Agent, pursuant to which, among other things, the Incremental Term Lenders joined the Credit Agreement and provided an additional term loan facility (the "Incremental Term Loan" and together with the Initial Term Loan, the "Term Loan") in the aggregate original principal amount of $40.0 million. On the Final Closing Date, the Company issued the Incremental Term Loan of

$40.0 million to the Incremental Term Lenders for net proceeds (before transaction-related expense) of $39.2 million. Upon the closing of the Incremental Term Loan, the loans under the Credit Agreement consisted of (i) the Term Loan in the aggregate principal amount of $390.0 million and (ii) the Revolving Credit Facility in the aggregate original principal amount of $100.0 million.

The scheduled maturity date for the Term Loan is September 20, 2028, and the scheduled maturity date for the Revolving Credit Facility is the earlier of September 20, 2028 and the first date after September 20, 2025 on which all amounts owed with respect to borrowings under the Revolving Credit Facility have been repaid, subject in each case to earlier termination upon acceleration or termination of any obligations upon the occurrence and continuation of an event of default. Interest on the Term Loan and any borrowings under the Revolving Credit Facility (each, a "Loan" and collectively, the "Loans") accrues at a rate of 10% per annum on the unpaid principal balance of the Loans then outstanding. Accrued interest on each Loan is payable in kind as compounded interest and capitalized to the principal amount of the applicable Loan on the last day of each of March, June, September and December, and the applicable maturity date. If in the future the Company or its subsidiaries either redeem in full the outstanding Equipment Notes or commence payoff at maturity thereof, the Company may elect to make interest payments (or some portion thereof) on any Loans then outstanding in cash. Also, upon the occurrence and during the continuance of an event of default under the Credit Agreement, (i) interest will accrue on the unpaid principal balance of the Loans at the rate then applicable to such Loans plus 2% and (ii) interest will accrue on all other outstanding liabilities, interest, expenses, fees and other sums under the Credit Agreement, at a rate equal to the Alternate Base Rate (as defined in the Credit Agreement) plus 2% per annum.

The Credit Agreement also contains certain covenants and events of default, in each case customary for transactions of this type. The obligations under the Credit Agreement are secured by a first-priority lien on unencumbered assets of the Loan Parties (excluding certain accounts, including any segregated account exclusively holding customer deposits, and other assets specified in the Credit Agreement), as well as a junior lien on the Equipment Note Collateral. The Credit Agreement is guaranteed by all U.S. and certain non-U.S. direct and indirect subsidiaries of the Company. In the future, the Company may be required to add any new or after-acquired subsidiaries of the Company that meet certain criteria as guarantors. As of June 30, 2024, we were in compliance with the covenants under the Credit Agreement and related credit documents.

In connection with the funding of the Initial Term Loan, the Company entered into the Investment and Investor Rights Agreement, dated as of the Credit Agreement Closing Date (the "Original Investor Rights Agreement"), by and among the Company and the Initial Lenders. Pursuant to the Original Investor Rights Agreement, the Company issued to the Initial Lenders 141,313,671 shares in the aggregate (the "Initial Shares") of Common Stock in a private placement (the "Initial Issuance") on the Credit Agreement Closing Date. In addition, the Company agreed to issue an additional 529,926,270 shares in the aggregate (the "Deferred Shares" and, together with the Initial Shares, the "Investor Shares") of Common Stock (the "Deferred Issuance" and together with the Initial Issuance, the "Investor Issuances").

On November 9, 2023, the Company's stockholders approved, at a special meeting of the Company's stockholders (the "2023 Special Meeting"), the Amended and Restated Certificate of Incorporation of Wheels Up, filed with the Secretary of State of the State of Delaware on November 15, 2023 (the "Amended and Restated Certificate of Incorporation"), which, among other things, increased the number of shares of Common Stock available for issuance thereunder. In connection with the transactions contemplated by the Credit Agreement Amendment, the Company entered into Amendment No. 1 to Investment and Investor Rights Agreement, dated as of the Final Closing Date (the "Investor Rights Agreement Amendment" and together with the Original Investor Rights Agreement, the "Investor Rights Agreement"), with each Initial Lender, which contained, among others, certain revisions to reflect the issuance of the Deferred Shares. Substantially concurrently with entering into the Investor Rights Agreement Amendment, on the Final Closing Date, the Company and Initial Lenders entered into joinders to the Investor Rights Agreement (collectively, the "Investor Rights Agreement Joinders") with each Incremental Term Lender (or its applicable affiliate), pursuant to which each Incremental Term Lender (or its applicable affiliate) joined the Investor Rights Agreement and assumed the rights and obligations of an Additional Investor (as defined in the Investor Rights Agreement) thereunder, including the right to receive a pro rata portion of the Investor Shares. The Company issued the Deferred Shares to the Lenders on the Final Closing Date in a private placement. The Investor Shares were issued in private placements such that after the Investor Issuances, each Lender was issued a

number of shares equal to its pro rata portion of the Investor Shares based on its participation in the Term Loan. The Investor Rights Agreement also contains certain other terms and conditions related to the Lenders' ownership of Common Stock, including, among other things, that the Initial Lenders have the right to designate certain members of the Company's Board of Directors depending on the level of Common Stock ownership and certain transfer restrictions and liquidity rights.

In accordance with Accounting Standards Codification ("ASC") 480, *Distinguishing Liabilities from Equity*, and ASC 815, *Derivatives and Hedging*, the Company determined that the Term Loan, Initial

Issuance and Deferred Issuance did not contain any features that would qualify as a derivative or embedded derivative and require bifurcation. In addition, the Company determined the Initial Issuance and Deferred Issuance should be classified as equity. In accordance with ASC 470, *Debt*, the allocation on a relative fair value basis resulted in gross amounts recorded of $44.9 million for the Initial Term Loan, $64.2 million for the Initial Issuance and $240.9 million for the Deferred Issuance, in each case during the year ended December 31, 2023. In accordance with ASC 815, *Derivatives and Hedging*, the Company determined the reallocation of the Deferred Issuance between the Lenders in connection with the Credit Agreement Amendment and Investor Rights Agreement Joinders that resulted in a pro rata portion of the Investor Shares being issued to the Incremental Term Lenders on the Final Closing Date represented a modification of a freestanding equity-classified written call option and the modification is to be recognized as if cash had been paid as consideration for the shares of Common Stock issued to the Incremental Term Lenders (collectively, the "Reallocated Shares"). Accordingly, the Reallocated Shares were treated as a debt discount in accordance with the guidance in ASC 835, *Interest*, and the value of the Incremental Term Loan and the Reallocated Shares was apportioned using a relative fair value allocation. The allocation on a fair value basis resulted in gross amounts recorded of $9.4 million for the Incremental Term Loan and $30.6 million for the Reallocated Shares during the three months ended December 31, 2023.

Aggregate issuance costs of $29.5 million were incurred in connection with the Original Credit Agreement, Credit Agreement Amendment, Original Investor Rights Agreement and Investor Rights Agreement Amendment. The deferred issuance costs were allocated on a relative fair value basis, resulting in an allocation of $4.1 million in the aggregate for the Term Loan and $25.4 million in the aggregate for the Investor Issuances. The initial carrying value of the Term Loan was $41.4 million as of September 20, 2023, which reflected the $3.4 million of unamortized debt issuance costs and $305.2 million of unamortized debt discount. The initial carrying value of the Incremental Term Loan was $8.7 million as of November 15, 2023, which reflected $0.7 million of unamortized debt issuance costs and $30.6 million of unamortized debt discount.

Accretion of debt discounts and deferred issuance costs associated with the Term Loan of $(1.7) million and $(4.1) million were recorded in Interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2024, respectively.

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FAIR VALUE MEASUREMENTS

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

FAIR VALUE MEASUREMENTS

FAIR VALUE MEASUREMENTS

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability, an exit price, in an orderly transaction between unaffiliated willing market participants on the measurement date under current market conditions. Assets and liabilities recorded at fair value are measured and classified in accordance with a three-tier fair value hierarchy based on the observability of the inputs available and activity in the markets used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement.

Level 1 - Quoted prices, unadjusted, in active markets for identical assets or liabilities that can be accessed at the measurement date.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 3 - Unobservable inputs developed using our own estimates and assumptions, which reflect those that market participants would use in pricing the asset or liability.

Financial instruments that are measured at fair value on a recurring basis and their corresponding placement in the fair value hierarchy consisted of the following (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Money market funds	$ 93	$ —	$ —	93
Total assets	$ 93	$ —	$ —	$ 93
Liabilities:				
Warrant liability - Public Warrants	$ —	$ 70	$ —	$ 70
Warrant liability - Private Warrants	—	40	—	40
Equipment Notes	—	—	229,635	229,635
Term Loan	$ —	$ —	297,800	$ 297,800
Total liabilities	$ —	$ 110	$ 527,435	$ 527,545

	December 31, 2023			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Money market funds	$ 94	$ —	$ —	$ 94
Total assets	$ 94	$ —	$ —	$ 94
Liabilities:				
Warrant liability - Public Warrants	$ 7	$ —	$ —	$ 7
Warrant liability - Private Warrants	—	5	—	5
Equipment Notes	—	—	256,256	256,256
Term Loan	—	—	297,800	297,800
Total liabilities	$ 7	$ 5	$ 554,056	$ 554,068

The carrying amount of Money market funds approximates fair value and is classified within Level 1, because we determined the fair value through quoted market prices.

The Warrants (as defined below) were accounted for as a liability in accordance with ASC 815-40. The Warrant liability was measured at fair value upon assumption and on a recurring basis, with changes in fair value presented in the condensed consolidated statements of operations. As of each of June 30, 2024 and December 31, 2023, we used Level 2 inputs for the Warrants. We valued the Warrants using a Monte Carlo simulation model to reflect the redemption conditions. See Note 11 for additional information about the Warrants.

The following table presents the changes in the fair value of the warrant liability (in thousands):

	Public Warrants	Private Warrants	Total Warrant Liability
Fair value as of December 31, 2023	$ 7	$ 5	$ 12
Change in fair value of warrant liability	63	35	98
Fair value as of June 30, 2024	$ 70	$ 40	$ 110

The estimated fair value of the Equipment Notes is categorized as a Level 3 valuation. We considered the appraised value of aircraft subject to first-priority liens under the Equipment Notes, as sourced during the third

quarter of 2023 and as required under the Equipment Notes, to determine the fair value of the Equipment Notes as of June 30, 2024.

The estimated fair value of the Term Loan is categorized as a Level 3 valuation. The estimated fair value as of the issuance date was principally based on inputs such as estimated credit risk, recently completed transactions and estimates based on interest rates, maturities, credit risk and underlying collateral. We considered the relatively short time period between the issuance of the Term Loan and the measurement date of June 30, 2024, in order to determine the fair value of the Term Loan as of June 30, 2024.

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LEASES

6 Months Ended
Jun. 30, 2024

Leases [Abstract]

LEASES

LEASES

Leases primarily pertain to certain controlled aircraft and our operational facilities, including aircraft hangars, our corporate headquarters located in the Atlanta, Georgia area and our corporate office in New York, New York, which are all accounted for as operating leases. We sublease an aircraft hangar at Cincinnati/Northern Kentucky International Airport from Delta. Certain of these operating leases have renewal options to further extend for additional time periods at our discretion.

We have certain variable lease agreements with aircraft owners that contain payment terms based on an hourly lease rate multiplied by the number of flight hours during a month. Variable lease payments are not included in the right-of-use asset and lease liability balances but rather are expensed as incurred.

The components of net lease cost were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Operating lease costs	$ 7,509	$ 9,641	$ 15,049	$ 21,335
Short-term lease costs	173	2,151	386	4,637
Variable lease costs	5,826	8,666	10,139	14,499
Total lease costs	$ 13,508	$ 20,458	$ 25,574	$ 40,471

Sublease income was not material for any of the three and six month periods ended June 30, 2024 and 2023.

Lease costs related to leased aircraft and operational facilities are included in Cost of revenue in the condensed consolidated statements of operations. Lease costs related to our leased corporate headquarters and other office space, including expenses for non-lease components, are allocated within the condensed consolidated statements of operations based on employee headcount. Sublease income is presented in General and administrative expense in the condensed consolidated statements of operations.

Supplemental cash flow information related to operating leases were as follows (in thousands):

	Six Months Ended June 30,	
	2024	2023
Cash paid for amounts included in the measurement of operating lease liabilities:		
Operating cash flows paid for operating leases	$ 15,604	$ 18,621
Right-of-use assets obtained in exchange for operating lease obligations	$ 3,017	$ 5,454

Supplemental balance sheet information related to leases were as follows:

	June 30, 2024	December 31, 2023
Weighted-average remaining lease term (in years):		
Operating leases	6.9	6.7
Weighted-average discount rate:		
Operating leases	9.4 %	9.2 %

Maturities of lease liabilities, as of June 30, 2024, were as follows (in thousands):

Year ending December 31,	Operating Leases
2024 (remaining)	$ 14,409
2025	18,573
2026	11,107
2027	8,022
2028	6,803
2029 and Thereafter	36,609
Total lease payments	95,523
Less: Imputed interest	(26,812)
Total lease obligations	$ 68,711

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION

6 Months Ended

Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION

STOCKHOLDERS' EQUITY AND EQUITY-BASED COMPENSATION

Stockholders' Equity

Pursuant to the Amended and Restated Certificate of Incorporation, we are authorized to issue 1,525,000,000 shares, consisting of (i) 1,500,000,000 shares of Common Stock and (ii) 25,000,000 shares of preferred stock. Holders of Common Stock are entitled to one vote per share; provided, that by agreement (i) certain Incremental Term Lenders that are not "citizens of the United States" (as defined in 49 USC § 40102(a)(15)(C)) (collectively, the "Non-Citizen Investors"), may be afforded collective voting rights equal to 1% of all shares of Common Stock entitled to vote at a meeting of the Company's stockholders; (ii) for so long as such Non-Citizen Investors collectively hold such shares of Common Stock, the shares of Common Stock held by CK Wheels in excess of 23.9% of all shares of Common stock entitled to vote at a meeting of the Company's stockholders, will not have voting rights (subject to ratable adjustment if the Non-Citizen Investors cease to own (beneficially or of record) a certain number of shares of Common Stock); and (iii) any shares owned by Delta above 29.9% will be neutral shares with respect to voting rights, will be voted in proportion to all other votes cast ("for", "against" or "abstain") by stockholders other than Delta at a meeting of the Company's stockholders.

Equity-Based Compensation

The Company's outstanding equity-based compensation awards to its directors, executive officers, employees and other eligible personnel have been made pursuant to the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan, as amended and restated effective April 1, 2023 (as amended by the LTIP Amendment (as defined herein), the "Amended and Restated 2021 LTIP"), the Wheels Up Experience Inc. 2022 Inducement Grant Plan, dated June 30, 2022 (the "2022 Inducement Grant Plan"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of November 30, 2023, granted to George Mattson (the "CEO Performance Award"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of March 3, 2024, granted to Todd Smith (the "CFO Performance Award"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of May 20, 2024, granted to David Harvey (the "CCO Performance Award" and, collectively with the CEO Performance Award and CFO Performance Award, the "Executive Performance Awards"), nine equity-based compensation plans that were

approved by the board of directors of WUP (collectively, the "WUP Management Incentive Plan") prior to the business combination consummated on July 13, 2021 (the "Business Combination Closing Date") between WUP and Aspirational Consumer Lifestyle Corp. ("Aspirational"), a blank check company (the "Business Combination'), and the Wheels Up Partners Holdings LLC Option Plan (the "WUP Option Plan"), which was approved by the board of directors of WUP prior to the Business Combination. Additional details about these equity-based compensation arrangements are below.

WUP Management Incentive Plan

In March 2014, the WUP Management Incentive Plan was established, which provided for the issuance of WUP profits interests, restricted or unrestricted, to employees, consultants and other qualified persons. Following the consummation of the Business Combination, no new grants can be made under the WUP Management Incentive Plan. As of June 30, 2024, an aggregate of 3.1 million WUP profits interests have been authorized and issued under the WUP Management Incentive Plan. Vested WUP profits interests are eligible to be exchanged into shares of Common Stock before July 13, 2031. Amounts of WUP profits interests reported in the tables below represent the maximum number of WUP profits interests outstanding or that could be realized upon vesting and immediately exchanged for the maximum number of shares of Common Stock. The actual number of shares of Common Stock received upon exchange of such WUP profits interests will depend on the trading price per share of Common Stock at the time of such exchange.

The following table summarizes the WUP profits interests activity under the WUP Management Incentive Plan as of June 30, 2024:

	Number of WUP Profits Interests	Weighted-Average Grant Date Fair Value
	(in thousands)	
Outstanding WUP profits interests as of January 1, 2024	2,881	$ 4.16
Granted	—	—
Exchanged	—	—
Expired/forfeited	—	—
Outstanding WUP profits interests as of June 30, 2024	2,881	$ 4.16

The weighted-average remaining contractual term as of June 30, 2024, for WUP profits interests outstanding was approximately 7.0 years. All WUP profits interests were vested as of December 31, 2023.

WUP Option Plan

In December 2016, the WUP Option Plan was established, which provided for the issuance of stock options to purchase WUP common interests at an exercise price based on the fair market value of the interests on the date of grant. Generally, WUP stock options granted vest over a four-year service period and expire on the tenth anniversary of the grant date. As of June 30, 2024, the number of WUP stock options authorized and issued in the aggregate under the WUP Option Plan was 1.8 million. Each outstanding WUP stock option is exercisable for one share of Common Stock.

The following table summarizes the activity under the WUP Option Plan as of June 30, 2024:

	Number of WUP Stock Options	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value
	(in thousands)		
Outstanding WUP stock options as of January 1, 2024	1,129	$ 75.45	$ 12.64
Granted	—	—	—
Exercised	—	—	—
Forfeited	(124)	74.58	9.92
Expired	—	—	—
Outstanding WUP stock options as of June 30, 2024	1,005	$ 75.56	$ 12.97
Exercisable WUP stock options as of June 30, 2024	1,005	$ 75.56	$ 12.97

The aggregate intrinsic value as of June 30, 2024, for WUP stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of June 30, 2024, for WUP stock options that were outstanding and exercisable was approximately 5.0 years. All WUP stock options were vested as of December 31, 2023.

Amended and Restated 2021 LTIP & 2022 Inducement Grant Plan

In connection with the Business Combination, the Wheels Up Board of Directors (the "Board") and stockholders of Wheels Up adopted the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan (the "Original 2021 LTIP"), for employees, consultants and other qualified persons. Following approval by the Board, (i) at the 2023 annual meeting of the Company's stockholders, the Company's stockholders approved the Amended and Restated 2021 LTIP to increase the aggregate number of shares of Common Stock available for awards made thereunder by 2,415,000 shares and amend certain other plan provisions, and (ii) at the 2024 annual meeting of the Company's stockholders (the "2024 Annual Meeting"), the Company's stockholders approved Amendment No. 1 to the Amended and Restated 2021 LTIP (the "LTIP Amendment"), to increase the aggregate number of shares of Common Stock available for awards made under the Amended and Restated 2021 LTIP by 25,000,000 shares and extend the termination date of such plan to April 15, 2034. The Amended and Restated 2021 LTIP provides for the grant of incentive options, nonstatutory options, restricted stock, restricted stock units ("RSUs"), including performance-based RSUs ("PSUs"), rights, other stock-based awards, performance awards, cash awards or any combination of the foregoing. As of June 30, 2024, an aggregate of 30.1 million shares were authorized for issuance under the Amended and Restated 2021 LTIP.

On June 30, 2022, the Board adopted the 2022 Inducement Grant Plan to be used for a one-time employment inducement grant, pursuant to NYSE Rule 303A.08, for Todd Smith, in connection with his appointment as Chief Financial Officer. The maximum number of awards that could be granted under the 2022 Inducement Grant Plan were 205,128 shares of Common Stock, which were all granted in the form of RSUs to Mr. Smith on July 1, 2022. RSU awards granted under the 2022 Inducement Grant Plan contain generally the same terms as other awards granted under the Original 2021 LTIP during the fiscal year ended December 31, 2022. Due to such similarities, the RSUs granted under the 2022 Inducement Grant Plan are consolidated in the discussion of RSUs below.

Restricted Stock Units

RSUs granted under the Amended and Restated 2021 LTIP and 2022 Inducement Grant Plan generally vest at intervals up to a four-year service period, subject to the grantee's continued service to the Company through the applicable vesting date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to RSUs as of June 30, 2024:

	Number of RSUs[1]	Weighted-Average Grant Date Fair Value
	(in thousands)	
Non-vested RSUs as of January 1, 2024	1,848	$ 9.35
Granted	4,408	2.99
Vested	(893)	5.78
Forfeited	(455)	6.07
Non-vested RSUs as of June 30, 2024	4,908	$ 4.59

(1) The number of RSUs and weighted-average grant date fair value include 205,128 RSUs granted under the 2022 Inducement Grant Plan in July 2022, of which 136,752 RSUs vested as of January 1, 2024 and the remaining 68,376 RSUs are scheduled to vest on December 30, 2024, subject to the grantee's continued service through such vesting date.

The total unrecognized compensation cost related to non-vested RSUs was $16.5 million as of June 30, 2024 and is expected to be recognized over a weighted-average period of 2.6 years.

Performance-Based Restricted Stock Units

Under the terms of the PSUs granted to certain employees under the Amended and Restated 2021 LTIP, upon the achievement of certain pre-determined performance objectives, each PSU may settle into shares of our Common Stock. The PSUs will vest, if at all, upon the actual achievement of the related performance objectives, subject to specified change of control exceptions and the grantee's continued service to the Company through the applicable vesting date.

The following table summarizes the activity under the Amended and Restated 2021 LTIP related to PSUs as of June 30, 2024:

	Number of PSUs (in thousands)	Weighted-Average Grant Date Fair Value
Non-vested PSUs as of January 1, 2024	**18**	$ 2.89
Granted	482	3.07
Vested	—	—
Forfeited	(34)	3.07
Non-vested PSUs as of June 30, 2024	466	$ 3.06

Compensation expense associated with PSUs is recognized over the vesting period of the awards that are ultimately expected to vest when the achievement of the related performance objectives becomes probable. As of June 30, 2024, the achievement of the performance objectives associated with certain non-vested PSUs was deemed not probable of being achieved and no expense has been recognized associated with those awards. The total unrecognized compensation cost related to non-vested PSUs deemed probable of being achieved was $1.3 million as of June 30, 2024 and is expected to be recognized over a weighted-average period of 2.3 years.

Wheels Up Stock Options

Wheels Up stock options granted under the Amended and Restated 2021 LTIP vest quarterly over a three-year service period and expire on the tenth anniversary of the grant date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to Wheels Up stock options as of June 30, 2024:

	Number of Wheels Up Stock Options (in thousands)	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value
Outstanding Wheels Up stock options as of January 1, 2024	77	$ 100.00	$ 47.52
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Expired	—	—	—
Outstanding Wheels Up stock options as of June 30, 2024	77	$ 100.00	$ 47.52
Exercisable Wheels Up stock options as of June 30, 2024	77	$ 100.00	$ 47.52

The aggregate intrinsic value as of June 30, 2024, for Wheels Up stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of June 30, 2024, for Wheels Up stock options that were outstanding and exercisable was approximately 3.4 years.

Executive Performance Awards

The Compensation Committee of the Board approved the CEO Performance Award granted to George Mattson, the Company's Chief Executive Officer, CFO Performance Award granted to Todd Smith, the Company's Chief Financial Officer, and CCO Performance Award granted to David Harvey, the Company's Chief Commercial Officer, on November 30, 2023, March 3, 2024 and May 20, 2024, respectively. Except as set forth in Section III.A of the Amended and Restated 2021 LTIP, the Executive Performance Awards incorporate the terms of the Amended and Restated 2021 LTIP, as it may be amended from time-to-time. Each Executive Performance Award is intended to constitute a standalone equity incentive plan and any shares of Common Stock issued under such awards will not be issued under, or count against the number of shares of Common Stock reserved pursuant to, any of the Company's other equity-based compensation plans or awards.

The issuance of any shares under the Executive Performance Awards upon vesting is contingent upon receipt of the approval of each award by the Company's stockholders. At the 2024 Annual Meeting, the Company's stockholders approved each of the CEO Performance Award and CFO Performance Award, as well as the potential issuance of up to 73.0 million and 20.0 million shares of Common Stock, respectively, thereunder, subject to the satisfaction of the applicable performance- and service-based vesting conditions under such Executive Performance Awards, if at all. The Company currently intends to obtain approval of the CCO Performance Award by the Company's stockholders at a future meeting of the Company's stockholders or by written consent of the Company's stockholders. If on any Determination Date (as defined below) there is not a sufficient amount of shares authorized by the Company's stockholders to deliver the number of shares due under the Executive Performance Awards or any such Executive Performance Award has not been approved by the Company's stockholders, then upon vesting, if at all, any amounts payable under any such Executive Performance Award will not be paid in the form of the issuance of new shares of Common Stock and instead will be payable in cash.

The Executive Performance Awards are one-time performance awards granted to our Chief Executive Officer, Chief Financial Officer and Chief Commercial Officer in lieu of future annual equity compensation grants and are intended to provide each of them with the opportunity to share in the long-term growth of the value of the Company. The Executive Performance Awards consist of a contingent right to receive a number of newly issued shares of Common Stock upon: (i) repayment of the Company's borrowings under the $390.0 million Term Loan, if at all; and (ii) satisfaction of service-based vesting conditions, which provide that 25% of each Executive Performance Award will be eligible to vest on each of September 20, 2024, 2025, 2026 and 2027, so long as such officer remains employed with the Company as of such dates. A "Repayment Event" includes certain refinancings of the Term Loan on or before September 20, 2028, the scheduled maturity date of the Term Loan. Subject to the satisfaction of the applicable performance- and service-based vesting conditions described above, the number of shares of Common Stock that may vest and be issued under any Executive Performance Award will first be determined on December 31st of the year in which a Repayment Event occurs, and then on December 31st of each subsequent year (each such date, a "Determination Date") until December 31, 2028 (the "Final Determination Date"). At any Determination Date following a Repayment Event, the number of shares of Common Stock issuable under any Executive Performance Award in connection with such Determination Date, if any, will be determined using the then applicable percentage associated with the service-based vesting condition (the "Service Vested Percentage").

The number of shares of Common Stock subject to vesting and issuance, if any, under any Executive Performance Award on each Determination Date following a Repayment Event is based on a formula that aligns the number of shares of Common Stock issuable under such Executive Performance Award with the repayment or refinancing of the Term Loan and Revolving Credit Facility, the then applicable dollar value of the shares of Common Stock issued to the Lenders under the Investor Rights Agreement and the volume weighted average price per share of Common Stock during the 60 trading day period prior to the applicable Determination Date. The number of shares of Common Stock, if any, issuable under the Executive Performance Awards will vary depending on, among other things: (i) the occurrence and timing of a Repayment Event; (ii) the Lenders' Total Investor Return (as defined in the Executive Performance Awards) as a multiple of the aggregate principal amount of the Term Loan and any borrowings under the Revolving Credit Facility as of the applicable Determination Date, if any; and (iii) the Service Vested Percentage as of the applicable Determination Date. There can be no assurance that the performance- and service-based vesting conditions under the Executive Performance Awards will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock or cash payments pursuant to the Executive Performance Awards.

As of June 30, 2024, the performance-based vesting conditions for the Executive Performance Awards were not met and no shares had vested. As of June 30, 2024, the achievement of the related performance objective was deemed probable of being achieved on September 20, 2028, the scheduled maturity date of the Term Loan. The grant-date fair value of the CCO Performance Award as of May 20, 2024, using a Monte Carlo simulation model, was $43.9 million. The derived service periods for Executive Performance Awards, which began on the respective grant dates, were: (i) for the CEO Performance Award, 5.2 years; (ii) for the CFO Performance Award, 4.9 years; and (iii) for the CCO Performance Award, 4.7 years.

The total unrecognized compensation cost related to the Executive Performance Awards was $221.6 million as of June 30, 2024 and is expected to be recognized over 4.5 years. As of June 30, 2024, the carrying amount of the CEO Performance Award and CFO Performance Award were classified as equity in the condensed consolidated balance sheet under Additional paid-in capital; however, since we have not obtained authorization from the Company's stockholders for the issuance of any shares of Common Stock to satisfy settlement of the CCO Performance Award, the carrying amount of such award has been classified as mezzanine equity in the condensed consolidated balance sheet under Contingent performance awards.

Fair Value Estimates

We estimated fair value to measure compensation cost of the Executive Performance Awards on the date of grant using techniques that are considered to be consistent with the objective of measuring fair value. In selecting the appropriate technique, management considered, among other factors, the nature of the instrument, the market risks that it embodies, and the expected means of settlement.

Estimating fair values of the Executive Performance Award requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external factors. In addition, option-pricing models are highly volatile and sensitive to changes.

The following table summarizes the significant assumptions used to estimate the fair value on the date of grant:

	2024[1]			2023[2]	
Expected term (in years)	4.7	-	4.9	5.2	
Volatility	65%	-	70%	60	%
Risk-free rate	4.1%	-	4.4%	4.3	%
Expected dividend rate	0%	-	0%	0	%

(1) Assumptions used in the Monte Carlo simulation related to the CFO Performance Award, which was granted on March 3, 2024, and the CCO Performance Award, which was granted on May 20, 2024.
(2) Assumptions used in the Monte Carlo simulation related to the CEO Performance Award, which was granted on November 30, 2023.

Equity-Based Compensation Expense

Compensation expense for WUP profits interests recognized in the condensed consolidated statements of operations was nil for each of the three months ended June 30, 2024 and 2023, and nil and $0.1 million for the six months ended June 30, 2024 and 2023, respectively.

Compensation expense for WUP stock options under the WUP Option Plan and Wheels Up stock options under the Amended and Restated 2021 LTIP recognized in the condensed consolidated statements of operations was nil and $0.4 million for the three months ended June 30, 2024 and 2023, respectively, and nil and $0.9 million for the six months ended June 30, 2024 and 2023, respectively.

Compensation expense for RSUs and PSUs recognized in the condensed consolidated statements of operations was $3.1 million and $6.2 million for the three months ended June 30, 2024 and 2023, respectively, and $6.3 million and $11.9 million for the six months ended June 30, 2024 and 2023, respectively.

Compensation expense for the Executive Performance Awards recognized in the condensed consolidated statements of operations was $11.1 million and nil for the three months ended June 30, 2024 and 2023, respectively, and $19.1 million and nil for the six months ended June 30, 2024 and 2023, respectively.

The following table summarizes equity-based compensation expense recognized by condensed consolidated statement of operations line item (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cost of revenue	$ 816	$ 1,092	$ 1,562	$ 2,271
Technology and development	353	673	636	1,157
Sales and marketing	132	641	267	1,341
General and administrative	12,967	4,198	23,014	13,373
Total equity-based compensation expense	$ 14,268	$ 6,604	$ 25,479	$ 18,142

Earnout Shares

As part of the Business Combination, existing holders of WUP equity, including certain holders of WUP profits interests and restricted interests under the WUP Management Incentive Plan, but excluding holders of WUP stock options, have the right to receive up to 0.9 million additional shares of Common Stock (the "Earnout Shares") that will vest, if at all, upon the achievement of separate market conditions. One-third of the Earnout Shares will meet the market conditions when the closing Common Stock price is greater than or equal to $125.00 for any 20 trading days within a period of 30 consecutive trading days on or before July 13, 2026. An additional one-third will vest when the Common Stock is greater than or equal to $150.00 over the same measurement period. The final one-third will vest when the Common Stock is greater than or equal to $175.00 over the same measurement period.

Earnout Shares are attributable to vested WUP profits interests and restricted interests as of the date each of the Earnout Share market conditions are met. No Earnout Shares have been issued as of June 30, 2024.

The grant-date fair value of the Earnout Shares attributable to the holders of WUP profits interests and restricted interests, using a Monte Carlo simulation model, was $57.9 million. The derived service period began on the Business Combination Closing Date and had a weighted-average period of 1.7 years.

Based on the Common Stock trading price, the market conditions were not met, and no Earnout Shares vested or were issuable as of June 30, 2024. Compensation expense for Earnout Shares recognized in the condensed consolidated statements of operations was nil for each of the three months ended June 30, 2024 and 2023, and nil and $1.4 million for the six months ended June 30, 2024 and 2023, respectively.

Treasury Stock

As of June 30, 2024, we had 393,218 shares of treasury stock. The increase in treasury stock during the six months ended June 30, 2024 reflects shares of Common Stock withheld to settle employee taxes due upon the vesting of RSUs. During the six months ended June 30, 2024, we did not cancel or reissue any shares of Common Stock held as treasury stock.

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WARRANTS

6 Months Ended
Jun. 30, 2024

Warrants and Rights Note Disclosure [Abstract]

WARRANTS

WARRANTSPrior to the Business Combination, Aspirational issued 7,991,544 redeemable public warrants ("Public Warrants") and 4,529,950 redeemable private warrants ("Private Warrants" and together with the Public Warrants, the "Warrants"). On the Business Combination Closing Date, Wheels Up assumed the Warrants, none of which had been exercised as of June 30, 2024. Each whole Warrant entitles the holder to purchase 1/10th share of Common Stock at a price of $115.00 per whole share of Common Stock. The Warrants expire on July 13, 2026 or earlier upon redemption or liquidation.

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NON-CONTROLLING INTERESTS

6 Months Ended
Jun. 30, 2024

Noncontrolling Interest [Abstract]

NON-CONTROLLING INTERESTS

NON-CONTROLLING INTERESTS

MIP LLC is a single purpose entity formed for the purpose of administering and effectuating the award of WUP profits interests to employees, consultants and other qualified persons. Wheels Up is the sole managing member of MIP LLC and, as a result, consolidates the financial results of MIP LLC. We record non-controlling interests representing the ownership interest in MIP LLC held by other members of MIP LLC. In connection with the Business Combination, the Seventh Amended and Restated LLC Agreement of WUP was adopted, allowing members of MIP LLC, subject to certain restrictions, to exchange their vested WUP profits interests before July 13, 2031 for cash or a corresponding number of shares of Common Stock, at the option of Wheels Up, based on the value of such WUP profits interests relative to their applicable participation threshold.

The decision of whether to exchange WUP profits interests for cash or Common Stock is made solely at the discretion of Wheels Up. Accordingly, the WUP profits interests held by MIP LLC are treated as permanent equity and changes in the ownership interest of MIP LLC are accounted for as equity transactions. Future exchanges of WUP profits interests, if settled in shares of Common Stock at the discretion of Wheels Up, will reduce the amount recorded as Non-controlling interests and increase Additional paid-in-capital on the condensed consolidated balance sheets.

The calculation of Non-controlling interests was as follows:

	June 30, 2024		December 31, 2023	
Number of WUP common units held by Wheels Up[1]	697,663,854	100.0 %	696,856,131	100.0 %
Number of vested WUP profits interests attributable to non-controlling interests[2]	—	— %	—	— %
Total WUP common units and vested WUP profits interests outstanding	697,663,854	100.0 %	696,856,131	100.0 %

(1) WUP common units represent an equivalent ownership of Common Stock outstanding.
(2) Based on the closing price of Common Stock on the last trading day of the period covered by this Quarterly Report, there would have been no WUP common units issuable upon conversion of vested and unvested WUP profits interests outstanding as of June 30, 2024.

Weighted-average ownership percentages are used to allocate net loss to Wheels Up and the non-controlling interest holders. The non-controlling interests weighted-average ownership percentage was nil for each of the three and six months ended June 30, 2024 and 2023.

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COMMITMENTS AND CONTINGENCIES

6 Months Ended
Jun. 30, 2024

Commitments and Contingencies Disclosure [Abstract]

COMMITMENTS AND CONTINGENCIES

COMMITMENTS AND CONTINGENCIES

The Company has contractual obligations and commitments, primarily in the form of obligations to provide services for which we have already received deferred revenue (see Note 2), lease arrangements (see Note 9), repayment of long-term debt (see Note 7), legal proceedings, and sales and use tax liability.

Legal Proceedings

From time to time, we are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these matters cannot be predicted with certainty, as of the date of this Quarterly Report we do not believe that the outcome of any of these matters, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows.

GRP Litigation

On July 5, 2023, we filed a lawsuit against Exclusive Jets, LLC d/b/a flyExclusive, a subsidiary of flyExclusive, Inc. ("FE"), in the United States District Court for the Southern District of New York, which was re-filed against FE in the Supreme Court of the State of New York in New York County on August 23, 2023. We instituted the action to enforce our rights and remedies for wrongful termination by FE of that certain Fleet Guaranteed Revenue Program Agreement, dated November 1, 2021, between WUP and FE (the "GRP Agreement"). On June 30, 2023, FE notified us in writing of its immediate termination of the GRP Agreement. We believe that FE wrongfully terminated such agreement in breach thereof. We are seeking compensatory damages, including the return of material deposits held by FE under the GRP Agreement that were recorded in Other non-current assets on the condensed consolidated balance sheets as of June 30, 2024 and December 31, 2023, as well as attorneys' fees and costs. We intend to vigorously pursue the action to recover the outstanding deposits and other damages from FE, but there can be no assurance as to the outcome of the lawsuit against FE. Our success in recovering the amounts from FE will depend upon several factors including the availability of funds by FE for the recoverable amounts. We are in the process of evaluating the effects of the foregoing events and we cannot make a reasonable estimate of any outcome, recovery or loss at this time.

Sales and Use Tax Liability

We regularly provide services to members in various states within the continental U.S., which may create sales and use tax nexus via temporary presence, potentially requiring the payment of these taxes. We determined that there is uncertainty as to what constitutes nexus in respective states for a state to levy taxes, fees and surcharges relating to our activity. As of June 30, 2024 and December 31, 2023, we estimated the potential exposure to such tax liability was $10.5 million and $10.5 million, respectively, the expense for which was included in Accrued expenses

on the condensed consolidated balance sheets and in cost of revenue in the condensed consolidated statements of operations as of and for the applicable periods presented.

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RELATED PARTIES

6 Months Ended
Jun. 30, 2024

Related Party Transactions [Abstract]

RELATED PARTIES

RELATED PARTIES

We engage in transactions with certain stockholders who are also members, ambassadors or customers. Such transactions primarily relate to their membership in the Wheels Up program, flights and flight-related services.

We incurred expenses of $1.0 million and $1.1 million for the three and six months ended June 30, 2024, respectively, and $0.5 million and $1.1 million for the three and six months ended June 30, 2023, respectively, from transactions related to the Original CCA with Delta, which was subsequently replaced by the Amended and Restated Commercial Cooperation Agreement, dated as of June 15, 2024, by and among WUP, WUP LLC and Delta (the "Amended CCA"). As of June 30, 2024 and December 31, 2023, $2.1 million and $0.4 million, respectively, were included in Accrued expenses on the condensed consolidated balance sheets and $1.4 million and $3.6 million, respectively, were included in Other non-current liabilities on the condensed consolidated balance sheets, in each case related to transactions associated with the Original CCA and Amended CCA with Delta.

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RESTRUCTURING AND RELATED CHARGES

6 Months Ended
Jun. 30, 2024

Restructuring and Related Activities [Abstract]

RESTRUCTURING AND RELATED CHARGES

RESTRUCTURING AND RELATED CHARGES

On March 1, 2023, we announced a restructuring plan (the "Restructuring Plan") as part of our previously announced focus on implementing cost reductions and improving the efficiency of our operations, which consisted of a reduction in headcount (excluding pilots, maintenance and operations-support personnel). We estimated that we would incur approximately $14.0 million in total pre-tax charges in connection with the Restructuring Plan, primarily related to severance payments, employee benefits and equity-based compensation.

We incurred $17.7 million of charges associated with the Restructuring Plan during the fourth quarter of 2022 and first quarter of 2023, which primarily consisted of cash and non-cash expenses related to severance payments, employee benefits and equity-based compensation. During the six months ended June 30, 2023, we recognized approximately $10.5 million of expenses related to the Restructuring Plan, which were incurred and recorded on the condensed consolidated statement of operations, as follows (in thousands):

Cost of revenue	$ 755
Technology and development	2,299
Sales and marketing	2,058
General and administrative	5,408
Total restructuring expenses	$ 10,520

All charges associated with the Restructuring Plan were paid as of December 31, 2023.

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INCOME TAXES

6 Months Ended
Jun. 30, 2024

Income Tax Disclosure [Abstract]

INCOME TAXES

INCOME TAXES

We are subject to U.S. federal, state and local income taxes with respect to our allocable share of any taxable income or loss from WUP, as well as any standalone income or loss Wheels Up generates. WUP is treated as a partnership for U.S. federal and most applicable state and local income tax purposes and generally does not pay income taxes in most jurisdictions. Instead, any taxable income or loss generated by WUP is passed through to and

included in the taxable income or loss of its members, including Wheels Up. We are also subject to income taxes in the various foreign jurisdictions in which we operate.

We recorded income tax expense of $0.4 million and $0.3 million for the three and six months ended June 30, 2024, respectively, and income tax benefit of $16.0 thousand and income tax expense of $0.2 million for the three and six months ended June 30, 2023, respectively. The effective tax rate was (0.5)% and (0.2)% for the three and six months ended June 30, 2024, respectively, and 0.0% and (0.1)% for the three and six months ended June 30, 2023, respectively. Our effective tax rate for the three and six months ended June 30, 2024 differs from the federal statutory rate of 21%, primarily due to a full valuation allowance against the majority of our net deferred tax assets where it is more likely than not that the deferred tax assets will not be realized and geographical mix of our earnings.

We currently expect the undistributed earnings of our foreign subsidiaries to be indefinitely reinvested. Accordingly, the Company has not provided for the tax effect, if any, of limited outside basis differences of its foreign subsidiaries. If these foreign earnings are repatriated to the U.S., or if the Company determines that such earnings are repatriated to the U.S., or if the Company determines that such earnings will be remitted in a future period, additional tax provisions may be required.

We evaluate the realizability of our deferred tax assets on a quarterly basis and establish valuation allowances when it is more likely than not that all or a portion of the deferred tax assets may not be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, and tax-planning strategies. As of June 30, 2024, we concluded, based on the weight of all available positive and negative evidence, that it is more likely than not that the majority of U.S. deferred tax assets will not be realized. Accordingly, a valuation allowance has been established on the majority of our net deferred tax assets in the U.S.

In general, under Section 382 of the Internal Revenue Code of 1986 (as amended, the "Code"), a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-change net operating losses or tax credits to offset future taxable income or taxes. As a result of the Initial Issuance, the Company experienced an ownership change for the purpose of Section 382 of the Code during the third quarter of 2023 that will limit the availability of our tax attributes offset future income. A formal Section 382 analysis is being performed to determine the extent of the limitations. Our net operating losses and tax attributes are currently subject to a full valuation allowance. Accordingly, we do not believe it will have a material impact on our consolidated financial statements.

The Organization for Economic Co-operation and Development has issued Pillar Two model rules introducing a new global minimum tax of 15% intended to be effective on January 1, 2024. While the U.S. has not yet adopted the Pillar Two rules, various other governments around the world have implemented the legislation, including jurisdictions in which certain of Wheels Up's subsidiaries operate, and many other jurisdictions are in the process of implementing it. The Company is currently monitoring these developments and is in the process of evaluating the potential impact on its consolidated financial statements.

Additionally, the Company is subject to the income tax effects associated with the Global Intangible Low-Taxed Income ("GILTI") provisions and treats the tax effects of GILTI as a current period expense in the period incurred.

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NET LOSS PER SHARE	6 Months Ended Jun. 30, 2024
Earnings Per Share [Abstract]	

NET LOSS PER SHARE

NET LOSS PER SHARE

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Numerator:				
Net loss attributable to Wheels Up Experience Inc. - basic and diluted	$ (96,973)	$ (160,593)	$ (194,366)	$ (261,459)
Denominator:				
Weighted-average shares of Common Stock outstanding - basic and diluted	697,458,966	25,570,200	697,403,388	25,446,199
Basic and diluted net loss per share of Common Stock	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)

There were no dividends declared or paid during each of the three and six months ended June 30, 2024 and 2023.

Basic and diluted net loss per share were computed using the two-class method. All issued and outstanding shares of restricted stock are included in the weighted-average shares of Common Stock outstanding for all periods presented. WUP restricted interests were converted into shares of restricted stock as of the Business Combination Closing Date.

WUP profits interests held by other members of MIP LLC are not subject to the net loss per share calculation until such time the vested WUP profits interests are actually exchanged for shares of Common Stock.

The shares of Common Stock issuable under the Executive Performance Awards upon satisfaction of the performance- and service-based vesting conditions, if at all, are not subject to the net loss per share calculation until such time that such shares of Common Stock are actually issued to the applicable grantee. The exact number of shares of Common Stock that may be issued under the Executive Performance Awards will not be readily determinable until the first Determination Date following a Repayment Event and at each successive Determination Date thereafter through the Final Determination Date. There can be no assurance that both the performance- and service-based vesting conditions will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock pursuant to any Executive Performance Award (see Note 10).

The following securities were not included in the computation of diluted shares outstanding, because the effect would be anti-dilutive, and issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period:

	June 30,	
	2024	2023
Warrants[1]	1,252,149	1,252,149
Earnout Shares	900,000	900,000
RSUs and PSUs	6,459,297	2,898,439
Stock options	1,081,993	1,320,291
Total anti-dilutive securities	9,693,439	6,370,879

(1) Each Warrant entitles the holder to purchase 1/10th of one share of Common Stock at a price of $115.00 per whole share of Common Stock.

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Pay vs Performance Disclosure - USD ($) $ in Thousands	3 Months Ended Jun. 30, 2024	3 Months Ended Jun. 30, 2023	6 Months Ended Jun. 30, 2024	6 Months Ended Jun. 30, 2023
Pay vs Performance Disclosure				
Net Income (Loss) Attributable to Parent	$ (96,973)	$ (160,593)	$ (194,366)	$ (261,459)

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Insider Trading Arrangements	3 Months Ended Jun. 30, 2024
Trading Arrangements, by Individual	
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

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SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (Policies)	6 Months Ended Jun. 30, 2024
Accounting Policies [Abstract]	

Basis of Presentation

Basis of Presentation

The condensed consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") for interim financial reporting, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the financial information and footnotes required by GAAP for annual financial statements. As a result, this Quarterly Report on Form 10-Q (this "Quarterly Report") should be read in conjunction with the audited consolidated financial statements and related notes included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on March 7, 2024. In the opinion of the Company's management, the condensed consolidated financial statements in this Quarterly Report include all adjustments necessary for the fair presentation of the Company's balance sheet as of June 30, 2024, and its results of operations, including its comprehensive loss and stockholders' equity for the three and six months ended June 30, 2024 and 2023. All adjustments are of a normal recurring nature. The results for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent period or for the fiscal year ending December 31, 2024.

Immediately after the close of trading on the New York Stock Exchange (the "NYSE") on June 7, 2023, the Company effected a reverse stock split of Wheels Up's outstanding shares of Class A common stock, $0.0001 par value per share ("Common Stock"), at a reverse stock split ratio of 1-for-10 (the "Reverse Stock Split"). Accordingly, the presentation of all periods covered by the condensed consolidated financial statements contained herein have been adjusted to give retroactive effect to the Reverse Stock Split, as applicable, including adjustments to per share net loss and other per share of Common Stock amounts.

Principles of Consolidation

Principles of Consolidation

The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We consolidate Wheels Up MIP LLC ("MIP LLC") and record the profits interests held in MIP LLC that Wheels Up does not own as non-controlling interests (see Note 12). All intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

Use of Estimates

Preparing the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates due to risks and uncertainties. The most significant estimates include, but are not limited to, the useful lives and residual values of purchased aircraft, the fair value of financial assets and liabilities, acquired intangible assets, goodwill, contingent consideration and other assets and liabilities, sales and use tax, the estimated life of member relationships, the determination of the allowance for credit losses, impairment assessments, the determination of the valuation allowance for deferred tax assets and the incremental borrowing rate for leases.

Foreign Currency Translation Adjustments

Foreign Currency Translation Adjustments

Assets and liabilities of foreign subsidiaries, where the functional currency is not the U.S. dollar, have been translated at period-end exchange rates and profit and loss accounts have been translated using weighted-average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the condensed consolidated balance sheets and the condensed consolidated statements of other comprehensive loss as a cumulative translation adjustment.

Recent Accounting Pronouncements

Recent Accounting Pronouncements

In November 2023, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2023-07 "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures," or ASU 2023-07. The amendments in ASU 2023-07 aim to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 will be effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.

In December 2023, the FASB issued ASU No. 2023-09 "Income Taxes (Topic 740): Improvements to Income Tax Disclosures," or ASU 2023-09. The amendments in ASU 2023-09 aim to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for the Company's Annual Report on Form 10-K for the fiscal year ending December 31, 2025, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.

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REVENUE RECOGNITION (Tables)

6 Months Ended
Jun. 30, 2024

Revenue from Contract with Customer [Abstract]

Schedule of Disaggregation of Revenue

The following table disaggregates Revenue by service type and the timing of when these services are provided to the member or customer (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Services transferred at a point in time:				
Flights, net of discounts and incentives	$ 163,684	$ 235,284	$ 314,613	$ 467,046
Aircraft management[1]	2,905	46,073	6,030	107,315
Other	13,257	28,138	38,916	59,945
Services transferred over time:				
Memberships	16,046	21,478	32,900	43,158
Aircraft management[1]	52	2,429	120	4,881
Other	341	1,660	807	4,529
Total Revenue	$ 196,285	$ 335,062	$ 393,386	$ 686,874

(1) On September 30, 2023, we completed the sale of the aircraft management business. See Note 4.

Schedule of Accounts Receivable Net

Accounts receivable, net consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Gross receivables from members and customers	$ 41,266	$ 43,970
Undeposited funds	1,181	2,131
Less: Allowance for credit losses	(8,442)	(7,864)
Accounts receivable, net	$ 34,005	$ 38,237

Schedule of Deferred Revenue

Deferred revenue consisted of the following (in thousands):

	June 30, 2024	December 31, 2023
Flights - Prepaid Blocks	$ 673,052	$ 686,413
Memberships - annual dues	27,576	33,890
Memberships - initiation fees	1,249	2,377
Flights - credits	751	1,366
Other	10	183
Deferred revenue - total	702,638	724,229
Less: Deferred revenue - current	(702,174)	(723,246)
Deferred revenue - non-current	$ 464	$ 983

Deferred revenue, non-current is presented within Other non-current liabilities on the condensed consolidated balance sheets.

Changes in Deferred revenue for the six months ended June 30, 2024 were as follows (in thousands):

Deferred revenue as of December 31, 2023	$ 724,229
Amounts deferred during the period	368,602
Revenue recognized from amounts included in the deferred revenue beginning balance	(270,740)
Revenue from current period sales	(119,453)
Deferred revenue as of June 30, 2024	$ 702,638

Schedule of Revenue Expected to be Recognized in Future Periods

Revenue expected to be recognized in future periods for performance obligations that are unsatisfied, or partially unsatisfied, as of June 30, 2024 were as follows (in thousands):

Remainder of 2024	$ 232,988
2025	310,552
2026	79,564
2027	79,534
Total Deferred revenue	$ 702,638

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PROPERTY AND EQUIPMENT (Tables)

6 Months Ended
Jun. 30, 2024

Property, Plant and Equipment [Abstract]

Schedule of Property and Equipment, Net

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

	June 30, 2024	December 31, 2023
Aircraft	$ 411,326	$ 475,058
Software development costs	85,079	81,075
Leasehold improvements	24,089	22,899
Computer equipment	3,342	3,515
Buildings and improvements	1,424	1,424
Furniture and fixtures	4,570	4,618
Tooling	3,660	3,898
Vehicles	2,172	2,166
Total Property and equipment	535,662	594,653
Less: Accumulated depreciation and amortization	(248,267)	(256,939)
Total Property and equipment, net	$ 287,395	$ 337,714

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GOODWILL AND INTANGIBLE ASSETS (Tables)

6 Months Ended
Jun. 30, 2024

Goodwill and Intangible Assets Disclosure [Abstract]

Schedule of Goodwill

The following table presents Goodwill carrying values and the change in balance, by reporting unit, during the six months ended June 30, 2024 (in thousands):

	WUP Legacy[1]	Air Partner	Total
Balance as of December 31, 2023[2]	$ 136,098	$ 82,110	$ 218,208
Foreign currency translation adjustment	—	(552)	(552)
Balance as of June 30, 2024	$ 136,098	$ 81,558	$ 217,656

(1) As of June 30, 2024, the legacy Wheels Up reporting unit ("WUP Legacy") had negative net assets (stockholders' equity).
(2) Net of accumulated impairment losses of $306.2 million, all of which was recognized on the goodwill attributable to WUP Legacy.

Schedule of Intangible Assets

The gross carrying value, accumulated amortization and net carrying value of Intangible assets consisted of the following (in thousands):

	June 30, 2024		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Status	$ 80,000	$ 34,367	$ 45,633
Customer relationships	89,121	40,310	48,811
Trade name	11,939	5,951	5,988
Developed technology	20,556	13,819	6,737
Leasehold interest - favorable	600	113	487
Foreign currency translation adjustment	(677)	(290)	(387)
Total	$ 201,539	$ 94,270	$ 107,269

	December 31, 2023		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Status	$ 80,000	$ 31,325	$ 48,675
Customer relationships	89,121	34,920	54,201
Trade name	11,939	5,402	6,537
Developed technology	20,556	12,329	8,227
Leasehold interest - favorable	600	102	498
Foreign currency translation adjustment	(589)	(217)	(372)
Total	$ 201,627	$ 83,861	$ 117,766

Schedule of Intangible Liabilities

The gross carrying value, accumulated amortization and net carrying value of Intangible liabilities consisted of the following (in thousands):

	June 30, 2024		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible liabilities	$ 20,000	$ 8,561	$ 11,439

	December 31, 2023		
	Gross Carrying Value	Accumulated Amortization	Net Carrying Value
Intangible liabilities	$ 20,000	$ 7,798	$ 12,202

Schedule of Future Amortization Expense of Intangible Assets and Intangible Liabilities

Future amortization expense of Intangible assets and Intangible liabilities held as of June 30, 2024, were as follows (in thousands):

	Intangible Assets	Intangible Liabilities
Remainder of 2024	$ 10,302	$ 763
2025	20,307	1,525
2026	19,441	1,525
2027	14,885	1,525
2028	14,235	1,525
2029 and Thereafter	28,099	4,576
Total	$ 107,269	$ 11,439

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CASH EQUIVALENTS AND RESTRICTED CASH (Tables)

6 Months Ended
Jun. 30, 2024

Cash and Cash Equivalents [Abstract]

Schedule of Cash and Cash Equivalents

A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 141,493	$ 263,909
Restricted cash	32,071	28,916
Total	$ 173,564	$ 292,825

Schedule of Restrictions on Cash and Cash Equivalents

A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):

	June 30, 2024	December 31, 2023
Cash and cash equivalents	$ 141,493	$ 263,909
Restricted cash	32,071	28,916
Total	$ 173,564	$ 292,825

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LONG-TERM DEBT (Tables)

6 Months Ended
Jun. 30, 2024

Debt Disclosure [Abstract]

Schedule of Debt

The following table presents the components of Long-term debt, net (in thousands):

	Weighted Average Interest Rate	June 30, 2024	December 31, 2023
Equipment Notes	12.0 %	$ 176,398	$ 214,878
Term Loan	10.0 %	420,954	400,453
Total debt		597,352	615,331
Less: Total unamortized deferred financing costs and debt discount		357,588	356,259
Less: Current maturities of long-term debt		21,152	23,998
Long-term debt, net		$ 218,612	$ 235,074

Schedule of Maturities of Long-Term Debt

Maturities of principal debt payments for the next five years are as follows (in thousands):

	Maturities
Remainder of 2024	$ 10,576
2025	37,051
2026	33,074
2027	27,602
2028	489,049
Total	$ 597,352

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FAIR VALUE MEASUREMENTS (Tables)

6 Months Ended
Jun. 30, 2024

Fair Value Disclosures [Abstract]

Schedule of Financial Instruments Measured at Fair Value on Recurring Basis

Financial instruments that are measured at fair value on a recurring basis and their corresponding placement in the fair value hierarchy consisted of the following (in thousands):

	June 30, 2024			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Money market funds	$ 93	$ —	$ —	93
Total assets	$ 93	$ —	$ —	$ 93
Liabilities:				
Warrant liability - Public Warrants	$ —	$ 70	$ —	$ 70
Warrant liability - Private Warrants	—	40	—	40
Equipment Notes	—	—	229,635	229,635
Term Loan	$ —	$ —	297,800	$ 297,800
Total liabilities	$ —	$ 110	$ 527,435	$ 527,545

	December 31, 2023			
	Level 1	Level 2	Level 3	Fair Value
Assets:				
Money market funds	$ 94	$ —	$ —	$ 94
Total assets	$ 94	$ —	$ —	$ 94
Liabilities:				
Warrant liability - Public Warrants	$ 7	$ —	$ —	$ 7
Warrant liability - Private Warrants	—	5	—	5
Equipment Notes	—	—	256,256	256,256
Term Loan	—	—	297,800	297,800
Total liabilities	$ 7	$ 5	$ 554,056	$ 554,068

Schedule of Changes in Fair Value of Warrant Liability

The following table presents the changes in the fair value of the warrant liability (in thousands):

	Public Warrants	Private Warrants	Total Warrant Liability
Fair value as of December 31, 2023	$ 7	$ 5	$ 12
Change in fair value of warrant liability	63	35	98
Fair value as of June 30, 2024	$ 70	$ 40	$ 110

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LEASES (Tables)

6 Months Ended
Jun. 30, 2024

Leases [Abstract]

Schedule of Components of Net Lease Cost

The components of net lease cost were as follows (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Operating lease costs	$ 7,509	$ 9,641	$ 15,049	$ 21,335
Short-term lease costs	173	2,151	386	4,637
Variable lease costs	5,826	8,666	10,139	14,499
Total lease costs	$ 13,508	$ 20,458	$ 25,574	$ 40,471

Schedule of Supplemental Cash Flow Information

Supplemental cash flow information related to operating leases were as follows (in thousands):

	Six Months Ended June 30,	
	2024	2023
Cash paid for amounts included in the measurement of operating lease liabilities:		
Operating cash flows paid for operating leases	$ 15,604	$ 18,621
Right-of-use assets obtained in exchange for operating lease obligations	$ 3,017	$ 5,454

Schedule of Supplemental Balance Sheet Information

Supplemental balance sheet information related to leases were as follows:

	June 30, 2024	December 31, 2023
Weighted-average remaining lease term (in years):		
Operating leases	6.9	6.7
Weighted-average discount rate:		
Operating leases	9.4 %	9.2 %

Schedule of Maturities of Operating Leases

Maturities of lease liabilities, as of June 30, 2024, were as follows (in thousands):

Year ending December 31,	Operating Leases
2024 (remaining)	$ 14,409
2025	18,573
2026	11,107
2027	8,022
2028	6,803
2029 and Thereafter	36,609
Total lease payments	95,523
Less: Imputed interest	(26,812)
Total lease obligations	$ 68,711

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION (Tables)

6 Months Ended

Jun. 30, 2024

Share-Based Payment Arrangement [Abstract]

Schedule of Profits Interests Activity

The following table summarizes the WUP profits interests activity under the WUP Management Incentive Plan as of June 30, 2024:

	Number of WUP Profits Interests	Weighted-Average Grant Date Fair Value
	(in thousands)	
Outstanding WUP profits interests as of January 1, 2024	2,881	$ 4.16
Granted	—	—
Exchanged	—	—
Expired/forfeited	—	—
Outstanding WUP profits interests as of June 30, 2024	2,881	$ 4.16

Schedule of Stock Option Activity

The following table summarizes the activity under the WUP Option Plan as of June 30, 2024:

	Number of WUP Stock Options	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value
	(in thousands)		
Outstanding WUP stock options as of January 1, 2024	1,129	$ 75.45	$ 12.64
Granted	—	—	—
Exercised	—	—	—
Forfeited	(124)	74.58	9.92
Expired	—	—	—
Outstanding WUP stock options as of June 30, 2024	1,005	$ 75.56	$ 12.97
Exercisable WUP stock options as of June 30, 2024	1,005	$ 75.56	$ 12.97

The following table summarizes the activity under the Amended and Restated 2021 LTIP related to Wheels Up stock options as of June 30, 2024:

	Number of Wheels Up Stock Options	Weighted-Average Exercise Price	Weighted-Average Grant Date Fair Value
	(in thousands)		
Outstanding Wheels Up stock options as of January 1, 2024	77	$ 100.00	$ 47.52
Granted	—	—	—
Exercised	—	—	—
Forfeited	—	—	—
Expired	—	—	—
Outstanding Wheels Up stock options as of June 30, 2024	77	$ 100.00	$ 47.52
Exercisable Wheels Up stock options as of June 30, 2024	77	$ 100.00	$ 47.52

Schedule of LTIP RSUs

The following table summarizes the activity under the Amended and Restated 2021 LTIP related to RSUs as of June 30, 2024:

	Number of RSUs[1]	Weighted-Average Grant Date Fair Value
	(in thousands)	
Non-vested RSUs as of January 1, 2024	1,848	$ 9.35
Granted	4,408	2.99
Vested	(893)	5.78
Forfeited	(455)	6.07
Non-vested RSUs as of June 30, 2024	4,908	$ 4.59

(1) The number of RSUs and weighted-average grant date fair value include 205,128 RSUs granted under the 2022 Inducement Grant Plan in July 2022, of which 136,752 RSUs vested as of January 1, 2024 and the remaining 68,376 RSUs are scheduled to vest on December 30, 2024, subject to the grantee's continued service through such vesting date.

Schedule of Performance Stock Units

The following table summarizes the activity under the Amended and Restated 2021 LTIP related to PSUs as of June 30, 2024:

	Number of PSUs	Weighted-Average Grant Date Fair Value
	(in thousands)	
Non-vested PSUs as of January 1, 2024	**18**	$ 2.89
Granted	482	3.07
Vested	—	—
Forfeited	(34)	3.07
Non-vested PSUs as of June 30, 2024	466	$ 3.06

Schedule of Valuation Assumptions

The following table summarizes the significant assumptions used to estimate the fair value on the date of grant:

	2024[1]			2023[2]	
Expected term (in years)	4.7	-	4.9	5.2	
Volatility	65%	-	70%	60	%
Risk-free rate	4.1%	-	4.4%	4.3	%
Expected dividend rate	0%	-	0%	0	%

(1) Assumptions used in the Monte Carlo simulation related to the CFO Performance Award, which was granted on March 3, 2024, and the CCO Performance Award, which was granted on May 20, 2024.
(2) Assumptions used in the Monte Carlo simulation related to the CEO Performance Award, which was granted on November 30, 2023.

Schedule of Equity-based Compensation Expense

The following table summarizes equity-based compensation expense recognized by condensed consolidated statement of operations line item (in thousands):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Cost of revenue	$ 816	$ 1,092	$ 1,562	$ 2,271
Technology and development	353	673	636	1,157
Sales and marketing	132	641	267	1,341
General and administrative	12,967	4,198	23,014	13,373
Total equity-based compensation expense	$ 14,268	$ 6,604	$ 25,479	$ 18,142

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NON-CONTROLLING INTERESTS (Tables)

6 Months Ended
Jun. 30, 2024

Noncontrolling Interest [Abstract]

Schedule of Calculation of Non-controlling Interests

The calculation of Non-controlling interests was as follows:

	June 30, 2024		December 31, 2023	
Number of WUP common units held by Wheels Up[1]	697,663,854	100.0 %	696,856,131	100.0 %
Number of vested WUP profits interests attributable to non-controlling interests[2]	—	— %	—	— %
Total WUP common units and vested WUP profits interests outstanding	697,663,854	100.0 %	696,856,131	100.0 %

(1) WUP common units represent an equivalent ownership of Common Stock outstanding.
(2) Based on the closing price of Common Stock on the last trading day of the period covered by this Quarterly Report, there would have been no WUP common units issuable upon conversion of vested and unvested WUP profits interests outstanding as of June 30, 2024.

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RESTRUCTURING AND RELATED CHARGES (Tables)

6 Months Ended
Jun. 30, 2024

Restructuring and Related Activities [Abstract]

Schedule of Restructuring and Related Costs

During the six months ended June 30, 2023, we recognized approximately $10.5 million of expenses related to the Restructuring Plan, which were incurred and recorded on the condensed consolidated statement of operations, as follows (in thousands):

Cost of revenue	$ 755
Technology and development	2,299
Sales and marketing	2,058
General and administrative	5,408
Total restructuring expenses	$ 10,520

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NET LOSS PER SHARE (Tables)

6 Months Ended
Jun. 30, 2024

Earnings Per Share [Abstract]

Schedule of Computation of Basic and Diluted Net Loss Per Share

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

	Three Months Ended June 30,		Six Months Ended June 30,	
	2024	2023	2024	2023
Numerator:				
Net loss attributable to Wheels Up Experience Inc. - basic and diluted	$ (96,973)	$ (160,593)	$ (194,366)	$ (261,459)
Denominator:				
Weighted-average shares of Common Stock outstanding - basic and diluted	697,458,966	25,570,200	697,403,388	25,446,199
Basic and diluted net loss per share of Common Stock	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)

Schedule of Anti-dilutive Securities

The following securities were not included in the computation of diluted shares outstanding, because the effect would be anti-dilutive, and issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period:

	June 30,	
	2024	2023
Warrants[1]	1,252,149	1,252,149
Earnout Shares	900,000	900,000
RSUs and PSUs	6,459,297	2,898,439
Stock options	1,081,993	1,320,291
Total anti-dilutive securities	9,693,439	6,370,879

(1) Each Warrant entitles the holder to purchase 1/10th of one share of Common Stock at a price of $115.00 per whole share of Common Stock.

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SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES - Narrative (Details)

	Jun. 07, 2023	Jun. 30, 2024	Dec. 31, 2023
	$ / shares	$ / shares	$ / shares
Goodwill [Line Items]			
Common stock par value (dollars per share)		$ 0.0001	$ 0.0001
Reverse stock split ratio	0.1		
Common Class A			
Goodwill [Line Items]			
Common stock par value (dollars per share)		$ 0.0001	

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REVENUE RECOGNITION - Schedule of Disaggregation of Revenue (Details) - USD ($) $ in Thousands

	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Disaggregation of Revenue [Line Items]				
Revenue	$ 196,285	$ 335,062	$ 393,386	$ 686,874
Services transferred at a point in time: | Flights, net of discounts and incentives				
Disaggregation of Revenue [Line Items]				
Revenue	163,684	235,284	314,613	467,046
Services transferred at a point in time: | Aircraft management				
Disaggregation of Revenue [Line Items]				
Revenue	2,905	46,073	6,030	107,315
Services transferred at a point in time: | Other				
Disaggregation of Revenue [Line Items]				
Revenue	13,257	28,138	38,916	59,945
Services transferred over time: | Aircraft management				
Disaggregation of Revenue [Line Items]				
Revenue	52	2,429	120	4,881
Services transferred over time: | Memberships				
Disaggregation of Revenue [Line Items]				
Revenue	16,046	21,478	32,900	43,158
Services transferred over time: | Other				
Disaggregation of Revenue [Line Items]				
Revenue	$ 341	$ 1,660	$ 807	$ 4,529

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REVENUE RECOGNITION -

	3 Months Ended	6 Months Ended

Narrative (Details) - USD ($) $ in Millions	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Disaggregation of Revenue [Line Items]					
Capitalized sales commission and referral fees	$ 1.9	$ 2.5	$ 3.9	$ 4.1	
Amortization expense	2.1	$ 3.1	4.2	$ 6.8	
Prepaid expenses					
Disaggregation of Revenue [Line Items]					
Capitalized contract cost, net	4.9		4.9		$ 4.8
Other current assets					
Disaggregation of Revenue [Line Items]					
Capitalized contract cost, net	$ 0.3		$ 0.3		$ 0.4

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REVENUE RECOGNITION - Schedule of Accounts Receivable Net Consists (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Revenue from Contract with Customer [Abstract]		
Gross receivables from members and customers	$ 41,266	$ 43,970
Undeposited funds	1,181	2,131
Less: Allowance for credit losses	(8,442)	(7,864)
Accounts receivable, net	$ 34,005	$ 38,237

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REVENUE RECOGNITION - Schedule of Deferred Revenue (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	$ 702,638	$ 724,229
Less: Deferred revenue - current	(702,174)	(723,246)
Deferred revenue - non-current	464	983
Flights - Prepaid Blocks		
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	673,052	686,413
Memberships - annual dues		
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	27,576	33,890
Memberships - initiation fees		
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	1,249	2,377
Flights - credits		
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	751	1,366
Other		
Disaggregation of Revenue [Line Items]		
Deferred revenue - total	$ 10	$ 183

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REVENUE RECOGNITION - Schedule of Changes in Deferred Revenue (Details) $ in Thousands	6 Months Ended Jun. 30, 2024 USD ($)
Contract with Customer, Liability [Roll Forward]	
Deferred revenue as of December 31, 2023	$ 724,229
Amounts deferred during the period	368,602
Revenue recognized from amounts included in the deferred revenue beginning balance	(270,740)
Revenue from current period sales	(119,453)
Deferred revenue as of June 30, 2024	$ 702,638

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REVENUE RECOGNITION - Schedule of Revenue Expected to be Recognized in Future Periods (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized in future periods	$ 702,638
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2024-07-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized in future periods	$ 232,988
Revenue recognition periods (in years)	6 months
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2025-01-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized in future periods	$ 310,552
Revenue recognition periods (in years)	1 year
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2026-01-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized in future periods	$ 79,564
Revenue recognition periods (in years)	1 year
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]: 2027-01-01	
Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]	
Revenue expected to be recognized in future periods	$ 79,534
Revenue recognition periods (in years)	1 year

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PROPERTY AND EQUIPMENT - Schedule of Property and Equipment, Net (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Property, Plant and Equipment [Line Items]		
Total Property and equipment	$ 535,662	$ 594,653
Less: Accumulated depreciation and amortization	(248,267)	(256,939)
Total Property and equipment, net	287,395	337,714
Aircraft		

Property, Plant and Equipment [Line Items]		
Total Property and equipment	411,326	475,058
Software development costs		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	85,079	81,075
Leasehold improvements		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	24,089	22,899
Computer equipment		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	3,342	3,515
Buildings and improvements		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	1,424	1,424
Furniture and fixtures		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	4,570	4,618
Tooling		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	3,660	3,898
Vehicles		
Property, Plant and Equipment [Line Items]		
Total Property and equipment	$ 2,172	$ 2,166

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PROPERTY AND EQUIPMENT - Narrative (Details) - USD ($) $ in Millions	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Property, Plant and Equipment [Line Items]				
Depreciation and amortization	$ 4.5	$ 5.7	$ 10.8	$ 11.9
Software development costs				
Property, Plant and Equipment [Line Items]				
Amortization	$ 6.3	$ 4.0	$ 10.6	$ 6.8

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DIVESTITURES - Narrative (Details) - USD ($) $ in Thousands		3 Months Ended		6 Months Ended	
	Sep. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Business Acquisition [Line Items]					
Gain (loss) on disposal of assets, net		$ 136	$ (1,538)	$ 1,576	$ (1,538)
Proceeds from sale of divested business, net				5,903	$ 0
Discontinued Operations, Disposed of by Sale | Circadian Aviation LLC					
Business Acquisition [Line Items]					
Sale of issued and outstanding equity interests	100.00%				
Aggregate consideration transferred	$ 19,100				
Gain (loss) on disposal of assets, net	(3,000)				
Proceeds from sale of divested business, net	13,200				
Non-contingent consideration receivable	500				
Working capital adjustment				$ 3,400	
Discontinued Operations, Disposed of by Sale | Circadian Aviation LLC | Contingent Consideration					
Business Acquisition [Line Items]					
Fair value of contingent consideration	4,800				
Discontinued Operations, Disposed of by Sale | Circadian Aviation LLC | Escrow Receivable					
Business Acquisition [Line Items]					
Proceeds from sale of divested business, net	$ 600				

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GOODWILL AND INTANGIBLE ASSETS - Schedule of Goodwill (Details) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Dec. 31, 2023
Goodwill [Roll Forward]		
Balance as of December 31, 2022	$ 218,208	
Foreign currency translation adjustment	(552)	
Balance as of June 30, 2024	217,656	
Accumulated impairment loss		$ 306,200
WUP Legacy		
Goodwill [Roll Forward]		
Balance as of December 31, 2022	136,098	
Foreign currency translation adjustment	0	
Balance as of June 30, 2024	136,098	
Air Partner		
Goodwill [Roll Forward]		
Balance as of December 31, 2022	82,110	
Foreign currency translation adjustment	(552)	
Balance as of June 30, 2024	$ 81,558	

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GOODWILL AND INTANGIBLE ASSETS - Schedule of Intangible Assets (Details) - USD ($) $ in Thousands	Jun. 30, 2024	Dec. 31, 2023
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	$ 201,539	$ 201,627
Accumulated Amortization	94,270	83,861
Net Carrying Value	107,269	117,766
Status		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	80,000	80,000
Accumulated Amortization	34,367	31,325
Net Carrying Value	45,633	48,675
Customer relationships		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	89,121	89,121
Accumulated Amortization	40,310	34,920
Net Carrying Value	48,811	54,201
Trade name		

Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	11,939	11,939
Accumulated Amortization	5,951	5,402
Net Carrying Value	5,988	6,537
Developed technology		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	20,556	20,556
Accumulated Amortization	13,819	12,329
Net Carrying Value	6,737	8,227
Leasehold interest - favorable		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	600	600
Accumulated Amortization	113	102
Net Carrying Value	487	498
Foreign currency translation adjustment		
Finite-Lived Intangible Assets [Line Items]		
Gross Carrying Value	(677)	(589)
Accumulated Amortization	(290)	(217)
Net Carrying Value	$ (387)	$ (372)

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GOODWILL AND INTANGIBLE ASSETS - Narrative (Details) - USD ($) $ in Millions	**3 Months Ended**		**6 Months Ended**	
	Jun. 30, 2024	**Jun. 30, 2023**	**Jun. 30, 2024**	**Jun. 30, 2023**
Goodwill and Intangible Assets Disclosure [Abstract]				
Amortization of intangible assets	$ 5.2	$ 5.9	$ 10.4	$ 11.8
Amortization of intangible liabilities	$ 0.4	$ 0.5	$ 0.8	$ 1.0

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GOODWILL AND INTANGIBLE ASSETS - Schedule of Intangible Liabilities (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Goodwill and Intangible Assets Disclosure [Abstract]		
Gross Carrying Value	$ 20,000	$ 20,000
Accumulated Amortization	8,561	7,798
Net Carrying Value	$ 11,439	$ 12,202

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GOODWILL AND INTANGIBLE ASSETS - Schedule of Future Amortization Expense of Intangible Assets and Intangible Liabilities (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**
Intangible Assets		
2024 (remaining)	$ 10,302	
2025	20,307	
2026	19,441	
2027	14,885	
2028	14,235	
2029 and Thereafter	28,099	
Net Carrying Value	107,269	$ 117,766
Intangible Liabilities		
2024 (remaining)	763	
2025	1,525	
2026	1,525	
2027	1,525	
2028	1,525	
2029 and Thereafter	4,576	
Net Carrying Value	$ 11,439	$ 12,202

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CASH EQUIVALENTS AND RESTRICTED CASH - Schedule of Reconciliation of Cash and Cash Equivalents and Restricted Cash (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**	**Jun. 30, 2023**	**Dec. 31, 2022**
Cash and Cash Equivalents [Abstract]				
Cash and cash equivalents	$ 141,493	$ 263,909		
Restricted cash	32,071	28,916		
Total	$ 173,564	$ 292,825	$ 188,349	$ 620,153

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CASH EQUIVALENTS AND RESTRICTED CASH - Narrative (Details) - USD ($) $ in Millions	**Jun. 30, 2024**	**Dec. 31, 2023**
Cash and Cash Equivalents [Line Items]		
Cash equivalents	$ 0.1	$ 0.1
Standby Letter Of Credit		
Cash and Cash Equivalents [Line Items]		
Restricted cash	6.2	6.2
Credit Card Programs | Asset Pledged as Collateral		
Cash and Cash Equivalents [Line Items]		
Restricted cash	5.0	3.4
Contractual Restrictions		
Cash and Cash Equivalents [Line Items]		
Restricted cash	$ 19.4	$ 17.9

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LONG-TERM DEBT - Schedule of Long-term Debt Instruments (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**

Debt Instrument [Line Items]		
Total debt	$ 597,352	$ 615,331
Less: Total unamortized deferred financing costs and debt discount	357,588	356,259
Less: Current maturities of long-term debt	21,152	23,998
Long-term debt, net	$ 218,612	235,074
Notes Payable | Equipment Notes		
Debt Instrument [Line Items]		
Weighted Average Interest Rate	12.00%	
Total debt	$ 176,398	214,878
Term Loan and Revolving Credit Facility | Credit Agreement | Term Loan		
Debt Instrument [Line Items]		
Weighted Average Interest Rate	10.00%	
Total debt	$ 420,954	$ 400,453

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LONG-TERM DEBT - Schedule of Maturities of Long-term Debt (Details) $ in Thousands	**Jun. 30, 2024 USD ($)**
Debt Disclosure [Abstract]	
Remainder of 2024	$ 10,576
2025	37,051
2026	33,074
2027	27,602
2028	489,049
Long-Term Debt, Total	$ 597,352

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				3 Months Ended		6 Months Ended		12 Months Ended		
LONG-TERM DEBT - Narrative (Details)	**Nov. 15, 2023 USD ($)**	**Sep. 20, 2023 USD ($) shares**	**Oct. 14, 2022 USD ($) aircraft**	**Jun. 30, 2024 USD ($)**	**Jun. 30, 2023 USD ($)**	**Jun. 30, 2024 USD ($) aircraft**	**Jun. 30, 2023 USD ($)**	**Dec. 31, 2023 USD ($)**	**Nov. 09, 2023 USD ($)**	**Sep. 30, 2023 USD ($)**
Debt Instrument [Line Items]										
Amortization (accretion) of deferred financing costs and debt discount						$ (1,328,000)	$ 1,124,000			
Long-term debt				$ 597,352,000		597,352,000				
Term Loan										
Debt Instrument [Line Items]										
Long-term debt, fair value				297,800,000		297,800,000		$ 297,800,000	$ 44,900,000	
Debt instrument, fair value disclosure								9,400,000		
Initial Issuance										
Debt Instrument [Line Items]										
Allocation on relative fair value basis									$ 64,200,000	
Issuance costs										$ 25,400,000
Deferred Issuance										
Debt Instrument [Line Items]										
Common stock issued (in shares) | shares		529,926,270								
Allocation on relative fair value basis								240,900,000		
Private Placement, Reallocated Shares										
Debt Instrument [Line Items]										
Deferred issuance costs								30,600,000		
Term Loan										
Debt Instrument [Line Items]										
Issuance costs										4,100,000
Common Class A | Initial Issuance										
Debt Instrument [Line Items]										
Common stock issued (in shares) | shares		141,313,671								
Equipment Notes | Notes Payable										
Debt Instrument [Line Items]										
Face amount			$ 270,000,000							
Stated rate			12.00%							
Net proceeds			$ 259,200,000							
Annual amortization of principal percent			10.00%							
Debt instrument, restrictive covenants, quarterly minimum liquidity		$ 125,000,000								
Minimum liquidity		$ 75,000,000								
Debt instrument, restrictive covenants, minimum liquidity, deposit						20,000,000		$ 20,000,000		
Debt instrument, maturity trigger period		90 days								
Debt redeemed				26,900,000		26,900,000				
Amortization (accretion) of deferred financing costs and debt discount				2,200,000	$ 900,000	$ 2,700,000	$ 1,800,000			
Equipment Notes | Notes Payable | Not subject to first-priority liens										
Debt Instrument [Line Items]										
Number of aircraft | aircraft						14				
Equipment Notes | Notes Payable | Asset Pledged as Collateral										
Debt Instrument [Line Items]										
Number of aircraft | aircraft						108				
Flight equipment				259,400,000		$ 259,400,000				
Equipment Notes | Notes Payable | Aircraft										
Debt Instrument [Line Items]										
Number of aircraft | aircraft			134							
Credit Agreement										
Debt Instrument [Line Items]										
Issuance costs										29,500,000
Credit Agreement | Term Loan and Revolving Credit Facility | Term Loan										
Debt Instrument [Line Items]										
Face amount	$ 390,000,000	$ 350,000,000								
Stated rate		10.00%								
Amortization (accretion) of deferred financing costs and debt				$		$				

discount			(1,700,000)	(4,100,000)	
Proceeds from long-term debt, net		39,200,000	$ 343,000,000		
Increment principal amount		40,000,000			
Credit agreement interest rate			2.00%		
Long-term debt		8,700,000			41,400,000
Unamortized debt issuance costs		700,000			3,400,000
Unamortized debt discount		30,600,000			$ 305,200,000
Credit Agreement | Term Loan and Revolving Credit Facility | Revolving Credit Facility					
Debt Instrument [Line Items]					
Aggregate original principal amount		$ 100,000,000	$ 100,000,000		

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FAIR VALUE MEASUREMENTS - Schedule of Financial Instruments Measured at Fair Value on Recurring Basis (Details) - USD ($) $ in Thousands	**Jun. 30, 2024**	**Dec. 31, 2023**	**Nov. 09, 2023**
Assets:			
Total assets	$ 93		
Liabilities:			
Total liabilities	527,545	$ 554,068	
Money market funds			
Assets:			
Money market funds	93	94	
Total assets			
Assets:			
Total assets		94	
Warrant liability - Public Warrants			
Liabilities:			
Warrant liability	70	7	
Warrant liability - Private Warrants			
Liabilities:			
Warrant liability	40	5	
Equipment Notes			
Liabilities:			
Long-term debt, fair value	229,635	256,256	
Term Loan			
Liabilities:			
Long-term debt, fair value	297,800	297,800	$ 44,900
Level 1			
Assets:			
Total assets	93		
Liabilities:			
Total liabilities	0	7	
Level 1 | Money market funds			
Assets:			
Money market funds	93	94	
Level 1 | Total assets			
Assets:			
Total assets		94	
Level 1 | Warrant liability - Public Warrants			
Liabilities:			
Warrant liability	0	7	
Level 1 | Warrant liability - Private Warrants			
Liabilities:			
Warrant liability	0	0	
Level 1 | Equipment Notes			
Liabilities:			
Long-term debt, fair value	0	0	
Level 1 | Term Loan			
Liabilities:			
Long-term debt, fair value	0	0	
Level 2			
Assets:			
Total assets	0		
Liabilities:			
Total liabilities	110	5	
Level 2 | Money market funds			
Assets:			
Money market funds	0	0	
Level 2 | Total assets			
Assets:			
Total assets		0	
Level 2 | Warrant liability - Public Warrants			
Liabilities:			
Warrant liability	70	0	
Level 2 | Warrant liability - Private Warrants			
Liabilities:			
Warrant liability	40	5	
Level 2 | Equipment Notes			
Liabilities:			
Long-term debt, fair value	0	0	
Level 2 | Term Loan			
Liabilities:			
Long-term debt, fair value	0	0	
Level 3			
Assets:			
Total assets	0		
Liabilities:			
Total liabilities	527,435	554,056	
Level 3 | Money market funds			
Assets:			

Money market funds	0	0
Level 3 | Total assets		
Assets:		
Total assets		0
Level 3 | Warrant liability - Public Warrants		
Liabilities:		
Warrant liability	0	0
Level 3 | Warrant liability - Private Warrants		
Liabilities:		
Warrant liability	0	0
Level 3 | Equipment Notes		
Liabilities:		
Long-term debt, fair value	229,635	256,256
Level 3 | Term Loan		
Liabilities:		
Long-term debt, fair value	$ 297,800	$ 297,800

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FAIR VALUE MEASUREMENTS - Schedule of Changes in the Fair Value of the Warrant Liability (Details) $ in Thousands	6 Months Ended Jun. 30, 2024 USD ($)
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]	
Fair value as of December 31, 2023	$ 12
Change in fair value of warrant liability	98
Fair value as of June 30, 2024	110
Public Warrants	
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]	
Fair value as of December 31, 2023	7
Change in fair value of warrant liability	63
Fair value as of June 30, 2024	$ 70
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Change in fair value of warrant liability
Private Warrants	
Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]	
Fair value as of December 31, 2023	$ 5
Change in fair value of warrant liability	35
Fair value as of June 30, 2024	$ 40
Fair Value, Liability, Recurring Basis, Unobservable Input Reconciliation, Gain (Loss), Statement of Income or Comprehensive Income [Extensible Enumeration]	Change in fair value of warrant liability

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LEASES - Schedule of Components of Net Lease Cost (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Leases [Abstract]				
Operating lease costs	$ 7,509	$ 9,641	$ 15,049	$ 21,335
Short-term lease costs	173	2,151	386	4,637
Variable lease costs	5,826	8,666	10,139	14,499
Total lease costs	$ 13,508	$ 20,458	$ 25,574	$ 40,471

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LEASES - Schedule of Supplemental Cash Flow Information (Details) - USD ($) $ in Thousands	6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023
Cash paid for amounts included in the measurement of operating lease liabilities:		
Operating cash flows paid for operating leases	$ 15,604	$ 18,621
Right-of-use assets obtained in exchange for operating lease obligations	$ 3,017	$ 5,454

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LEASES - Schedule of Supplemental Balance Sheet Information (Details)	Jun. 30, 2024	Jun. 30, 2023
Weighted-average remaining lease term (in years):		
Operating leases	6 years 10 months 24 days	6 years 8 months 12 days
Weighted-average discount rate:		
Operating leases	9.40%	9.20%

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LEASES - Schedule of Maturities of Operating Leases (Details) $ in Thousands	Jun. 30, 2024 USD ($)
Leases [Abstract]	
2024 (remaining)	$ 14,409
2025	18,573
2026	11,107
2027	8,022
2028	6,803
2029 and Thereafter	36,609
Total lease payments	95,523
Less: Imputed interest	(26,812)
Total lease obligations	$ 68,711

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Narrative (Details)	May 20, 2024 USD ($)	Jul. 13, 2021 $ / shares shares	Jul. 12, 2021 plan	3 Months Ended Jun. 30, 2024 USD ($) vote shares	3 Months Ended Jun. 30, 2023 USD ($)	6 Months Ended Jun. 30, 2024 USD ($) tradingDay vote shares	6 Months Ended Jun. 30, 2023 USD ($)	12 Months Ended Dec. 31, 2023 shares	Nov. 15, 2023 USD ($)	Sep. 20, 2023 USD ($)	Jun. 07, 2023 shares	Jun. 30, 2022 shares
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Stock, shares authorized (in shares)				1,525,000,000		1,525,000,000						
Common stock authorized (in shares)				1,500,000,000		1,500,000,000		1,500,000,000				
Preferred stock authorized (in shares)				25,000,000		25,000,000						
Voting rights, non-citizen investors						1.00%						

Number of equity-based compensation plans | plan		9										
Warrant right to purchase shares (in shares)			0.1		0.1						0.1	
Compensation expense | $			$ 14,268,000	$ 6,604,000	$ 25,479,000	$ 18,142,000						
Shares withheld for employee taxes on vested equity (in shares)					393,218							
Term Loan | Credit Agreement | Term Loan and Revolving Credit Facility												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Face amount | $									$ 390,000,000	$ 350,000,000		
2021 LTIP												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Shares authorized (in shares)			30,100,000		30,100,000							
Common Stock available for awards (in shares)					25,000,000		2,415,000					
2022 Inducement Grant Plan												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Inducement grant plan (up to) (in shares)												205,128
WUP Profits Interests												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Weighted average remaining contractual term (in years)					7 years							
Compensation expense | $					$ 0	100,000						
WUP Profits Interests | MIP Plan VII												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Shares authorized (in shares)			3,100,000		3,100,000							
Stock options												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Compensation expense | $			$ 0	400,000	$ 0	900,000						
Stock options | WUP Stock Option Plan												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Shares authorized (in shares)			1,800,000		1,800,000							
Service period (in years)					4 years							
Vesting period (in years)					4 years							
Aggregate intrinsic value | $			$ 0		$ 0							
Weighted average remaining contractual term, exercisable (in years)					5 years							
Weighted average remaining contractual term, outstanding (in years)					5 years							
Stock options | 2021 LTIP												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Service period (in years)					3 years							
Vesting period (in years)					3 years							
Aggregate intrinsic value | $			0		$ 0							
Weighted average remaining contractual term, exercisable (in years)					3 years 4 months 24 days							
Weighted average remaining contractual term, outstanding (in years)					3 years 4 months 24 days							
RSUs | 2021 LTIP												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Unrecognized compensation | $			$ 16,500,000		$ 16,500,000							
Unrecognized compensation cost recognition period (in years)					2 years 7 months 6 days							
Vested or will vest (in shares)					893,000							
Nonvested awards (in shares)			4,908,000		4,908,000		1,848,000					
RSUs | 2021 LTIP | Maximum												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Service period (in years)					4 years							
Vesting period (in years)					4 years							
PSUs												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Unrecognized compensation | $			$ 1,300,000		$ 1,300,000							
Unrecognized compensation cost recognition period (in years)					2 years 3 months 18 days							
PSUs | 2021 LTIP												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Vested or will vest (in shares)					0							
Nonvested awards (in shares)			466,000		466,000		18,000					
CEO Performance Award												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Inducement grant plan (up to) (in shares)			73,000,000		73,000,000							
CFO Performance Award												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Inducement grant plan (up to) (in shares)			20,000,000		20,000,000							
Executive Performance Award | 2022 CEO Awards												
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]												
Unrecognized compensation | $			$ 221,600,000		$ 221,600,000							
Unrecognized compensation cost recognition period (in years)					4 years 6 months							
Number of trading day period prior to the applicable determination date | tradingDay					60							
Vested or will vest (in shares)					0							
Grant-date fair value | $	$ 43,900,000											
Expected term (in years)	5 years 2											

	months 12 days					
Compensation expense | $			11,100,000	0	$ 19,100,000	0
Executive Performance Award | 2022 CEO Awards | Third share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Award vesting rights percentage					25.00%	
Executive Performance Award | 2022 CEO Awards | Second share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Award vesting rights percentage					25.00%	
Executive Performance Award | 2022 CEO Awards | First share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Award vesting rights percentage					25.00%	
Executive Performance Award | 2022 CEO Awards | Share-Based Payment Arrangement, Tranche Four						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Award vesting rights percentage					25.00%	
Executive Performance Award | CFO Performance Award						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Expected term (in years)	4 years 10 months 24 days					
Executive Performance Award | CCO Performance Award						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Expected term (in years)	4 years 8 months 12 days					
RSUs, PSUs, and Market-Based RSUs						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Compensation expense | $			3,100,000	6,200,000	$ 6,300,000	11,900,000
Earnout Share						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Compensation expense | $			$ 0	$ 0	$ 0	$ 1,400,000
Nonvested awards (in shares)		900,000				
Earnout Share | Third share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Nonvested awards (in shares)			3,000,000		3,000,000	
Earnout Share | Second share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Nonvested awards (in shares)			3,000,000		3,000,000	
Earnout Share | First share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Nonvested awards (in shares)			3,000,000		3,000,000	
Profit Interest Based Award and Restricted Stock						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Weighted average remaining contractual term (in years)					1 year 8 months 12 days	
Compensation expense | $					$ 57,900,000	
CK Wheels						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Voting restrictions			23.90%		23.90%	
Delta						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Voting restrictions			29.90%		29.90%	
Common Stock						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Common stock authorized (in shares)			1,500,000,000		1,500,000,000	
Voting rights per share | vote			1		1	
Common Class A | Stock options | WUP Stock Option Plan						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Number of common stock exercisable for each outstanding stock option			1		1	
Common Class A | Earnout Share | Third share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Vesting milestone (in dollars per share) | $ / shares		$ 175.00				
Common Class A | Earnout Share | Second share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Vesting milestone (in dollars per share) | $ / shares		150.00				
Common Class A | Earnout Share | First share price vesting threshold						
Share-based Compensation Arrangement by Share-based Payment Award [Line Items]						
Vesting milestone (in dollars per share) | $ / shares		$ 125.00				
Common Class B | First share price vesting threshold						

Share-based Compensation Arrangement by Share-based Payment Award [Line Items]	
Minimum threshold days (in days)	20 days
Number of consecutive trading days (in days)	30 days

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Profits Interest Activity (Details) - WUP Profits Interests shares in Thousands	6 Months Ended Jun. 30, 2024 $ / shares shares
Number of WUP Profits Interests	
Beginning balance (in shares) | shares	2,881
Granted (in shares) | shares	0
Exchanged (in shares) | shares	0
Expired/forfeited (in shares) | shares	0
Ending balance (in shares) | shares	2,881
Weighted-Average Grant Date Fair Value	
Beginning balance (in dollars per share) | $ / shares	$ 4.16
Granted (in dollars per share) | $ / shares	0
Exchanged (in dollars per share) | $ / shares	0
Expired/forfeited (in dollars per share) | $ / shares	0
Ending balance (in dollars per share) | $ / shares	$ 4.16

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Stock Option Activity (Details) - Stock options - $ / shares shares in Thousands	6 Months Ended Jun. 30, 2024	Dec. 31, 2023
WUP Stock Option Plan		
Number of WUP Stock Options		
Beginning balance (in shares)	1,129	
Granted (in shares)	0	
Exercised (in shares)	0	
Forfeited (in shares)	(124)	
Expired (in shares)	0	
Ending balance (in shares)	1,005	
Exercisable (in shares)	1,005	
Weighted- Average Exercise Price		
Beginning balance (in dollars per share)	$ 75.45	
Granted (in dollars per share)	0	
Exercised (in dollars per share)	0	
Forfeited (in dollars per share)	74.58	
Expired (in dollars per share)	0	
Ending balance (in dollars per share)	75.56	
Exercisable (in dollars per share)	75.56	
Weighted-Average Grant Date Fair Value		
Beginning balance (in dollars per share)	12.97	$ 12.64
Granted (in dollars per share)	0	
Exercised (in dollars per share)	0	
Forfeited (in dollars per share)	9.92	
Expired (in dollars per share)	0	
Ending balance (in dollars per share)	12.97	
Exercisable (in dollars per share)	$ 12.97	
2021 LTIP		
Number of WUP Stock Options		
Beginning balance (in shares)	77	
Granted (in shares)	0	
Exercised (in shares)	0	
Forfeited (in shares)	0	
Expired (in shares)	0	
Ending balance (in shares)	77	
Exercisable (in shares)	77	
Weighted- Average Exercise Price		
Beginning balance (in dollars per share)	$ 100.00	
Granted (in dollars per share)	0	
Exercised (in dollars per share)	0	
Forfeited (in dollars per share)	0	
Expired (in dollars per share)	0	
Ending balance (in dollars per share)	100.00	
Exercisable (in dollars per share)	100.00	
Weighted-Average Grant Date Fair Value		
Beginning balance (in dollars per share)	47.52	$ 47.52
Granted (in dollars per share)	0	
Exercised (in dollars per share)	0	
Forfeited (in dollars per share)	0	
Expired (in dollars per share)	0	
Ending balance (in dollars per share)	47.52	
Exercisable (in dollars per share)	$ 47.52	

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of LTIP RSUs and PSU (Details) - 2021 LTIP	6 Months Ended Jun. 30, 2024 $ / shares shares
RSUs	
Number of PSUs	
Beginning balance (in shares)	1,848,000
Granted (in shares)	4,408,000
Vested (in shares)	(893,000)
Forfeited (in shares)	(455,000)
Ending balance (in shares)	4,908,000

Weighted-Average Grant Date Fair Value	
Beginning balance (in dollars per share) | $ / shares	$ 9.35
Granted (in dollars per share) | $ / shares	2.99
Vested (in dollars per share) | $ / shares	5.78
Forfeited (in dollars per share) | $ / shares	6.07
Ending balance (in dollars per share) | $ / shares	$ 4.59
RSUs | July 2022	
Number of PSUs	
Granted (in shares)	205,128
Vested (in shares)	(136,752)
Ending balance (in shares)	68,376
PSUs	
Number of PSUs	
Beginning balance (in shares)	18,000
Granted (in shares)	482,000
Vested (in shares)	0
Forfeited (in shares)	(34,000)
Ending balance (in shares)	466,000
Weighted-Average Grant Date Fair Value	
Beginning balance (in dollars per share) | $ / shares	$ 2.89
Granted (in dollars per share) | $ / shares	3.07
Vested (in dollars per share) | $ / shares	0
Forfeited (in dollars per share) | $ / shares	3.07
Ending balance (in dollars per share) | $ / shares	$ 3.06

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Valuation Assumptions (Details) - Valuation Technique, Option Pricing Model	May 20, 2024
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]	
Expected term (in years)	5 years 2 months 12 days
Volatility, minimum	65.00%
Volatility, maximum	70.00%
Volatility	60.00%
Risk-free rate, maximum	4.40%
Risk-free rate, minimum	4.10%
Risk-free rate	4.30%
Expected dividend rate	0.00%
Minimum	
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]	
Expected term (in years)	4 years 8 months 12 days
Expected dividend rate	0.00%
Maximum	
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]	
Expected dividend rate	0.00%

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STOCKHOLDER'S EQUITY AND EQUITY-BASED COMPENSATION - Schedule of Equity-based Compensation Expense (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total equity-based compensation expense	$ 14,268	$ 6,604	$ 25,479	$ 18,142
Cost of revenue				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total equity-based compensation expense	816	1,092	1,562	2,271
Technology and development				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total equity-based compensation expense	353	673	636	1,157
Sales and marketing				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total equity-based compensation expense	132	641	267	1,341
General and administrative				
Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]				
Total equity-based compensation expense	$ 12,967	$ 4,198	$ 23,014	$ 13,373

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WARRANTS (Details) - $ / shares	Jun. 30, 2024	Jun. 07, 2023	Jul. 13, 2021	Jul. 12, 2021
Class of Warrant or Right [Line Items]				
Warrant right to purchase shares (in shares)	0.1	0.1		
Warrants, exercise price (in dollars per share)	$ 115.00		$ 115.00	
Public Warrants				
Class of Warrant or Right [Line Items]				
Warrants outstanding (in shares)			7,991,544	
Private Warrants				
Class of Warrant or Right [Line Items]				
Warrants outstanding (in shares)			4,529,950	

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NON-CONTROLLING INTERESTS - Schedule of Calculation of Non-controlling Interests (Details)	Jun. 30, 2024 shares	Dec. 31, 2023 shares
Noncontrolling Interest [Abstract]		
Number of WUP common units held by Wheels Up (in shares)	697,663,854	696,856,131
Number of vested WUP profits interests attributable to non-controlling interests (in shares)	0	0
Total WUP common units and vested WUP profits interests outstanding (in shares)	697,663,854	696,856,131
Number of WUP common units held by Wheels Up	1.000	1.000
Number of vested WUP profits interests attributable to non-controlling interests	0	0
Total WUP common units and vested WUP profits interests outstanding	1.000	1.000
Units issuable upon conversion of vested and unvested profits interests (in shares)	0	

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NON-CONTROLLING INTERESTS - Narrative (Details)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Noncontrolling Interest [Abstract]				
Weighted average ownership percentage by parent (as a percent)	0	0	0	0

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COMMITMENTS AND CONTINGENCIES (Details) - USD ($) $ in Millions	Jun. 30, 2024	Dec. 31, 2023
Commitments and Contingencies Disclosure [Abstract]		
Sales and excise tax payable	$ 10.5	$ 10.5

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RELATED PARTIES (Details) - USD ($) $ in Thousands	3 Months Ended		6 Months Ended		
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023	Dec. 31, 2023
Related Party Transaction [Line Items]					
Costs and expenses	$ 275,475	$ 488,049	$ 555,161	$ 936,511	
Incurred expenses in accrued expenses	88,124		88,124		$ 102,475
Other non-current liabilities	14,743		14,743		18,655
Affiliated Entity | Commercial Cooperation Agreement					
Related Party Transaction [Line Items]					
Costs and expenses	1,000	$ 500	1,100	$ 1,100	
Incurred expenses in accrued expenses	2,100		2,100		400
Other non-current liabilities	$ 1,400		$ 1,400		$ 3,600

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RESTRUCTURING AND RELATED CHARGES - Narrative (Details) - March 2023 Restructuring Plan - USD ($) $ in Thousands	6 Months Ended		
	Jun. 30, 2023	Mar. 31, 2023	Mar. 01, 2023
Restructuring Cost and Reserve [Line Items]			
Pre tax charges			$ 14,000
Restructuring charges		$ 17,700	
Total restructuring expenses	$ 10,520		

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RESTRUCTURING AND RELATED CHARGES - Schedule of Restructuring and Related Costs (Details) - March 2023 Restructuring Plan $ in Thousands	6 Months Ended
	Jun. 30, 2023 USD ($)
Restructuring Cost and Reserve [Line Items]	
Total restructuring expenses	$ 10,520
Cost of revenue	
Restructuring Cost and Reserve [Line Items]	
Total restructuring expenses	755
Technology and development	
Restructuring Cost and Reserve [Line Items]	
Total restructuring expenses	2,299
Sales and marketing	
Restructuring Cost and Reserve [Line Items]	
Total restructuring expenses	2,058
General and administrative	
Restructuring Cost and Reserve [Line Items]	
Total restructuring expenses	$ 5,408

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INCOME TAXES (Details) - USD ($)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Income Tax Disclosure [Abstract]				
Income tax expense	$ 441,000	$ (16,000.0)	$ 327,000	$ 172,000
Effective income tax rate	(0.50%)	0.00%	(0.20%)	(0.10%)

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NET LOSS PER SHARE - Schedule of Basic and Diluted Net Income (Loss) per Share (Details) - USD ($)	3 Months Ended		6 Months Ended	
	Jun. 30, 2024	Jun. 30, 2023	Jun. 30, 2024	Jun. 30, 2023
Numerator:				
Net loss attributable to Wheels Up Experience Inc. - basic	$ (96,973,000)	$ (160,593,000)	$ (194,366,000)	$ (261,459,000)
Net loss attributable to Wheels Up Experience Inc. - diluted	$ (96,973,000)	$ (160,593,000)	$ (194,366,000)	$ (261,459,000)
Denominator:				
Weighted-average shares of Class A common stock outstanding - basic (in shares)	697,458,966	25,570,200	697,403,388	25,446,199
Weighted-average shares of Class A common stock outstanding - diluted (in shares)	697,458,966	25,570,200	697,403,388	25,446,199
Basic net loss per share of Class A common stock (in dollars per share)	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)
Diluted net loss per share of Class A common stock (in dollars per share)	$ (0.14)	$ (6.28)	$ (0.28)	$ (10.27)
Dividends declared	$ 0	$ 0	$ 0	$ 0

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NET LOSS PER SHARE - Schedule of Antidilutive Securities (Details) - $ / shares	6 Months Ended			
	Jun. 30, 2024	Jun. 30, 2023	Jun. 07, 2023	Jul. 13, 2021
Earnings Per Share [Abstract]				
Warrants, exercise price (in dollars per share)	$ 115.00			$ 115.00
Warrant right to purchase shares (in shares)	0.1		0.1	
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Anti-dilutive securities (in shares)	9,693,439	6,370,879		
Warrants				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Anti-dilutive securities (in shares)	1,252,149	1,252,149		
Earnout Shares				
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]				
Anti-dilutive securities (in shares)	900,000	900,000		
RSUs and PSUs				

Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Anti-dilutive securities (in shares)	6,459,297	2,898,439
Stock options		
Antidilutive Securities Excluded from Computation of Earnings Per Share [Line Items]		
Anti-dilutive securities (in shares)	1,081,993	1,320,291

EXCEL 95 Financial_Report.xlsx IDEA: XBRL DOCUMENT begin 644 Financial_Report.xlsx M4$L#!!0 (`M*''%D'04UB@0 -+$ 0 9&]C4')O<',O87!P+GAM M;$V./0L",1!$_\IQO;=!P4)B0-!2L+(/>QLOD&1#LD)^OCG!CVX>;QA&WPIG M*N*I#BV&5(_C(I(/ !47BK9.7:=N')=HI6-Y #OGDK7A.YNJQ<&4GPZ4A!0W_J=0U[R;UEA_6\#MI7E!+ P04 M " !00PA9=D?R6^X K @ $0 &1O8U!R;W!S+V-0&ULS9)1 M2\,Ps,>_BN2]O3:3,4*7%\4G!<&!XENXW+9@TX;DI-VW-ZU;A^@'$/*2NW]^ M]$M(@T%A'^DY]H$B.THWHV^[I#!LQ9$Y*("$1_(FE3G1Y>:^C'}VH-GMA8PP8F8!$(HM"-1861#/?UC>XX,-G;&>81:"6/'6GQY=YW<)U MB4V'E%\EI_@4:"LNDU]7=_>[!Z%E)6^+:I//KI9*KE6]>9]621A'^_1S80RY8-[9)-NIL\"SI^\Y%1^?H.'GS[BYBZ(:(E/)X M8-DOV]:[MR_>X%#BVR]*+ 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' MHY9 M\>V5FJ?JH,@H%\D>/N5Y> HWEL:\4*Z">P'_T=HWPJOX@L Y M? RY]SZ7ON?0]H=*W-R-]9\'3BUO>1FY;Q/NN,=K7-"XH8U=RSTS0LS0[=R2^]VE+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?$R,1>APYY= <7^/1DN/;IF6U;J\!=QEM(E(YPFF8$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$R<><41 71% 8.5' 86%S+D4.Z2 MD 83 >LX=SFWJXPD6L_UC6'ODRWSEPVSK> U[F M$RQ#I'[!?8J*@!&K8KZZKT_Y)9P[M'OQ@2";_-;;I/;=X Q\U*M:I60K$3] +- M!WP? D@9CC%OT-%^/%&*MIK&MQMHQ#'F 6/,,H68XWX=%FAHSU8NL.8T*;T'5 M0.4_V]0-./8--'R1!5XQF;8VH^1."CS<_N\-L,+$CN'MB[\!4$L#!!0 (M %!#"%FI^=" =U 4 *X> 8 >&PO=V]R:W-H965T&UL MM9G_<]HV&,;_%1W;[;:[$"P92-(EW!&7M&QM2D.ZKMOM!V$+\-6VJ"Q#^._W MR@8[[>07YBN_)!C[>=!'7ZQ'TO5&JL_I4@A-GN(H26]:2ZU7+SJ=U%^*F*?G M>]^UT.#S SG@I/1A_#0"]O6IOQ0ZH9_Q\&^.7Y M7[(IGNUV6\3/4BWCG1A*$(=)\9_[2KBF.#GU C83L"$=" Z7W!W C<'+4J6 M8[WDF@^NE=P099X&-_,AKYM<#31A8HQJA7<#4&G!YY<"T7:)%UR)=+KC@9/ MPKV&X)\\7]8&P]W*L==[K;$?>:\RBU-B0J:PAX M60)>HH4:)3K46W(71H+ <9_%,*!L8[N$XM.U>],K4!H=*&\)=E7!7Q\ IL0C- M:Q2:,>&QM8_B/A]?CT9OIN3#A(S^G(P>QJ-[,T3&]]ZY#1BU:@A,G6I:=8Y! M'B>^5-!-N>FQ9V2J86P2J8@GLT2K+? P/K/5PP/WER$:,BYHB/TL2]!CD1_Y$ MQ@&,U7 >^CDWTJ$/6%Y$=MFF?7O2IM4OCXJ\K,)EQ_.@P#9;TG+T3M1D;_"5?T+"G=T'=<^#>&ZIJ157*)XRLD[ZQ#6N_5@N &CS(IUBG!$JW1$ M\4CS1OK07I.E3+#T<,"$]2[/=:S\YTB&]$]"%$\V3R&&G*1G!/*?I[)0J;" MSQ2TI!42=_(B#J_H(?%E',/,!.MK__,9^=$Y=R]D1579,VC3) 5K/KR-;&U M-DX1IFB5IB@>@R #!V&R(--M/).1M1)P@P\3*]4I$A.K$A/#,\V^4LF,$:.5S+KULXSQ%#F)5#F)'Y2"S8H,\#\E@ M(97UC73 YUXF;>[[FS)"@,K;RG2$.L2D/LJ#0TC7D4D=LLA=NIO=? B/G7; M*+BL*5Z5@=A1&6@$X7MA1N4K<-!+B GQBB?V=L4-:[<9<%U3T"H",3S![-MQ M*: =,3SK1OK78 MH\@V\K,HV#(\FL/A-@GRG[R[B%E;"-\+B QYZ5O%&Q=/7=AFF? T8I_V3OKV M*?^ RWMK.L=%3=&J9./B.60?:7:(GP2D&PC^H!=NTU9V[6N'G%E4] JVKAX M$'D.6-^"![9X:G;7<=G_1>L\.Q$T,UI^4)K"JB=+=`$X6'Y;'L8.\R/(3O5X M<9+ [EIL),261F(/4.;^ -YHJ#D>+"RU7^?GB3&HMX_SC4O! */, W)]+J?<7 MY@?*(^K!OU!+ P04 " !00PA9]6@9P'D']'@ & 'AL+W=O?7WP4IBQ0!PNXT#XE)<;$\"RQPSBY/'Z7Z6F^%T.A; M653UV6RK]>[M;*0J4PVWZG9]Y1(U^\@LEA2C*-ER;>5 M;'?:_O99K4YEHXN\$I\5JINR3-73>U'(Q[,9F3W_\$=^O)7FA^7J=)?>BQNA MO^P^*[A;'KRL\U)4=2XKI,3F,'9.WEZPV QH+?[,Q6,]N$8FE#LIOYJ,#^NS M&3:(1"$R;5RD\.=!7(BB,)X Q]][I[/#.\W X?6S]_^TP4,P=VM+F3Q5[[6 MV[-9/$- KL4F;0O\A'W\3^X!"XR^31=W^CQ[WMGB&LJ;6LMP/!@1E7G5_TV_[MB1@,(,'$ +H?0%\[@.T'L#;0#ED;UF6JT]6IDH](&6OP9B[:N6E'0S1Y99;Q M1BMXFL,XO;KX='UY=7US=8G@ZN;3QP^7Y{=P_[\X_GUQ16Z^>WJZO8&+=*7 MFTOTRYM?T1N45^AV*YLZK=;UZ5(#!N-IF>W?][YU'YUXW^]-=8(8GB.*:> 8 M?N$?? BDR&$[:X>QX'(B/X1/#^3UA^,"K]12E0:I74M=/W6%4_G([,+OL-M:;U+,W$V@VU4"_4@9JN??R^[@(E@VU+D+\1\+B?V(Z0%4]>4>XA"0X&(-UV++$DH%/SVC,3\5-3=P)X - KT0G 5E3T4D M>I7T*O+T+B]R#93IU%_$2VG_5(#]*&_'0??41OS<]APTU!^-:F-&\2[$1L/YK MT+4@$QL0M?NCQ%EWV#3&,9S.8[0N.\IH,"@T9[NZ MT=R1T!MO4B=9F+PK' M\SA!769!/$5R=%#&^4GN6/&\A-5FLY@'Q-(]#KL$\Q#3";0]ZU$_ZWT\VN^3 ME$=M*@/6C8@UJ0X[%F(^(7AH3WGT!2MR= ZB= FZU?2@H'T04\&!>\+K,X"]>.AIX-];\RZQ+X)8QVO04DP^DP MKBH'X>[%:I%-^_IQ4\;H\6_>,U]8Y@JWVB<,*>&8]^7LN MI(E76EVUL-S=+"^+_N-VU@_R=MS/ZOF4^7G4)*.LT(V6V=K-/,,8$-(I" M#VG1B'> (S$.,Y{C{A|)&;Z7*OXOU.Q0E\1R'?`X9QE/`Y"-MYS&)4:U-E M>CEU;03%\],H8O,X#/;W$5Q'9L2SM6QT#;7.VIR6::OJ?F\JT07[W.]LQUZ*.M3)1W0NT?[7N9<[$]4ZT3>W"F5',I0?& [3BOS?$L]SJ ^77 ^7J=FY8[9+[I MRRSR"F7I+H>=X(1I,SQ):AZP7 \PO!D *-F53I!I6;RTV M>98[&8K9]+X@2<@C.A8"3DL>,3I5!,%!3]8O!89892>X9 F;96N^E#P YT :LUP:,KPUN%4B"1CVANMM]0;D-8@9EK YR)0V MURD/YQSS_1Y18[;.F ! MWJ.CO,."<390[K10-[3=7\UU:(HD9?=N@*:@F5 M [<)[*"3KI0M]8"U7__%,,8OR=AP*8+146G- I%F\,.ZJ%D@JI9+RF87U)< M&_$#]*QD49A3*:] T[CFT[7QS MV!,^>PWA#V39H5VOYLX^RHN0V=?93GXMF<^K/XO5?=Y58,BW\!(?,(A M9M5]J^QNM-RUG_ONI-:R;"^W(H64- 0;P?"-!H^UOS!?$PQ?CU?\!4$L#!!0 M (%!#"%EUC9I@Z0(!4(8 >&PO=V]R:W-H965T&ULK99=;]HP%(;_BI5-4RMUY(LDM(-(%*C:]:..H=-O%M N3&&+5L3/;@7:._M?K:31D#3PL6X -LY{^OGG#@'\I+>,/XH,(0F> ZEFO*5+0].8&!$.;$!QPGM<$)QO7VS-N-QGY628(IF'(@RSR%_OD2$ M;0:6:[TUW.-5)OG"?<+-N$)S)+\7,ZYF=N.2XAQ1@1Q%]"T'UM"|&$4ZW@3\ MP&@CML9 9[)@[%%/;M*!Y6@@1% BM0-4/VLT0H1H(X7QI.:TFBVU<'O\XGYE MY++*! (T9^XE1F ZMG@10M84GD/=MAN.IY,YY,Q4*/YW>W->/B@)I?#V^%T- 'SZ\GD80Y. M9I C*C,D<0+)*?@,/@(;B$RMBKXM%8=VLY-ZS\MJ3^^-/,^6M -\YPQXCM=M MD8_>EXI1HN2ND?N[WW5L_@Q>B@ D:6.HA$XBOD15_^N"&SI>VQ/^3V4X9 M_*8,_GON\8CEN_WR M6,=_0W$C1PUZ|"[Z@^IWHN3/%?P9@!(D3,A# MY-$K'O_<]S>'O;K,"_2=V:/V=YZ:>N&^0WR%;8"$+140]<3*0+=:.%[(EEA MWN,+)E57,,.]6W$=8"ZOF1,ODQT:VC^'<3_ %!+ P04 " !00PA9/(U@ M-S$(#L)P & 'AL+W=O$FR.CGR/KJZ.C*ZVLOJNED)H]+PJ2G4]6&]]OAP.U6PI5EQ=R+4HS3=S M6:VX-I?58]C6E>!9TVA5#(GGL>&*Y^5@=-7<^UR- KN1&%WDI/E=(;58K7OVX M%87<7@_PX.7&EWRQU/6-X>AJS1=B(O37]>2*7 WW+\%F^$]7*98DJ,;\>W.#+ ME-*Z08/X5RZVZN SJD.92OF!OKC+K@=>_42B$#- =4W#S[TF,15'43.8Y_K,C M'>S[K!L>?GYA_[T)W@0SY4J,9?$MS_3R>A -4";F?%/H+W+[#[$+CY9K)0 MS5^T;;',&Z#91FFYVC4V3[#*R_8_?]X)<=# \, -R*X!>=W-[VE =PWH>WOP M=PW\]_80![HTH0_V!O0A$]YZ*J26U35;,-6?VC4;UH;O?*R3I2)KLRWN6FG M1^.'^R2]GZ0),I\F#Q_ODIM'/$_3P.WKXG'ZY>;;PS '2.ODX2 M=/;W#U=#;;JO28:S75>W;5>DIRN*/LE2+Q5*RTQD0/O$W9XYV@I-V/O8R4OL MM\1)^,]-><8&H]RLB'O&!YQF_OSF%POEKO:?_=^']'8M!](M"&C_;PW94SN1)H MHKD6IA!HI],?-5.G*3.1_0T/=DODP65W=+M6:S\3UP)0O):HG,1C]\C?,O-\@ MG4])EIR2+#T1V=&(^/L1\5WLHR_B290; :G?-F1-PWHI>!KAF)$H\#SO:OAT M**V-I#3P&+&0"8",*8V8A4QM) (M8%/]'R*.(@WW$@3,'QU)IA7B9(?%L5D(E M'MU"44?7#*W#LE67)*LO1$9$59LE%G3Z[NY M*1$*]:7TL.,I7S&+/SE<;24D8>]3.5P 9Q7%@ MO18U",!HKT D5. "2]$.V&- R_PN=%XNH,@CX#G[":A] M $BQ;TN4V$"?Q#BT(P> 41R0WLCC?>2Q,_(_1"DJ7C2Q\\P8LIQ>+&O3"PD0 MV_H',1#7V ::+&5V74]L8$@P5*P!8.Q'N%< ['7.T7-*D A3>&8Y;PU_K<-* M5CK_;W,#M(>>G=A!$-MS>PPB,0&J ("D7AQ%MA DL0!B_J5./#0V*G$V1]F M1_8!%5(I9+109E;499+GU:SBP8K!'P)&##H#Z)LVAX@A @R!H5X,7 M.MC0F+(.^I#9U^QV|]^K*? #O)(K>-B:JH"+(O)V 88\@=0%!UM#(KOP) MB&4X!,:(:R9+8PZ9D%G:K';U3[HI:A0WNZOSG;I_:^?3^L3]6G)0M/17; M\9!T[A:|6U=&!%5:FMK<%&VEA%;_HE*)@X#5I;:R^X8P)E, MI?:ZE$",00BLY.^A/-:C\[*8;60_[E8N\5Q;N$VNEB]%.Q-36 ?;4IY"E2W M(& (56T 2%Y5HIT0;U,>Z]#96>SVL^,E+Q?"S%4T-PL7>N+%IEG)M[RJN!&D MR/DT+W+] Y3$]IKG0*!C I*[4PLT_O:A<8 MLVTOP=<0 ,ZX5<#7 D#]0SE@XXR7ZX^:=+:6N&WM/NI=I8;")K:7-&L+8_8R M-(:@(0N 0@ A*2;$? E>3@OT'8=B_7)'.S!*WF867]HZ"2""C";3S& +ZP'LH M"$>A;3T Q(X|+>EL*W';UM;!R7:[?R O 5?I ,1L#0&P:@ 3BHP1X MZ0$!<=C_TH-T7I8XC=GH7NAFFPN&&T##'X? _AZ"FHBA=P$)B(U]R@"+!&'- M\/M!W!%][9QJ)VS1^%$I=HA<%$>ZRJ<;S:=FMZ\E*F5Y/I.EKF1A6BI,;&G7 M$5@KV\M9&KT)2=Z&I$[(L1"=6R1NM|@KP;>E$(5"7],DQW*U,D9[HN7L M.S]JEUH@','5PVE5?W8S>%*VY*1LZ;G8C@>]L[G$;7-ONXN;%1HOL M)^+?$;X5/P0#XH? 9K/@AF"O^SNY2|)RFWYJC)"((JYT^BXF;SUP2NK+DJ-UH M7F:FM(,_2E*GJ_[I7\1/R9;3==VY&"<|2VQ&9I\8,H M9NQUGMI0$@2A1ZRE!8? 4HS2RTA4B]7V&X[@G80_.:;@=^>&$=2E@.^%>!8"W MT#T*P*2@ A IJ,#PX/322E2+YMB80C.Y*75[?F5_=W\T[:8YD/7J_BV^'&/@ M?H(OT_;@64?? GH/[Q*M%7BI4B+GIRKL(S>-6[=&RID++=7-V:BJUEJOFXU+P M3%0UP'P_EV8%WUW4'>P/^(W^!U!+ P04 " !00PA9@IV2!\4# "=#0 M& 'AL+W=O=V<2? M&,P",PEVI[E)0B9.VH>=?1!&8&]MB94$I/!^KVS'Q4;0=)<7D.1SC^Z].KJ2 M1C0O&OXJ4$(E>BIR*L9%*N1Z:IDA24F!QR=:$PI.Q*8H,/lV37*V&QNV\3KPF*U2J0:,R6B- M5R0F(\GG|P*%G-BR+K"!49(PB3I9CX|H>1H"'EX#/&=F)O392D MO8%3&SA=_^^(@5L;N&^=P:L-O+?.T*L-RM#-*O8R<2&6>#+B;:FG>P-]:X0@,;:I39 M+ZTA7QE5.HDEAZ\9V,G)=' 8? 1O=Q%")HQ;/;F_#]"3KQ$_S=1?=/,9I]A$]W M#X_1)\#=?([0[2R.T05ZCD/T_MT'] YE%#VE;",P78B1*<$KQ6TFM0?7E0?. M$0]<=,>H3 6*Z({L-/;A:7O_A+T)V6A2XKRFY-HY2? C'AEXBU_H-.9;C:?R9 MOMW]5!CX,=3GHG5." MYR0+STD6G8FLM3!^LS#^20G"F0TG,H4#BW-"DV\("@(5..[N HN_X1Q3-40K MT8$JYUY+HH*//0XSK!!W1A1HBV_>LCC0/49YC'!%EOPF_?S+\=ET\MA?!FD#[M5M_NQ*J!V,Y^$_0[X>IP@0_7PTI &IP#?'N);<4\;&(>G(SYE@@Q1(>1(RPE MS^8;B>/@:HCV;]\ [&PO=V]R:W-H965T M&ULQ9U13RLYLQK>)MI5)Y8"1LJ4827H!MG7\?D+5N=_>E)>SC>9FQ[-O?:;$#-.=>P=E]M?U2+\]R M\7Y?KS;U^ MG;+QF)^NB^7FY.)L][M? MA=GU6VS6F[*7[9>?;M>%|NO;\M5=7]^XI_\8N/ MR^M%T_WB].+LIK@N+\OFUYM?MNVKTT?*?+DN-_6RVGC;\NK\Y"?_QSQFW8!= MQ+^6Y7W]Y&>O>RN?]^I+]^+=_/QDW,VH7)6SD.4[7]WY:1?XB-TQ-O=ELWU?H_N)W!>KEY^+_X?;\AQ@SP@YX!,#^ '3L@V \ MC $[AD0[@>$YH!QSX!H/R R!@1]&?A^ #??0]0S(<X/B,TI\9X!R7Y LOMT M'SZ.W6\IR MMFP(B#@>4C6+_S[M:C.:59MF6ZW:/UVWGW13;LNZ,.9RV@KM46WL46ULQPYI%&_+Z^5FTU$_%ZMB M.RN|!HM/H5X4;8(W7M%VTR+V@Q?X? _78F#%*5TY^=Z#_L,XI9N7Y2;L=ZW)[M5YY<_/E//A__C5+; RS:P;J#_-T%B_PT86ER=GKW5%C(K!D2)I PB83E()BF ML^!19\% G1VCK0E=M1:E[:U@X? MW;XRGNUDS!TKT;"IDA8AH0)$R&I&0AV'H M&|(Y=14%CVJ+-K1@QZ5O=O,NC-;*ZY63KN?WG2KD-UB8%&MYN6V_HN7_7:[M;+YZ__W8GKR\=G%[7VSG_Z,4%R$5AX1-D; ,"1-(F$3" M)#?J+J#FNP5^SWSS#.-,.%1/=LHTC8P=.T-F%$B81,)R M8O.S**7/?O'CYQ\|/__)HMA7K)ZMS?MCW79-*MR M76Z: [N^=/K;+67<)6#_$;):M8)XLH"C%,,//?LE|KF_783ZYJ(6F3-#P@02 M)I&P`335)@^JC!UJO!IV?0Y"&|30O;C<<*Y<=QQ9AAZW$'"LB/?@4 FE4A8 M#H)IVO#'RO8;.]7Q@?";EIOV=;N^!E1#'G,V3&TMP8SCQ,2=>*AHH+0,2A/'M;.X)39ES-I]GIC%OGNMNYD!+O-_+K-/E_D!J\G?>AY;T.3[.N018EOK&ZG MT+P9E":@- FEY2B:KC9E%OMNM|A0VU$*LRU=GP>^Z8%-]G$N$X]"11&/0|/% M(P)'?A#S.# 6U8**3'W3%I3$Y"@?CZ#U&'F^\DU]MW'ZTAW<21^\@R-I4R@M M@|($E";WM(- N'BJKKC7E&ONO;1N[$PR6&V&"TN4@:-X,2A-0FH32:LK"$@OMXYRG%!M%%X:(P)[*$!E)E(;(V9'G%!O7=TY1_JCO M-D@!^SG2!)Q :,5,H+8/2!)0F?=LJ|4\KH*RZW)0=Z\?? L$[D(^W&"90VA=(R M*$U :1)*RU$T7:#*':?;=]K#+F/-M,W;$N!^:_OS$G6.PDJ#F+I0FH#0)I>4H MFJXDY?#Z;HO7?;7V]]M->UH=.Z[6D'[FQ+$[2>E3-3=BM[B=UZ>.M# [58H;0JE95":@-(D M(CVQJWE[R60Z2#;.5/>G.?6%KD!5MICMOPK>=LRHYES2W8?FS:_T :5)*"U'T73! M'.N9/:-'|H#(&^3-/C9X2Y="D4;_$1@CV\%G+U%$YRHPA:'VG%&6ZLA>: MKH<_ :CI"J5-H;0.2A-0FF1'=NRBLNIR4Y8K^Y9-NPS:M0NE3:&T#$H34)]$ MTG(431>H.J<9I\N7V0XHY^/0//5_.64J9Y1:5SU0WQA*DU!.3FP/G_6<%95G MS%ZJAY<=;N)USV&P+J@V7E,54$L72I-06DYLC5&O+))13R|Q.[<=RMBKJ>GFU M?/C@NX;=\N%D570G*=+"9;:%&[#$U +4OCTF909-*: T":7E*)JN&N7*,K1.;U$M2VA= ($E":AM!O^%T:)JVS;P&W:?BSOVE5V MN==?;.:-M[5MICMOPK>(+-#RQES2W8?FS:

]"A<;;.V,W'AC"ZT"N)OHTF('IGS]VT& M)WF'V^51-;T,"UFH-SV42U#^1O6.?OYI[^GPU0/:'K;:'CXD_3\9M__*1>(+ M4M($<;40I[<+Y;6RA1)GMAB(1S_.]'Q_?

BJW<'?]U[UA?,BKRU5^S.J97@_&@E4I'G54DCTX8Z6R-PSKVK9Z1#I6_9B]A:J6H"G^*&F9=58%G%7/J(AXW] 4=E M%%104Z7!HI74(<(.;2ID66I2NL^:U59_]Y58

M0+R%L^=ZD>+P5IDHQ4A[\0%E$_J;"+;P+04P(B5*6-(!C<%Q; MWNA+2;6>$G4-JE :LI'E0.>O S%B&R#* MK%C82I2.C(;0PM0(%#1OJGVM@+:)(3'5P!U3YV+RE%??:NU3*9(E;

(&TML:I M;1Z'!@0)B!F8!6F /(Y:R./ M(_B_1G6N$(F#;KD&/Q[F>&5X0W)U.RA-IP9B7\)8I3L_5[!/[.)DB\#,$&L ME/1*$4E >14)5P[VN,T?!+')8*%5=JR*VJ-05=+f!800 5^0@

7F#GBWT?I MB[EXE]@"ES>==0MM><.TJRNY:^_9JP"29<%*R=*44C]2,VS^MK!U4TB6OZ$A MI ,6EH8 5%SW!L!/++]%>X^>0#&NM\3A)1<\N)%]N5&?7:-CR"G%.\#J/8L%

M:"6E&.BQR(U"S8EWH\(-@0YWANB*Z]DS:)WA%T$!=?*HB>H!$8WOFW$ S%0)@K$I> 8<\&N,+E, BRGMDF4QI5$/.Y)7]+\;OY2[@&E M2X"[(O";4D?

BW(*;DQ(^L1274O0<4\U73#4 1'A_G=Z/.FSG_.OXM*UQG&.[MGS7UTLD8M=!MV!X"ET0:.*HB+(R.=/T&>/LPAR'O$!F!+17Q=ES8M!]Q8B; M#G4IDM(7?Q@.AL/A'K5)-#-

##9/:/YUJH?PDG6![&JV1H/$>G3A'Z<:]?AY M!X#=-:?TRGTC>&=.)1N;W,/Y=,5$-IC!2TB=R XC^T5K'CHCA%\MSB$#EKSMC

MRF_B3$[,*,V\BMZE031'@Y;HQBVF]*F8Y0(?"SDQJENGW<*!@+6;+2"@+5E0 M!>)D[2(%KN-^(2OJS>@W%^O6S'L:DW\/76@0CEM)ZO[A#G2U>+0$GIC53N)]

M5%P:I0$2!)6^J.Y=';T\>Q"?/APTB94_KY!QX$=-"'T.NIMJ5@NU!EX.XJ(. M]Z=&$)/2M?S2P0N$%-"* F Q)%"(/51EB&P%/0] GG/T/;&W+QXG1./5S)6H

MF&V0F8207AFJN^0)!!53OVI$ %#]*M%A\C+E,")>1&J5&VFP9NG8T;+"2A^ MVZ)+!"0RM$[Y2)Z%.73K?6,C'IU*V# M6U*9<8) =;0*,R'E.

MY54YS(M!SZR>HM3ABO7Q7$V8YNK8|C!*F80[*=CJH*:U$33]-*0,E41Z,@5J MK8L,%ACJ.JO:48";^Q:NW!-[- !)12:S, "M2 .8\MZ^F#E7+K4Q_6Y8*40T M;Z^9<8*E^RX(TF0K8):

(\C;IV;B$=D]9USQR,@&EI,10%M+>$H.TYZKJT"8> MOY@H4<,N8().4$F7:A2L]E63AB%P\CP@C3R6+=]06RID D_)\K9K8II)<"L) MAGLGSGNWI,RB89B/\LR+C Q5L@%

<0+ZHVRQ$I)\10* ,NH _VA[P5 8LX@=N M/:!M@"N%)/ ;"]%(T=RB^KQ#88#X"#QDC?[T!5S'I0#4C4$:$=QZ61:XENP M2+";=.-VU'2"K>)]?BFQY#>]HJMS!%@\LNB-WL&%\]D

ZQF77FA$[SEK?E1K" M>B[)]#7D5\,/X\H&P5Z\Y[=`>PAFLVYOHU2\UN?NN+)\$P^[>]^[^P"\H*"L M[+/Z<],XZ0I%T"8:9QLK&9<49)>'>YJX$H!*[RI;/=98!=A7)UNFN#.A\1\AW

M=/I1[H6Y]A<>@,-S0O/&2]DY)4*WAR&*$U#D#?1N)#<=9;"A$0$D#Q?;I@;4"*5 M6L1FE5$P=TL"T2*F8L*^.B4+O4M-+/GA3LUC>.M\)Y.1G&U2PH_K1'O1)-H9

MO=Q4XK.\l7=&*<>>'6[+L?7.?YU;+OI.K1=:,N6L2.,H53&#",H8K;C"LUO M(5^/MF@MY""=I* FT!XS+!L3#!V MM4,;GPI'Z1>RI?;T.-'Z6<;'.:H*8X.!\^>]$#/^ +>[]"6Z!?]>-

G$QNHH_MSI4$A:$-6*\[T7NJ#] ?7HGU!+ P04 "!00PA9-(;#O8(& !U#P M& \AL+W=O3 $F:[79Q;8JTW?UPN ^T1-M$)5%+4G&SOWYG*,FQ$R=7[*ZQ*6E>GWEF

M2)YMM/EFUU(Z^%Y7C3V?K)UK3VQ4M[+!+TMM:N'PT:QFMC52E%ZI MKF8\"-)9+50SN3CS[SZ9BS/=N4HU\I,!V6U,]7LM*;\TDX&5_0R/+V*2=X+_*;DQNZL@3)9:/V- M'MZ7YY.

I*5+!Q9$/AW+ZJE59$A#../P>9DZY(4=]>C]9]!IC+0EAYK:O? M5>G6YY-\ J5H2QK?V'3R\;9!(K..ET/RAA!K9K^7WP? M<-A1R(.7%/B@P'W"_EPOKW__O$ "!_?BP?

>J<4]N*0IY/L#6L-/=R2BP<@#ZJ0X!Y.":(IP;&V4S6IHLW-6C;TRLI1TH(P$EJC[Q62 M")SV&K6L%U@<;89FP/6Q(DW=6;1J3TXQ+"/E'@,!^2,]?SZKBI]\(6;13[2S M^CQ&@CQH[%

(;@QK"@8!6[\8!.<;)= H_5]3LEDQ.S010*W37.^DQ54\B& MAHV%(PC3B*5YC"L>)8S[513&+ TC7.5IQH(XA4ME"B.6#EN[P5F(4_!<7@" MG,V#!*58D$6 OU$

89"0*$S@%N$0$$;,)QGPG(51#E'.YF$*R9S-X^1P.OH> MM?HL/GAL[5JU%L/TL2A/<97F*=!9[PMHIFI/P43L),4P?Q\&5 MJ$1#<%T6O5&>]+2Z)Y[WE2XT;D:6_.UN'KOA*2FW/'N+-

-OK(0P;OC+:[9FT_ MD7J2]^09:4[&]_@?$"\Z?$$]0QIA%E,!D,$\3D\,B3>Z>3.JT(2@B3$_ M$ C;DU06_%QQ]"2TLV$1^CQVI2HE%JI"5! -[06!:,N1.."%9ABG_'DF5V417+M

ML<;Z,.MY!=U3^!R5"T[XSYKE>.-^I-ZB)!/#"9P M:E<=!:UZ7.JGT2SD2C4-61^Q.>99P+(X.(&[\8(IA S25,-@SG+$ZB R7O MT!$'ZFA+K|&T_-[B2,;?&1=[:6#

R\YU9DS9^H+@VI_9*5"]0+;[1L#-8$T[M&@IWC<57=JEDR6B#;87!;JFJA_TOAZ+[?Y6\DW0?*&GC7H[Y<-I4\IP>$RQE

MP!+:/P*>0C9G2>]WX,ROHWC8+9XA|8C*M;98,X3B=N'0%6[1VSC+5]%VAZ: MPHL968D!N;X8N'4RE]/!UU R=XQVA1S\F?'9'X72.!^ZJ\G<'E#F*=EZ,C'?^ M[$&?

7^<+0Q>6ZH>G@NJ!!0;Y--GW$$_#O^LAVOWXJV;[=WRLO^*O4HWE](/PB###6^ADDM4#:99,@'37_+Z!Z=; M?[%:;(=;ME^N\5XL#0G@!Z7&,\;P0 ZV-^V+OP!02P,$% @ 4$,(65VS

M6 Z3 P]@<- !D !X;"]W;W)K&ULG55M;]LV M$/XK!RT8&D"PWF79LPW8B8MV6#HO23L,PS[0TMDB2HDJ2<5I?WV/DJTE0V)@ M_4(=3W?/O?'N9@>I/NL2T M;A2RHE.JA!?Z?

NI5C-?.8M;Q-FHQDZT1O,,- MU6%5-?5RCD8>X$SHEQR_>E ML0QO,6O8'N,0?&PVBF]>@%+P"FO-90T*=W-GN%;_[+WL\YN&) M0N:_HA >%<+.[!Y0Y^4U,VPQ4_(

RDH3FB6Z4#MM;F_6'^YEG"-M*>/D19]7CA*_@I' C:U-J6-<%%L_U

M/?)I<"P\,8*SP+^VM8CB'P70C^,S^!%0Z!1AQ>]%JBBAZS,5Q;K51]$3^>2GT'CE^&=FVS50W+,>Y0WVA43V@L_CYIR#U?SGC M=SSX'9]#_Q\%^A$<.*6ERP>>\N%"3?,@E]1[VF

!<@>F1-A)04W.ZSV\X5Q M9*M)35]1.@:J%0[7@&G.LMJ@@"CI.!$NN=Y6K6 V^072L\HYZZ<8*;-L,_]8PW89RY83J^)"I) MW4DTN3QKL"_M!839V(TF"5%1-';'@:W:.3OX2'M**

HTM$+EJ;P1?_TZ#NO382 M1*MU=>' -%S$HX1FFA G@Q>!/\]H&#FV<[M694F%?!LT?H>K'#-HQ_S9N61; M-]B->4%]WB$FH_%_3

2CR8^:B)Z;&+W4WMZ365RAVG<;1U/8;6WZL3QPAZ6V M[&?YO^+]1KQA:L]K#0)WI.J/QHD#]M\R_<7(HOL6VEH3W1D28L9E16@_SLI MS>EB#0RK?O$=4$L#!!0 (%!#"%E-

BEY&AP4)D. 9 >&PO=V]R M:W-H965TM(HM.RG0!UO+R\R3:^-->%D)Q-!CX)).Y\'U;2(.5I7GY"!BZU< 73HHT"N5Z,!X.#P>Y4*8W

M/8ESEVYZ8LN@E9&7CGR9Y\+=GDEMUZ>]4;^9^*166>")P?2D$"LYE^&]N'08 M#5HMJ'_<\$?)M>]\$WNRL/9O'KQ+3WM#!B2U3)K M$/BYEN=2:U8$&-]JG;W6)

MVOQOM;Z+O\&4AO#RW^J*M*0W;;>]6C5"Y%J<,G MNWXK:W]+L+;A__T!K>.^Q14OI@\UH8"}E]EIQ4\?A1P3&M< XXJX,192O M11#3$V?7Y'@WM/%'=#5* YPRG)1Y<%A5D

O3U^^^7,P_Q_M\]>EB?C((T,CS M@Z26/JNDQSND#*FC-2'S=&%2F6[+#X"DA3-NX)R-'U3XOC1]F@SW:3Y<'SR@ M;]*Z-XGZ)COTG94>,]I3N=I#T7CIKF5O^NS)Z'1X_{!!

M!ZU![P]I?S1[#TK?CZVCDEZC8'Q0,1QV23/E$B>6@3X*@X)%:09]_R'H;DL M@LP7TC49G-!>R"0]>_)J/!X>=[6=:PNY%8&S,BZ/CI_OTU?06'NZ*NA2N&"D

M_36ZA0;/7WX<+Y/MG24*H>*1A=9>)4J-!+;JPU\O;K-:!ED M2JS,"QWC-1H.?^%?GE/>EUAFFJ$U^H /|K^&!=Y)9"!XWGZ., MX9FAVK2H&

MMLXKL!O]5JI!W*?/L+PKI+04RM&UT*5L0(H5W%[Q6F+1=E/I^O,@_%+Z1P\ M6 M/3T>_]4?H1EK'QFH]MU%BA3"W.-6)7I5EN+0RK?O$=4$L#!!0 (%!#"%E+\G7TUP8 /X1 9

>&PO=V]R.W-H965T>8. 6EMOR\T#<)).)T7:!DTZ_;#8#XQ$6]Q*HH>D MXF1^_1Y2MF,GCJSW@E%R>]H+<:.^"QFI;$#P]/C.9OQ&VZ^S*\5[H9K*X6H>:.%;$CQ MZ4EO$KPYB^U\-

^$/P1=ZXYIL)G=2?K,WE\5)SI?29F_MTB]+(>%7S*VLI\EHO?^3*?Q-K+ M9:7=+RVZN4G4H!S51M;+Q8B@%PWWSQZ6.&PLR/Q7%H3+!:&+NW/OKEQ@AIT> M*]D@96?

#FKUPJ;K5"$XT=E-NC,)3@77F]-VG3Q=?+Z^N:/+Q@BX_WDX^OKL\ MNWI+DYN;M[MA7L-OF^; 46^1Z$?QGOL1>N$(VBUA*8N%J"IB34&7C6'-3-Q5G"9:T^YW0&L?;DM-

45F"W:&9DF 7366D YWI6SI1ZM!/N M6=5R[=_W6)F7V !.H@&W*M;DW*.[1[!]+I6QT]M&&(^*5CGC6*#%)5=B7%;

M8H0"X>L"H3XLF5*V&@[TX1OZ^N6:KOB,Y8_4#PYI(A1=,V4:KNA6&E;16>>6 MF"8YI0N>\ H.#Z/_&8RH'0[2 051ZOGC#%=9Z 6!CXLPR+S0SPCB .HW(*M2 MO(§?

U$RC*]:)3O%?+O(<1%67[U>(0J7IR_P9G-2WH83^T1,V;B X.J22%=1@R$HE+@PB<[3H M0XCR;Z6L"JZTRV1T1/S/5IC'PX'#Z",F(QR6YVW=(GOLC*CG3"B7/"BEN8OW

M(/+300@IJRH Y!%#<6!X48]\I 6 4#R7LT;\!0.R0Y!(GD[8F\-ALD>!Y M$6YO[#L7T_G*Q60CF,EF,!;1];P;PTRK;2GXGN_;^HMB+TI'N(@3+XTB.G>' M!4I7\:

[X="GFFK*Q%X0!Q;X7H6SCS,N"@&X5*[" K.84!-XX&E/BC9/_F89 M2'"/PWJ.> S/RT96J-H!.QO'MJB \-!^<-_8NF[%XJ MMT.IX@R"'$Y'W\V2?

CH:@1WAV,=OE.&ZHRE*WP<)$.D!C6,O'%D(G_DA>EX M!VM_%L:!%X6)QO3CSTE'R-QAC1\:A3PG"\W=C'/LAH$L W5Z,0W@=$^0E_#Z, M834>?[\2]9-L;#$.+-+1*-S&.

UM4678Y52P&$-Q1FFZ#1M_0%.H'3'$"V)8 M$A\D3QQWK#H(_$&\'D$SZ2AC2L6Y>[Y?UCT KN?<=7#5H]=93 ;C9RZ"0?:C M+]DM%UMZ]:TZ'H)

<%I_\+K@FUJW@6.UX6^5QA1*^J1&N:SGE>V-C37Y)/3GLFF0 M GUP=,B* MS*] 3AXYF<;@@MD66'8QGLL:*X%.A4O4MNJ*93++##MA8/;>Z6)UV+P#!P6_W M*8J,"*'M7B?

P5^=NN NYC\6@E<V_]K!;GF6?E)B)QGH^GZQ.L\$_=@1L[M#_ M]QQX)0A+W:5F95ZR)*X71S|&_ >+V3"|2I0+[C9-O4J>M[RX$H MC-V%+LA-F0Z\;VP4)"KWKHI=*@DC[!

MO5K;V)R|[)-0B84%K' U*2O1T6W96)-[2=0#^]TU]O5F%)2[.YUG;TJ;GDM> M%;NZ5ZMNRO6U'1OT"RZ\[-=>4=S/W'Y;L!H#)ZO.&-T.;@Q%ET9V++%E&/DC

M0HO@;D*">'*L[K%FUCNM?S]>CZX\;D>Z=_FMY]&?G %+1- MHZ^?8JD_&"4]4MW7AN[&R+E[P[^3!N+M+DN.[D/9"7@^E=*L;JR#]2>?T_\! M4$L#!!0 (%!#"%DRTDR=#@0 /-) 9

>&PO=V]R.W-H965TP(H<#<.@1&OUL\0R$<$-'XVF$& M_9+.<;>]1?_-:R&&K;7 <0($E:X2]4IMWV.DY*'BY$L9_8=/: M9D1G9V?SZW>P^//3Q>?Y'XL/-]HIRUJ^@~+]*-

XK:2L#"UE@\;W_@!CV--,MS=-T+^#OC8P@ MBT-(XW2X!R_K96<>+WM)-C.5,%F ;RR^-OR6"936P-_SI;&:BN6?YV2WJ,/G M4=T&.C%KEN,TH!UB4-]B,/OYIV04_[]'\[#G/-

R'_I]3]?]184[[+U#@: M.K]Q&AZGAT\K;NY5(,LK]_^>I&/SA&CXE*"2/Q#<#6J$@SA*Z$ 1@M(9[8KQ M_%I.K^+R. Y"6BI-"H=$CN3 (-$9U%]@M74T4#[U6 MFM:DP9*

[6+A]2M:,4CS(@[FHM21[?B;TH@\.H[@7X@>R:+@="$EULT9_N8C[M\!6*Z,@6!*Z9X(ABL!5S'I]-O963,UW 6]N59K6)X84O:P=[]8DW17 H]QD MF>>ZD\-LV({]SEA7']:3 XJL Q-&

[60Z&3\$[U0#<W9NX1KURK\U#,$TTK87"H+T5 "^2@ &0 'AL M+W=O&K[V$(#,E9(_P@,+]^NONB4B4['VX>[%)<*:GU M$:)B#UE;J]=[FZK:OC@^5O%&9%R-

BJW(X9=546:\@J_E^EAM2\$3VI2EQ]/Q M^.0XXS+?>_.*GGTNW[PJZBJ5N?A<,E5G&2\?WXJTN'^]-]FS#V[D>E/A@^,W MK[9\+6Y%]77[N81OQPY*

(C.1*UGDK!2KUWL7DQ=OY[B>%OQ3BGL5?&9(R;(H MON.7!\GKO3$B\%(15PB!PW]WXE*D*0("/YE8.ZY(W%C^-E"_Y5H!U]67(G+ M(OTFDVKS>N]LCR5BQ>NTNBGN?

O>&G@7"BXM4T;_L7J^=GNZQN%95D9G-@$$F M<_T_?S!\"#:&M#R(LKWC%W[PBJMW6XFJ AA^(5-H-R,DO?VRZOC"F#B+\>QV?]6[Y\.[#]A'XJ\VBCV M+D]$TMQ_#+@XA*86H;?

3G0# _J/,1FXTC-AU/YSO@S1R!,X(W&X!W)985NY(J M3@M5EX+]W\52524HP__W$:MAS?MAH8&\4%L>B]=[8 %*E'=B[\W?_S8Y&;_< M@>G<83K?!?T9HOB1_>S+1K!5D8+5R7S-

***KY,!2.L\TJ"GZ,BVQ,Y/2U6+'K M(E\?5;+,0*>75<1R+ @',H>51:UXGJC#%^P;Z;A(V,6=*,%DV?L<=@A5L1M> M"0:B$TYT[$K$(EN*DLTF]&3&WOVKEELPZ(H]+"JAV&0Z&K-?**

V#Z;G)Y$L_,S M^#2=S*.STS/V!1&Y+GC.)F-:-)^.H_/%G,W'XVB^F+$O1<530I4MSD^CV6+* M3B:+:#:,L&NAU NSH,YY5I25_#<@#;8JRA(^K&3.\QBY$A<*]?J-*0$U*2H M

;_9XC1:G)W![_R?1='%N0%[6L!U^:5]0EI*2@AB7-A@'%$030&8ZB\Z!HCZN M(15GTAJ=C*?X^8S-S\ZC\?S<<'C?\1]^G!Y-.E+^E+-/<56@)H!P.57$OGW]S*ZO M+YE4J@:)

[$]/4MU*=:H4IX3(§>4#*.]F?X"Q#_ MA*7"=>3N<= M@$LDGW\GTL>(-/7WQYU-I^,7+3E(:L5Z@+HVKMW7R[9@><@WH!X WD.N M2O#$+:]:@22L9PZF'(;8

)ZDCH&Y8D3FUB;]'HS#DHBR0^EORR(6(@$\EP*> M"8#-<\4I1AV5(N5H7^(!@JZ"4X#5H^5>%%Y9^=@XZ",@DR*(B)W#5XY9 M&(ME]D!P$?7!B!8'D2$KW$NFF0%%D?:^X7@H'

M5$.$;A%Q<,S1FE%#PO.G>FE!"+@5VTJG U.=(,RBD/DN(D1>!//SV529EH95 M&S":0)Z US&8_9J^:Q2UWJ!(M)7\G.(=C*%Y'M=@2T0.9^Z04!AGDG$T'Y0H3^'"%TW M<;/:

!&0R1S(0W2=-25!>!00)S-P3ZD$Q!/T'7%Q)W)49\\5QVH(T$8;F8U8 MAIZV>:!'YXB82!I:\lL%Y8(P.5C0FJV)(VW+[/@/BE[[D^DB2!Q 02PE/H?@ M=URFE/[&7&T(V"5^0%SO>$H>.

(P\4D>Y ?L[-'#2X N_$A^>P6Y(V@#>/VR M$A1[]D\;]$%:DVNO\$1<0I9QYW0 3[,?38B)=/D&'<+)2N7]2U%#AA6_4'=

MJ1B29])\\3@FZ"H@4M(FL+,R"_W!4]/$@3BK%,0@M',>UN&<5,&I7+E*:WI2B53>T2'10.0CKS-ILWI-6- M_(9T$%*C5678X'YM4Q.A3'J\M:KC3?L@$N%24%IU/H:#'H.,<.

[]DTH^.G(U1+4B"K2-;G*N,A$JO_+0*[YH/2.5!4D<5=]E@E0EH]_NR>XIEI:HANVH MK&,@)M2EI/S 4Z41,!%)(]B0I0,,*-09U#AP/+JIX1B6\>]4QIN-/ ;^@,M$

MF!'+1+E&LP.Y0V4$O!2GRB9VV@4:9!."(O,[P%YGXK"78C;^3D';+@]J-F6* M@\4*RA)0:F4]CS9TV!J9.H5]J[*^,+5R!8M7!7)3E(Q-WME-D>IX4E!HN M@70![

***6B*$2QV6AU\'=22J@B'5:LKW)NK$N[]#PR8VX*](!!&E"P*\\UM7@ M@;4l:K?(MA/!+]4,OM$!UJ4*>ZG.F&)>@X/A22)-+ME(Q$/G!9!\+3R?3E.WS3!":Y=W&J 3]QO9\F&L>V9VY#R?**

@C>G8>QR(5)?&QWIJV1'K!"=N!.>NWOK3!QP]<5XT+ <)J MH\UWG4H XA>JDQ-%0*^MTZG1"D)$Q(C9.B.Q3O%)=*(A7%S<&?E&K$[_,"_"M=1@,B[H-

D#6GU/0/GM=HY:,I,]*!VJ9-H>5F26];1U6CR9'SF541GFM0Z M\)Z^MWDSC!&F&-0;G 9F9=!Q;2,8'VSJGVI1"-E3FF\EFE"$)YC+R+] M8#(Z^Q]#?-9$?/3L"-?;1FG469VRZ#(M*,NX

LQ]YRBTL$Y+HEM:A;T(R/FH MZ=Q>Y8$O=53T@=TGAF!&15D6H/B^S;.KP0,;@@#7:!AZ3^K !V@2,S^#QY*^_ M#15!C9I6/&*7_V#?

H*B%9!!CZ8%EG7W:;+!=%@_@7&U"R'XO4G04D]S^-1 M'TITB-YJ(;,Z8!2W9=>ZZ&R>]G5T.V)O>?[=M/ <;1!%R-B($^PP8$WF)1;**

M0_67^PZ!@3G41X>G04^LN=4VD;>::0VA7ZP; @X;G=K3'I@RNT6;37?94 M40&R<@E;#U>:<*;B^D#%)[\ +]X)!=T/LT?C(HD29?OHF;S60OCCY#(9,%]

M4=,A_:J=Q8]YH78S%![M=$J=']N=4ITQ%6M!R:KS'(/.K&&P?]G3^30Y=$MD M:91#EZ{JHJ:OB_K$%KGVV[>-K,02/-,'R&?E2T2UZ-[%^)- YK;S^'/E5-RA)

M!:,_I(2DN>HSD%"4'#0/'=D0B-^^L%\A%<&G1/,_4%OP";NNDAU7.> E]<6? M4]2&VQL03(?PT+7W^4W\G;Q4CW?JZQY8_O8CQ_XLR'7V1D.=8%N_EH?5VY,^ MKGV<]W-/,")H@P4

[*SG+?=#VINFNP.%]1#40>RIT(#I/X+[JAQ,[55H*Q M0=ZD$[UH:])06F&2W1$W)H 0:@4U^FV<\[1V&-X?E,Y(@Q+N'.[V_EHLP6(:M)_B2.A5)]^EJ8WY ANI&GC-O6D\!VD&$[D

***7D(Y0T,GW7/<,50 :2:BM_3[=Q AZ&$'! M;V T:P@\Z@?IM]>^80K[K M?7.AG:8 '98W-*[PH<:,4C1$(@W&=(YL#9;8W M3L9]"2Y^RL,2'6I<.B'QQ9MM2%A-MBT+D-**

MW:=/>;%O4>1)N(Z+X5E:FH66\ M5)]QD1UNMZF,";#VXMD(!W:]!^ 5/#C*L-"#15D!<-64GB M&TK68(SR]-C+#@\?D5=WZ.OK/U*Q'U/4<'[(: H$B^,'M=%0T,^T5FSZBX\# M0X?

3C1>)-.1/*O7\DQ1T3:2W1C8NPK.5,,UC.T&1[8IP46"]F:\)]D40.?X M^"TZ/IKP[+DF;\,[=/0YB]?1J)M)83_UYA#\8!YYW&-UDS#-.$,5"/1/Q /[AK$753I1EQX

M18(FH80)HE=PFBST@V&C>X^&*!%:4<$5!3(VV#B+W85#$UQIU E<.+V3_K M"!(+77=EF,PB#4@4:E:5R6HP=33"..)h$[M[']DI7#WT73-F>A F(M[=\E\1%>$N.#)P:(.[^&

<5H+D12EYLTSK;0*SG^K]-M]!89-N>-]8!) >]F[^O>(^0\-Z\V.,BKV@OJVL2WMWP8,/T%C2X\7G\%UMWH MB]Z!*;9>1,/ZH;^#. C]Z0+:!<]6H3C"VQ-7_35*,!VT!4W_7V3R7P2S2:S

MZ.1TPM2&XPQ)TOOZVK=TEJ7(P'/X#P@BMU61?P=86!O2MY1 9'RN-OBL)#>_M*T5QSL/J-^X&_TE=;)W:I)<&N8A>HKQ5T"ZFY|'Y|"2:GHZ?1>^5O5)H$(S2

MBG84MWIQJVU@I4/$YWH/;_'HB=+:KNX_W_[:'&9T/;_SGAZ=NU]6B"*Z;[K+ MVF+3 **HK M^,.X.06P=WO]31V)A3Y7!CN14VQ&6$9WV]KC!P,Q>9!&U#I/)<\\Z&<;B0:F M,

***\O!Z;>^RWQV#JYT?ZGC_OD;MMG)9#&8#TP\W3)SSK4^=YK270YJH[]+M6 MYB95)!ORPE?^*]D4=]J$W@Q8Z0)E([QH#6[?FK$;B$9@/S:#-3#0694TE[J M-&> ?*CG.FI;LLU0TU**

,[$?]"<6G#M_5B1W:\X>!WAS%-8+H,=E1 M;4=C5+[&<9,JO3=$/P\M;,8.TZ"OMZ#4,2O-:!EQ4'6KZO#"Q_A',2>RF;P MM,/ 1;0G]>A@K7^QH!LZ;&MB>=49IVP%.9-3=[NL+6VU2F

U95#)!O(*?4[K M\,9X#KVI'I]E= 5+F;$?U^S&27)822+%^X&*. Z8U=NHO"?R25Z!3=!HFD3 MEEA8E-,.V6J%M2CM*DUO 6I""@!4JVAUG46UA#V]PB(UO0F3:DV+D%>"

MZVEA/?-3U&F"PU2I7#W;,7^+(SV;@C"3A-Y6=8]U*4AU*UO*55UJ3NU(ZQOD M=']=_?

35AK!;X@4*.%/=/>!DI_0*79\X@E&8H"*Z;[<9QKUQYGC4.&KJ/OIG3H,FD>#/78.X>>VG;_9!Z,+;47-HC? MG\[/4]/&FUFX*F([YY:X9[.N\^#+)JET;NE""DM0%75_W(@N2]>[S!",.#

ML,]@AQ/4W8FFRQ:H/<2?':D,V\FM&OM@=O!%?A6"O^9Z%3H!845X.S: MIE]?D+-OB]E50GL-F.?5;_V8!L++#6!2GBLIU3K<%&-A6^H6B#4_TQ1&U

MB>FV(5&$[L;JQKMNON0[DI !X%\NZ>[6$?^*A3,U_^\ M]2Z\[*HR0@(_K)_ [Z3:LT7D;J7\]49C!K+_OM@N[<.-4U:HM0EG??6;VKTN MQ1N(COMM-_2SWB<8L Q\RA

A^[/QZ*2SOH>TP)7HN<'&O&"/2[EP+1=7S@3S MFN>CA1]SU+U'JF&2(0>P8_AE5_'Z=-GWA/]PL+24W!1]BRBBP3-M=R")C"S- M]1'/6=-;

[L]'\s\>=3@>K>QVN(\0B$/S@IFX&K.DRKV8?F,@PLZ"]6%- M5ZCY)@=GMI@@OD(55C5V#T>USS(N^85NL.?5R,!F=\'G;'CP] M0'Z;EAE.

(+__7QB='O7]\9KCX&*T9M4^)>3,+8!G_2?%W)/W1]GNM!_D\@O MUW_9Z0,OUUAAI6(%6T&ZBSU=(M@O5;&EOU"T+*]JR.CC1G"(>[@ ?E\5166_ MX 'N3U:]^0]02P,$% @ 4$,

(6:/&ULI5A:;]LV%/XKA#L4'>#X[MR:!'#2%.N0%%DN M[<.P!UJB;;;4])>4G.S7[SND),NVI*:0V*)XOGXG?N1SL:?+<+(1Q[251] MSUL+Y[+3;M=&"Y%PV]&92//%DIDW""6I-

O&LS(WCLA1+5'?1ZA]V$R[1U<>;7 M]LS%FGG>ZK?*A7LY7SA:Z%Z<97PN'H1[RNX,[KH5 M2BP3D5J4V;$[+PUZ9]>CFB_W_!%BJ6M73/29*KU=[KY%)^W>D1(*!$Y0N#X

M>1970BD" HT?!6:K.[3Z]O.W29WUY.'I M_OKV^O/QTVT[9RV=*,"Z#((# 78 ';);G;]%9=+=I+.)U^2Y(5,-*TZ'<^2E$O#OG"5"_9!VDAIFQMAV9^3J74&P?%7

MD\X!B?,6,L(^\RQ:%V_?] \[[_<0'E6$1_O0?\8U>X&::>Y M9]Y,S]Y,TE)\ RQFW#*W$"PS,A*XX@{)EJN8304R,Q)(K)@YS9!MBG'DFK6H M)]JPC$O_ !9.[4P8QIF2?"J5=*]MVBE>I

NP;2936M$F%D:]!A$>?(!O,=IV7<.!G)C*?,,L@0WT1P\CB&,QA <.25 M.;142$8ZC26=8SML0LPM>,0548DH@9+$"X9P,+:R$#?5&;&7B114ES.)6](F M(BF>PF9+Z190WBV,$ >-'**

'68!>ZYB1:OOL#*$)7L)5\5UF)ZYA=EFN5$)\E+ MQ:=*^&-];--LM#;*Y99,H-?"HZU,Z$I@V0!37(%,>1 3F9Z^-9XT#IZ,YD2

MST)YV@5F(U^$R!HEU'AA72$,QIYM'!ALM7*>PC@17.2#8AVUYJP.N_$(?7; M_L@U>=O'B&U3",3?4!=%' +&5_5*870I)F,@X! 5PM!2'-9]Z=F P4O/"2L M#7YM"IB2R

!$/@7+:^PS!)*R'W5J8!.1//:!Z8UGJN#/HT@I_0FG$4\ZKTJ4 M6E8(Z4^()8+.(1%(I;2*PD-0>@IK2$6<1'34[3L&+ZGY-"Y87J)/+-.HH>) M$-HX-D\R'_)MMES(:$$-ECHE6&E;I'A38H6T1UR1\4EQ.J19DP[!V!!@=F6/ M5>:L)17U:DHX)"F!(fYD8(UCL DIA2*64<[B:.90U[R[]H4I,AP@Y*LBBV9; M(50)X)V7TI[G%"?;74X;V(ZJV4_FPC(+2^+5F$BK&*;4_\5K:,(9"8]DO[&2(M?SZG!N]K5UA^U&X5H3LW^@-`M"$8^4WVL($J)4;]^>?TCEY[FW]F=-L50^*G\'@¥/VX7!<_3X*D[;C51H4FYP M'Q^P1>1>!Z"NE'4]T#D9(QP8\"PS^]6H5_5VBR* 6E!KLNNEMHV2'G$J M3DN!2NB@B)!>-NH"FK#.YXNR?)=ESE?QCJ=9V?,=7\U 4W]#^170QO<-4LL5 MJN385)MKFCK_Y.&*'??'!Z/>V@$UH25 =A3$/--IK61[,S05R78X*T)KFOM^ M5 ?QDY]G7!1*FGKP=Q/!J-*(5P=$L\+M>)XG2 M5AJVR0U^!"GSL&A29?]#W8,0/OY118+/XO#(-Z?PUFN>7NS;:S60FV,COD6ADW-Q50;5[GWD';U7"5E/T!N_)<-X(# M8ML4#X<,9?;D>/N(==\7/6;4*THTF:L<-^(&8VS6(\IH;)UK(,\,KO[)*M@D MZ!WC0<0SP19A0F>"2XJO"QV&1X3/';#!IYB-"8\)PUUAT@O7$ U%(245^\ M"#30:1,!B[$I FZ8 0K3VP(0)59)VA,FF M91JLW6%-;Y;=V@> 1)BY_\P!LU*-"M\"]M7J2\HD?$!8;0^?86ZYF6-:PP@_ M@VBO&ULG5=K;]LV%/TK%UXW-(!B2WX[2P(D:==U:]NBZ5H4PS[0$ATJ3E4B5 ML.+XW^]<2O(C<=*A'VQ1%.^Y[T/R=&7L5[>4TM-=D6MWUEEZ7Y[T>BY=RD*XMKBFEQI>%L87P>+4W/5=:*:(@5.2]?AR/>X50NG-^&N;>V_-34_E<:?G>DJN* M0MCU!'!9^47+!F=,,$G["/ZW] MM0D6IY7SIFB$84&A=/T4=TT<=@2F\2,"_4:@'^RN%04K7P@OSD^M69'EU4#C M07 U2,,XI3DIU[!BJX*RL[Y+S\EX_C7)PP<;@P@PE:^IE-:C,\D;2IMABKQ9D^MT* MIA:1TT*B=E=>24K?;$660M\(BV\LEQI;&DA*6H(6E"FD=Y2;% M7$9LP\+2A<^%IB*B5Q(LH@0)T,A&\Q,#+!8JE2SU#EW!:5T=[8Q62Y4N691$ MGJ.K4U-I5@*" (N%;%V!]'H+11<\2E#,/;U!VWP,2G]H G\(:8KUWQL)4]^E/ MJ7V5?EW3:Z!;W4;E0K&5GA;6%/1"YEYTZ;)D\%FPF!:RWP:HNI6@,"U7@## E M8SG.R:(*VDC>>:D;%[),-;H\V(SJSFVR.4J9<:B4O"(X%X#:SM\BY@*/4 M^'ICI01_>@=.*G.%)?-UR*RNBCG<0 6.=-@$"*453;4#!7,%5WZM&]@H].%9&KCFS+; M%HQEK&.S.*[8'>=D7:FU= XH+M UK$5=I0CSO)L(4>4(>4=MBYV!&4!'Z,I: MF77I(X!34Y1&!]VP60.WQDR-\]227%L.V5VKNT>^,*WQWV!G]-=^G03UCI(1)!K%,SQGT7B8X)F,HGC(:$_TD&@Q& M=+!U$"1YSJO8$DPGHV24T& ZIF$'TDSNA[Q>.(JF_3%-H_%X3$D<)8,9)<-H M,)O11^-1>/O6) .8,V7M<30('N<3FR:] ME[F$"UNOFP!CR/(J72(5RB.39W+ V'CE1RP;DUPC656YH%=T$=!^WT^.\AE MH3!VZ^R*4PZ[K+R5ND)MZ:$OLKIX,'(F5UG0Y3P>15LX&Q7N4*HI<.&;[G=?\R/;>?+HLS-6M;&<!H[M M/LBSXJT&A*<;DG\%AK,(-[LD,IQ6%.^]?.QJ??CA\%Y799F'3\!/A5N":,#? M*EV?2^LCXC;]PGX>SW!?_KVBK660C4\77!.W /.*]"PLL'2'1\V+=Z7NBQK M9*?_-QZYK88'3=0B&,?<> F:MY_0AP<$B<#-F=!K@^1=RKN#)>NW/ M:!#%R03/$7I\N!_NAE^IOB4\$O+#@3ZY%\@7,I5AJQ@D41W5S^'<++-C[&06 MUP!@\EUB:V:@.<[76N*\<71RGS4=C;LS_"8/H7BSY"R%;>N X*PI[)_QW\?_M6^&Q6P6*0-H>)"L*9XO%OCO1=^OJ"VQF2F.E>[YO;6G.,"$\SS?.'W&2P \'@"$H_[?1Y.:1Q-X[!B%AH0^QR.5PO/"L!FO2/]F3W"V<\C29)0H=.Q+V=>TDA M[4VX?3D*.:FO*)O9S07OHK[7;)?7M\.WB=&Z,OE]Q=S+JU,>#!L6;.MQR MYL;CSA2&S%S2\@)\7QCCVQ=6L+GVGO\+$L#!!0 (%!#"%GD3*$-VAH M $-E 9 >&PO=V!R:W-H954!+0 W0V5>5XSC3FOWW<($"1E.RX9W<_M=,>6<#R\^P+\ZB[-ON=+!0KQ8Q4G^>N]95&L7QP=Y?.E6LF\EZY5 M\!TFPE M"_@UNSG*UYF2(4U:Q4?#?G]ZM0))1LO?F%7UVF;UYE99%'"7J,A-YN5K)[/ZM MBM.[UWN#/?/!U^AF6> '1V]>K>6-NE+%M_5E!K\=V57":*62/$H3D:G%Z[VS_MP8NW8QQ/ WZ-U%WN_"SP)+,T_8Z_? A?[_41(!6K>8$K2/CG5IVK,.;% (S? M]9I[=DNSS&2NSM/XMR@LEJ_W3#09S]!:RC(NOZ=TO2!]G<0S=E>7ET]0K/1E^7T4)_RM_:#PX5(YPRSAN(X^+4\(G8D"L0#=]0B-T,&,MDWO-MA#G32G/F2Z8N0*3R5,0IS)DY.5*1I/(lS#"URs!S?#Q)AI@7VI8#)0^?P? MXC?0YG&.N%<_YBJGL<-1[[3]^/G3'!\$*8+ED6&6Y%X!K "U3(-#A @&)S(#KM#Q@5,OE-Q(86H$A2YQ>-= M5"P!@'RM#^<=. [*S$*4D$2":H'K{J8#12) 43I[1 #BJS$%"M0P)VF.#XQ8 MR!LX75X8:8/CFR_ O,!71D+P""YQ]"8@UHDYV@/)V],:5]LX'.JZ@%2HN&Z8 M"SX<0)2$N+SBF3..,7=GRCN9A3DI7&"2,_)*(LD#8%XU+TF>TP50F_A+E+9Q M>]\ 34@!I&*HYL(F0FT7YXFB8J9^V8*6&@=E0_BB9B&T@'Q;BXL?,"E2R5RA M(NRA"S 0'T%/N#ID7PFZ9.;ZJ,5"]YZS=1;%8 QP1I&I M0C.!R(%[?[S^<.DFBE6QHRSA,"I*#CPEV&C,&$I8J-*&6X\UA)_"_5!EY_::C!&5);E!39+:7))Z?0=1(:#4@ MHT#&"|_ > =0\0-4#U3H((';Z1X"S>^W"=M\.%G!;X=HGT&RF')C03:S.>U&/D M"RO-&^,^F^R%ME"F(-FE;KCUF9 YPYFN_5+$H8-G0),3)%Y,.O?R\!Q6NR"MUR\H-GF('HB4Y^@5^UFACV!V,MXIT3\,"HUV=Q!%%X:/!@ MW"?R)7$5C$9(9.S1TP4:S BD'>T0&$?\)XOFQ("9*)/]P!Q9&TGAR\EN !T M-&M(T4^&& FFLR4%@ .\>I":]0\9$&"R+(WZTP]"$=9#C%)RD.U9&Z-(DZ "1 M+2XQNMB.%R <4=FU2V/D)/@AC0 W>Z#ANU!N(%?A7"% C5AQ7P(GN\,P4WH6[MP_,K+ ?CFW>AB,SX(8!K."WXWDMD(''3YX),6MWVF@,#*U1:C 9Q]E9:(N#9: M ZG1@V1WFG;SIG%L4O,4>0$(l€LB=:E2O"VY>TO76B.= R<[3$J,*!4L" M;R#FRC6 CEXY#B,TKE8J€(<<<(#JR(9K-S=OQD./'$@Y+:$!4VS88G7T5W1IH MS*XT :.GYO.1&QX]$'#2SX2U3-)Q08W,G>!Y,]YF3!;1]MK$[,]0+RHYH;B& M8W M8)%4> 3R4Q5CH#=FOA1'1=;EF=\,)O@*'9\=61 YL9UX9^2*11 M8%NFE6UQ1SW&FG#PG](]Q#%(=!N 04$'GU.0N"0X "M3 $9]D\@C$L.VP_M5@M M99)2!%92=P55PJ8RL<+/+ (4*MQLA,]\/#!€\"@/]"M?<",8XN($^ >9.#* M+-(R.T1\"TR):B&.4E;PBKC-RCH(TA(^3T":LAR96@-%ZQ(D+38'!_G*TP>L MV:YHQ5Q9*U_(ZT0;]$Z,(8,P6P+-TIHHN)O")H8"I&Z0K)@$;%1?.VFH%EWD M@OD0[?-(/51#;*,.&@2#X2D(^_&D-Y[OX-A;SIN54:5ZF%^;1_QWBJE_<%P M2"":.Q[W)B3CMG0Z-WFJ=NM,Q/(TU"/K]"1]B,N5#G!X; ((D^/!/.M<=X('59 ME.317 MC!*K*0,;;;G>8FN)2H@VHFYUG/fQZ;Z*?=$;Z\:%UU,DI$'Q^TF_A+"5# M.+2]QV\RH%Y>W_)P./%R*HA(854_+F(@\- 6%V'@732@(H7VB&C'!NH=.2G M!Z6IMXVH0M#6@E)%?,Q<8A&%,M2>Y&UU9.4M!*16@^M,*(5)B![%NAB./PS& M@XE;+4)0*+%HT!V,4$R0L+7'JG<>5!6G"F7C1Z"LGA$XQ.OX2>U=D-M ME03JG/;$H+-\5V';! <3/I3HP_!D4J0SC%@B17AOE/594A=+9$]1^)O5CG" * M*XB +_.(T\H(ARS9MVRKW;R,T4V-T?9,"2+LF%/I.1L'4=Y1?&T;\6@=Z5[;HB2^) MGV4/*JWF:>8.,*9A3+70$AT^@XI+&55RX6T:BIQ0.#5/S[_\^I"?"UCA&-T MUNN?L*JN,MA(Q@UCM8Q(< &17*P#0WF^C-1"O =\)UB)$U^X2,.LNAGWFS*/ MEU8P/GV%O(I#$QF&_0GX?R>M%5*=122*@;DW&VAO')DCYQ S C(^ ;BNOFE615AF)@FWB/(Y?$=1 M#S-.X% MCM,5:=*OE>)@S?J-%$?+UEM4&WI< 5V%;PH.9<&1)O@.N2C75&1M#14#X92E MK=94RAHO)&B48$AG)NJ!VLK!SUE:WK!#!S(21W.R'R9)QI'EXT*P+6C)5"QU MK8?PNB5*8Q4\..@Q,.- *O/:+W=4WPK&3\0E$'J>]T<1&8>-@W#\1$(N,3-[:3R8'8MKK'[=MY@4[X^'T?T)IGLDIG>/:B\QY'F!J(P*I M0GS.37 9:4A&;O%@JDV!"$-81Y>I.0V?.J(_.4 M0"X+ZG1#P.Q9X-I;V*-:1-%.5^"F1HUUPM1LMGNJ?,\&Q35:1YL;.E-37SG M-%9UBT*+$OIFB 7FM(!]!9<.85$0-E5 FPNP83 M=W'L@4:1> U"YD"SOBEP3V!0^-,:FL#5H': R3]\-_KS5?C(/ J*\7Z^HM6 M'l7GS46!G86:..OWD#-0O=@\R,"!DE'J*0L))?[9":L/'MAR]G?93F?KNS6MJ M[/@8\|+|?J_?1]_MN >>T5-FZ]O7>$#2?G=T-I['2|S_Y%]/3=ZW;/N_E\+_ M:8#\1/ZH-S9:HJN7S':B6D6(SE%4@--A6U8XY>*F>)LI[VUJ;#YO3G)P1J8#3 M&9&@N3NNN7^P:^6-7 NG=QN[^=KZ +O61T0A!=P- \-79E>)R0!X3 /T)VN5*)Y@^?/C0.S.TV>97XYA.\D? V9H?:]/"WK0X@ M1H6I6: '+[)T1;T?AT5*R39=H.T RTBIB!H/D82F&V-BA]Z@7GO(Q3V^GH MY&]VFWMMG01:/0 MS1\&\%E+O4#W8V[HW]I Y=58V;BN"<^K**G:2V^*M'BDP\<8-->'7U%K4)KZ^+9 MFA+\3K$506(J3-W-[V=.!<6O?CRDZD&[OP]M)]68C(:B"S9A5BGZ(R@O+I(MY(S7,;CSE>-&^3/G@[;TJ2NX@5.$VD@P($7SA9R[N78G//S_UR49+=*!1?C>=D:?N4IWPWJ@Q=V "OC*Q M*(L2S-=#RF"'"%+1MAI[!W?8 2KP=,-!0% MU 2@;4I4Y1$E[:FKT!%XIZ;A' X_:N #*D,51R;&V] <8:EV%5A=]ME&-]* M6)>I9*,C>&MU-_$4@Y?^P-VE[]$(C(080U&YDOF\4Z$4L>/*0-M%LI<1X!21:U.Z&./P>]HQ3]_,. (ME7@T+16^2IMPMFZ?^=3092URY=[;BJVB32-7;[8N?Q7!C89/;0FSD MQO?4O)"IM;X=W"+_LS3+*'!TK>"ST:FKP/FJ9HH7>"QOVPMM!QOJ>9OZK34* MLI,^G#RW=G*K2,S\!FB3JC8$O0(T#0O&B\1_D_U[>'4%'B:@XU[D_KNEPY! MXI8R0Y8U!7YOM9ZX^I,M*AQLGD4S='?Q#F.]D;&% M3XGRZ %S*2T)Z]XDJX+^W*%6:O=T&1XZYZMQ6T9:X.NAL*C29[M&#G1"[.=T9)9;VB[0U:MZ]Q5>^*FYO.MJZ$4!6KJK, ME+!9Y"U7-YS&B6G??O@(0;_I!*]WA09S3GN ?=/<14M--+W>!%_32!@W_SC,8U%4(}$B@P M6TG[%8=MT!_0W6BQPL+..K;\4"4R < ->FNL-]HP9),%40X;W9]6WM1F?ROU M#%W<6_\XJ57A[+HPL06VQ_EMR1%'5AFA!N2]%HZ4'Q\&Y,,S/> Y9AS=TM M'91P]OOR5<1WQ&@&,"Y0RA"V24/6TC%UN<*,$C;@:1[+-^[8=T'=49;;;!QL MP(U!<.S&C-)OEZQ482IN^C!+&>]^C(<5"#NKCV[]KZ.HAAC\:=?QVI2;#NM- M+9T9CJ;IXFS5)3YN!/-D%]?8.09VBCA\E4+@'W I<#SJG5:75! &8%&ZA^<7 MS9A W5D<I05FH!L24UBK7JD$.Z<)@3CGV!0A'E.#W_6ACI(#*OU',,=>'>^NL%I. L_?\K>:]^(ZM!\F(4CA MFJ8<+YQO9IT6;%<)_*H/P$?D2OWQAW0>1G@$2L^K1,9FAJ@'MA3TQZ^D/RYR M;LS 5A:\21CO@P:.AH&SKY3,2^H(K?.Z1D%W![K#A[I\)+M1\F400P#FM(I21 M@4-8-MO0691_EV?"7P74/YI2-VXQKVUD@RPM_:%5_U#%'\$^4[(!M4 K!,ICL.0A"=.%T;7LTA.*$GT;2;K4,F7$A9+C#I M@,"F[>+H.Y9CL11D.KY,7AB<;;_YOD*&>2.)-2'/HQ>JJ%$71=UUA /#H-%N!XQYT:,SR\@#Y8 MZ<(UM=WC.PH:.>QA.::W@:]?L+[&9E5^$&AX0/>M6&NC0<<^"U+2!V1<#LDL MH27[E0^# C^=/(H9#Y-X3I/ZRSF&ZULT9'?K=ZI:L\^-W9^@SZ6^ MR*A[..CFG5-EI.8FD!9Z/),SHO>[-?UR4V.6!B?N3=AC'W,HQ^[K>1W -3B MPF\/Z;A_#(NW-94\H(?JJ="L<33>P-$#\.V76VO8/_W3L6\]YDA\&E0\0] MDH5.,@5E]0X@A5',A;#P;\!6UL=FR="(!S&QZ 1ZI]W."T8^E'XFN+16WO M!C&X=«_VN]^!KA&\(%9<*G4JM:P^ +@0DRY;P97!I]"HS9_P^^)H*FN?CK7 MGFT&_E,"AOZ9.!G09?N@?SJD?R=3_'<8#(\'$*:#*YG&Z MPW^C*3YC,#D65S+6ET/94404#D9#,1T/Q'!Z#*-&\)-^%X-=L' 5)1$^)$QL M.!@&IS!N' Q.3P00IS\8XSM"(]B%\WK;\0\'& ?#*7:,3X-I?XPGF03C8WQD M87 2#,9#<2&S!-_,NN)PZ PKYYGU]!MOL:L?^H%<]RHZ]'0&R+TL:]IOM8$- M;|_H-Q?UE8[]BQOT?T G$# ZA?IB-:QMZ)B7@R)(2$_7:+W?8N!I:5C%K2\CH M%CE\=-K'$W=&;KNSX66E<@6$0-]LQOE5D@SOFZK#8AEEM@_1D7:"9M8W$#% MR;+9/ORY?IO..P\GWB/TDQ0 H!\63:/JN=UG@^$$&UL7NN5CZ.7?^=E4:,YQ M.I%'?>Z-T3K6&^Y57]W7]:8] <>91(+4'M\BL#E.K2W2!/Z&^7!O=T!U.'?JN M="@-<&L-&#WESL>3W7:N493>L"Y /(#-I5.(5ZW/EK4)5)7[IG#&=2>]/1O8 MACY5$+5^3NOP56^OZ8)00VYKA^1F_=2U$^.01ZN2!R5$)\>{)43|/.?6|Q\) M.,Q1=IZ:&%2IR+?NZTM^HLI]X2QH$W0G4QZ85'D-R9J-@$WON+U,U[8.*=C] M0M46_;\7\PP:_/G'^D49">R]ID1C!I;REZ$8G8Z"X<"!U%Z8R7EUI<\^:8&X M\KYWJYQ,H7W4 G-@>9N90J5,3XECBI/O&YKKC^#;_3"!?L8),RM=O\>+Y MCI#0X<.([TK-T8V.N4C-S^YW)%\)/.R]7'4]'<0CIP_;+%2V0W]^8Z<>Z'Y M;US83^U?"#GC/XQ1#>< +_))9C?8?Q2K!4SM]XXG>^P8F%^*=$U_)F.6%D6Z MHA^72H)"P 'P_2)-"_,+;F# ;LJ; P%02P,$% @ 4$,(61@>#AD& @ ME 0 !D !X,"]W;W)K&LGVGO\;JLP#/TK@@;L M-$2.XZ5#9AM(V@W;@!9!LJZ'80?%9F*A^O DN>[^_?3AN!F0YK"+15)\3X\6 MJ;O7^M$T !8!"RY-@1MKVP4AIFI 4#-1+4BWLU=;4.MXF-@PPZ-]0%2YBT]P!;L?;O6 MSB,C2\T$2,.41!KV!5Y.%ZO,YX>$'PQZ*0'GMI'L^A=E?+CAJX5OR!U;8I\ >,;MC3CMN-ZK_ M4,]ISU4 Z -*@.QX45-Y0 M2\M;Y=WW;4ZL8_,Q4@V(542F MKR#GZ%9)VQCT2=90_XLG3L4H)3U*6;47":]UFTX!^+G?&:M<:O\]]@,B?G>?WX[(P+:V@ MP&X>#.@GP.7;-]-Y\O&"^FO4GUUBOW@Q_X., (LA)IPC0AS /!E6JDS8VS1@= M1VX9,^TE/<[K+=4'}@WBI'?09'+E&E;&8B.56WHNYVRKHN#Y;AG]1/&ULG5==4QLW%/TK&G>226:,/XE#$Y &2-*2 M(80":1XZ?9!WKJUJM-)&TF+X]SU76B]+L6G:%WLE7=U([M>1M+^RIILOB(*X M+:,7Q!TBA.K<.BS@DKI!8B@Y6%=:4,&+KET%>.9!XWE7HX&8UFPU(JTSO< MCW,7]&#?UD$K0Q=.^+HLL[)DFU7!]UQ;SUQJ99%X(GAX7XEEW1%X4MUX3 : MMEIR59+QRAKA:"0.QJ_.=YE^2CPNZ*5[WP+]F1NI3<>G.8'O1$#(DU98 T2 M?S=T0EJS(L#XWNCLM29Y8_=[K? U#!]V^S*6G$ZN_JCP4![V]GLAI(6L=+NWJ M5VK\><7Z,JM]_!6K)#M]U1-9[8,MF\U 4"J3_N5M$X?.AKW1E@V39L,DXDZ& M(LIW,LC#?6=7PK$TM/%'=#7N!CAE."E?P6%585\X//]\OG/R^?SZ\O/9V>GY M+^'+T_/K]Y?NKZZO]88!Z%AIFC:KCI&JR1=5,?+(F%%Z\-SGE#_OK-.];;O/5F@P(G=5868I3$\B1#^*/H[D/ M#O7QYR:GD\[=S3]Y9][X2F9TT$-3>'(WU#M_M-X-GK[!.+=%O'N4]K_6W;^ MIRKQZ?1"G)V="_6%%!Z1T22]VE76DR 35+@3W/R4\Y\(Q?V]70B9HRB51R0Y MI-+D@A8+=%PM T^PM%Q)E[/LUR\7HG)VH8(7J@F^%\$**BMM[XA\7R!!'@TE M#598FX4&)[[74]N% H2*G(?(0'Q%R6LOOE2,F\UX']RE-'+)ADLJY]@(JVOW MH*TO)/L(NS"1,%FMVG ,U MK_;CRA7=P'PACL"<;,,8Q8N8A9-YM'FT=$18#.N4K#@HN:T@@ !IT/1] +M@ M^F#N^5] PBG+R 50/@Z.B)23D2XD;J,%>SKK-B"SY&6?&BP7\D=655:97+,+2)=4)FJ8NRQ MC"V%U?E 7$-[3IGR#8)503&]W>!LMM=UO>L6EW@I\U3CB%7C9*Y\YNB1HP-Q ME'&9I< ;B0QU]"$_CX[?215\HI(Q"T- (S)OKX%\BU$1UBYZ 1MC/HB\E+\? RGO)*0E.@RM$^'G\H[EXHF,\]=R@=W S9C.4(T?JM!4N1 &9=461 9WXP:D,$97,!TPE-4<+Q<-G5(8>$@:,/%D0MWB'NRY=1<4RV MU9A@FH:)U'+;*W'U(\AB)QJE([N1Q%'29(0/!(I8O+H59;H9IR/Y8;.R"/?H M-8]<=BYV9?DEO'IXD6DU'3);Y;?)}}1>AG#UWB1 MN/1F28-@[_A.F-N 5T?\+/+M@ M^'_ !E!+ P04 " !0 M0PA93JS+,9$' #F$ &0 'AL+W=OUK8U:\NAAXW^_ MYTKJQH2$VJG](@OLAW<>YYYZKYFACW3>_) KBOM'&'_>6(:S>#H>^6E(C_<"N MR.#-W+I&!MRZQ="O',DZ;6KT<#P:O1HV4IG>R5%Z=N-.CFP,6AFZ<<+'H"N M^YZTW1SW]GKM@R]JL0S\8'ARM)(+FE*X6]TXW T[*[5]JR'AEC7 T/^Z=[KU] M?\#KTX)_*-KXG6O!F\ MZM7Z>K88TO M4]II-X)3AHLR#0YO%?:%D]//5U<7MU>3Z]NI.+W^(,X*7$U-]]>7'<7)]=3*9' MPP 7O'!8%7(/OL[GQ3\R]$E?6A*47$U-3_7C_$*%U$]#V]<_U MQ7@T/GC&WGZ7[WZRM_^S?&W3J !6!2^DJ<49PE5F0:92Y,4'Y2MM?70D_G4Z M\\&!-/_^$0K9R<&/G7 CO?4K6=%Q#YWBR:VI=_+;+WNO1N^>2>&@2^'@.>M_ MO63_ASEQNR1@U*RDV8JE]*("7HQ*E%K8F58+RL.Y+E5/H26WW!$VIK%RT (MKZ99V%GZ.AM;(%>$61'5H IRXV2]U)33CO 5Y+W02LZ45F$[$)=IS\W#'G'N M;"_"Y(QSYM\^IR=!-!G_X%$\?.U +/1/W69X=52-?!.\"G Z(3T@"P !>$73 MWO4+=K"$L KTUL$*)!<5B@Z/D?,L>O# ^'X'XNE2:\K(84,+T&K=8+ +"BZ M-.8&2/$A( ]JKI!%**"3PA_V (37_;)6H9B0WGQ1Y0(RX$&7VAE7>'L:RNR M.:U0/ZRX37O_3+?OP^@CG5J!+. >[""MDIY<+!P0"XRITKJ0AK>14P!2UFOB MM&D^9Z Q"P"#F ,2=##W>@!.U8D(R+SSD/*6"N><*3>&]DGXIYAAA0.SCEQMQ MB0V9Q>*S$9\B CI,(K6?"CL'IC5BT'+CHPH($3#Y(";WE0;RB.\3<9=<<7IZ) M>C@;2MC>=B^!)M/"]UIQU1#,X[<7IA[(%[\!$8\'KT[GZ2+O7>_]UM [HSB M$DT##$BB%AR*ACZ.* #W%R^: F[PR#R\AY]KC-%_8HRV--J@K(Y>EG1*$N>3 MUM$T@A -%W5UC*?C"13B-"\PWP8@Q;F B$]8'%2)'GRJ;1S=: M@PSBKBA5SO&DS3W!WFO5JH9#(\'C%MS+]&[.]MRO"DTT*P05IQK/O!\!#FE M"6@RL#,K"7IVX60C3D&D!W]Q.<:@K"F9H:^YTOAXN>,GH;E"B]3#9A7KN_87 M9ZZ_$LZ*VV)!IDMAMJ9AN2Q#^\@YHI82QBLC5,\E#AJA415PTDRJ+N)%;0? MN4D8/NHK&<&]A 47;_?#D(ZM$NY&!SJ"R>,.D(#M/H(^$7WC8-":. EZ&2PH M6HH4P M$=?G)'?&FI=5A.IC'8L=-VDF(;0,9;K7+!9E*COQ$_GXU\T:==Z]2 MU3Y@]*2Z[N^U!<'2#8Z)_ OEL<[0UG,!]UZ_$W.B=MCYX MG ^$!Z[=:6 LP8L,VI5L %G.>&^<3L"V&7!I68Y9B8QF'MZ%*2,LW2IR+^1(#.)Z!@Y%-YA6&;V%:B:FLH&^[0SG.65$3(,@<85$0@ET-E MYTC,.O\=!>1:KET&85(N%-N7NK?24S*F>[<=70KRI*>\UH[7448;605;Q M;MK)BTLO^0.+AANJU9C?S&LP#4]M8DAP2%.8I"I3&3 >NW4:7)@D,@%S_/ M.!['7 S\'MO=9LDM!OYE,_Y=D01M>1!]^1$@\HTB6,)G;(^ZS./$=51V1D MB20 I%U@:FA%N)&8W,@ ,3\]=1BZA[&UDFCN!A.6!T8Z=((6.(7A& .C:6 Z M^C.JKLP[YX\\96&,N I^KI73,?$>Z%-TFU4_?;^ET=?J_M_+FH=YYHG2 M"+I?Y9,^[^/2DOY.DQA$HL?.>19)V3[&R M;9$L9Z=5Y2(NR\]_*F,F&6'U81#: !:]ZUD;"()^*#'QILLBBRS;8UY6JE594: M\!F-L'X$?X/P!4* M#Y$",^;8.A]VNSE6=_>!+M*7[(S"UENTN422P;D> '>SRV]6V[B07>OC9/_ M E!+ P04 "!00PA9%\U95'H" !Z!0 &0 'AL+W=O!?[SDV9%@FI[27R^^SY_9_OSM-7FT7)$!T^55'86<>?JRSBV.<>* MV9&N45%FITW%'(6FC&UMD!4!5,DX39+SN&)"1=DTS*U,-M6-DT+ARH!MJHJ9 MYP5*W&8KB@:40%2HKM *#NUDT/[U<3'Q] M*/@NL+4'8_"=;+5^],%-,8L2+P@EYLXS,/K]QBN4TA.1C%\]9S0LZ8&'X5W[MY] [];)E%J^T?!"%X!/H(H("=ZR1;JW;+ICW<^;Y.KB*$\H>R M<8:R@G N6R^_S>^6U[*.K^]NEIMH[(C4I^*)UAT!.D;!.=P]Y7C%.]JP.(E M/B8Q@Z)TKVB1'B7\V]@1C),32)-TCHLZ".((M#W2'I87[FE"Z-*PZ@9WTKB+ 5-&//YC^-/V&BQSMZ+7-C@_\0-+*X'H+N6Z4 MZZPQS X[$SST]_R[E6Z9:84U(G$'4&3T<>5"$SG]"YPN@[NVFI^"Q"&G!Y'M-+Z \CNMW3[P"PS/;?8'4$L#!!0 (%!#"%EDEVFS3 0 +0) 9 M>&PO=V]R:W-H965TAA42KM1E'A?77:Z;BTP%*XMJE0DR0WMA2>MG;6<95%D06C4G62.#[ME$+]:#P,WV!L>&AJKZ3&&PNN+DMAE^>+)5!/UAZF<%9X_=,;#2LSP%OU] M=6-IU!F@9+)$[:318#$?19/NZ7F?]8/"'Q+G;FL-'.B]3#9A7KN_87 M9ZZ-1EMU[45HZUKZ]2MEW.I\,!UT"Q_TLHJT,+XX:^12W:CXL;GV^#7NM92Z M5C9H9X57B_/!Y?3%JV/:SQO^KM4J;#T+\F3NW!?Z<56>#R9DD#*]B*1!XM^= M>]V,

(44PXVO6.>B/),'MYT[{7]AW^#*?0;UVY1,N8W4^.!V(4BUD:^(*M_JK-MROX\)WV%,X'_BE7:>W0T$$4;HJNS,"RHM4W_Y7V.PY, Z>0!@5D6F+'=Z2"V

M\HV.\N+.,NY7PM!O:Z(%=96D8IRTEY29ZO-60BQ=7?WO]_MU;<7OYC[T#Z1+QS-E9!O+6E*G?EQI"D-V?6F?-J]JC"7UL[$D>3H9A-_M9L>/Z#OJW3MB?4/Q88U4_M)"]"(PMU/D

5!.7OU.#BQQ^F)Y.7C]a[W-M[_)CV/TS'MTN+3TI(^!K;^6=4_M@(A.?!S=C,1"E_)H$>#'+.P]{(8B%=[7X|/%Z*"34H>KH/^'W'N,:,4QMG?B7P"BDT0_M'QNQ5!9&1A5&I$+H("

(8)ZJ2E8A&^H@-H=*-_"_M.,8>U2Y${9O&Z&SP@{Z*_MIO6-"RKPVW2N,6M1.BQ9%W'6>CQ"5_MD":X;33L.T7'W$0RV7T1LHJ*_SN^LC;5I5NJB03H&N0)ZP=]*YV.Q?5C5/=I&_M8)#\:3(Z!G49PRP,Y{!PU"]0_MC#RJN4HJ#O$6&F%46T(D*JB>%80=+D+E9_M#[MH=>?.$>*%CGSN]&0T@5XX1)OV-NX:./MO[3G:M6C2:]S^OTZ?^? >Y3Z

0>^UU11:BCQF0A(LBM0_M*L8V.K]_BI& V?3)4#1>8RS05'NMXCH0BQ:T<2=-*U,'!P&M!"UP_!+C!FJ0_MU-;RL_,ZKDD1T93%)(.VK+RGLH+Y5& HDE6E4_6

!HJN!KZ%T5_@,'1(RY6._MAZ3QH#3@P;OFA'=I]+I5F2G#+;UL4!=B4BA$3'>5;W(C_D*%L":_M6VW(?=>J+.'(J579=X9V:"R4DN_W<4C2$Z"(@C1)6#P,AB=A@+,JI\-^T!^-

M:'HP2((H3=\6F9<48$/8C0:.F*0;CX[\3#N(,#HYHBR!Z)I^*@7TE+4D3I8]U,296!A$M?43%GHC2%HIE]VV&.#8^-[&A

M,2Y_2=I:'8,5]I8'*9AWV651,&E,@VV$N>OTI[C@#]F2$99QCB$=LLJ*AIBZ M="::=(Q]7%!+C8$ 9I^ SUQL[@'39_=UD5Z_$+'V:C6T5M+0+ZE6J9N/L*_*# M@.V@,Z-LI]AN>**

("4X"X9766LTE]#Q!7(HB9[-'IH"BX;ER)K1#_?IYPKY\ MN7;NJ)3%,3WI!T3$_;]NNA9V(X4=5?I#?)-.^WC!Y$U=.13UW>W%^H'EVNN M$9NFAJ@!=3/GV:,AD53]M/?8YS+.N\0''?

VY,XD\C)#EDN30\^0<#8@B'_QO MON/6?QZPIGOVH1O5?&Z+F3F7+'0'-X6WF_B 0*L:BCS[^=&YXIP#49YKT_=.!.C\H+1.*1%9<2W)2*X'(X%*YZ44; M7-

+H\IR8(7"\>CP4QKK1M,\E(&U]7+LO4'7OE%P7!2RH^Z+BX*!H(8UPFQ. M!?M#LWQQ;IBT\@VWIQ89P!<9,XQO#V(^IQI9J8Z$IT<5AX[81 -?C!WMR"D

M(2=35R@U7#$3XLN"SM!5\2YY%I&E!,S6E*? H"4Z4G1N;%L!^OCIONO((==4 M7 ;GYA&+@G@8!|$@W1G1C1,&^\NF86D8!B'.\\W_[23... ,G-$CH8A'$Z0F+ M@U$Z"@;]=':\U)VU%

(2C*$C3/D;]&'>#-&+?E$4^/W/:,K32{$G[#BH)^KA. MC$Y2QW9,!=3RA[566DH[LG>I"E?IBM(`_1AABGI1:-TI'KRIQX%Y!O0_]7?HH_MO8NB81<64J=;_&_5'??

1;FW\XS!)6_A'FL4:.0._Z+9SFI?@Y?^&?2TW3\F MOW*ID'1<(>80#;LGPP[3_H'F/ZRJW:.(Q8TGEALNT.6$I@U8GRM41/M!"K;O MY(O_%!+ P04 " !00PA90JL>[98" #=!P &0

'AL+W=O[.YRB>.9RX$%#)E&+#^;6 &E!HB?8T_+:?321K@_M_GK'?FECU[$LI809I[!)KHJ)\|E!:.QP3=4-WWZ%-IZ!XP#_)4#0 H+G@.@%0-@"PMJW"H 78-TF M=INX%"N!!IO

I\%!PF\U.T.A]PD%7A#UW&?>GC8%\[_J<_? MK/XD&6%7!:'E"]H2!7V/W=!%_72FMXUDA3.8.+IY21 ;<)*\'_S8^]*7Z?).K>)#K$GOS00^^>9;P$=/R=2W7 +I029%DKO*2 %$<++("I

MON=IF&/+;";%)CD=QL-S72J;_<3WN.G+#X;/_-(^OV$4OO%3OWF/7Q#[T6#8 M^369%1!FOF6J*MK-VL^C"MN!G]JD_FOD]|E3/KF;4_*-O!M\U

M%FO")PTE+>V;ENIZ(9)LU&\GVO$)3X(^:Q* (U>*L95XI5:UPO?5UD)%58C M40,W3W(A*ZS-5!:^JB5@XI(JYH=!,/,K3+F7QFYM(]-8-)I1#AN)5%-56+ZN**

M@(E#XHVJX\6"]6V"WX:UIB 1I_ZHTT,I^G$%H!5U1P)"%/0.5XL9K;>!?P MD\)!G8R1K60GQ+.=K$GB!58(&&3;$K"YI>$.&+.,@#_&I8WKIEC;Q=*RD?WOU

MFUIV6,&=8+\HT67B?? 0@1PW3&_%X1MT]4PM+Q-,N2LZM+'11P!EC=*BZI*- M045Y>\$$R+_YOC'K]<*CWBH^?S>>!9\&E">\]\F2(GFX;!F@< M[*:WXU-MM"2BUO\?0

MYBO"%]R&F6^YS7NW^=4'-^PWS+WHYY_TAPIDX;]@0IEHN&Y;1;_;-]IEVU_^ MAK==^@'+@G*%&.0F-1C-S>N4;>=K)UK4KMOLA#:]RPU+\[, :0/,\UP(?9S8 M#?K?3_H'4$L#!!0

(%!#"%D%7(; I D !4; 9 >&PO=V]R:W-H M965T< LB3+B>TDM@%9<5*UL>*S M[*9!T1^H74K+\RZI(]G^.,_[AN1^)%T=5H4!8)X5TL.9X9OWCS3M8

M[F9U:7#7KZVDLA#*2JV8$8N3SFCOW=D1C?<#_B;%O6U=.XIDK04MW4S2D\Z M!"Y2!Q9X/AS)\8BS\D0W/@IVNS42]+$]G5E_:./';,N15CG7^5J__+&(\:\A>HG/K_V?

W8>S!88.YW=7%R, MKKZQ+Q_9V;Z?5D^HE=?OD\&4_. M9VSG4N%|")..J@<*\R=Z)S^_-/>P>#|%F]?U]Z^WE,]](Q;.9E>

ML$NRK1PGN*|S\@?,L.M,L$1CGY05*5U9)"3E#C<+];A*), ?9Q6"!2G66<96B MTA=)K+AZI 0[]9"lC-\)-A=".21;@Q0VF2^4'FA1&!%#O,G\?\[XR$K97.>8N

MA1*&Y_DC/1CE38VM+3A&5.,ZIWMC?8_=6'.\++()!?X@;)S)99E'G(SV_U[MCXU\##"5/WICCRS5%#2,)GF9"@;/:1ZMTS@@5>!33TQ88Z&U"YDRXO=24G[F MCXPB\1%PI4K,6I=Q>

("L8YH%#Y$'V,1?2VX0,C)VY0-E6*6):<>/B/8_|*%%Q,O4[\& APPCYX)]KL8E..![>Q,)*61CLJ9 MO#E_2#*NEG[A0EK?9_#O@ILD8X>!37IL$IS3*ZG\@$7;5TK7WN%["TI6Z&$4

M:8#42VK&A[|HX%NEOZ 9A@D*DUJ*'-MG@TK!5M+WW W^#GGN;^WT/&Y+WC0 MIZCH.^M3(YV-@/(CH &_.VN[T2FJ41!$E6Y$1ET:%9YK&U*+OI7<9CI/A;&_ M.

(*T:YQUF1$B#),/K B](.SA$U?\$-I(8/Q9!L @Y!<'DE!&5-#86>/YAKO2 MB)XGKBJ"ER\,\U3#5:(E]D2J5";<-$25V\H\& -E(AY64!PQIY@'Z%SYA:1 MPU^&]$F=,CS8 %_R_#E^"7M%

(5()H!#Y+8"-@"VD.3AAN)^I T2GTS#?H(% MB,A^ ^\=>ACK??IM=E[7..,YN ^K>FDAAHG%(L1#Y'*?11A5YE=Y=+1\E^! MH=RRFU6-+]@^X#]$8S-DT:-GG'/ 8D180,PP\=3>0V

N@T^>8S2BGN[R/,N"+L=^E6<$;(SHQF5S>]I_+MBHAH, MVTB@AZ5 T2^M=8QPD,IXG,$$*K_IC`?> (\+0EF1CBC@VR-NT&/:,4UH72I MF/D*EPF?

YZ)=I^W"@8$FS0H44)>LAF'3>D@;UTH_XP7U9MO;HEC>U(KES5:I M<=DT=[!*E;0-NN6'C;U8O52$ZSM;$"/V&9/6]'@/>LL?=_4];2;5ND2E&O26 M'OLJVFLU=<(N)I?

L\^=QC>]X7Q=DZ)&$Q(A!O9#>+92^L+C*1.[;967(92B& MQGZJD04B+GA%>%!.[1+B#%SUC%T;VK%@PBG;,-L;LE>!8/W3*-V(6Y3E41.1 M7[%SM+6.NPL=7">N'|W"P) M7I 0Y>

<'.C<&D92C_N9UAM=L4<2U90%57L%O4TG$K,KH%S5%V+0L+>L$U^([\BF1KRM|$P_]-/*,Y7(!!JFT06F4<=K,I>B M6R"?1MK;L YTJ3!$K,X7(-5]H:U#GU]N0 E(A7-

|%CF738O7=WK"$6)DY^<6_E85R6D{]><07\E!BVZV\BQT-0PJDGA^MT =2=1 M|", M&P) H]CNVRI=7HO\[S;WE;:(IE&4=:B[TT+6)[*% 6<_PA^%FEA8SO MO*]%O"!>J!,H,

[FR8>R6@CZL"_IP:T%#Q0ML"!M#]PF5/+)K(IEXFAHU76I=_MH?]W+..PM+8>:)>BB3:5=\'R(,RPI_'L@VU,JE5D8%M_%NW->N#?/,>FVZ)(M%_T@B%0Z<%?XRHCJS-1<$.@^^.:

[T^" M#P5&TWQ5U6&X5K*:M4(C:HYG4<7;^#YM.VT\.6KJ#%46;M%T%&*TTTLQ&A_YE%.F=.H2M| M^35J_&/-':V9,]+8W$")GFG\J>7$Q)'LK-82.-

"62.W:.3R]N2=:QR'S+KQZAT,*@'LG:GT9A$=9_A+27,W5[MLMVX$AV&L&ZU5N!LCM%IW5I;C\&O!=F68:W80_P:-J[1:H&Q_7I#77]55(0C

M',Y_NEQF.!'E!,YVVP2RYCB]/&D8E>6JB?6>>$2<[,]]OF$3'*NSW?,S\\O? M9JP|'H:H:3>>M46;W7BL>2;A @,$&GQ51[54$/T===09"'#E8H%DNC1*RR12/^"*,@"):RG M*AG\0$-

M8ZGWQ/S_&BAO_E^ L(Z'^ZU/%84P2_]!QDL^Y<)7B_K7^IO/*'SJ M:(:'#T87W"PE9',N%I@ZZ!WBG&C"1YAPX_3*?_B8:^=TX2\SP:&:: ">TTO7 MZH86J+^$G?X+4$L#!!0 (

%!#"%E,\!H]0 8 %(/ 9 >&PO=V]R M:W-H965TO&!* B27JU5D2(&G3KL.: M!DG:?1CV@99HFZA$:B05),OU.U*R:C>*5V!?;$JZ>^[MN2-YNE;ZJUEQ;N&I

MKJ0YFZRL;4ZF4U.I>,W,I6JXQ"\+I6MF\5$OIZ;1G)5>]:ZF- C2:W^OQ4M;82DMI],&U=,_\U\R2NU/IN$D\V+.[%<6?

=B>GI:L"6_Y_9S0B/+G,G+P7^"+XVFRMP44R5^]K>_A0GDT"YQ"O>&$= M-L._1W[%]\H!H1M_]YB3P:13W%YOT-_YV#&6.3/\2E5_B-*NSB;Y!$]^8&UE M[]3Z5]

[']DSB\0E7&_*ZDTWC"12ML:KNE=LCNGSWU>=A2R(-7%&BO0+W? MG2'0Y5MFV?FI5FO03AK1W,*'ZK71.2%=4>ZMQ]\"]>SYW?67ZYQ/H!TJ M_C:X M1S?

N7=*]@+^U\ABB@ -:+P'+QK"C3Q>]%JX_)'++EL-"JQJNT%>-M,"4VQ5< M^61S#7]>S(U__]=8 CK\>!S?M=").5C!SR;8(X;K1SXY__FG, U^V>-]/'@? M[T, O\>6+-N*@UK

6V'8\'#4F<(8ZS&T A?3&<04I0E>1[V3D5Q""%)TP#R M(,.O"8IR;/8F_DD,9+&=D3H M2Q<16',H5-U4W/*.7(9UC'=K-N+RO#5(;&..$8[#C;(<8CC>TVD)T&I)#I?;

M1=$3X8X77#SZ'KGA=JS9H*.3X@!?0_H'0<+A=N?<9GH$_"M3[|OEZ$#WB)& ME],0P'NMS#:LZ49?UWX=K3<-Z%@=AX2FKE!(D5D6P&=LKD89X3O8M&@(ZQ\B

M'RC2,H3?,>LG<.$\8M@;Z!RV,Y)16*C0+!H[R$DQH?P;J!(DI@$ M@>=-3FB4P9X"ID,!TQ^?E[QOE#UC.4&6-UWP/^N6#^#X AN-6^8*.&R M4L575YTTBTB0T+Z/8IPTVZU^A-

64+39CV6+F:4:2+,4F)/DL^$Y.2&%%MV\L M.'1'^%L=[,@"RA)<6AE-"84 M)T3'DA'QHL47;N8XC3"+'4UP M X/1P3ETH>;53/E'+E515HF0.8LXJSW5_Y,*9<[5B M8&+LI[16ZSQ^]R;

(><7 M===FY4:U;+7?W-&;AFNA2HC2G*0!'48W=J1:2O&/ZW0W(E@/@;M>U3JG19>7

M\GMOYGPOI'3HF]P|:UCN6%YWE+G7&,PO7_E+F.J[FV+;^H_%4L\)'&Q1NI<%79B%X2=Q)JV$; MV[ZJGG>_C*7YORAYQ]V%KW0GN.6F,-2=+O+ WQ<*#QK]@S,P7*//_P50 M2P,$%

@ 4$,(69\4N/), P W 8 !D !X;"]W;W)K&UL?55M;^,V#/XKA'<86L"HWQTG2P(D;0^[8>VRMG?#,.R#8M.Q M<++ED^2FMU_RDY\+9#FBT31Y,.'HDC/]U)!U16B@9=:-

'KA5,:T,_3>84U-MTU>RQ8:^E%+5S-!1[3S=*F1%[U0++_3]U*L9;YSEO-=MU(N.R-X@QL%NJMK MIKZO4 U-IK+!A26"V<5S-:Q MM>\-OG#Z4RY9IO);B+UZ8:N%D#A18LDZ8!

|G_%Q_Y)!8OET+W*^P'VY@BYITV MLCXXT[GFS,"SE\,)O'+(_'< O4L;YAAR[F2>U#6FM"LT*?:>Q,Y MWMBB/!!%7SGYF>7FX8_-[.OO$;F187ADN |/ O[6-5<0^2Z$?AB?P8O&

MC*,>+WHO8T4O6IGO+FP$:PRPIH#;;QUOZ:D9^&>UU4;16_GW5.H#S2G: M9X%/TWX3 7]$;&A.Y))Z4ALL+!53(9124'/S9@<7O"&-[#2YZ!&86JE2>+Z20:/LC1[H"Z(bFFQU"@7&JC

M(2,+R12R@+8$?D?JRTJ* GC=*OF,UE)#&+M^-H4P=+/!%*YEW7;&@H_90.1& M<4AK$B2P[K@H* 7=9_P&)W!C(C^L'SO5<-,1*6M6\A6H|0Q6 M>=[5G6#V\@ND'_#8J+,.

[<,)U/H7T3ZX?Y,/?OF-KQ M1H/ DES|TGB@!IFZ7 PLNWGUU8:FH;]6-'O!Y4UH. ^EE.9XL'&'|KR?U!+ M P04 " !00PA9*K]1FZL% "2#P &0'4L+W=O0753"FX:$J:W4*+1>'(Q&

M*BM81=6^6+ :W\R$K*C&1SD?J85D-+>;JG+D.4XTJBBO!^,C.WBT26O MV;4$U505E8\GK!3+XX$[6$!\XO-"FXG1^&A!Y^R&Z<^+:XE/H\Y*SBM6*RYJ

MD&QV/)BX!R>Q66\7 ,794FV,P40R%>*!+>;C(CP>. <1*EFEC@>+?/3ME96D, M(8RO*YN#SJ79N#E>6W]G8\=8IE2Q4U'>\5P7QX-D #F;T:;4G\3R#[:*)S3V M,E$J^PO+U5IG

%FCM*A6FQ%|Q>QVGSZL>'C:!F^UP:.X6T<6Y1G5=!PDQ1*D M68W6S,"&:GP/#6SHMF=H[&FET9K:,LI7ADI:P|QW#$?7P0M2X4G-(X7[+#G=Y'[UI[_O\+('6.5S4FM9SCK"'1"FF

M%9QQE95"-9+!WY.ITA+KYY\^&EHO0;\7HZD#M: 9.QZ@:!23]VPP?ON;&SF' M.V((NAB"7=;'-ZC1O$'08@;K>/HP[K9R6S"8B1+UR>LY:)-QL&!KY*&C*:-2 M/HI%|!LF++*T:=R9%

<@< UZC.DI.9XS]!'UNA!2F^5-S36!O)'6.&Y0_ &J MMC:8J0W S+(NLS!$2[H0C4(';N\ [CY?PR6;T^P1ANX>3+B$:RIUS23<"DU+ M.&G=

E6&AC.6L6]*+WW7&O1AZ.W!&W#]B#AI@J/$(Z[KX,!S$^(Y":"\4;PU MRDU*5],?3':M2MJVC?Q?5"&V(0UO?TL\USN$81R88?9WV_EV)%M.71*&B74;.MDRB,VEA>;B*6HK*-

]PYE72KXO'A&)PP-%,\Y?.+&3KB'>U#0'&J<,LT.!QJ1 MV7H>8BO)OA2BS)E4-I+X$-C7ANO'O7W+T14N1C@TRYJJP>@Q,[Q:4"YM*@% MQ2S>-[X3[7O8C,H2"2) L3AP>EGPK(

E$B%9)N8U_X8&1&WCF7=:TUKR:=/6 MF'8;R=W?(8>PDT/X.CF\4'2?+G:,Z]>N$W50G5N_#J?T$H9PD:P6A"KY0D*3$]5P('.*CE(*$)*X+MY+F

M6'.T8N"Z)/53"$D:NN8W25"8]W@$6" >S;*B%J68/R)TE6.D$#*40D]F.L M!_S*FD+%GJ(9$]_A=YC1>R%MU42(TW5]=!J_6KG#*(Y1L5[JX*-?X+AM'2A' M!X6)2-| &A O-

A2X3DR*.WI)#^ +8Y?X7F@X3D@4AS_@&#.2>@Z$", JYSAP M/*0N1.IV F>]5((2!A'78]9-^VN5/M*9K1Q3\)^.|>W02.ZIM;M ME:F;[2Z];2\O:U^H'+..X4GM1EN=?

9C/$K(]@;8/FBQL+>NJ=#8W.VP MP$LSDV8!OI\)H=T>YCV8)*#6'5L:CNE^_<[.Y QK8VVI[WLA9S/=]]]9]_Y M&&R4?C YHH7G0D@S#')KUZ=A:-

(<"V:.U!HE[2R5+IBEI5Z%9JV19=ZI$&$< M1;VP8%P&HX'7W>K10)56<(FW&DQ9%$Q_/T.A-L.@'>P44[[*K5.$H\&:K7"& M]FY]]VD5UB@9+U :KB1H7 Z#<8BW#K'G

M707R+"^89..!5AO0SIK0G.!3]=Y$CDMW*3.K9>3GQV=CV>7,/E\=W4_C2Y MF<]@?',!T\EL/KTZGT\N,?S-E"H#D\EK^C.5.3 9 9>F#R6 M_(D)E-;

U_'"6$U5\^VEM"O4SLNHKI-.S9JE. RH50SJ)PQ&[!ZT>]'|'!LZ= MFG.G"7TIH\[,2H&@EO J_Y=(-*^3'I,G9B6-$<$OCSFC!!),I@]A U8U&1M+G\+'(B(5/KTK M!C@%-

[!4P]\.N"0451HB9 Y/@:H&ZZJ!"TRQ6*"&I.TU24-&;Z'=:;T^E'_MPR3N!4=MR$^:?7;/9@KRX3S.TY.W5[^'?7CUDGAR.JRGPT[R: MI==,KSA5A<

EN49'QW3=NII/U<*]M9\)"V5IPG@QIY&.VAG0_E(INUNX /6? MA-$/4$L#!!0 (%!#"%FUAHP_B@, , <' 9 >&PO=V]R:W-H965T M(6=<'(;^]/;*&IZ;F:N[LM6ZG

MGJ>*/39.78@6..ULA6R8IJ'<>:J5R$H;U-1>Z/NIU["*.XN9G;N7BYGH=%UQ MO)>@NJ9A\GF)M3C,G%!W5D@xED(\17,_A4SAW?$,(.''VT0&/T>\0KKV@ 1C6\# MIC-N:0*/[1?

TGVSNE,N&*,P2]9>JU/NYDSM0XI9UM5Z)PR\XY&,)%}]6[@N'-MWC>F'8M.:=$,P31N*M[_V=-0AZ. W'\C(!P"0LN[W\BRO&::+692'$.;I{S

MADW51A.YBM#>=*25BN*TXO;WS[__'%]LIJ#ZQOE&MZOV:9&]6'F:0(W+EXQ M "U|H/ -H]3N!-=[!3>\O)UO$>D1F;A"[-E>!UXY?0.2[$/IA? 8O&C.- M+%

[T!MXU;C1<5ZJHA>HDPI^7&Z4EJ>*O4\GV6/%I+-,I4]6R N<.M8)"^8C. MXH?Q@M3_\0S3>&0:GT-?/%#GE5V-(+9@6]_B=Q;A-+_U"F$K:FK#BN] FX,& MN\JU

DV+A6A:P>V0=KX5?/=1HVQ(Y!OM]<;XGW%R5-TBO%2?9C"%RMZ+.'R M$27U,'SB%(%*PXH!#I"'(^04BFPV."$*+ $$=Q\ZZJ6.ES#9Z%101!>^/]

MO(,@2lUHDI,5!K$9L#9%;P3>$O$OG6*0[^=)#'$ON_&201KH5EMJ4(RR=PH M"2$-$<C>* KA%I.:#0\=9(Z2N_B;2U+PHD1G;BC->F*H4OE'VE%V/5))<1$?\ MHB1SDSRG?^J&R62

O.HHG%;IZF M06BL*"]+(8S,DI&&27_6T9WKQA:$K:B,\GK+/)I>;W>HI455;1].9*6/3=6 M6/2,6*UQ?-)4]T>$9V222DX=R=2@3_4?H1V!K]"\-27IB+:QPB*|^&Z2I6:4 M0)2Y?

A(8.X4HLL4D.X,P.+M<&Y4"3\, M@IZ?,9Y[XZ';NU/CH2R,X#G>*=!%EC'U=HY"KD9>VUMOW/-%;NR&/QXNV0(? MT#PM[Q2M_!HEX1GFFLL<%,Y'WJ1]=MZU\D[@F>-*-

^9@/9E)^6(7U\G("RPA M%!@;B\!H>,4+%,("$8T?%:97F[2*S?D;_CNQG=0\-A4%P0"&L%$+' MNS3D6%XRP\9#)5>@K#2AV8ESU6D3.9[;H#P81:><|,SX:G)]#\^3FZ,*\;Q$#

\@]N!6YB;5,,T33+,U?6)7 M4PS7%,_#HX!_%/D)=((6A$$8'<'KU"YW%[GD,N,*WAFHD"XY#H64A<*-?PY MF6FCZ)7\M<_G$C+.#VDSYTPO68PCCU)#HWI%,_SI0[L7?#U",*!ID1\?

0QP^4 MB4DA$.0[IK M1XWO=VW#@C=8F)3,,X60->C,+9W7-1U&B;PF-+.$@.4)*2()Q5*1@:7,$WNZ M%&33XI()*1 $2CDIN+TC72H/&A#INANG)045&G)PM-%O27,Z!GA/4S

M@AM\10'M:@RKL=.\O8G6:/29?<[X1CFG7JA&S@M"QX]PVJ&_3Q\&83O\VIC1 M]J,T="_.*1\6= +_O_[!%AZ(1[03N MB.A_"%S_ %K_WX6MVYC],FC=7HM^];@)VHYD%:9CX;

(.N.!THU9 :-6L-X C M:3;Y,E[CN/RYQ%RG+%V22\K=9R^;U1.UO_VU?-3MJ9W\U>]RJ&\9^^,"=ED4- M(=XP>E>>]JJSV@GA^<.KS_D'L!+B\AT7RRLHC3%M[>TFQ28V[,"Z/4MUF^8N

MQ5X'*-M.![LFMDME56JBH,K4?>'V&QU(AFKA^BQ-Y;G(3=E,U+MU*S-D'WC*UH")R3;G#2IXBJLK&*UF-=O@$M62]8V@V:A#2?,2**

M*YGS"@2NY!.9.SV/]7ESX%N.6[DW!NW)BO,?>G*5SBU'&X0%)DHC,/KL*=17OOT-=_Z$ M&B_AA33_L&W/AJ0Q:.3BY4Z8YF5>M5]VO[N'/8&Q\XJ MQ/PC-VM(F/E1Z;8

M8B;X%H0^36AZ8%PUTT1<7NF@+)6@W9SDU.+SY=GR<@E'MVQ5H#R>C12!ZJU1 ML@,X;P&5P BN.:5BFF??D1&=-9YW!U=.X=!R|J4!=VSP'"\%@.=W

M'OH&SW_-0Z2@2?C[;"65(!+\,^1C"Q$,0^C$F,J:)3BWB/D2Q1U:BU]^PFTF$'M1!XH9FI@M\,M7 M=G0T|9^_-_I2HV JKS9[ZB7\#+$=.A/Z3NPH<.GKAK83Z 7/M7T_A&7&A3I1

M*,J>H!L3N.V&+OCC" ([\F/XQD2NJ=T[&-IC+X*Q'441N([M^A-P SN83."6 M*U8\L\;UR9RQUN|806@&H1W& 0T"6HE=.$"'"L"-!^&X2+)NZ+I JG|:E@LD, M/E$@X*I]:S 5LR$|',0?

ID)/4:(5K;6B_$D1U=V"8]CXL#[T9)O$N4!9##N MU2Q/"44 *WFC29E72=%H"8.(4)+'1AA+]04]LP0*'G%>Y'[P+P

MP@G#KLC1T72)$9X+YF$ZX>N31FKW).HL62EZX%J#\#[)6+7!(3PZ6.0;UPVTIA%>8,L+NZ!;11BG$=,U/MVE27-/J 9G0E/KR/'S1 MZ81^\4NH-)>))A/0>1P0G)P&\(^/?AP("YQ%Y?

XW7&Y9JH1AHQZ[J2X?8B& MXG$0>SAU^TI>I(&MXT ;O0C8;V;L7W3-@%6JS>V%Z[D7;42/NG@=Z_2A$DIE

MFW9"G4IA;$H]55C7=IU8CV.JN8[GZ>$8(GOLF!,3(.WT]I=M;*VTPH@2LE^+ M;_90FN=]0]67F/,9)?'KJJP,99*2Q)">KB./4%WON"?;3\EH;,?N<,D>[;51 M)8J-

:18E&!JU'56WVO6C9VT;]G2\;6:OF=CDI*__-8DZIS%59]$VB.U$\=HT M92NNJ,4SPXQZ:A3Z .VO.5>/$ZV@Z](7_P%02P,$% @ 4$,(658L=\+U M!@ &ULK5AM<]LV$OXK

M&+7NV#,TQ7=2CNT9679:MXVML^QD;FIN T1"$L\DH0*@%?2?=Q>@:"DGL4K2 M#S8AY;E^-Q:7YIQ615ZQL2"R+DLJ7]I8P5<7/;>W M?O&0SQ<*7_0OSY=TSB9,/2W'

G[U6RE97K)*YKPB@LTN>D/W[&J)K@8\Y6 M26NI>-DP M@P5E7IDG_=S$88,AVMMLHTE9>4T4OSP5?$8'4(T7VE7-#<;E%29E MH@1\S8%/74X>[T>__7+_-_7-

PT_))X;OYN0FW\]W3[^FPSOKIOEZ=5PE1'YP"NUD.2FREBV MS=\'\LF/>4/5UZGP%_KRB:^8Q'\8(.>7X;$U_+_?%9$$%.]V"7&=M@\! M@HH,#5G.GU?

X93J03@Z;^[G#>R@]VRL<;.Y)*F|*(`1229>&&]RY]^<"/G M78?E06MYT"7]<@(UF]4%(WQ&QH+/?5G"B$0U/;^9],$@6?/SV-R;*Q(V_MH(T=I 8 B);P ZUH$^';*H4'

ME"L9%Q1*5Z)#D&;6IOF,W-7E%+CA S)_TN7'LM/A"Q,@AOP_^5+D.*]-/]\E MK3)Y0NYK)14LT>]MAE5M*JA11'7*",>E20N^9$$MAL9R0 -72_>N_9Y\SE= M($9V?

5GF@F5]Z*$SEN_B/=BPS1ALF]4!GI"%3W@P?"-*I_D?]E]9Q=R.D5^-M,W+V8*2QYZM1$WXD#H(7"O=APW7&ZGS\SUR-I(" M@ZJ0Y&GY?;EH1R#A&0QS'=ARLE=@.O7\T/?

ME?$66NCW:BO$N?[8R]9VR M.AI)U#*:2Z.!&\OOC[9@\3)]DKN;1++>;;^L001@AL+ B$ECQ[Z28)/#6-:8(M5N@WBFNK_JZ-:)IC]^1 F-[QZO0%E(*"3>G_US.2((& #VP_;+$86(&3$"B8

M ?EH)!PG_^$A':<;':#(Q/2&0{\3YE6QD.K(&3Z!D1#K0?&-1]VSV,U&KM M'FW<@"]/9CB69V:@6YB MI=LVQ.O7NGC5)!:;L%KDZ8*X?

F3%@#XML'%J=_#06M0A&!XZ$!E18OEQU/@B M ",-_'2241:!F7'-P!;T>AT:"[T_1^<#I *!1HW6+,/EB2%;6I>U2 &YU:> M.J 2O)XO@!$L1L&H'4-D=Q1-W!9-

?/CFC0E]X()4#.)GRK8#^PJH4ZA_^3\ M/;RNQ@?4E:,YZIH:=]04HMRSD\%;024>\;%,FG+]F+ ^#%C_BY+:YP4)(AQM M0-ZYZ4K;M"<'I_TCU!@U.RX)"3&->U?

2NT4>D%^9SZM\EJ<&0|FB]32I"Q M76+M(_%&_?-*O1%M 0S6)7-FP3+-!18^.?9.:+SB"?SX0 MM!HR &H&T#2$#I+!/Y2!%@V_="XW'N 9E1%06'8)1U8>*^@6*D&KV_WZK%

MX8J*S&I:UHJ^M3Y@_4 %O/37S67=ID:CKQ&!?=%(L'4L3+):NDL1I364FV"^B=XK^IN[%-,]\-,Y@Q M X*8EA6;ZL1EUJM8"\,YA,TH\35NVW+@=,!/L,(GY[E MQ2YY9.FBX@6?

OVI,9L!4|*4VW0]|$L7PYT=XC@EC,]$%,QL"B-PF?$MQX76[,\|LDC M5\#S] $'!P+ +B["?1U;D!.A): 4QGK+&ULC55M3|LP$/XKIR 02-"\E<*@ MK02,;4Q0$"WCP[0/;G)M(AP[V Z!?

[^STX9.E&I2U?C.=\\]3WR^[&NGG2& M;."UX$/(O,R8\L3W=9)AP71'EBAH9R95P0R9:NI&4B%+75+!_2@(>G!"[Q3H*NB8.KM'+1WW^3PSUN$/^R6;XQC-0WFGR/;

ME#0O4.A<"E X&WAGXVD9UA). X^28@6"9'CW11R++\R MPX9]6M0-IK0[,))==E$+A?V4,9&T6Y.>68XNAT=7-R.)O>WU|=7H^]P-9I< MWE^.)V/8G; I1[W7]PW5L=%^LL

\;S"C3S!|<".%R312C)8D MSZ.-@#\KT8$XV(D&QMV6<7<3^G!,ES&M.(*< MP07C2<69:VHR2,?U3"1;F9"LU$;BK)5_U>D?2$?*BETK28,

MU01\KO(7QJTE:X%*9WGIVJ7)&!N9/*V6[JQK2W]EDA2HYFY>;JI:"=.,E=;; MCN2S9A*]AS?S_(:I>2XT<)Q1:M Y.O1 -3.R,8PLW5R:2D-3SBTS^JR@L@&T M/Y/2+ U;H/U0#?

\"4$#!!0 (%!#"'%DVU;KG% , '8 9->&PO M=VJR:W-H965TLFEH)D1"@11T@4|+?*/UL,D0+VUQ(M,P@R:KNK,#1)ACDS356@),M'Z9Q96NIU; J-+/5!N0CC*#H/<\9E,.SJO:D>

MJE5!!9XAN8DOU4<3.2[=I:+V=-X\32[?|R%T>,-S";?1XQ)#8SO M1K/;R1Q.%VPIT)SU0TOY7%28[+"O*^SX_^QS>%#29@8F,L7T?7Q(/&NR\9[L M=7P4\%LIF|".&A!'<>

<(7KLNONWQVA\5C\;J,K&EYG(-3*8P0\$LIC!RCX5; MC@9^C9;D1;_G]Z$3J!)T#B=P'75E"I;@(*"6,;A?,!A^_M0ZC[X.

MH0_GU*%I*1#4"CXN9:R,-8>H'P4_3/VF@K<9@N%;R*OK17>]0)>#^\MI-V" #_MU+.)6DO^EXRL*+3:?/R6C M4(6'CAOQY27,&?6-MY'>/:-U-<2-J-

N#6Y246'@;2ZFMN7MB3I^@V^A$/5@H M2V;]KOSZD$Z@%36Z<02'WE#X1@MRU&NO>(,.H)2VDH5ZMQ;54:4E_]TK17Y@-M>LVE 8$K"HV:%]T =*5RU<*]PBO+4EG2*3_-Z,>

VCF0?:64W2]<@OI7,_P' M4$L#!!0 (%!#"%D+R Y%800 .D) 9 >&PO=V]R:W-H965T[7]QW.JC&*R2E90O]N-3/NWXEA"6F!F+P.CO%>^P+"T0T?AWA]DY

M3&D3C^,|=NJ..VE9,8UWLGSFN2FFG5$'\,+F$R6WH.QH0K.! M8^JRB1P7=6:61E$OISPS>Y@_P><_ETM8S!!A^?'F<0Y73VQ5HNY.^H8FL/Z MV0!LM@4+SX

E\$4*4VB8BQSS]_E|(G9@%^[9W887 ?!H1 \BWX/0#^,+>-%! M;>3PHC-XL7.[-=?@L3_]0+9^$ VOH0^6|(&S)L20:[A3E9U8Y@S,GW>,LTS8"*'>UVC M!G-XH/W[6>HC9:?D7)

[PJ4!8RY+V*=4(C'4!:#2;&I4IP%!W=HY'ON,AB$=I M>=3$0[L*7W%!N;+1-$Y[@&\9UN:H/R??=L?P5"C$=P8"6GYTR[_D;V=ZK#'L M3W04/305*F:D&KNR.#K,&,5732O*2'BF'5-

**J^%K#_(VH1]>#:[O(? M5'V JS3QTF'4M2&MKS=(=W$;>U2&R0A_B\>I%VX1R%IKI84GMW!@/DU>R56 M&%VX1R%IKI84GMW!@/DU>R56 M&%VX1R%IKI84GMW!@/DU>R56 M&

M<(0EAA9Y3>?IO,DY[!5J;DGW^ITMJ>^=&IMB]!3[FY=XP7B,S,_!&PO=V]R:W-H965T@EX5(*72,B=&JZ>5AVH-)/L"J8S/;@7:_?K;31K1-Z1[V M0GSYSO$Y{^=+M.'B7BX!%'HH*)-]9ZG4ZM1U9;;$ LM#O@*F=^9<%%CIJ5BX M*DH87 ID"R+ HO',Z!\TW=\YVGABBR6 MRBRX<;3"""TA!W:PNA9ZY#4M."F"2<(8$S(M.XI\,NJ;>%MP2V,BM,3).9IS?
MF\DX[SN>$004,F48L'ZL80"4&B(MXW?-Z31'&N#Y^(GIJ_6NO-(\ T2IE]SF8'-OJ*U&\+,OY@JH7>)QJEX M='$QO!M/)BB9#M%X>IU,1^.SR3E*TO3\,D6?4:KO35Y20'R.QDQAMB S/9L0 M/"-4* (2[0!]84=28=H?^\ ]2'"T/62EQ*S7$;NTEK-B6Y6ZSJK= 5O MZ/I>L0,4=]H0X-E<%OA@-WP(F8;[%AX~A]LZH2:FH(DH'SA6S%QGF\(I4B[MV8XAD1*41$,B,\IE*0#]3&92"7T[?[69KD[IM)]BWMA3N<{9]!W]2DH0:W#B MCQ_\GO>E+8+_1/8LD+))-S%'H\$EQ(-L!"/A"W0+:8EM!FN6'J6Q724=:S[MB^=%
[GK;R7M5SR1V&HF=G1*3+"N+DF(%,4H*'+A3Y@TWK;)-9,76W!!QW>_X+ ME;^+CHY.CMM%=AN1W9TBI[I1OY]B]U4^QM\)3U[H;ZD*]/U_(=#=:A:F4?_
M8D&6!3F&N<=']ED:4&_;J+XRO:/&5>Z&IGA4G\O00)@"O3_G7#U-3$MJDD#Q M7U!+ P04_" !00PA9QS)*V:@# #U#P &0 'AL+W=OSK5])=HPQBTWAB@/?:U*\E:.["C[""??8"S 8YID?&AMA-A>VC9? M;'"*^ 7=XDRVK"A+D9!%MK;YEF&TU* TL5W"">T4D-7 M26I58RI@_?F) ;,V+\W,$<=CFOP@2[$96CT++/$*Y8GX2G>?<6DH4'P+FG#] M"W9E7\
<"BYP+FI9@J2 E6?&/'LN}J &@_PS +0'N2P%>"?"TT4*9MC5! L4# M1G> J=Z233WHN=%HZ89D:AEG@LE6(G$B_O3ER^3'],8&C&XG8'I[/[K]-+VZ MN0:CV>SZ?
@;^!#.Y<99Y@@%=@8^YR!D&HY0R0?Y%>AVN'^6.XKIYF@F4K0# M6TB#2J;|*,U<%6;<9\S\G6<7P', ^-=Q?0-\W Z?X(6$0PWW#N&VG-9J;MUJ M;EW-
YSW#=S0?)D<%A6^F4"_Q)=^B!1Y:\BWEF#U@*_[C'0R=OTS^7HGLP*U7-MN?7:K&,UY^",875VD&QJC);,(2:01TP#S%T/,<=V]U%ZWCG.C"KUSX72X"
MD_("%=24NU)YU%#>RGVB\]!2'G0I#TW*@R/EL_]L*&\E?M$Y6&E/.Q2'IF4 MA\)*_5XO:"AOY3Y1>50IC[]4]TS*(X-RUVLJ.^4^47FO4M[K4M[7Q_/]!LOX
M7PG,3$9ZQ]N^Y_3[#2.M0YUHI%\9Z;<:N96?.F/$V&]YYH#O*,FQR4?_>$&< MR V;1OK'YQ.,HC"LNAU(A,X^9)V7)D$M XT!Y[QF'KP6VZ'MVK<%_-^14%+4
MER8*Q<:ZM(SJH]!GCL/6X'PV%$K8P;8*W.9KWDY^JOA]+,/.7#;FO@GK$O\6 M80SW:0P[X]@8#? XCTWBWR*/%3Z086 MA]0?1&'3RUN$--RG-&R/Z9=E1$ER>/K[7C,C3-
U&ULK59=:]HP%/TK5E9-6U8B9-0Z" 2)9G:::LZH-W#M <3 M#+']Q-1VH/OWLYTTY2,@*O%"KNU[CN\]]V*[NV+\2:082_"2T5STK%3*Q95M MBR3%&1(7;(%SM3)C/$-2#?
G<%@N.T=2 ,FI#QVG9&2*Y%7;-W#T/NZR0E.3X MG@-19!GB_ZXQ9:N>Y5JO$T,R3Z6>L,/N LWQ",N'Q3U7([MFF9(,YX*P'' \ MZUE]]RH.M+]Q>"1X)=9LH#.9,/;D![?
3GN7H@###%B=0,2'V6> (IU40JC,>* MTZJWU,!U^'Y7]F\E=Y3)! @\8_4VF,NU9;0M,\0P55 !9Z@97^9@ $T:%<06K MRM>Q0%((R;(*K"+(2%Y^74NEPQK]?< 8 6 OP*\"N =",
K@'\L(*@)G6[MS-T(%R&)PBYG*\"UMV+3AE'?H)5>)-=|,I)#L8QQ$PZU_ 2/7GM* 8L!D8XH3E*:$$F5*KF0$2*4#YM#3B MYX(L$<6Y%&9RB(7D))&X6C^/L2BD^*]V$4@?.S3^
,D!R,4U8(A1!=6ZK4 M=(!V4]5Q7:8!]Z3QO<@O@.=\\M"!?@-\X43!70/W&N#1\;LWP>/C=X>; M<%N5LZXIK&L*#9^WKZ9[R_&G/U&U4'_.OTT2EZQ^,ZL^L*[$ B6X9ZD326"^
MQ%;X\8/Z^&)R+;T-"O-?0/:KAVGF@5FY0K"8(U M23SH7+I;PNUZP7:,'6WI=C"8]^IV(K(-W8):M^"@:F,F$6U2*]CMLTLO:/E; MN\!K*P^4GXG.2"T#@3 &=
MBTO%P\O'0#F0;&%NNPF3ZNXT9JK>3YAK![4^8TR^#O0%6K_(PO]02P,$% M @ 4$,(64$_HT_ P _@P !D !X,"]W;W)&6ALUM5==;],P%/TK5P$AD*#YZ,?6T58J;1%##8Y1V@P?$@Y?
&&XR);/$M M)OK.BHN8*#T5:U=N!9+(@F+F!][7 M9V"M(*9)^DU^9$$4 'IG'D"0 8)_!;0S0-L:39596U.BR&@@^ &$6:W9S,!F M8!:#4W,-BZ5T'>IQJG19+Q\!F-/EZ>?
QV>S\XLEC,^GL)@M+O;GDXO9%.S] M0SF!.A" F<'@^144HDR TU0N %G0KXI!X^Q5##?0MOE^&N3B,/),@C"2Q?^[Y(B-P 22*P
M@]GUCNX)PT1)^'JFE*IPEA^J[*9\G:J>2*W),2AHY\XB6*/SNC9$[_G MO:XRW1!9*8)V'D&[CCV- &^=5YE-&7S/4IA_B_W(:_D#=U\T\9=%)7&=7%RG M5MQ2Z[[J42-
%080:A#J/*:$O0+U=9K!7=*LGY-2=E1KNRH_G&Q],>W1D0P M%WPM2"SA%XREU.?PG&&TUI]}'W6,*)KEK J\;6_\="-:HBL%,=Q'L?QC!7] M<9,1-$16B]"?1]#_WUI-
";J%.NS>J=3^'Y7:;G6J*!7W;L]!K[Y6>:*$;IYV MA,&-RGN/[5JJA^Y'4VQEXX5&QW>DJLR(FXJA(;9R#+?-C5_;,/Q+968,I5/; M[Q=*+S-2M>BHU;]3H6ZA.35O!A^(6--$
L.5AGFM(_T(B+393B>*;VV_>L65 M[G[M<-?4%"8!?K>BG-U,S$%&P0=VJR:W-H965T0FJ;[4KM52;I=3+MPX"18-9C9)NG^_6Q#4+;0l 9\;)_W>8^Q M3;)E_$D4 !(]E[028ZN0LKZR;9$54&)QP6JHU,B*\1)+%?
*U+6H..#=));5= MQPGM$!/*2A/3]\#3A#62D@H>.:)-66+^9P*4,Y6]+!YWQL.=H0 M4,BD5L#]M8$;H%0+*1N_.TVK1^K$_?9,_8.I7=6RQ)N&/U!?/6\H(+9"lU@VG$@"0D=WK%J?2^
EFL)2HM,I2$RH>(=.$*G0HF'- MP%4N$ELJ7UK=SCH/D!.#^X*+TUU@3SG#+.FZ/^'12=GKS[5)969?6UN7UM MKM'U7H U-
J=$9)2)A@/Z>;T4DJM]\&O(8ZOE#VOILW$E:IS!V%*;7P#?@)6^ M^3,*G?='G'J]4^^8>CH#?7YRX'J=]2H,&6PE0B.AS]HF'3E!%*;V9H#L]V3_
M*%G!@B%8FQ7LP;S("4;#L*"'!:_!PB%8< CSG,@?AH4]+'P-%@W!P@.8&X6. M.PR++ECT&BP>@D4',#^^=/S+85K(863&(ZA(\/MDQPG7G! M_\7:>_>'OHKO,5^32B **Y7H7$2J -
Y>;VT@66VNE"63ZH(RS4+]$8#K"6\ MQ9C-ATE#P 0ID !D !X;"]W M;W)K&ULM=UK YDZWY\(LD;-12NRWM_;=-X@OI;^3P!!"/ MX>);5?
6W$G96G\LBK)Y=W+7MO=O3T^,V9U<9,V;ZEZ6W7=NJGJ1M=VG]>UI MM"A.G=%HH+IY<7]IFM"+;7^_U=UGIT_*/%_(LLFKTJKES;N3]_;; M=#)>#5@O\<!S-
>LD==5\=_YO+U[=W)^8LWE3;8LVI_5MUCV M+VB]@K.J;-9_6M_Z94. W.C@(4__V)N-;K.5K#"CM=C^^V MK+Q<1>I+6W??S;MQ[>6'GS]&KW\)/O]D^<'5+]9KZV-6U!EJ,
[=^\&6;Y47S MX\5IV\VT6OYTUJO!1G6>45WKIZIL[QHK*.=RKAD?F<=/7AHOS.-MQP"<=C^B MIY^3_ASNG*,XL?JX8UECU]9SLAQK5^_^-8/_]#]8*[-S!=Y_Z8C5,9J[K): M-AK--
VL_S]HNI;RUYCQI65I/ZNRFU?VSF;UD6;ZQW,W:>887&1I.F'Y6T?]C M;4RO+F962Y@97Y\XZQGZ120[8H$;3%YGT@ W*_**4[=U!^G_!7;ONLZ_R:VN) MLFGK9;<#;,U_?
>@6L$0K%\V_-6MYM=$\O;8Z+GC,W&"ZDV_$WLGZ0)Y?_ M^1_V9/1?N@R1F$]B 8F%)!:16$QB@L02$DLA3 F8]Q0PSZ1?OE]4=9O_;[8^ ML/PAF\UJN?KP1ZNZ61T2RKJ6<^LF+[-
REI>WUJQJVL;*RGGWS2Z9\[R958Z-(8CZ)!206DEBTP29K;'5*\W#YVG:=\|%H="ZL!V5_05MV_'V MEA/DVB4DED*8DJ#Q4X+&Q@1]J,K;UZVL%^M(Z))@"'|L$DC,)[%@O+<9C:=G
M[MC9VY'6P]9L92Z>!FM8^-%8CZ)!>=[!U3.]&QU MVK!W'$=.&QT\;4Q.*\[WCEJ?F3;97]+SIH%4VC]E"UZ^K1%3XU;]'J7D3_M M,K8WZ?79>E$URU[]=1O=8[=N$O-
)+""QD,0B$HM)3$SWHCGU= DA)TFA3$F1 M/1JN1XV,.1)EWN9988FF66;E3)L8,W%L9%#-1[4 U4)4BU M1C6!:@FJI92F M!FSK@]^-GMOT'!4V4O-
1+4"U$-4B5(M13:!:@FHII:EA:K/$51S3;7 M>-85I&)3K=@Z-OR:-;GNTO^563XZ=Z3FHUJ :B&J1.:6HYI M:37MD^S)IZC M.\VBYE4S-303;.-UV4
M=T;&;Z=1:G2&SH%M+AWXC\4"X]D56Bt -1_5 E0+42U"M1C5!*HE]92FIJP MH9-@C!FS*[2C@&H^]@6H%p):A&HQ]@E42U MI30U;$/GP3:7'JZKQ:(IK6K; M:O:,E7>[M&[/]D-
>]GWJ'ZT_GV]67YGIHX,WV2_#.-.I,W'.=HZ>?73B -5" M5(M0+48U@6H)JJ64IJ9JZ#[8QBN_?^D]"[0@6@H^]@6H%J):A&HQJHE>4ZXV M>R/=U=P$G3BE-#540]_!-
A<>/M7Y0]9*ZU/1S;&Y0/Q99IND=7NM+_OI]#R M ZKY]!:@6HAJ$:K%["90+4&UE-+4U V=#'O*GHVA70Q4\U$M0+40U2)4BU%- MH%]":BFEJ;\@.S0W''-SX^G-Q?S%-^C-
TK$Y0S4?U0)4"U$M0K48U42O;1\G MNJ.)[C 1G3>E-+8%OSG#,5Z/-O\:AWGLT:E!FQBH%]!:B&H1]L6H)E M0;64 MTM1D#4T,QT$/!1VT?H%J/JH%]!:B6H1],:H)5$M0+:4T-
6Q#1VU[:-3SS8T-)RAH>&8&QK]):WK(FL:Z[WU MIW5('lYL'ATFM+&!:@&JA:@6H5J,:@+5$E1+*4U-W-#8<-C&AH,V-E#-1[4 MU4)4BU
M1C6!:@FJI92FAFUH;#A_7V/#3!\=O/W&ANW9KNU.SNR=Q@8Z<8!J M(:I%]!:CFD"U!-522E-3-30V''-C(_A]F=^O=UX?JU8V78HV?W_*OF=?"_TA M(]K40#4?
U0)4"U$M0K48U02]):B64IJ:MZ',X9RSAXQHAP/5?%0+4"U$M0C5-M8E03]):@6DH:MB&#H=COK%&V-%6MGCN;I?FT4=G"SUFFHGYH$Y'F*F:
M3ARB6H1J,:H)5$M0+:4T]0:.0Q_#-?I^A3M >]PY1+4*U&-4$]B6HEE*:FIRA8.&^<*N+LEQFQ>I(M;;BO>773A2DO9_E!]YU[6<^D_B#.3!^=*K1LT6N[^Z+=0*$E"E2+4"U&-8%]
M":JEE*8&.NL)'.82Q=X=!;M)VCI?/X/*FE4/LLS*MGEE_;LZE;6Q??5$X+R MQ7)A%?GORWR>MI^U66,?U:%_LP+;&>M.<7QTX@#50E2+4"U&-8%]":JEE*8& M;NA>N.,NQ4\'Q0?
M6O3:=GS.GDD/VJ- M1#5(E2+44V@6HJ*:6IZ1EZ%*]Y M<1#'IJ!V=E*OK+F\KYIU -5"5(O< 6=!,-KW,6-T7'N'/H$
M/V^"SIM2FAJEH27AFEL2>U%:9.VR[}B=8&ZO97UZEPJKW0/1KPRTT<'QKRB MTY$US[YKGUR(KD> :B&J1:6HYI M0354DI30S:4)EQS:6(=LEK.I5QH'S%Z M91Y_=)+)0B@2J!:
[FI@P3W3T90G3>Z.!Y8W1>@6H)JJ64IJ9B]#:XYOM4_'V/ M)31/?'2/]2F#6U%H)]/ M:@&JA:@6]9KZ*RV[CYQ&ZQ"HEJ!:2FEJAH8ZA&>N0[Q\&/F^:61K?2KD_+8[
MI\H:Z[HJBJR5=59H,X9V)%#-1[4 U4)4BU M1C6!:@FJI92FIG'H4G@N>_B(MEB10S4>U -5"5(M0+48U@6H)JJ64IH9MZ%%XYA[%\8>/:*<"U7Q4"U M1+6H MUY3#Q]'Y[O$C6J=
M0354DI30S34*3QSG2(L\MN!UI*/AY':W*#E"%3S42WP M- 6$L?99N"$Z<>1I&@CZB6-T8H%]":JEE*9&8ZA'>.;6P0&G5J;=#5]00#4?
MU0)4"U$M0K48U02]):B64IH:O:$TX9YQV%HAP+5?%0+4"U$M0C58E03]):@ M6DH:MB&+H9G[F(6SYU%H,P/5?%0+4"U$M0C58E03]):@6DH2L#& MOS-CS#8SQF@S 15\5
M0+42U"-5B5!.HEJ!:2FEJV(9FQMC'.ZN.AD#$V%S)V#P2[309@:J^:@6H%J(:A&JQ:@F4"U!M932 MU%@.S8PQV\P8H\T,5/-1++4"U$-4B5(M13:!:@FHII:EA&YH98W,SXX5[:?:C
MMR]VNE/M[UM?ZQ8=:Q?:US>MT="K0!@6J1;@6HYI M0354DI34S%4+<;F]L4+ M-\HTCSYZC(!1S+<3\]$Y U0+42U"M1C5!*HEJ)92FIJ9H8,Q-G-=//N/KZLCQ;]T"U!-522E/C-
/0]QN:,.M47SJ;SEKW=35PBIJ\O9UNWK+89665U8H]4G9OWV"]IW=ZW6_I"TYKGZHS6T M%8%J(:I%]!:CFD"U!-522E.C,K0BQN96A"B[?TUY?9IVGSA?
8*4,U'M0#50E2+4"U&-8%]":JEE*;&=.@53#RTQ#,A M+Q]?HYJ/:@&JA:@6H5J,:@+5$E1+*4T-VU!7F)CK"N]ON[WA;=9*JZKSV[Q< M/5KM@'?")_MW,K!'^K?"#U_4-
Z_KT6E!BPJH%]%:C&H"U1)42REMDY,3YD[* MUL_:[/)B(=M;>2V+HK'6ITVK_=/65ZU:WG1LM^^=TY.!X>V&]#6_/UR'X, MK!]*.O"7%_?9K?PIJ!NT-58A;
[JI1F_:NA=6KV[2\OA)6]V_.^G.%K]6;5LM MUA_>R6PNZ]4"W?=OJJ!_&0UP;>]_FW]3,?BOF3M-AV^);(I_*O9^M9BHW>?Z]>?!Q=3J9-2.2J5Q6C41< M__,HW\LT;93J3KR=S$I7R?
IW\EJ^K^=!)-K)6\ MC3=I=94__2G;"?F-WC)/R^W_K:>V[6QB+3=EE:_;SO4(UDGV_&_\3VO$?@?; M>Z&#TW9P3#NX;0??M(/7=O"VSCQ/9>N#B*MX<5+D3U;1M*[5FA^V9FY[U]-/
MLN9YOZZ*^J]W:J;!?#C[>&5],OX>FY=GH=?!TZOSS_]:7-'L,ZKI?8:I-* M^[\U/B19G"V3.+4^9F55;.HGOBJM2OF7FT*NK+BR/L1)87V+TTW=/K,NY')3 M%$EV9[V+RZ2T?
A6RBI.T_*W6_7HMK%]__LWZV4HRZ\M]OBGC,%6>3*MZ-LV8 MILMVY.^>1^Z\,/+_,K(WECO[W7)FCM?3_3W?7=G=[N@N^^Z?\\8TU MF_=UG]9/P>YY<';/@I/5R
M>)23Q2_V<'L/WVF(,4$2$PQS-T9YG+JBRIY52_'>&M;GVO/O8-M[^;D][B8 MU_3X[X7[&&>@$24[SP=EYX[.*Y2.*,)$VJ1/:O(^Y@!!B B2FN.,O7/,-
M5E!*WO59]RSA[RTCWPE[SS]82GYGM?F^-PLBM9E@:!$1RNL%NN@$[WTT3MYL7SKFLQM"E@A03(#'%NW#G73CV[!PB#4.*"9"88EBT,RP'+1:H M4UR=(,^@
M:@*EIK]VQ^KV4:N-[S[8.EM?>Z@CJH80--LL8B[^BHLBSJK=B_B/^OW%%\U- MFBRM]D_]/D&1&]HF4&]JHT35MGL42MI(:X/51,H-=4Z@G";I=7N8NSUS^L4 M53@[>,WK:W-
8=Z\!SC:1L\VC5U"]_:QC\LO->@:INPVN:Y^OSO3?+0I&_6 MH!SJ?\'**PQ>*$@U@5)3W2-8M^:'U1@4UZ%]J6FIL$[Z+MHN+/+0[HY+%
MVEK)F^IWZ[:)>Q^;O+5_D<=8[5RAT0]4$2DWU;2_3YD-M7:TYV&@;FVV_!H<[Q.$.'V\/K#>W6T?S M,)H=OL 9MA-.-SWWO/E>,W56A,@.C\@7\E&FEMT![6A(#543*#75-:)MQQ^]
M-P0%:JB:0*FIKA%0.WS>K0M+VNYL^L@?8K AKX')#F&RPX?8VK,Q-,J&]@F4 MFFH=8;?#8[?15I'3S:H[Y]]ND\-W]OQ(QLZ4$-GA ^WV#&W]SS*+\'FYP8L& MBLPH-
75_FI#9'9UQN]",&ZHF4&]J:\3:+L_:9LO.[SD#%)6A:@*EIIJX=R$('UES=09-JZ%] J6FND8H[O(HKEUP4!YW MNY%VMQ9?@[)=HFR7S[2I%@?N*O'Z@QV#LCA*3?666-
P]+MQVH>$V5$V@U%3K MB-I=0+CM=H/K0_3L:7*(GOQ(QLZ4(-OE(5M3@ ;;2_P!!B\C:/2-4E/-):YW MCXN^72C'0]4$2DV]MI(XWN.C;Z,*]+I)]F$%ZIL(?B1C9TKL[":L315HL,_$
M:PV^JA2:>Z/45!\)Z[WC0N;?7S,,[5:=M(O@AC9WR MWL7,1J%X\R:0VV?B508O&FA CE)3'21T]_B 7%MO4#*]@F4FFH=D;G'1^0# MZZV,F7:]3=M$\9.,V4B:H\GZN=Z1H>7N?
%C&3M7 FC?)!=WC'>A>+G!RP8*U"UU4H":G]T M.NY#TW&HFD"]J;X1D_L\DQLNNVZJW:DU;1//#V7L5/<^!6F2>SL&>U"\T.#U M L5HE)I(F&TSP?<7)5!LVVHFD"]J;X1B?
L\B6L7'!3'?6U(+E '5/T@QO9- M$G!G_!84KS_8,"B)H]14;XG$_>,"J"92: M:AU1?,#'XF8EV(VZ.Q]QZFES^-Z/\K8J1)Z!R9QN&.V"<5K#5XRT% *!U":AZH)E)IJW=Z=4I"A>*/Q?5-
!#^DL5,F% ,0G'=)A2O,GC1 M0 -RE)K](,%[P ?DVGJ#LC34:#45.N(S0/-1>?#ZDV?F>N,"Y(Z<<$E.' MFL]3;NNM[\9S[_B>0Q<*5$V@U%37",]#>VS,$D*%ZHF4&]J:\3=
(9^FZV*6 MMCM74/P1!OOQ&C =$DR'Q]WC)(3FXE U@5)3K2,X#WDX-]J$"KN9M^^$7N?3 MWWWM?&_6^?0W/Z;Q#H@-4E--))P. M^:B;JS)MH0rU5$R@U]8:51.013^2Z!
<=W'VI=I(_"40=4_2#6CDRB<':?\9A2O M/]@P*)&CU%1OB-1U"6AZH)E)IJ',%\ MA(S&HV[NW7O?O,YV??=XP MOPRV#YJOH=I]3[GB_U!+ P04 " !00PA9R@886'?
<'W2)C3<\6%>MM29'F/E5%DKHMT3;J>'|Z&&.GD;/RPF:3D:+ MY7PRG?S]>8% ^0PLM@"BE@/@:W<:8;4 BPI"* =UC(M 3U]E!:7;"8"$P4^B1
MX!6A1+V@BSM0F%!YB3X9L\\Q3R5FD>R[2M,VE[MA3G&<40Q.4.R@*6UNX7/P<'G<5 +^%?*KE#3:Z# "UIHN;A#%Y\N:"12R;%K=Y*I9% M6!I%((BVA2P3 5$2*MP#F$]!&$;-
,;2R 9:,KZ2('9XI4/]P+:I,FG;F#>K:&? '0ML2LENZ =] M=U=!IEV0:=>2R41KQ+91C'Q/]-$\P.NI9_GND4HYZ7&.Z)U+)#THN MP<^Y_$>M+XVS!/]'_A.%+AZYE)<-M%!8@?
[[HXQ_#RSDB0ZZ0+<\T8*+S=^B M'1SVOTZ>E=DQT!.6)B L8J6N?:+,F3_VC\$K&Z9?VXV&,T%VVLW:4E0/<68F M^F5'\UL?H!KYM7WWW""4G=2O;Z5O*$<9U'G2M4_D7-E)_?
I6^K:*]+JC-D\Q M*CNJ7]]2SZU(W5?!:9VJ2&7[]&M[T\>K2/7NO*DBN4>3D2:QL?.?1"%/FL%5=Z:K./L9Z3 M09@#^OV:S#6$IT+3:^]@<\ZY[UQ_<(<[RNYY M@K$
#WE&^,A(A"@&ILF7"&I1+"&5X* MI8#DWQ9/<98I(9G&KTK3]$,JXN'S7OVC]BZ]+!#'4YI]3V.1C(R> 6*\0IM, M7-/=)USY\93>DF9<_X)=A;4,L-QP0?.*+#/(4U+^HX>]#@<$]=--
<"]"TR3 M)PAN17!?&@%6!/C2"%Y%T-;-TKLN7(0$"H>,[@!3:*FF'G3U-5O6*R5JG\P% MDV]3R1/AQ6P\G\W!&9C+'1AO,@SH"DQI7E""B>!]]%7NU@LL%T/.)+%QP28E(.)B1 M&,
<=_.@XWS_"-V5%ZK(X^]D,G*."7S;D'+C6>^!8#NS(9_IRNMMEY_^BS_XY M^]L>&0+48O/P8_Q@@LF3_;/K@4N)6"WA+KM!KQ 2SPRY'7&,=MB M(WS[QO:M#W5?
4VQZ#7%9]\DIF@=8+T.\)AZ^*W #(F4K$&FC^-2'L?.PU;* M^%I&?2BV8>!9_;&Y/:QQ&]3WH?T8%+5!MF?!AM2LC7)LU_5JU".W7NW6.^IV MGE FS@1F^7-V2QWO,,G ;;AM8QS;;
[HM@]R>W_#:QD#?#;]M^K55_ZC5.\12 MM9)!W[S-&_59LK^YKATH"/O];K-!;38X:O:&"I0] MYS1H[SO7LWH-JVV48T&O@8HZ4)X7P(;7-@I:,+ ;7LV#+VV.V5JW.%SZV!!1 M7]CU;-
U%C77ST)B?V(.IW3$?R:ZK;)+^RI]'P#U!+ P04 " !00PA9 M*-;/=,P" #K!@ &0 'AL+W=OSCG7/LRW4CUI L +VP;++O3,*XRD)KZODP)*]L]D!0)W.JE*:G"JR-
IP)N%=$UV5)U9\Y<+F9>0-ON_#\L+8 M!3^>5C2!)9C'ZE[AS.]04E:"T$P*HB";>9>#R6)DXUW 3P8;O3,F5LE*RB<[MN4UG7F) 8?$6
2*KS4L@',+A#1^MYA>]TF;N#O>HM\X[:AE134L)/_%4E/, MO N/I)#1FIL'N?D"K1Y',)%DE.RQ/.1UAR(S,BRKBH.6"M#.5E079 ;K#.Y%'AV@$W5>1PXO>@?/.5E1EA+T
MD=!2UL)H!"SA->]UYID"2 E4U\]Y,VN!U6AY2(G'#> -<$97C#/#0$_Z+&XH M#/LIV)XPT15-8.;AI=>@UN#%'S\,QL'G/G_^$]KMX:=6\-#Z/"W3GAB?$X**G+HTX*!G,7NFO7*&KTA'
6#\SU5;X-&P]%P M3Y2_TS=*4+EKIYHD]F VMZQ;[3KVI6M4>^MS[.1-XWV!:7X#=U3E3&A4EB%D M<':_Q%336IN)D97K3BMIL->Y88%_(U V/>Z>N[,]V4KUK',
0UX*+O34RXTIQ[ZOTQP*JGNR!(s[*ZD* M:G"JUKXN%=#,@0KNAT$P\@O*A!=/W-I"Q1-9&3DJXA ?.S7"B<^2U+Q@H0FDE!%*RFWFU_/]:>V?PB\%6'XR) M5;*4\ME.'K*I%]B @$-
J+ /%WP;FP+DEPC!^.YQ>Z(^#\=[!L.,VI94@US MR9]89O*I=^.1#%:TXN91;K] H\<%F$JNW9=L:]OKP"-H8TL&C!&4#'1_^E+ MDX<#0#@Z 0@;0/@W8'@"$R
FM(W.RJBA\43)+5'6&MGLP.7&H5$-$[:* MB5&XRQ!GXF_WM\E!0J(OV151R(7)&D*DL.6"M#.9E13D4*)%-]2#JSK$E MN+@#0QG7EQ/?8"B6T$\;M#/:,7C"[==*!$@4?"!A$
XZX/.WPZ-CN(\):+,0 MMED(5]T@N_)51NR*[H!A CGM?-H8P39F%K5@?H'UQ2 M]H'X3M6:"8W^5X@+>M?(H^1+MYX86;H:RD-WH)NF.,[!+06\EDM 31YR7FAQLY2ZW+H
MNF]VA)RJ\U"@5_F0N94XU0N7%5*H%D=E',W\+S(2DKG'14O[N7Z4A4FK," M[B5159Y3^7H!7*S'CN^\O7A@BZ4V+]QT5-(%3$__E?<29VPGW&:V5%MA]XN//$C{[^+:
[_(4=I KGKYYO9A_"A:K]Q?>ZHMU-:R7+_[!3F:KRKW,%\5W)5R^9O+WWXY-\DO-A*_ M_ON_G?;"D_^X#,1_?E"__5?P]GVT^?*'=V\O112<_^(NQ/O+M[^I7]X'/P3O

MT\4B795=\%V4Y>EDNOS[ZZ.\6*>5?#3>C"^>QN^],'X_@=_Q|\?_>(/AP&07?_:WI M]W+N5_3#],<@[*^9,/A;7]UX?[+O^77);UFS?)%>368W4?&)^%7!GM M5]
[/'XL/OYOBD[6=R^_^":>XU*K13[7YM;?\WV M7_H95]`/]^WZ57_^OROV=I;I>G?A;=&Y9C=9L0>2!Q^_!-7W7:1?UB^__90N
MKH+_M@49J#R[6_Y/PX_UfG\0?/X]IVNGY;WZ3C[^56Q6[7,%H_9JS?__F_A MZ/@_FCH"B44D)D@L)C%)8@F)*1+<3)&9(S)*8@[!:LQA\;18#G_[F,I^/__Q^ MNYE-'_+;^6+RSZ(C?
#>9;5YMZH_OO&K7%D!Bs8F))VRXOE;3P<H M7B_:M7I)+"(6RHHN/CQNHEQY7[CYN0XZK]O]7DN(;$+(DY"*O5YNAK;8Z\
MM7FQR*ZSQ:*HQJ[EZ76[EB>)120F1L_^N;ZP:25'E?N.FI"C*A+3)&9(S)*8 M@[!:\9Y\+=X3;_'^/L\GLYM@L3H"OOP^F,UG/XPG>5&\LV R>\R*BEXTS?C?
M>=6NI4MB$8D)$HM)3#YA85B[^,?C\.=VB:'5"2F2)#/ M@_N'Q?BVJ//MH:Z677"OWK6^22PB,?&$G=4VECO;RI@<4.XQ8$(.J$A,DY@A M,;O'[!5!];J,3PN3[D?MQVJ*C>OV>?
5UUFQ@?2\4_7YJ:[EAVH1JHE--JH> MLQGT1J?/\$-[OR-C@?/WB@;WM@;#DI.GL|PFP8_+89_|DZ%_M :U0RJ651S ME%;ON4K,)??2W7G:UGV:Y+>WV?0JN)XO@NSN?
CK_DF5!GGXNOE<4XVHZ6^S_M/NT,MVT8_2-V+DU2BU!-H%J,:G*C5??R^V?]7GBZ6^`DJ_K5-"H95+.HYBBM MW@5Z91?H>;O ;]GB+K#S=%9L;L\7V=4D#][>++*G(,A?0?
GM='85_)H|SJ>/ MJV-?F[?&Z7@R+11#8S/P#MRY&9!:A&H"U6)4DZB6H)I"-8U]!M4L]CE*J|>, M,D(6'CI#%J(A,E2+4$V@6HQJ$M425%.HIE'-H)I%-4=I]=91!LI"?Z*LV%_(
M@O1N_K#>N6B>WJ/I,52+4$V@6HQJ$M425%.HIC=:]3A'_ZPQ%V.:WCIL?*M% MU]%16KUJRQQ9Z ^2K:^/L+^IB\9Z1?-BJ!:AFD"U&-4DJB6HIE!-HYI!-8MJ MCM+J55\FU,+1H7?
ST2P;JD6H)E M1C6):@FJ*533J&90S:*:H[1ZZRCS<:$_ M('0I8H1O]>Y$Z#9.%03&ZUVN:#0%AVH"U6)4D^'S MP.\+@79I7-4T[F!O\1G[W@8
MLJT9[W>RV1@SY\,_/#17"QF%|\AF4Q<2]./]>VABWZ0/F:+|"8+%MGJMFK2P?&\UF^2,?Y M0SH-\M7E!:NIPYH%J&:0+48U63+QWWRl $VM@-R/12J:50S MJ&91S5%:O1V4"
<)>ZZWH|KZ^UT]U+G@T4(AJ M5B5),,K9IUW3UEV&NXI5S# MJ46%KIA&-8-J%M4/$W8.!/N|SIT C0^BFN@]C\KU&_/ Z+!RWV$3 M=%B%:AK5#*I95'.45J_?,CW8\Z<'GW+
_O5YKf'" :&$2U"-4$]L6H)E&0 M036%:AK5#*I95'.45G]<5!D8[!\Z,-A' X.H%J@+0:48U22]):BF4$VCFD$U MBVJ.TNJMHTP'#EK2@5U."/JMSET 302BFD"U M&-5DRR?:?WG*@*Z'0C6-:@;5+*HY2JM7?)G^&W@C0MU."/JMSA6/!OE03:!:
MC&JRY1/U53P:VD,UC6H&U2RJ.4JK5WP9VAMX0T7=3PCZO4&\UW0A =4*&:1C6#:A;5'*75:[8,Z@W\L:Y_T0E!_ZB=*QN-I*&: M0+48U63+9[_9G@>#X*[XJ&^706\07*5?FC?
P:,8/U32J&52SJ.8HK5IRHS? MH.4V?/^:,X3^43LW"S0-B&H"U6)4DRV??:=F@<8#44VCFD$UBVJ.TNK-HHP'.M#OSQP%\O/I2?*403@:@6H9I M1C5)*HEJ*903:..036+:.H[2ZL5?
Y@P'IX<^ M4XA&#E$M0C6!:C&J251+4$VAFD8U@VH6U1REU5M'&4,<^*-H'V:+;#R_F:VO M^AU7>\=+1Q'1@"&J1:@F-EKUH%XX&C9=^XN.*_<>-
T":5:RB4)P?|PW4M<%2+4$V@6HQJLN5#[V%.#YQL MCP^,?CP\@*Z70C6-:@;5+*HY2JLWB3)+../3?D6\5#RC:PWP1?)L,I\%C\=>V M>WSXQ79\^GQ7'AU6[CML@@ZK&H8-
M3P?/A]7HL ;5+*HY2JM79AG/&_K#7+N'YU=/TTH_3^X>[AKK$LWGH5J$:@+5 M8E23]):@FD(UC6H&U2RJ.4JKMX$RLS<<'/A _9",2YVC6H1] M5B5).HEJ": M0C6-
:@;5+*HY2JNWCC(Z. 3O\>>W.G+15!^J"52+44VV?**^BD=#?*BF4Z@6H9I M1C5)*HEJ*903:..036+:.H[2ZJVC#.X-X>"> MW^O<"=#@']D)84. KM^4VT.'E?
L.FZ##*E33J&90S:*:H[1;_8[*V-[H_S>V MYQ^N:WFC6H1J M5B5),M'_HVMM??OO;"TQ=S>^B**533J&90S:*:H[1ZERAS M>R-_;N]BC\OZ_$3GRD>#>J@F4"U&-8EJ":HI5-.H9E#-
HIJCM'K&9__M1P=&: 0U2)4$Z@6HYI$M035%*H5#.H9E'-45]I=91YPU'[0 YOW]8N=> M@(8.44V@6HQJI M1:@F-EHMBA6H1] M5B5).HEJ":0C6-:@;5+*HY2JMW
M@#*T-QH=>LZ.)OU0+4(U@6HQJDE42U!-H9I&-8-J%M4[@AOG?6_?OT8@@JD6H)C9:=9_WY.DT^[,]?#3^_MM_>X"3]N0C6-:@;5+*HY2JM7[SL50!-Z]!:AFD"U&-4DJB6H MIE!-
HYI!-8MJCM+]'::I,Z(W.#CT50"-]J!:AFD"U&-4DJB6HIE!-HYI!-8MJ MCM)JK>.D# >>^'-B_Z>I@-_NVA50+4(UL=&]N^2]X\:I #]NW'O MM-\6L..E/7ZQ] !%:II5#.H9E'-45]]P,L>X?
M7/9HID^5(M13:; M@FH*U32J&52SJ.8HK5[A93;PQ\)-%)_OL_%]{(IL'5V^;T_NIX68VV?MZ1YG>_M2W>4.?=3G3L F@U$M1C5)*HEJ*903:..036+:.H[2ZAV@S>:^. >5S09EWO=
M??WR)AY-^:%;A&IBHI4N9PW#QN/VS]^Y\O9YTG [OK,F+&G"%/IS:E0SJ&91 MS5%:K;7C@?,XI&NU#M0C5 M!*K%]"91+4$UA6H:U0RJ651SE%9O'66T[!3_+-ZG\M_N/BPF-[?
Y>8)"1]'-4BU!-H%],:A+5$E13J*91S:":135':?764<8#3_WQP&^9 M8*!)/U2+4$V@6HQJ.,]1XZD\6?LO\ KV5(:I%]"90+48U MN=%:YQ=H#A'5-*H95+.HYBBM7N1E#O'4GT/L?
)CO9_PKKZ?4.Y*?]\5GP] MOLV">/ZP;&P1:)@1U2)4$Z@6HYI$M035%*H5#.H9E'-45]MDYR543TOPC]*Y M\-&,)*H)5(M13:):@FH*U32J&52SJ.8HK=X?RBCE6?
0\PEV"BW4]N9\X7'V?@]lP8OW4!; MG5L_J0E4BU%-HEJ":@K5-*H95+.HYBBMW@+*,.29/PS9,KLXWW=V@08D42U"_M-8%J,:D)5$M03:&:1C6#:A;5'*75^T.9HSP]&.9S]
(};I%]"90+48UB6H) MJBE4IZAF4,VBFJ.T>NLH(Y1G_MLQ=II=^*GML.)TCYNU^:G.'0!-0J):C&H2 MU1)44ZBF4!2Q=_9ODF!;7Z M9F,K0+.0]!:AFD"U&-4DJB6HIE!-
HYI!-8MJCM+JW:,3)X=^K'.9VA&$M4B M5!.H%,:1+4$U12J:50SJ&91S5%:K76$QV5(BRWU?6ZRN?8#E(I83 M6GZYZ$]9^XZU?F]XYZC6\4V!?6;T%[*C?= ?8)C:,FVZCK]B?6[.
<83G++<@[C M=NHOK-1?RZ.8T\5L_I _;9R;BPY-%K)PG&(YS7*&Y2S+.8S;;23]2B/Q MWP&RVPX]FD!DN8CEQ):K[GP_WY5O?8_:QKQ8SG#%-
&;]_/9X]/3#].G"Y);GGO8XG4ON,&S66+3'#%BQQ4L%[.<9+!F$ MY13+:98S+&=9SF'<3L$/*P7?$NNK3M>__?DL+<-T[P-HL(_E!,O%+"=9+F$Y MQ7*:Y0S+699S&+?3+4:5;G'HD-
]V#;!&@L\6$ZP7.QRDN42EE,LUG.L)QE M.8=Q.XWDI-)(_#F!O,]"::(+!>QG-ARM3-UQ\UGZM!DWIX#)^S BN4TRQF6 MLRSG,&ZGF$\KQ=SRL.6=
<2W/H.E99SN18Y&^EA.L%S,VW#YS"/06AGL/G+ #*Y;3+&=8SK*+I_P-/V?G5;@5^+%XNIQ*K:+_/Y^,_F B<37N\-@HX\IH)U@N9CG9]J&'ZX]QG[O,)>R:*9;3+&=8SK*44ZP7,QRPG&
(YS7*&Y2S+.8S; MZ0&5M&-X\+1CR*8=42YB.<%R,=I4BEA,L%[.<9+!F$Y13+:98S M+&=9SF'<3OU70HN]@X<6>VQH$>4BEA,L%[.<9+!F$Y13+:98S+&=9SF'<3B.I
MA!9[_M#BWE,!-]N(P5.(/3:%B'(1RPF6BUE.LES"%*#++#7$@-\VCB? M3]/E,GB[ND'B>C,]OU\?N2O^_L>'B\UKOZO?"RZFZ:RYM-G,(,I%+"=8+F8Y
MR7ORRF6TRQG6,ZRG,.XG891R0SV#IX9]+-9092+6$ZP7,QRDN42EE,LIUG. ML)QE.8=Q.^VCDDSL'SR9V&>3B2@7L9Q@N9CE),LE+*=83K.<83G++<@[C=AI))9G8 M;TDF;G8J[B;3XJMYT1)69R"OYM-INJB? M#'>?*HL.*E@N9CG)<@G+*9;3+&=8SK*S
MG&2YA.44RVF6,RQG6\],C;"P3Y6*DRR7L)QB.!0266.?#',FO3D7?_A^F'?YS.70#E(I83++]SG&2YA.44RVF6,RQG M6ZMP;^*O>.7GJ04L6LB6"YF M.>5VY*FRVS,8/^>0Q"_)%NK[V:Y^6
MP&8S6U:W[VL);& 3Y6*6DRR7L)QB.VH)1\O;+,NC-$_?O+[+ M%C?9>3:=+HMB?YCEJUE&Y=5@D5VO.L9/;WNOCIZ]+L*?XK#A=1G^E*Q?/RKY M-
Z_OTYO.N8>5>3B2@7L9Q@N9CE),LE+*=83K.<83G++<@[C=AI))9G8 M;TDF;G8J[B;3XJMYT1)69R"OYM-INJB? M#'>?*HL.*E@N9CG)<@G+*9;3+&=8SK*S
MG&2YA.44RVF6,RQG6$ZSG&$+RW{XW;:0"5G#*$SZG&$YRW{XW;:0'5V6>[|Z)_/O*M3YQO0*]!:12Y03+!>SG&2Y
MA.44RVF6,RQG6\],C;"P3Y6*DRR7L)QB.!0266.?#',FO3D7?_A^F'?YS.70#E(I83++]>SG&2YA.44RVF6,RQG M6ZMP;^*O>.7GJ04L6LB6"YF M.>5VY*FRVS,8/^>0Q"_)%NK[V:Y^6
MP&8S6U:W[VL);& 3Y6*6DRR7L)QB.VH)1\O;+,NC-$_?O+[+ M%C?9>3:=+HMB?YCEJUE&Y=5@D5VO.L9/;WNOCIZ]+L*?XK#A=1G^E*Q?/RKY M-
Z_OTYO.N8>5>3B2@7L9Q@N9CE),LE+*=83K.<83G++<@[C=AI))9G8 M;TDF;G8J[B;3XJMYT1)69R"OYM-INJB? M#'>?*HL.*E@N9CG)<@G+*9;3+&=8SK*S
MG&2YA.44RVF6,RQG6$ZSG&$+YK5]<^C/, G=^LO,]/T M*ENLWE_WH^S[=.60WP:,[X<_WCO/E?4$L#!!0 (%!#"%E4ZRHL3P, M_$+ 9 >&PO=V]R:W-H965T-
JZ"1:9^>NJZ($4Z).18;ID1^'R,3ZZ'C.]N%6[I,M%UP MPT%&ECA'?9_-I)FYE9>8IL@5%1PD+H;.R#\)?^VUK4.SX2G&M8]L9@0WD4XIN=_M7.9#Q[-$R##2U@4QCO5>
(&/6D^'X;^/4JB\$*P!QKK MO9.CT'8AQ07*F\;7Z(VX"ZEA_D6"]^(7U9J_G0)0K+=*-L2%(*2^?Y&DCQ)Y! M*WC&(-@8! 5W>5!!.2&:A ,IUB#M;N/-#HI0"VL#1[G]5^9:FK?4V.EP?G=S
M\>GCS>?)I/;.JW[@1[8?KE_O+N7QA=3S;#D_%H/IW Q3E 3RM0[8_%P/_MMIP*5$#, MRN$N$;DB//%8#5YO8++*$;;>(8EW$$S\31A2O!=+):>(RF.,?[5WC2:5,,%6F"0 MZ/"?G)[*R_L+
B]HPVMPMYSEH^&$5B5]JSBA]4<\J7)@L8X1'"6_.7 ME6J\@Q^UNI34I=].X==6B548]/O^P%W5T'0]FDXCS=^2&*'B@QDZOS%X]0#=_M"J#;"#!]BA++'ER] Z!Z*T*L0>G]
R*C$V#6U>8'T)6KT#D7I5RC]9A0>'W,S M^B^X&6<5REEC6CT4A1CCD]$*I?FP0"%5P%1'A ^$2OA*6(YU-&?_0W;YWJX0 M>T?D5RP8(U)!9BI%H:,5=%>-
:@ME>4Y_3]7VJ=^M5]?7^U#R\V?<,53^H??. M#W9(P0MR\!BHX&"H757W&ZOP,UEY#%SK8+A=#?>;BWA-GAY#UC[DAKE[74F* M(, ZOB#3)H8#APIAZISTCBBS[K7*B15;T M.
(]"FXZI&":F1T5I-YCW"R'T=F(/J+K>\"=02P,$% @ 4$,(64\#\IMU M!@ VRX !D !X;"]W;W)K&ULM9I,*MTW;VD1@Y9LK%!9RD_WX%QLA<(F- M@\[A0Z#S(31Y"L(?
T8:Q&#U[KA^=IS9QO'YG:=%]PSPKZ@=:;YO/_K(/0LV*^ M&3YHT39DEITV\EP-Z_I \RS'ITTGZ6^+<#H)=K'K^&P1HFCG>5;XZX*YP=-Y MS^@=?OCB/&SBY
=M.ME:#VS)XJ_;1PI.OJ.$I3[(/B1;%S;YST].2+FLE6/K(,R%SBK0(W2O^B MIVQ?O8=6NR@.O*PQ/P+/A?>?UG-V(HX;\#CU#7#6)<;T!<:D*P!24'W1Y9B MS:W8FD["X
F%R=X\6O(E/3=I:T[C^$DW++N.0_]?A|>+I\N[V\I^/MY_F5U]> MOQIA8_A^B:[^_7I]Q^:W?EYW-^@,+?DE9>]< MAH(U&L;]Z@>ZW:9=,TNZQHE_H3=S%EN.&[U-]D[W"-(]
(K[!!])0M+%"%AT^ M'!_=;8)=9/EV--%B#I<W$B;$^!P2-Y1)(U'7XCW_>NB>)87 MKN77G28P3#(JO(NVUHJ=|_AM'!"PD?6FKU\9 U|'6-+P0K$-">F:73R O'-
MSKMG87)UE=EK+P_:)G=+P0K<9LYM@CU]P1X,?2&WQK[F^1M M'?D^G)F&2X;MQZEAX/%$>SPF G,J$@URH@%(]%=H^3&S91R#"H=>@@#3*$(, M4<8VEW@&D4(0Q=%&
=QO#M$^[U+%CA9M=ULT0$IU1%,G(*H\FM M8MVI%:X41VO(JG79O?0_O0X^,>GAH|FFEB[M0#4.XA@&6I$*) M:LA%I0,+G%.527B$
8M$L6(UI*K*1(6[Y4PA$L8L$P4"UA#JGU(@QO?A+1O MCLIH70B&(0S#D"F&|&@-P>2R >=491*Z8<"^45/>&J*:.OK,I)N#,E\7#F((M"3%D%E*L=0WAQ@WANG 3+-
P$Z\T*WZ'NI<,DFELQ0Q\L)T3?+'=76_YP2P:2 M/6IWX3-8^ R&?>9WRE\6NM#3!NZ/AZ6>SO8;%7<;",$N'KMP%PRJ@4)ARP)" M8PJ<4[4_A(Y@6$=4"EL6$J3J0D&P4!
.*XA*8U"*TY!,9:1=V@H6=X'&;?B$$ZF"""TAL)8TGDTEYHK8?,/%0)-VE51&K(NE 1*E2$FAW-H=*6E",]#5T(#!4"0V&!^9V*
M1VNF3.BP;Y:GN;+]1B_N5CQVH2L4G@LYO9I1^7L9.*=J?P@#H9+W,BK5K+HF MI$++5A7=0X1T4|@ZE:B8W#SBKZGHP81ZFS#Q.K6:FW#O@G*L,PCM,R1H1U6IF
MUKQ0J1L,X/RJ?,) S$83"'<6M"SHRR-8QM:JB6A'RX<|%CZDJZHCM IV?KQ? M29S_FJ_%^)?5^(PZVZ6+D^R". M R_]NF&6S<)D!_[_=1#$AXTD0;Z>?'H_4$L#!!0 (`%!#"'%F,
#RXCP0 M (85 9 >&PO=V]R:W-H965TDW A2>+<*EB IWZAD@CM3'\R2^QG!KI"&F^8,MH M]WE6TCZ[H\$V8U_ZE!:OB=QRH?62HCUL6WS^8HFA'>S-4WE/XN,)43((5O:
M?,TH"0NC)++:1X_AV0J+4&@V*;U,V&F0;$4,CFR:R]AE-"41UD*&%T,K3$\GF'<&Q0S[B*ZY8UW MD=RGV5?\\V,+2Y)\GC6^74JC%SP^;[H__8%O-=2PPWW"1)96Q M9)!$:?
DDWZN%:!A@I#% E0s]>)= !2=F(TN[DZ^?OCU>?3L^NW;P($>^]GX.R?V_,;?\'X\K1Z[4S&L[-3 M<')U,3V[G(UOS]\N00?,Y D)-S$%V0)\OCF?@NO9+0G5)!HI@?
MR9G(0;"8,K"%Y)PCV_,'WZ3DAS3\?" 1H6+%P5D:TO"IO2UCK0&<GP%/D-'A MITW:!=CY,R?E@C^ #?B*,JKAPS!UTN*"P17@Y OPZY C59Y]AWS-9G3H273 MBU/V0*W1VS?
0=|X;.+DU}[?PCC6+<C?)/67Y3DTUI-Q78.?5[#SCBDWH,DK3 M*%W*!(M).J?@7916&W*TBVSISBO_7^"TCODSO9^Q_O[T#?<,.0$>IH6/,DR^%BM.P,WZ@3%8E4!P)(*65@@\D
M8N".O!NZ4\;<5T@@V)!Q>$ *A5D<$\;!6N9^L9Q'X&=#\W;&4>(SC;7M=[&G M65BD^*&]4^L05J5WB!NT4+??U!]24@W-6MW(N4-8X38KK]L+-*R46$.CVOZ2 MC(<0<]O$_*
[3TO!3.0=W-0KTC2P]AY[6.F-OU='NIQ!N:U;MH/WZ"3YOX1U[<.MT4YHHXM#LU0I/.R]L Q#8XTXE*"J M!QI:C8^4_B.C3#^S#%7.FCS\/=\#0LEYL@LYKK#838[\`@I>$(MO?
#T(F,1.)2@4G-D5O-G]Y&5OZ>-I++:-0$K D5G]TRCRLN3/B9 >GRET\BL MT_NE%6]WT3ID)<+(+,)[]Y&HW45WL*N/76DL,K?1STSA=C_M^KZ>AE)2%+Q2
MJXF,GUHBD)1F8)_FV=9(73+/,H&VC*/%82C(=3,=AJ1KWV:9_CU=9 42/"7W;^VU&U=C M"67+X@*0@WFV245Y2U9_K2\9Q^75FH>WE!>$*8S@X.8+J2IT^W)W6+EI5\Y M$-
FZN&B[SX3(DN)U14E(63Y!_K_(,O$XR 'JJ?1?U!+ P04 " !00PA9 MY,HQWW(# #0# &0 'AL+W=OS'SF#+Q:T, 12ZCU@LAU:H5')JV|((/2+R'4\@UB,K+B*B
M=%>L;9D(($'F%#';=9RN'1$;6]X@>[<0WH"GBM$8%@+)-(J(V)T!X]NAA:V' M%Y=T'2KSPO8&"5G#$M379"%TSRZC!#2"6%(>(P&KH37"IV>X9QPRBVL*6WG0 M1B:5&\YO3>
<\&%]J.800,?&5"$/W8P!@8,Y$TC[LBJ%5B&L?#]D/T#UGR.ID; M(F',V3<;J'!H]2T4P(JD3%WR[4#YG,OM'V\+6L9"?2L6CPEDSB&B< M^E],1$'#FZGQL$M'-
R,=PZ4L9P01;R!X%LDC+6.9AI9JIFW)D=C4Y6E$GJ4 M:C_E+;_FXT\YY\GT\O7K_HN[KU?HNF7K^=7W]'H8E(TC\Y&R^D$C>>SQ?1B
M.,HZGU<@(34*R1(&2"^0M>$I22,Y'4!4Y,4Z(W$U"$,OE66^\MKL /8WJ7 M0@O-,T.T$-2G\1K>~!L8"N=EV%Q^T4.9WD,,D1.,D)#KM/2(?]IV-O6LU%. MB5M.B9N%,ZZ;DI
(.#*E#M"'"[/025&@D!(G78-HM-+W7>*,DCA 8Y)011C| M!4$+C2*>;NL?GW5(=*X@DC^KTLGQVl7X9A^>RH3X,+3T1H,@-F!YKU_AKO.^ M(;OC,KOCINB>(>\K35Z!B-_&],=$"'?
5O%LCM3)/9&+(AZK4"+LHH#L9 /) M=DFRW1CZFC.]5AA5NY99]#1*HRI^>1"=?M#.Q-!7:GQ.X\'9O< MUV%WJK![U=#=$KK[1.@JQ&YEMM6(O1*QUXAX2>7MT4H ($$4-
";YVD[,;&H#6 MDCH&1;#'L:^/)O! W @_IY_I9L\?A3>ZR_^WP*, X4"X[R\?GP7\(U2Y$ MN/|T$<9[%<;-,OR,%5HEQ34K=_$N%F)9 5BU.SYT@+N=1W__<*;3PI7!K@ M_EC
S>?",RK?^W/E[8/[J;GKSXA84WT_9++#2/OK8U-44^?4Y[RB>9%?6&Z[T M!3AKAOJ3 X0QT:,KSM5#Q@]R"RX\8[S=02P,$% @ 4$,(64C7BJN3! MOQD !D
!X;"]W;W)K&ULQ5EM<0R]YMJ\7)SK2RJ>S!(EC!*"[UQ|>-> S8?'S M% 1_W)Q>_PW&YWXQ/#P93P,?3"[.+H/SZ?CZ].(<'(*I:-IP'6- YB#XL8[X MPZ&D+
03DH@^9BCKA.!>CC'XZ&..HIA|$IXW4QI\?\)O =1"JZ79,U0&K*!MR45"#A' MPL&84I0NL!P?/+9&" 3[8()6$4=Q!:.'!V"[@ 2G'"?L7U5WY/%= M=7PIL<=LA69X: @-99ANL#'Z\
YZUF<5-3K!?)U@@2:P&HEN2;+;ACZZ)H(4 M@*NO]ZSZ>N.<0Q4[.,"7 Y=:_'TCN^-V^W6K M0!&P)T*65K4=_H'=%H+,"&,2X6C>(/3M3+15H"7MJ%,,%\G6*)K,:"5[+@
MO;&6>#I)U GFZP0+-('52.R6)'9_E9;DP)W*JV#7D-)IFV@U;<,2J{PZG@- MHV#?R+:[4*TCO3+Y7GOR>+9,24P6#UF+AD).8K*2S;O*MQ7KI=VH$\S7"19H M
JL1TB\)Z;^QI/1UD[@3S-<)%F@"JY$(K=W^Q?I5HE(@5!)SI^,T5$5AY'4; M1K[*R&GH4Z P@K#35VHU:T7RM M:(&%NM#H?]HX/^XUU5B
+BIUHOE:T0)=:'4J=QM8V+JU>I6V./LONV,WM67? MR'-A4UOVC6ROV]0653CWB9\L<+?Y@^V[O]]PBJDH@>Q4%"91&C%,D3S:4^;<
M"O;BOM2)YFM%"W2AU6G9;4EAYZTE1NN>5BN:KQ4MT(56IW*WKX6M.ZY728RW M?]YA]YO2,%&8N;#?:ZK,OI7M6-!MZHPBIN-4?@_E93 K!|()HIOL)H")S$3O MY0>
(Y6QYVS#.SM@;\R?P> (5\[Z\G<@.P'?P^=7&&:*+*&4@QG,1RCK]"GYI M?EN0/W"RRH[#;PGG),F&2XQ"3*6!^'Y."]\D -'!V"[@ 2G'"?L7U5WY/%= M=7PIL<=LA69X: @-99ANL#'Z\
YZUF<5-3K!?)U@@2:P&HEN2;+;ACZZ)H(4 M@*NO]ZSZ>N.<0Q4[.,"7 Y=:_'TCN^-V^W6K M0!&P)T*65K4=_H'=%H+,"&,2X6C>(/3M3+15H"7MJ%,,%\G6*)K,:"5[+@
MO;&6>#I)U GFZP0+-('52.R6)'9_E9;DP)W*JV#7D-)IFV@U;<,2J{PZG@- MHV#?R+:[4*TCO3+Y7GOR>+9,24P6#UF+AD).8K*2S;O*MQ7KI=VH$\S7"19H M
JL1TB\)Z;^QI/1UD[@3S-<)%F@"JY$(K=W^Q?I5HE(@5!)SI^,T5$5AY'4; M1K[*R&GH4Z P@K#35VHU:T7RM M:(&%NM#H?]HX/^XUU5B
+BIUHOE:T0)=:'4J=QM8V+JU>I6V./LONV,WM67? MR'-A4UOVC6ROV]0653CWB9\L<+?Y@^V[O]]PBJDH@>Q4%"91&C%,D3S:4^;<
M"O;BOM2)YFM%"W2AU6G9;4EAYZTE1NN>5BN:KQ4MT(56IW*WKX6M.ZY728RW M?]YA]YO2,%&8N;#?:ZK,OI7M6-!MZHPBIN-4?@_E93 K!|()HIOL)H")S$3O MY0>
(Y6QYVS#.SM@;\R?P> (5\[Z\G<@.P'?P^=7&&:*+*&4@QG,1RCK]"GYI M?EN0/W"RRH[#;PGG),F&2XQ"3*6!^'Y."]\D -'!V"[@ 2G'"?L7U5WY/%= M=7PIL<=LA69X: @-99ANL#'Z\
'ALW=OVTE# M.V4AE5+5Y0<\-R(*PF#D7_GGJ>UI@1GPC ML!5[;;2W\L#83]VYGL\<3Z(*&?12(#ZVL 54*D)AV_;C3S*F%^^T=_9W9 MO-K, Q9PQ>@IF$WE+=N^AWI#D>9EC
KSB;;5V% -SM9"LKP6 MJQ7DI*B^\6-MO)[#Y\1!+4@Z"L8UIH)A7T%@"*^@J@6F*V[U=Z-<0F6.)YR MMD5ZF8U\)+("!L\ /ZR+ 1IZIRCP@K!%?M5#[HV-?-@B3_XEIP/D
M#XW<;Y&G?>1!F]Q5QC;N!HV[@>$-G^%=42P$8@MTCSG'A42,(_-;1-_JJ'H M6D(N?K297''#=]Y.CW-1X@QFCHH'-7P#3OSJA3_RWK99;A.6V(2EEF 'Q1DV MQ1EVT>-
=3;@IB&2H7/-LI4*G?O;1:U+4S9.V$E7TB:'K/-[$WD]-)M]YWN, M23I7>:RAEF 'AH:-H6$?0\4I@D?@&5%.EIQD8(R<,THQ%Z@$7IG:ZFDUP6C/ M+|^/GGC:N8ACG^8>$Z:6)CSP-
&H\C3H|O5D_4)+MJ.UCSL!QT:%35AB$Y9: M@AU48=148?2?[_L)"XF)-B^:_L[B0> M6Q:;L.0F+*U@T5ZZC2<3/PK#)N$.'#K'#_K#B5.-EA"9RIU$HYVU"8LL0E+ M+
<$.RC!IRC#Y3ZDTL5D&ULO99M;],P$,>_BA4D!!); MTJ1-V|%&@HZ'(>BF=6,O$"_[. MZ8TV4GW3*P!#?N1[8-+MEP9^\!/1@5=
MP@S,=7&A<.77*AG+06@F!5&P&'NO.B>3H;5W!\9/3.:,$D5IR:E+/2ZG4ARE4A@E M.2HNR9DPH$;39Z=@]&,Z^'D$-:@\U+01))PY>-G');$]_*C&C]K4DVF9ST'9TM|<
M7Y!4YCDV0BD85GP%/"/SG^0&FY!K3_3" K&ZF:DQBLU+0^=X M"HPDXD[;_[8\@-R|!Q+<06VSV$/LU8B]5L0K:2B_7RTJLG9F_-1K@U:6[P!5 M[]&%;+)L+61<4\9_K2^;$.)
[@77NA-YFL1=ROPZY_U[|KPFK?[#?VBSVL 8U MUN!?]UL3R>!@@=HL]DB&-3:![PCD1E#7]PLIS>W"CB+UY)G\ E!+ P04 " !00PA9CAJK];$" #; M!P &0 'AL+W=O>
MZ_9Q02ASHM=:KD04\HW**8,K@>2F*(BX'T'.JZ'3X94EI 4Q2SI" U= YZPWBP/A;AQ\4*KFW1B:2)>>W9C--AXYK+@0Y M),HP$/W:PACRW!#!;_QN.)U6T@#WUSOVSS9V' _ > M
X(G 'X#\%^]$#2 X*4*IPW AH[KV&WB)D21*!2\0L)X:S:SL-FW:]QFLOW MLE!"GU*-4]'LS+V@ZNX[G\>)Z@8[1C A!3!W1T004H;E\ M%V*E10T4)XW J!;PGA#PT05G*I,H9BFD'?
C)87S_ ![K8-N(O5W$(^\@X;<- M.T&^^QYYKA=TW&?\=8C/N11)P+O-:L"Q-I."8D2OF&J M_G!;;SN(SFS_?60?]0;C7H=|H@=7/6?^TM=3[X*(-642Y;#24N[)WU/44^2 M>]-
X:5OEDBO=>.TRT\,7A"0YRO.U6YC!-IO'OT!4$L#!!0 (`%!#"%GV MHM0*30("<% 9 >&PO=V]R:W-H965T4FG*)%3;=.5:-T-W.E*V:=]1?4 MU!K9+( ]09,HNJ
5XY+D63@;ZSQ3*RNXQ+$&LZHJH^N4:A-C\1D=W#*%TOR M#VB>U6R!$[0/]5@[B^Y99KQ":,;B2H'>(U?Q99%Z_^#PG>/&'.S!*YD]]>B-
MP:Q'(\0"BRM9V!N66.!0G@BE\;OEI/L0WK@X7[_CEH=UJFS&"AQ \^L\L> M^4A@AG.V$O9.,;YBJ^?<\Y5*F/"%3>-]T250KHQ550MV&51<-BO;MG4X ,0O M
9(6D/PK(&T!H7*TR2S(ZC/+\DRK#6CO[=C\)M0FH)T:+OU?G%CM;KG#V;RX M'0X'!\,;T?T$KD9]*&Y!X/1EYM1,;B9P&D?+>/"G,%[>)CTX?3D#$Z 2QAR M(=Q?,!FU+@E/15[$
:O8,D2KI'X,7K\#Z6#AX'>/H<3IWT MO?YDKS\)?.E+ ^2S5<+N>I37 Y P*)2V7"Y0E1P-];DJAS$HC_+R:&JO=J_MU M3',3I'L\B. $2UO$M9!O4:2OWT37T2?CE7@/Y$]JT>ZKT?
Z&GL^80*; M2N"VY ;!LBW4[(E-!1X3WK#%4:#S(V.=QU'G/*K0T5_\V!2I0?/V(^0(=,+ M+@T(G#M8U/EP3D W;=D85M7A94^5=7T2MDLWR5![!W<_5\KN#-\L^]F8_P%0 M2P,$%
@ 4$,(68Q*$ZSQ P LQ, !D !X;"]W;W)K&ULM5AK;]LV%/TKA%8,+;!&;_DQVX!C25B&%C62=/LP[,C7=M$ M)=(CZ3@%|N-+/;)(EB+8K?K%%JE[SM$]EC^"5.#LR_D7U
"1Z2A,JYMI.ROU4 MU2+2*!8']NYL&$^Q5$,^U<6> XYS4)RHKF%X>HH)U1:S?&[-%S-VD FA ML.9(-(4\Z_7D+#6C7#.UYXE;LMW);$)?S/9X"W<@/^_77(WTBB4F*5!!&$4< M-
G-M:4Y#,P?D$7\1.(K;-6#L2S:XB>>:D3T1)!#)C-*KOT=809)D3.HY M_BM)M4HS-]:OG]G#/'F5S ,6L&+)WR26N[OVE#, &WQ(Y"T[_@%E0F[&%[%$ MY+_H6,2ZMH:B@Y L+

<'J"5)"BW_\5!H1 RB>;H!5 JQ3@/,*P"X!]KD*3@EP MSE5P2X!{+L K 5[N?6%6[K2/)5[,.#LBGD4KMNPB+U>.5@83FJVL.\G57;)P M!SY;+V_O;X({]-8'B4DBWJ'WZ/.=C]Z^>8?>
($+1_8X=!*:QF.E2 MZ69H/2HUK@L-ZQ4-&WUD5.X$"F@,<0?>[\=[/7A=Y5LE;3TG?6WU$OYYH%?(M-GY#EF$Y'<^S.A]N=Z7S8^K!CZF'_7 ?(@4WN^ -+^UJ =DYG_W: H(§2XC1
M&G/Y%=US3 4N-HU_/JA0="\A%?]V+9]"U^GFS7;4]=CC";.:VC(%\$?0%K_^ M8GK&[UT5&Y+,'Y(L&)(L'(BL46FGJK33QIY8,2$%4EL @B?5V 1T;@4%AY=S M9&WM<6&-7&?
DSO3'>KW:8A(6]^7VG M>V!EGMOKW@-V-#IS#BWG9IH]CB!^@W]""UJWE-AZ;V<;1\+-7_-+U?Y9D,*1D MZ+8]:*K=L;9L&]9!E>E>K^F?Y XXHHR^S\VG$B4$/Y"$2-)MMH?
*W'1&CGUB M=J_HI6:?)1D,*1EV2(X!]Q6O1Y77HUZOEYN-,C;O!0&51#6#_]&*I2GPB.!$ M7;JW88[SSK#<<@#U>BJ[2M"K5)6>#/ ",&EO+H9AG.R@DW9?/XWQ.XC,TZ"@3=0.
M"GO3^D]33./E"\OX.9V_Y*T[8+626_6K7[KRS](.!M4,.S2=FF33]MJ'K3EL M[R_Y&FO):=O=]W]QW>=H!H-]AAV:MM?R6Z^=*:@>OLU/?P2*V(*XNNPFJU. MF);YN
8>!:@[F\8D\^#3* ZJUM\ U!+ P04 " !00PA98U.7 M;=X" W^0 &0 'AL+W=OYCVX(8+B9K8S'8*^_>[=D(&;8A:B9?$ M7^?XGG,M7_?67#S)&$"1398RV;=BI5:7MBVC&#
(JS_D*&,XLN,BHPJY8VG(E M@,X-*$MMUW$\,Z,)L_R>&1L+O\=SE28,QH+(/,NH^'L%*5_WK9:U'0B39:ST M@.WW5G0)$U"SU5A@SZY8YDD&3":
<$0&+OC5H70:>7F\6_$A@+7?:1"MYY/Q) M=V[G?M+Q:9PX+FJ0KY^@9*/5W-%_%4FB]9EVL=BT2Y5#PKP1A!EK#B3S>E#SL MY*D'N"7 ?0GH' "T2T#[K8!,">@89PHIQH>
NKW!%3H5AN,!T%9'@S"]'$_*9/% AJ$X/ M.0U T2259SAZ3T44$]=QVR0$J40>J5PD;$G&*64X/YL$Y/3DC)R0A)%IS'-) MV5SV;
(51ZJWMJ(SPJHC0/1"A1^XY4$D(S:'^3I>1K659'LW/2 M=CZ9Y&OB&3;#43?"QF2AP1O@3BU\3TVI2F#;\+4?/#^R&7BJ#/.B4@,&,._M[G]N560R=]UWA?DG7IR?
>=Z89$%!YADR?>L_^ZV.XS@1^{G&D6[E M2+?1D?UCUN!+(\U[?>F~EG)OL2.E$'RD+?=\)2I?O$9?IES1%.O?KCNPP:(L MZ^WQ7BMRNNX+1%[D%S;D3#^S76E][40>P%!\$A 4
<$EG>UD64YH9K& RFV M1)K5B&9N;*HV&LGEW+@RUQ*?YABGX]ETOIC=C!CV<5T3MZ1.?X5TI(!$4LR Z5EF>A2YGO%*$]QAE$-*1D+I15Y/0%- M8-QG*L.,|%
]0^ROLFE%.7I*40^'ZXS M1:8\A?3/>!=5:*0('J0X#SH!/Y;\B/2\MQ0VQ8_UNPA)#N@&;Y&?LC CK** ?DZ7C%/QTO[JZW?-Z/0SRHML MS$H_O*'!D?
^HK]DF3^2Y(%+T3VH'U.VQ;G&/NN+5RT!,9B M!C#H:T3-,5(<<@"L/<FSUV7TSN>M#>T]=C M_Q+355HPE$$L0AF#&PO=V]R:W-H965T M\5>Q)D2BMR*G8FRLI=P,
M35,D:U)@T6,;0N'+DO$"2WCE*U-L.,%I:53DIF-9@5G@C!J343GVR'D0IEP=BK>OF<#^\AF@069L?PE2^5Z; P,E)(EWN;RB>T_D3H@7_$E M+!?E7[2OL9:!DJV0K*B-809%1JM?
_%8+T3(`KV!4QLXQP;>&0.W-G"O]>#5 M!MZU'OS:H S=K&(OA8NPQ),19WOS%1K8U$.I?FD->F54)GF)TC^:0CNDV)X@MT12++$$&8IBC*\]TD*?H&Z?N9)JP@
MZ.X+$^(#VA".YFO,82 B$FW-6% M_^\Q__9^SLQW"9CW)+//9[< 7K, 7A?[1-5?#G6'L)0\6VPE7D"I2H9> M8!?(!7K>H/@-2C(C-"&J4GM0C
M5QKH%JWP%I2]UJNPF]V$0]EW+LD;FKKT. M&B1$Y(>GT$@'#3TW"$Z@L0;J!+;GAVWH.YW\1B?_]CJEU2:G4\J_6BD-\IQ2 M.N@9I330"TH%C5)!9TE'A#
(%6\X6=7#+HKXE671+LOA&9.^6H-\L0;\S65_* M&PU)[_$.=M<504*=IT*=P+,<0Q(_(#AQ"[A:P94@>45PYQ,23N6,K@[5C>XR M6IMI#]UJ GXK?R!/7\0!L%1_IXB'=_O6\Y)]NHI+=
<=#(Z25T?I>8$=AOK4 M'32Z#7Z@;G6U7U)N<+5R\@SRNDI=-#>]:RG[>]1UH4$%)>OTA6I.T M3[CT_,R)+H,B3LA58AFJVV",^V]J%<%K:.6RNH^W(PV/?
%#V0D>C4_MXJAR[;M._T50/^%?-51@7*R1)<6;T^U#>O>MKJ1;)-V;0MF(06L'Q<$YP2 MK@#P?>,!)T "FMIE, WUM8$A("$U&'FGF8@++$Y^'X/>:0 M5Y[L*'O@6T($/"5QRJ?
&5HCLQC1YL"4)YCV:D51^LZ8LP4*>LHW),T9P6 0E ML6E;UM!,<)0:LTEQ;<%F$Y]+.$K)@@'/DP2S?^](3'=3 QG/%Y;19BO4!7,V MR?"&K(CXEBV8/#-
K2A@E).4138&1]=2X13<^+/B.SXP3&HJ=Q3^[!. M/H=3PU(9D9@$0B&P_'@D"&O4]5>#A\3/fEV+R",=A@6<31G? U&A)
M4P>%^D6TU"M*U4)9"2;_C62L")!SB(1$0[O/")P%//W49W=B?PUSSM@6-[-NR^RWYS"\/=UK" MO0O"K=`9(*<(1OUB.'5YG8+GG.'YF*51NN&P(Q6JD3PU^T]%TP^
MH'^W%:O$]=MQJFO=\ P'9&K(ML0)>R3&[*8-A<0/U M*GB<(328F(^`XGUIH-+- 6FW@L@*&0Y"[;R!5+UI4+; M\K!5T)+N'J1D]=*1H)T97"OH!3?T-
=VP(>BP%G38V3C.M7W_*8ASV:AAS6@" M]AUD#VP4?^X.UTZT.M.]%]5==&;LAZX.M0IJUKN-!?E2F]W99V ;Y>W M5!JGE>;KHC5+8>]+8; }+8; =E6EH:N@.FF>5IJOB]8LZ-
Y2HTYW^/*6Y9S^H++4 MWW"NFRT^,NDWQ;KHC4K ML7?2:/ V^I5./SW72O.TTGQ=M&9!]TX>=:K+E_>KX:FQZP]BG*[K+Y:;^G>%AN91]?OT,V\W)C=8\I]
MXJ^8;:*40TS6$FGU1E(Q5FZ]EB>"9L7>XCT5@B;%X9;@D# U0'Z_IE0\GZ@; MU!O@L_\ 4$L#!!0 (%!#'"%G@7N0/1@, ,P4 - >&POD&X3 M"MSM6SH@{?B2!$YN5*1L0!
[./OZ>%_KZ0^ #N)Y].3EH/Y]>[\3,+G)/0*WIU M@.A%RURHLD4Q^?@P^7WBF'1W6[H=;)I63(S8.\C3'DN8<.)Q=-H8.D5HW99W M(AM,Z%AR6!?
*L)\5R4#:WR^!^C^OA.\"]!P:Y$(W!#G&!8;^D6C,E M;TS'#K;!%U!0M^^7I?$X5739[ER1-<'>3))QH5*FFC1ML@H-^X)E8$?QZ0SN MNBA#
+4NOT@U*_ECHKW,S'6G{4)_L5K&,+VQ_D34&,/4VKD[+4BR_"#Z5 M.7.3/SCAL$]7O&!6*/YDLD&I3$R *1(\,]7Y9#/R1]'RGBWTJIP6&>ZY M_^TZ3YEDBHI-
TZ;VW_JO|HQU'TKR_9;9=>PSV/!UGIO}^.P61\#"-/IB9[MQV R.0*3W3?IUCS<9/0^%S*L3T(;QZVMPU83#>!0.R_X&0LUDF#\9P+S67= MF_$T9?+%FW#G?
12NWE/A^O^7PV=02P,$% @ 4$,(M69>*NQS $P(L !?3T\$MP>:4#M.*2VBZD8_1!2:5K5 MN %(MB6/.(7->=I3W; M+T]!;X"O.DQO0FE(2S,.\,W2?S+W\PPU1>5*(Y5;&GC3Y?
YVX$G1H2)8%H% MR=.B':5_' MG.I*!LGXT=F/Y^S9]8=O=?/G0UW_*?[:EE5[-7KLNMW[\;A=/"C*HOM^-1I^+N5(;(NJV!8_Y/HJ=#$2[6/!L;9N
MBA]UU>5ENFK]LKP:30Y0W,NF*U8O;J<]9)8_M,.=+G](<@5R-7(ÑU ,W1=-V MPR>&Y^>*\4FJ#Q^N]EU]4Y2=;&9Y)^=-O=\5U=?^,>I;C,G7&.)P?#T$\7WS
M7\)8;S,%2L[JU7XKJ^X0QT:6/6#5/A:[=B2]?"NO1M/Z23;]lU%,(%@?OENG MH%$BDFO>%>]J,)U@,>(TH-/4"%@30 I"%&R"\& M@30!I'D6R#13+PL (I 6@+3."*E%T@:0]CDA30+I
$CGG) 6@70!I,L+F=XM M%E[R6<0WXOHN#2(_3847*)GU(F*!-F MF\SC>/8I",,A8D&4>=+$\N Y]X:6IGVF4R"83;IUXZ>W0GO=>]!KT,"14%+,D
MF*HQ3#&13R;,0@GC:/XV\Y.%F/G76K=# IDP&^3&"Q*A J<&[,+W4M7[^D&A MM2U2QX39':%BTL<#'WKHD!$,9B-$?B;"6.5P*BT1J8J63\F0%0QF*RSS[^*I
M%4O9#+]>K:28%>V]K-M](RDDT^355]G_5DL9 MD3$,,F.@C%U;H!G(& :S,4[D[.)-EBN(]A?*B"QB,%OD=/I^$A.YQ&!V"SYR$DQ82F+>^DQ9-$G MHXA]$GC&9/?-
J^GH(*,5$]C&950,3,3V:2#4FLVI>)CTG^R4R MCEI*:QD&DL]G7+*A?S,-@]C*0Q6P@6FFG,Y%X,Y-=7E!,9"&+V4)P(:%/2,A" MUCG7.I]$9",+VQS[KAH$Y*-
+&0S6PAC.A036JW#\#"O%1!:RF2T$,359.LA"#K.%?A9B]#XYK;>[NGI6M7:0 MA1SNJMLIS'2_VY5#=9UB(@LYS!."F]C(PLY_T_U[?E$U.V;HBNT(J&#+.2< MM1JG'=-
"%G*8+80QJ2P=>)SLG$<%M$3.019RN$^404R:R#G(0@YW10YBNA03 M6#;<;#A]N/ M'I9R4U1R':D_T:K[]JQ<+1O1OPQ'] S+]H_I;?9E.57WXBJ\,_7Q/VZ,_RWT M\6]02P,$% @ 4$,
(6;3%"]YH @ 1R\ !H !X;"]?6'8AL$ MM#K9?5O.P#ZH!SV).-4("[_Z ,!3[_*L1D/[7G8'!IA\7$ZGH=UM1_'[D=== M#YM].37#0]N5\^7(MNU/S7A9]KNZ:S;OS:[4LEQZW=_/)Z?[F+E
M;5WU+V^IJN<.$@B2^8,R!.7Y@Q2"=/X@@R";A\@AR.B4!O0;V%0&]!O85 ;YD\;!/H+:BW$.@MJ+<0Z"VHMQ#H+:BW M$.@MJ+
<0Z"VHMQ#H+:BW$.B=4>],H'=&O3.!WAGUS@1Z%+G\+$@*], ^]=*?3. MJ'CGH[@=Z.>CN!WH%Z M!X'>@7H'@=Z!>@>:!WH%Z!X'>,?E9D$#O0+V#0.]
MO8- [Q7]O?I.O8?Q\UB&6_7&J__G52/EW/+[?+7Y==.O%^LKCC7]Q7#\U]0 M2P,$% @ 4$,(62P!9SL; @ #BX !, !;0V]N=&5N=%]4>7!E&ULS=K-3N,P% 7@5ZFR18WK?QA1-
C#;&1;S B;YI5&3V+(-4]Y^G!20&#$5 MJ$AS-HU:V_?<^$K?JI>_G@*EQ7[HQ[2NMCF',XRE9DN#2[4/-):5C@^#R^5K MO&?!-3MW3TRL5H8U?LPTYF6>:E17ES>T<0H]7GS?
EY]3Y\=U%:E/U>+ZL"* M6E2\)VV[D,[*AHJ]FS"M_#O@^=S/1XJQ:VEQ MZV+^X8:RB^U[EO)33ZD^7N*=`OUFTS74^N9A*$?]%"*Y-FV)\M#?AZ)GQY-S
MN6$Z?/*3\^13*>7H12BF+OCK_B:6$]?_'XT3;NE M]H/9Y7I_^[B;YY'8_#C]CM_.^+7^) L0('U(D#X42!\;I \#TH<%Z>,N?]|HOCYV<]N&Y\R6?SW\"O M_@!02P$"% ,4 "
!00PA9!T%-8H$ "Q $ @ $ M 9&]C4')O<',O87!P+GAM;%|+ 0(4 Q0 (%!#"%EV1_);[@ "L" M 1 " .\ !D;V-0&UL4$L! A0#% @ 4$,(6:GYT)W4!0 KAX !@ M ("!#0@ 'AL+W=O0< #T> 8 "
@1<. !X;"]W;W)K M&PO=V]R:W-H965T&UL4$L! M A0#% @ 4$,(63R-8#&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(6>0X ML-\G" =B, !@ ("!(C0 'AL+W=O&PO=V]R:W-H965T
M&UL4$L! A0#% @ 4$,(65VS6 Z3 P]@< !D M ("!@TX 'AL+W=O1H<% "9#@ &0 @(%-4@ >&PO=V]R M:W-H965T&UL M4$L! A0#% @ 4$,(63+23)T.! \ D !D ("!&5\ M 'AL+W=O"
MH+T5 "^2@ &0 @(%>8P >&PO=V]R:W-H965T&UL4$L! A0#% @ M4$,(61@L,1XY!@ @\ !D ("!>X 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(64,]I8+:!0 M1 X !D ("!.:0
'AL+W=O&PO=V]R:W-H965T@('H% 9 " @1*R !X;"]W;W)K&UL4$L! A0#% @ 4$,(6627:;.,! M D !D M ("!P[0 'AL+W=O9N,G(("K%0 &0 @(%&N0 >&PO=V]R:W-H M965T_!
!X;"]W;W)K&UL4$L! M A0#% @ 4$,(64*K'NV6 @ W0< !D ("!;,@ 'AL M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(M64SP&GU !@ 4@\ !D ("!B]< 'AL+W=O&PO=V]R:W-
H965T&UL4$L! A0#% @ 4$,(69^NT9CC @ , @ M !D ("!9^< 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(6?D+F^YN! L0L !D M ("!;O('AL+W=O&PO=V]R:W-H965T
M&UL4$L! A0# M% @ 4$,(63;5JN<4 P =@8 !D ("!9 $! 'AL+W=O M&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(6;H4 M$<0;!0 /2$!D ("!7 P! 'AL+W=O&PO=V]R:W-H965T&UL4$L!
A0#% @ 4$,(62&* G_N P MA, !D M ("!V!@! 'AL+W=O&PO M=V]R:W-H965T&UL4$L! A0#% @ 4$,(6>>ZQ4Os! AP !D ("! M "0! 'AL+W=O&PO=V]R:W-H965T5"^004 -&UL4$L!
A0#% M @ 4$,(65/"D,W* P 5!$!D ("!S3$! 'AL+W=O&PO=V]R:W-H965TZ@(/0(9 " @2<[0!X M;"]W;W)K&UL4$L! A0#% @ 4$,(6080_2RI M @ C08 !D ("!2#X!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(64$_IT_ P _@P !D M ("!*$@! 'AL+W=O2P$ >&PO=V]R M:W-H965T&UL M4$L! A0#% @ 4$,(63:>-ATE#P 0]D !D ("!;%(! M
'AL+W=O&PO=V]R:W-H965TMK 0!X;"]W;W)K&UL4$L! A0#% @ M4$,(69^;&HO P EPH !D ("!^6\! 'AL+W=O&UL4$L! A0#% @ 4$,(6?DDO;W3 @ MW0< !D ("!%7D!
'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(64\#\IMU!@ VRX !D M ("!TY\! 'AL+W=O&PO=V]R:W-H M965T&UL4$L! M A0#% @ 4$,(64C7BJN3! OQD !D ("![JX! 'AL
M+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(M68X;]_6A @ V@< !D ("!A[H! 'AL+W=O&PO=V]R:W-H965T._ 0!X;"]W;W)K M&UL4$L! A0#% @ 4$,(66-3EVW> @ -PD M !D
("!"0! 'AL+W=O&PO=V]R:W-H965T&UL4$L! A0#% @ 4$,(67+VHT\.! 91 !D M ("!G&PO=V]R:W-H965T M7!E&UL4$L%!@ !8 %@ 'Q@ OF 0 $! end *XML 96 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.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 97 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 99 FilingSummary.xml IDEA: XBRL DOCUMENT 3.24.2.u1 html 364 384 1 false 110 0 false 8 false false R1.htm 0000001 - Document - Cover Sheet http://wheelsup.com/role/Cover Cover Cover 1 false false R2.htm 9952151 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS CONDENSED CONSOLIDATED BALANCE SHEETS Statements 2 false false R3.htm 9952152 - Statement - CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETSParenthetical CONDENSED CONSOLIDATED BALANCE SHEETS (Parenthetical) Statements 3 false false R4.htm 9952153 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS Statements 4 false false R5.htm 9952154 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCOMPREHENSIVELOSS CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS Statements 5 false false R6.htm 9952155 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF EQUITY Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY CONDENSED CONSOLIDATED STATEMENTS OF EQUITY Statements 6 false false R7.htm 9952156 - Statement - CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS Sheet http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS Statements 7 false false R8.htm 9952157 - Disclosure - SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES Sheet http://wheelsup.com/role/SUMMARYOFBUSINESSANDSIGNIFICANTACCOUNTINGPOLICIES SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES Notes 8 false false R9.htm 9952158 - Disclosure - REVENUE RECOGNITION Sheet http://wheelsup.com/role/REVENUERECOGNITION Notes 9 false false R10.htm 9952159 - Disclosure - PROPERTY AND EQUIPMENT Sheet http://wheelsup.com/role/PROPERTYANDEQUIPMENT PROPERTY AND EQUIPMENT Notes 10 false false R11.htm 9952160 - Disclosure - DIVESTITURES DIVESTITURES DIVESTITURES Notes 11 false false R12.htm 9952161 - Disclosure - GOODWILL AND INTANGIBLE ASSETS Sheet http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETS GOODWILL AND INTANGIBLE ASSETS Notes 12 false false R13.htm 9952162 - Disclosure - CASH EQUIVALENTS AND RESTRICTED CASH Sheet http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASH CASH EQUIVALENTS AND RESTRICTED CASH Notes 13 false false R14.htm 9952163 - Disclosure - LONG-TERM DEBT Sheet http://wheelsup.com/role/LONGTERMDEBT LONG-TERM DEBT Notes 14 false false R15.htm 9952164 - Disclosure - FAIR VALUE MEASUREMENTS Sheet http://wheelsup.com/role/FAIRVALUEMEASUREMENTS FAIR VALUE MEASUREMENTS Notes 15 false false R16.htm 9952165 - Disclosure - LEASES Sheet http://wheelsup.com/role/LEASES LEASES Notes 16 false false R17.htm 9952166 -

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Disclosure - NET LOSS PER SHARE Sheet http://wheelsup.com/role/NETLOSSPERSHARE NET LOSS PER SHARE Notes 24 false false R25.htm 995410 - Disclosure - Pay vs Performance Disclosure Sheet http://xbrl.sec.gov/ecd/role/PvpDisclosure Pay vs Performance Disclosure Notes 25 false false R26.htm 995445 - Disclosure - Insider Trading Arrangements Sheet http://xbrl.sec.gov/ecd/role/InsiderTradingArrangements Insider Trading Arrangements Notes 26 false false R27.htm 9954471 - Disclosure - SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (Policies) Sheet http://wheelsup.com/role/SUMMARYOFBUSINESSANDSIGNIFICANTACCOUNTINGPOLICIESPolicies SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES (Policies) Policies 27 false false R28.htm 9954472 - Disclosure - REVENUE RECOGNITION (Tables) Sheet http://wheelsup.com/role/REVENUERECOGNITIONTables REVENUE RECOGNITION (Tables) Tables http://wheelsup.com/role/REVENUERECOGNITION 28 false false R29.htm 9954473 - Disclosure - PROPERTY AND EQUIPMENT (Tables) Sheet http://wheelsup.com/role/PROPERTYANDEQUIPMENTTables PROPERTY AND EQUIPMENT (Tables) Tables http://wheelsup.com/role/PROPERTYANDEQUIPMENT 29 false false R30.htm 9954474 - Disclosure - GOODWILL AND INTANGIBLE ASSETS (Tables) Sheet http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSTables GOODWILL AND INTANGIBLE ASSETS (Tables) Tables http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETS 30 false false R31.htm 9954475 - Disclosure - CASH EQUIVALENTS AND RESTRICTED CASH (Tables) Sheet http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHTables CASH EQUIVALENTS AND RESTRICTED CASH (Tables) Tables http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASH 31 false false R32.htm 9954476 - Disclosure - LONG-TERM DEBT (Tables) Sheet http://wheelsup.com/role/LONGTERMDEBTTables LONG-TERM DEBT (Tables) Tables http://wheelsup.com/role/LONGTERMDEBT 32 false false R33.htm 9954477 - Disclosure - FAIR VALUE MEASUREMENTS (Tables) Sheet http://wheelsup.com/role/FAIRVALUEMEASUREMENTSTables FAIR VALUE MEASUREMENTS (Tables) Tables http://wheelsup.com/role/FAIRVALUEMEASUREMENTS 33 false false R34.htm 9954478 - Disclosure - LEASES (Tables) Sheet http://wheelsup.com/role/LEASESTables LEASES (Tables) Tables http://wheelsup.com/role/LEASES 34 false false R35.htm 9954479 - Disclosure - STOCKHOLDER???S EQUITY AND EQUITY-BASED COMPENSATION (Tables) Sheet http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONTables STOCKHOLDER???S EQUITY AND EQUITY-BASED COMPENSATION (Tables) Tables http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATION 35 false false R36.htm 9954480 - Disclosure - NON-CONTROLLING INTERESTS (Tables) Sheet http://wheelsup.com/role/NONCONTROLLINGINTERESTSTables NON-CONTROLLING INTERESTS (Tables) Tables http://wheelsup.com/role/NONCONTROLLINGINTERESTS 36 false false R37.htm 9954481 - Disclosure - RESTRUCTURING AND RELATED CHARGES (Tables) Sheet http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESTables RESTRUCTURING AND RELATED CHARGES (Tables) Tables http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGES 37 false false R38.htm 9954482 - Disclosure - NET LOSS PER SHARE (Tables) Sheet http://wheelsup.com/role/NETLOSSPERSHARETables NET LOSS PER SHARE (Tables) Tables http://wheelsup.com/role/NETLOSSPERSHARE 38 false false R39.htm 9954483 - 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Schedule of Accounts Receivable Net Consists (Details) Details 42 false false R43.htm 9954487 - Disclosure - REVENUE RECOGNITION - Schedule of Deferred Revenue (Details) Sheet http://wheelsup.com/role/REVENUERECOGNITIONScheduleofDeferredRevenueDetails REVENUE RECOGNITION - Schedule of Deferred Revenue (Details) Details 43 false false R44.htm 9954488 - Disclosure - REVENUE RECOGNITION - Schedule of Changes in Deferred Revenue (Details) Sheet http://wheelsup.com/role/REVENUERECOGNITIONScheduleofChangesinDeferredRevenueDetails REVENUE RECOGNITION - Schedule of Changes in Deferred Revenue (Details) Details 44 false false R45.htm 9954489 - Disclosure - REVENUE RECOGNITION - Schedule of Revenue Expected to be Recognized in Future Periods (Details) Sheet http://wheelsup.com/role/REVENUERECOGNITIONScheduleofRevenueExpectedtobeRecognizedinFuturePeriodsDetails REVENUE RECOGNITION - Schedule of Revenue Expected to be Recognized in Future Periods (Details) Details 45 false false R46.htm 9954490 - Disclosure - PROPERTY AND EQUIPMENT - Schedule of Property and Equipment, Net (Details) Sheet http://wheelsup.com/role/PROPERTYANDEQUIPMENTScheduleofPropertyandEquipmentNetDetails PROPERTY AND EQUIPMENT - Schedule of Property and Equipment, Net (Details) Details 46 false false R47.htm 9954491 - Disclosure - PROPERTY AND EQUIPMENT - Narrative (Details) Sheet http://wheelsup.com/role/PROPERTYANDEQUIPMENTNarrativeDetails PROPERTY AND EQUIPMENT - Narrative (Details) Details 47 false false R48.htm 9954492 - Disclosure - DIVESTITURES - Narrative (Details) Sheet http://wheelsup.com/role/DIVESTITURESNarrativeDetails DIVESTITURES - Narrative (Details) Details 48 false false R49.htm 9954493 - Disclosure - GOODWILL AND INTANGIBLE ASSETS - Schedule of Goodwill (Details) Sheet http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofGoodwillDetails GOODWILL AND INTANGIBLE ASSETS - Schedule of Goodwill (Details) Details 49 false false R50.htm 9954494 - Disclosure - GOODWILL AND INTANGIBLE ASSETS - 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Used to reflect the current portion of the liabilities (due within one year or within the normal operating cycle if longer)." } } }, "auth_ref": ["r68", "r804"] }, "us-gaap_AccountsReceivableNetCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccountsReceivableNetCurrent", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 1.0 }, "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofAccountsReceivableNetConsistsDetails": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofAccountsReceivableNetConsistsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accounts receivable, net", "totalLabel": "Accounts receivable, net", "label": "Accounts Receivable, after Allowance for Credit Loss, Current", "documentation": "Amount, after allowance for credit loss, of right to consideration from customer for product sold and service rendered in normal course of business, classified as current." } } }, "auth_ref": ["r947"] }, "us-gaap_AccruedLiabilitiesCurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccruedLiabilitiesCurrent", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_LiabilitiesCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS", "http://wheelsup.com/role/RELATEDPARTIESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Accrued expenses", "verboseLabel": "Incurred expenses in accrued expenses", "label": "Accrued Liabilities, Current", "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": ["r71"] }, "us-gaap_AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedDepreciationDepletionAndAmortizationPropertyPlantAndEquipment", "crdr": "credit", "calculation": { "http://wheelsup.com/role/PROPERTYANDEQUIPMENTScheduleofPropertyandEquipmentNetDetails": { "parentTag": "us-gaap_PropertyPlantAndEquipmentNet", "weight": -1.0, "order": 1.0 } }, "presentation": ["http://wheelsup.com/role/PROPERTYANDEQUIPMENTScheduleofPropertyandEquipmentNetDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Less: Accumulated depreciation and amortization", "label": "Accumulated Depreciation, Depletion and Amortization, Property, Plant, and Equipment", "documentation": "Amount of accumulated depreciation, depletion and amortization for physical assets used in the normal conduct of business to produce goods and services." } } }, "auth_ref": ["r30", "r168", "r616"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeLossNetOfTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeLossNetOfTax", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "Accumulated Other Comprehensive Income (Loss), Net of Tax", "documentation": "Amount, after tax, of accumulated increase (decrease) in equity from transaction and other event and circumstance from nonowner source." } } }, "auth_ref": ["r19", "r20", "r89", "r178", "r611", "r644", "r645"] }, "us-gaap_AccumulatedOtherComprehensiveIncomeMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AccumulatedOtherComprehensiveIncomeMember", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated other comprehensive loss", "label": "AOCI Attributable to Parent [Member]", "documentation": "Accumulated increase (decrease) in equity from transactions and other events and circumstances from non-owner sources, attributable to the parent. Excludes net income (loss), and accumulated changes in equity from transactions resulting from investments by owners and distributions to owners." } } }, "auth_ref": ["r2", "r11", "r20", "r487", "r490", "r551", "r640", "r641", "r923", "r924", "r925", "r935", "r936", "r937", "r938"] }, "ecd_Additional402vDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "Additional402vDisclosureTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Additional 402(v) Disclosure", "label": "Additional 402(v) Disclosure [Text Block]" } } }, "auth_ref": ["r858"] }, "us-gaap_AdditionalPaidInCapital": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapital", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid in Capital", "documentation": "Amount of excess of issue price over par or stated value of stock and from other transaction involving stock or stockholder. Includes, but is not limited to, additional paid-in capital (APIC) for common and preferred stock." } } }, "auth_ref": ["r83", "r804", "r1092"] }, "us-gaap_AdditionalPaidInCapitalMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdditionalPaidInCapitalMember", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Additional paid-in capital", "label": "Additional Paid-in Capital [Member]", "documentation": "Excess of issue price over par or stated value of the entity's capital stock and amounts received from other transactions involving the entity's stock or stockholders." } } }, "auth_ref": ["r659", "r935", "r936", "r937", "r938", "r1026", "r1093"] }, "ecd_AdjToCompAmt": { "xbrltype": "monetaryItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "AdjToCompAmt", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": 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Reclassification Of Awards", "documentation": "Adjustments to Additional Paid in Capital, Reclassification Of Awards" } } }, "auth_ref": [] }, "us-gaap_AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AdjustmentsToAdditionalPaidInCapitalSharebasedCompensationRequisiteServicePeriodRecognitionValue", "crdr": "credit", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Equity-based compensation", "label": "APIC, Share-Based Payment Arrangement, Increase for Cost Recognition", "documentation": "Amount of increase to additional paid-in capital (APIC) for recognition of cost for award under share-based payment arrangement." } } }, "auth_ref": ["r46", "r47", "r419"] }, "us-gaap_AdjustmentsToReconcileNetIncomeLossToCashProvidedByUsedInOperatingActivitiesAbstract": { "xbrltype": 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Excludes amount capitalized." } } }, "auth_ref": ["r448", "r453"] }, "dei_AmendmentFlag": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "AmendmentFlag", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Amendment Flag", "label": "Amendment Flag", "documentation": "Boolean flag that is true when the XBRL content amends previously-filed or accepted submission." } } }, "auth_ref": [] }, "us-gaap_AmortizationOfFinancingCostsAndDiscounts": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfFinancingCostsAndDiscounts", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInOperatingActivities", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS", "http://wheelsup.com/role/LONGTERMDEBTNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization (accretion) of deferred financing costs and debt discount", "label": "Amortization of Debt Issuance Costs and Discounts", "documentation": "Amount of amortization expense attributable to debt discount (premium) and debt issuance costs." } } }, "auth_ref": ["r378", "r769", "r770", "r929", "r1038"] }, "us-gaap_AmortizationOfIntangibleAssets": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "AmortizationOfIntangibleAssets", "crdr": "debit", "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization of intangible assets", "label": "Amortization of Intangible Assets", "documentation": "The aggregate expense charged against earnings to allocate the cost of intangible assets (nonphysical assets not used in production) in a systematic and rational manner to the periods expected to benefit from such assets. As a noncash expense, this element is added back to net income when calculating cash provided by or used in operations using the indirect method." } } }, "auth_ref": ["r8", "r320", "r326", "r765"] }, "up_AmortizationOfIntangibleLiabilities": {

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Business description describes the nature and type of organization including but not limited to organizational structure as may be applicable to holding companies, parent and subsidiary relationships, business divisions, business units, business segments, affiliates and information about significant ownership of the reporting entity. Accounting policies describe all significant accounting policies of the reporting entity." } } }, "auth_ref": ["r104", "r105"] }, "up_CCOPerformanceAwardMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CCOPerformanceAwardMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "CCO Performance Award", "label": "CCO Performance Award [Member]", "documentation": "CCO Performance Award" } } }, "auth_ref": [] }, "up_CEOPerformanceAwardMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CEOPerformanceAwardMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "CEO Performance Award", "label": "CEO Performance Award [Member]", "documentation": "CEO Performance Award" } } }, "auth_ref": [] }, "up_CFOPerformanceAwardMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CFOPerformanceAwardMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "CFO Performance Award", "label": "CFO Performance Award [Member]", "documentation": "CFO Performance Award" } } }, "auth_ref": [] }, "up_CKWheelsMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CKWheelsMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "CK Wheels", "label": "CK Wheels [Member]", "documentation": "CK Wheels" } } }, "auth_ref": [] }, "up_CapitalizedCommissionsAndFeesExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CapitalizedCommissionsAndFeesExpense", "crdr": "credit", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized sales commission and referral fees", "label": "Capitalized Commissions and Fees Expense", "documentation": "Capitalized Commissions and Fees Expense" } } }, "auth_ref": [] }, "us-gaap_CapitalizedContractCostAmortization": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostAmortization", "crdr": "debit", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Amortization expense", "label": "Capitalized Contract Cost, Amortization", "documentation": "Amount of amortization expense for asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": ["r304"] }, "us-gaap_CapitalizedContractCostNet": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CapitalizedContractCostNet", "crdr": "debit", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Capitalized contract cost, net", "label": "Capitalized Contract Cost, Net", "documentation": "Amount, after accumulated amortization and accumulated impairment loss, of asset recognized from cost incurred to obtain or fulfill contract with customer." } } }, "auth_ref": ["r303"] }, "us-gaap_CashAndCashEquivalentsAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAbstract", "lang": { "en-us": { "role": { "label": "Cash and Cash Equivalents [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CashAndCashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsAtCarryingValue", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 1.0 }, "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_AssetsCurrent", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails", "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Cash and cash equivalents", "verboseLabel": "Cash and cash equivalents", "label": "Cash and Cash Equivalents, at Carrying Value", "documentation": "Amount of currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r24", "r166", "r748"] }, "us-gaap_CashAndCashEquivalentsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsDisclosureTextBlock", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASH"], "lang": { "en-us": { "role": { "terseLabel": "CASH EQUIVALENTS AND RESTRICTED CASH", "label": "Cash and Cash Equivalents Disclosure [Text Block]", "documentation": "The entire disclosure for cash and cash equivalent footnotes, which may include the types of deposits and money market instruments, applicable carrying amounts, restricted amounts and compensating balance arrangements. Cash and equivalents include: (1) currency on hand (2) demand deposits with banks or financial institutions (3) other kinds of accounts that have the general characteristics of demand deposits (4) short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Generally, only investments maturing within three months from the date of acquisition qualify." } } }, "auth_ref": ["r166", "r609"] }, "us-gaap_CashAndCashEquivalentsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashAndCashEquivalentsLineItems", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Line Items]", "label": "Cash and Cash Equivalents [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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Excludes amount for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r24", "r101", "r202"] }, "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalentsPeriodIncreaseDecreaseIncludingExchangeRateEffect", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": null, "weight": null, "order": null, "root": true } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "totalLabel": "Net decrease in cash, cash equivalents and restricted cash", "label": "Cash, Cash Equivalents, Restricted Cash, and Restricted Cash Equivalents, Period Increase (Decrease), Including Exchange Rate Effect", "documentation": "Amount of increase (decrease) in cash, cash equivalents, and cash and cash equivalents restricted to withdrawal or usage; including effect from exchange rate change. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r1", "r101"] }, "us-gaap_CashEquivalentsAtCarryingValue": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashEquivalentsAtCarryingValue", "crdr": "debit", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash equivalents", "label": "Cash Equivalents, at Carrying Value", "documentation": "Amount of short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates. Excludes cash and cash equivalents within disposal group and discontinued operation." } } }, "auth_ref": ["r921", "r1058"] }, "us-gaap_CashFlowOperatingActivitiesLesseeAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CashFlowOperatingActivitiesLesseeAbstract", "presentation": ["http://wheelsup.com/role/LEASESScheduleofSupplementalCashFlowInformationDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash paid for amounts included in the measurement of operating lease liabilities:", "label": "Cash Flow, Operating Activities, Lessee [Abstract]" } } }, "auth_ref": [] }, "ecd_ChangedPeerGroupFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChangedPeerGroupFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Changed Peer Group, Footnote", "label": "Changed Peer Group, Footnote [Text Block]" } } }, "auth_ref": ["r869"] }, "ecd_ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValAsOfVstngDtOfPrrYrEqtyAwrdsVstdInCvrdYrMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year", "label": "Change in Fair Value as of Vesting Date of Prior Year Equity Awards Vested in Covered Year [Member]" } } }, "auth_ref": ["r866"] }, "ecd_ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "ChngInFrValOfOutsdngAndUnvstdEqtyAwrdsGrntdInPrrYrsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested", "label": "Year-over-Year Change in Fair Value of Equity Awards Granted in Prior Years That are Outstanding and Unvested [Member]" } } }, "auth_ref": ["r864"] }, "up_CircadianAviationLLCMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "CircadianAviationLLCMember", "presentation": ["http://wheelsup.com/role/DIVESTITURESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Circadian Aviation LLC", "label": "Circadian Aviation LLC [Member]", "documentation": "Circadian Aviation LLC" } } }, "auth_ref": [] }, "dei_CityAreaCode": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "CityAreaCode", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "City Area Code", "label": "City Area Code", "documentation": "Area code of city" } } }, "auth_ref": [] }, "us-gaap_ClassOfStockDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfStockDomain", "presentation": ["http://wheelsup.com/role/LONGTERMDEBTNarrativeDetails", "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails", "http://wheelsup.com/role/SUMMARYOFBUSINESSANDSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Class of Stock [Domain]", "label": "Class of Stock [Domain]", "documentation": "Share of stock differentiated by the voting rights the holder receives. Examples include, but are not limited to, common stock, redeemable preferred stock, nonredeemable preferred stock, and convertible stock." } } }, "auth_ref": ["r159", "r175", "r176", "r177", "r203", "r226", "r227", "r234", "r236", "r243", "r244", "r289", "r354", "r356", "r357", "r358", "r361", "r362", "r383", "r384", "r386", "r387", "r389", "r520", "r648", "r649", "r650", "r651", "r659", "r660", "r661", "r662", "r663", "r664", "r665", "r666", "r667", "r668", "r669", "r670", "r682", "r703", "r725", "r736", "r737", "r738", "r739", "r740", "r908", "r931",

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Warrants and rights represent 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." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1": { "xbrltype": "perShareItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightExercisePriceOfWarrantsOrRights1", "presentation": [ "http://wheelsup.com/role/NETLOSSPERSHAREScheduleofAntidilutiveSecuritiesDetails", "http://wheelsup.com/role/WARRANTSDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Warrants, exercise price (in dollars per share)", "label": "Class of Warrant or Right, Exercise Price of Warrants or Rights", "documentation": "Exercise price per share or per unit of warrants or rights outstanding." } } }, "auth_ref": [ "r390" ] }, "us-gaap_ClassOfWarrantOrRightLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightLineItems", "presentation": [ "http://wheelsup.com/role/WARRANTSDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Line Items]", "label": "Class of Warrant or Right [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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For example, but not limited to, each warrant may be converted into two shares." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightOutstanding", "presentation": [ "http://wheelsup.com/role/WARRANTSDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Warrants outstanding (in shares)", "label": "Class of Warrant or Right, Outstanding", "documentation": "Number of warrants or rights outstanding." } } }, "auth_ref": [] }, "us-gaap_ClassOfWarrantOrRightTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ClassOfWarrantOrRightTable", "presentation": [ "http://wheelsup.com/role/WARRANTSDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Class of Warrant or Right [Table]", "label": "Class of Warrant or Right [Table]", "documentation": "Disclosure of information about warrant or right issued that give holder right to 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resources due to future performance under contract terms, and (b) possible losses or likely gains from uncertainties that will ultimately be resolved when one or more future events that are deemed likely to occur do occur or fail to occur." } } }, "auth_ref": [ "r77", "r137", "r608", "r681" ] }, "us-gaap_CommitmentsAndContingenciesDisclosureAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureAbstract", "lang": { "en-us": { "role": { "label": "Commitments and Contingencies Disclosure [Abstract]" } } }, "auth_ref": [] }, "us-gaap_CommitmentsAndContingenciesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "CommitmentsAndContingenciesDisclosureTextBlock", "presentation": [ "http://wheelsup.com/role/COMMITMENTSANDCONTINGENCIES" ], "lang": { "en-us": { "role": { "terseLabel": "COMMITMENTS AND CONTINGENCIES", "label": "Commitments and Contingencies 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The accounting policy may also address the accounting treatment for intercompany accounts and transactions, noncontrolling interest, and the income statement treatment in consolidation for issuances of stock by a subsidiary." } } }, "auth_ref": ["r56", "r754"] }, "us-gaap_ContingentConsiderationByTypeAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationByTypeAxis", "presentation": ["http://wheelsup.com/role/DIVESTITURESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent Consideration by Type [Axis]", "label": "Contingent Consideration by Type [Axis]", "documentation": "Information by type of contingent consideration." } } }, "auth_ref": [] }, "up_ContingentConsiderationMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "ContingentConsiderationMember", "presentation": ["http://wheelsup.com/role/DIVESTITURESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent Consideration", "label": "Contingent Consideration [Member]", "documentation": "Contingent Consideration" } } }, "auth_ref": [] }, "us-gaap_ContingentConsiderationTypeDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContingentConsiderationTypeDomain", "presentation": ["http://wheelsup.com/role/DIVESTITURESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Contingent Consideration Type [Domain]", "label": "Contingent Consideration Type [Domain]", "documentation": "Description of contingent payment arrangement." } } }, "auth_ref": [] }, "us-gaap_ContractWithCustomerAssetAndLiabilityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ContractWithCustomerAssetAndLiabilityTableTextBlock", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONTables"], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Deferred Revenue", "label": "Contract with Customer, Contract Asset, Contract Liability, and Receivable [Table Text Block]", "documentation": "Tabular disclosure of receivable, contract asset, and contract liability from contract with customer. 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Excludes amounts for disposal group and discontinued operations. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits. Cash equivalents include, but are not limited to, short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r522"] }, "us-gaap_EffectiveIncomeTaxRateContinuingOperations": { "xbrltype": "percentItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EffectiveIncomeTaxRateContinuingOperations", "presentation": ["http://wheelsup.com/role/INCOMETAXESDetails"], "lang": { "en-us": { "role": { "terseLabel": "Effective income tax rate", "label": "Effective Income Tax Rate Reconciliation, Percent", "documentation": "Percentage of current income tax expense (benefit) and deferred income tax expense (benefit) pertaining to continuing operations." } } }, "auth_ref": ["r458", "r787"] }, "us-gaap_EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "EmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsLineItems", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONScheduleofEquitybasedCompensationExpenseDetails", "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONScheduleofValuationAssumptionsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Share-based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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It is commonly abbreviated as CIK." } } }, "auth_ref": ["r823"] }, "dei_EntityCommonStockSharesOutstanding": { "xbrltype": "sharesItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCommonStockSharesOutstanding", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Common Stock, Shares Outstanding", "label": "Entity Common Stock, Shares Outstanding", "documentation": "Indicate number of shares or other units outstanding of each of registrant's classes of capital or common stock or other ownership interests, if and as stated on cover of related periodic report. Where multiple classes or units exist define each class/interest by adding class of stock items such as Common Class A [Member], Common Class B [Member] or Partnership Interest [Member] onto the Instrument [Domain] of the Entity Listings, Instrument." } } }, "auth_ref": [] }, "dei_EntityCurrentReportingStatus": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityCurrentReportingStatus", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Current Reporting Status", "label": "Entity Current Reporting Status", "documentation": "Indicate 'Yes' or 'No' whether registrants (1) have filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that registrants were required to file such reports), and (2) have been subject to such filing requirements for the past 90 days. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": [] }, "dei_EntityEmergingGrowthCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityEmergingGrowthCompany", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Emerging Growth Company", "label": "Entity Emerging Growth Company", "documentation": "Indicate if registrant meets the emerging growth company criteria." } } }, "auth_ref": ["r823"] }, "dei_EntityFileNumber": { "xbrltype": "fileNumberItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFileNumber", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity File Number", "label": "Entity File Number", "documentation": "Commission file number. The field allows up to 17 characters. The prefix may contain 1-3 digits, the sequence number may contain 1-8 digits, the optional suffix may contain 1-4 characters, and the fields are separated with a hyphen." } } }, "auth_ref": [] }, "dei_EntityFilerCategory": { "xbrltype": "filerCategoryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityFilerCategory", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Filer Category", "label": "Entity Filer Category", "documentation": "Indicate whether the registrant is one of the following: Large Accelerated Filer, Accelerated Filer, Non-accelerated Filer. Definitions of these categories are stated in Rule 12b-2 of the Exchange Act. This information should be based on the registrant's current or most recent filing containing the related disclosure." } } }, "auth_ref": ["r823"] }, "dei_EntityIncorporationStateCountryCode": { "xbrltype": "edgarStateCountryItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityIncorporationStateCountryCode", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Incorporation, State or Country Code", "label": "Entity Incorporation, State or Country Code", "documentation": "Two-character EDGAR code representing the state or country of incorporation." } } }, "auth_ref": [] }, "dei_EntityInteractiveDataCurrent": { "xbrltype": "yesNoItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityInteractiveDataCurrent", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Interactive Data Current", "label": "Entity Interactive Data Current", "documentation": "Boolean flag that is true when the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files)." } } }, "auth_ref": ["r907"] }, "dei_EntityRegistrantName": { "xbrltype": "normalizedStringItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityRegistrantName", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity registrant name", "label": "Entity Registrant Name", "documentation": "The exact name of the entity filing the report as specified in its charter, which is required by forms filed with the SEC." } } }, "auth_ref": ["r823"] }, "dei_EntityShellCompany": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityShellCompany", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Shell Company", "label": "Entity Shell Company", "documentation": "Boolean flag that is true when the registrant is a shell company as defined in Rule 12b-2 of the Exchange Act." } } }, "auth_ref": ["r823"] }, "dei_EntitySmallBusiness": { "xbrltype": "booleanItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntitySmallBusiness", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Small Business", "label": "Entity Small Business", "documentation": "Indicates that the company is a Smaller Reporting Company (SRC)." } } }, "auth_ref": ["r823"] }, "dei_EntityTaxIdentificationNumber": { "xbrltype": "employerIdItemType", "nsuri": "http://xbrl.sec.gov/dei/2024", "localname": "EntityTaxIdentificationNumber", "presentation": ["http://wheelsup.com/role/Cover"], "lang": { "en-us": { "role": { "terseLabel": "Entity Tax Identification Number", "label": "Entity Tax Identification Number", "documentation": "The Tax Identification Number (TIN), also known as an Employer Identification Number (EIN), is a unique 9-digit value assigned by the IRS." } } }, "auth_ref": ["r823"] }, "ecd_EqtyAwrdsAdjFnTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjFnTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Footnote", "label": "Equity Awards Adjustments, Footnote [Text Block]" } } }, "auth_ref": ["r862"] }, "ecd_EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsExclgValRprtdInSummryCompstnTblMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Equity Awards Adjustments, Excluding Value Reported in Compensation Table", "label": "Equity Awards Adjustments, Excluding Value Reported in the Compensation Table [Member]" } } }, "auth_ref": ["r903"] }, "ecd_EqtyAwrdsAdjsMember": { "xbrltype": "domainItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "EqtyAwrdsAdjsMember", "presentation": ["http://xbrl.sec.gov/ecd/role/PvpDisclosure"], "lang": { "en-us": { "role": { "terseLabel":

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Such disclosures about the financial instruments, assets, and liabilities would include: (1) the fair value of the required items together with their carrying amounts (as appropriate); (2) for 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 which the election is made and the relation thereof to the balance sheet, the aggregate carrying value of items included in the balance sheet that are not eligible for the election; (7) all other required (as defined) and desired information." } } }, "auth_ref": [ "r506", "r508", "r509", "r510", "r513", "r514", "r515", "r516", "r517", "r596", "r791", "r796" ] }, "us-gaap_FairValueInputsLevel1Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel1Member", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofFinancialInstrumentsMeasuredatFairValueonRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 1", "label": "Fair Value, Inputs, Level 1 [Member]", "documentation": "Quoted prices in active markets for identical assets or liabilities that the reporting entity can access at the measurement date." } } }, "auth_ref": [ "r371", "r409", "r414", "r498", "r511", "r562", "r779", "r780", "r781", "r791" ] }, "us-gaap_FairValueInputsLevel2Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel2Member", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofFinancialInstrumentsMeasuredatFairValueonRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 2", "label": "Fair Value, Inputs, Level 2 [Member]", "documentation": "Inputs other than quoted prices included within level 1 that are observable for an asset or liability, either directly or indirectly, including, but not limited to, quoted prices for similar assets or liabilities in active markets, or quoted prices for identical or similar assets or liabilities in inactive markets." } } }, "auth_ref": [ "r371", "r409", "r414", "r498", "r499", "r511", "r563", "r767", "r768", "r779", "r780", "r781", "r791" ] }, "us-gaap_FairValueInputsLevel3Member": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueInputsLevel3Member", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofFinancialInstrumentsMeasuredatFairValueonRecurringBasisDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Level 3", "label": "Fair Value, Inputs, Level 3 [Member]", "documentation": "Unobservable inputs that reflect the entity's own assumption about the assumptions market participants would use in pricing." } } }, "auth_ref": [ "r371", "r409", "r410", "r411", "r412", "r413", "r414", "r498", "r499", "r500", "r501", "r511", "r564", "r767", "r768", "r779", "r780", "r781", "r791", "r795" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisTextBlock", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Changes in Fair Value of Warrant Liability", "label": "Fair Value, Liabilities Measured on Recurring Basis [Table Text Block]", "documentation": "Tabular disclosure of liabilities, including [financial] instruments measured at fair value that are classified in stockholders' equity, if any, by class that are measured at fair value on a recurring basis. The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3). Where the quoted price in an active market for the identical liability is not available, the Level 1 input is the quoted price of an identical liability when traded as an asset." } } }, "auth_ref": [ "r1028", "r1029" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationByLiabilityClassDomain", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofChangesintheFairValueoftheWarrantLiabilityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value by Liability Class [Domain]", "label": "Fair Value by Liability Class [Domain]", "documentation": "Represents classes of liabilities measured and disclosed at fair value." } } }, "auth_ref": [ "r502", "r503", "r504", "r505", "r506", "r507", "r512" ] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationCalculationRollForward", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofChangesintheFairValueoftheWarrantLiabilityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation, Calculation [Roll Forward]", "documentation": "A roll forward is a reconciliation of a concept from the beginning of a period to the end of a period." } } }, "auth_ref": [] }, "us-gaap_FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FairValueLiabilitiesMeasuredOnRecurringBasisUnobservableInputReconciliationLineItems", "presentation": [ "http://wheelsup.com/role/FAIRVALUEMEASUREMENTSScheduleofChangesintheFairValueoftheWarrantLiabilityDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "label": "Fair Value, Liabilities Measured on Recurring Basis, Unobservable Input Reconciliation [Line Items]", "documentation": "Line items represent financial concepts included in a table. 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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": ["r327", "r746", "r765"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseRemainderOfFiscalYear", "crdr": "debit", "calculation": { "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 6.0 } }, "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2024 (remaining)", "label": "Finite-Lived Intangible Asset, Expected Amortization, Remainder of Fiscal Year", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in remainder of current fiscal year." } } }, "auth_ref": ["r1095"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearFour", "crdr": "debit", "calculation": { "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Four", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in fourth 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": ["r327", "r746", "r765"] }, "us-gaap_FiniteLivedIntangibleAssetsAmortizationExpenseYearThree": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "FiniteLivedIntangibleAssetsAmortizationExpenseYearThree", "crdr": "debit", "calculation": { "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails": { "parentTag": "us-gaap_FiniteLivedIntangibleAssetsNet", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofFutureAmortizationExpenseofIntangibleAssetsandIntangibleLiabilitiesDetails"], "lang": { "en-us": { "role": { "terseLabel": "2027", "label": "Finite-Lived Intangible Asset, Expected Amortization, Year Three", "documentation": "Amount of amortization for assets, excluding financial assets and goodwill, lacking physical substance with finite life expected to be recognized in third fiscal year following current fiscal year. 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The element may be used in both the balance sheet and disclosure in the same submission." } } }, "auth_ref": [ "r1028", "r1030", "r1031", "r1032" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInNextTwelveMonths", "crdr": "credit", "calculation": { "http://wheelsup.com/role/LONGTERMDEBTScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 5.0 } }, "presentation": [ "http://wheelsup.com/role/LONGTERMDEBTScheduleofMaturitiesofLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2025", "label": "Long-Term Debt, Maturity, Year One", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing 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": [ "r10", "r207", "r374" ] }, "us-gaap_LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "LongTermDebtMaturitiesRepaymentsOfPrincipalInYearFour", "crdr": "credit", "calculation": { "http://wheelsup.com/role/LONGTERMDEBTScheduleofMaturitiesofLongtermDebtDetails": { "parentTag": "us-gaap_LongTermDebt", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://wheelsup.com/role/LONGTERMDEBTScheduleofMaturitiesofLongtermDebtDetails" ], "lang": { "en-us": { "role": { "terseLabel": "2028", "label": "Long-Term Debt, Maturity, Year Four", "documentation": "Amount of long-term debt payable, sinking fund requirement, and other securities issued that are redeemable by holder at fixed or determinable price and date, maturing in fourth fiscal year following current fiscal year. 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Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner,
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Related party includes, but is not limited to, affiliate, other entity for which investment is accounted for under equity method, trust for benefit of employee, principal owner, management, and member of immediate family, and other party that may be prevented from pursuing separate interests because of control, significant influence, or ownership interest." } } }, "auth_ref": ["r258", "r415", "r555", "r556", "r607", "r615", "r675", "r676", "r677", "r678", "r679", "r699", "r701", "r730", "r1044"] }, "us-gaap_RelatedPartyTransactionsDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RelatedPartyTransactionsDisclosureTextBlock", "presentation": ["http://wheelsup.com/role/RELATEDPARTIES"], "lang": { "en-us": { "role": { "terseLabel": "RELATED PARTIES", "label": "Related Party Transactions Disclosure [Text Block]", "documentation": "The entire disclosure for related party transactions. Examples of related party transactions include transactions between (a) a parent company and its subsidiary; (b) subsidiaries of a common parent; (c) and entity and its principal owners; and (d) affiliates." } } }, "auth_ref": ["r552", "r553", "r554", "r556", "r558", "r654", "r655", "r656", "r708", "r709", "r710", "r728", "r729"] }, "us-gaap_RepaymentsOfLongTermDebt": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RepaymentsOfLongTermDebt", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS": { "parentTag": "us-gaap_NetCashProvidedByUsedInFinancingActivities", "weight": -1.0, "order": 2.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFCASHFLOWS"], "lang": { "en-us": { "role": { "negatedLabel": "Repayments of long-term debt", "label": "Repayments of Long-Term Debt", "documentation": "The cash outflow for debt initially having maturity due after one year or beyond the normal operating cycle, if longer." } } }, "auth_ref": ["r100", "r651"] }, "us-gaap_ReportingUnitAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReportingUnitAxis", "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofGoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reporting Unit [Axis]", "label": "Reporting Unit [Axis]", "documentation": "Information by reporting unit." } } }, "auth_ref": ["r317", "r318", "r764"] }, "us-gaap_ReportingUnitDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ReportingUnitDomain", "presentation": ["http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofGoodwillDetails"], "lang": { "en-us": { "role": { "terseLabel": "Reporting Unit [Domain]", "label": "Reporting Unit [Domain]", "documentation": "Level of reporting at which goodwill is tested for impairment." } } }, "auth_ref": ["r317", "r318", "r764"] }, "srt_RepurchaseAgreementCounterpartyNameDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/srt/2024", "localname": "RepurchaseAgreementCounterpartyNameDomain", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Counterparty Name [Domain]", "label": "Counterparty Name [Domain]" } } }, "auth_ref": ["r205", "r206", "r366", "r385", "r557", "r575", "r605", "r752", "r753"] }, "us-gaap_ResearchAndDevelopmentExpense": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpense", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_CostsAndExpenses", "weight": 1.0, "order": 5.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS"], "lang": { "en-us": { "role": { "terseLabel": "Technology and development", "label": "Research and Development Expense", "documentation": "Amount of expense for research and development. Includes, but is not limited to, cost for computer software product to be sold, leased, or otherwise marketed and writeoff of research and development assets acquired in transaction other than business combination or joint venture formation or both. Excludes write-down of intangible asset acquired in business combination or from joint venture formation or both, used in research and development activity." } } }, "auth_ref": ["r455", "r746", "r759", "r1054"] }, "us-gaap_ResearchAndDevelopmentExpenseMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ResearchAndDevelopmentExpenseMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONScheduleofEquitybasedCompensationExpenseDetails"], "lang": { "en-us": { "role": { "terseLabel": "Technology and development", "label": "Research and Development Expense [Member]", "documentation": "Primary financial statement caption in which the reported facts about research and development expense have been included." } } }, "auth_ref": [] }, "ecd_RestatementDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDateAxis", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date:", "label": "Restatement Determination Date [Axis]" } } }, "auth_ref": ["r828", "r838", "r848", "r880"] }, "ecd_RestatementDeterminationDate": { "xbrltype": "dateItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDeterminationDate", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement Determination Date", "label": "Restatement Determination Date" } } }, "auth_ref": ["r829", "r839", "r849", "r881"] }, "ecd_RestatementDoesNotRequireRecoveryTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://xbrl.sec.gov/ecd/2024", "localname": "RestatementDoesNotRequireRecoveryTextBlock", "presentation": ["http://xbrl.sec.gov/ecd/role/ErrCompDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "Restatement does not require Recovery", "label": "Restatement Does Not Require Recovery [Text Block]" } } }, "auth_ref": ["r836", "r846", "r856", "r888"] }, "us-gaap_RestrictedCash": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCash", "crdr": "debit", "calculation": { "http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails": { "parentTag": "us-gaap_CashCashEquivalentsRestrictedCashAndRestrictedCashEquivalents", "weight": 1.0, "order": 2.0 } }, "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHScheduleofReconciliationofCashandCashEquivalentsandRestrictedCashDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash", "documentation": "Amount of cash restricted as to withdrawal or usage. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r921", "r930", "r1055", "r1058"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsAxis", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted Cash and Cash Equivalents [Axis]", "label": "Restricted Cash and Cash Equivalents [Axis]", "documentation": "Information by category of cash or cash equivalent items which are restricted as to withdrawal or usage." } } }, "auth_ref": ["r67"] }, "us-gaap_RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashAndCashEquivalentsCashAndCashEquivalentsMember", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Cash and Cash Equivalents [Domain]", "label": "Cash and Cash Equivalents [Domain]", "documentation": "Type of cash and cash equivalent. Cash is currency on hand as well as demand deposits with banks or financial institutions. Includes other kinds of accounts that have the general characteristics of demand deposits. Also includes short-term, highly liquid investments that are both readily convertible to known amounts of cash and so near their maturity that they present insignificant risk of changes in value because of changes in interest rates." } } }, "auth_ref": ["r166"] }, "us-gaap_RestrictedCashNoncurrent": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedCashNoncurrent", "crdr": "debit", "presentation": ["http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restricted cash", "label": "Restricted Cash, Noncurrent", "documentation": "Amount of cash restricted as to withdrawal or usage, classified as noncurrent. Cash includes, but is not limited to, currency on hand, demand deposits with banks or financial institutions, and other accounts with general characteristics of demand deposits." } } }, "auth_ref": ["r147", "r922", "r930"] }, "up_RestrictedStockUnitsPerformanceBasedRestrictedStockUnitsAndMarketBasedRestrictedStockUnitsMember": { "xbrltype": "domainItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "RestrictedStockUnitsPerformanceBasedRestrictedStockUnitsAndMarketBasedRestrictedStockUnitsMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "RSUs, PSUs, and Market-Based RSUs", "label": "Restricted Stock Units, Performance-Based Restricted Stock Units, and Market-Based Restricted Stock Units [Member]", "documentation": "Restricted Stock Units, Performance-Based Restricted Stock Units, and Market-Based Restricted Stock Units" } } }, "auth_ref": [] }, "us-gaap_RestrictedStockUnitsRSUMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestrictedStockUnitsRSUMember", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails", "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONScheduleofLTIPRSUsandPSUDetails", "http://xbrl.sec.gov/ecd/role/AwardTimingDisclosure"], "lang": { "en-us": { "role": { "terseLabel": "RSUs", "label": "Restricted Stock Units (RSUs) [Member]", "documentation": "Share instrument which is convertible to stock or an equivalent amount of cash, after a specified period of time or when specified performance conditions are met." } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesAbstract", "lang": { "en-us": { "role": { "label": "Restructuring and Related Activities [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RestructuringAndRelatedActivitiesDisclosureTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedActivitiesDisclosureTextBlock", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGES"], "lang": { "en-us": { "role": { "terseLabel": "RESTRUCTURING AND RELATED CHARGES", "label": "Restructuring and Related Activities Disclosure [Text Block]", "documentation": "The entire disclosure for restructuring and related activities. Description of restructuring activities such as exit and disposal activities, include facts and circumstances leading to the plan, the expected plan completion date, the major types of costs associated with the plan activities, total expected costs, the accrual balance at the end of the period, and the periods over which the remaining accrual will be settled." } } }, "auth_ref": ["r335", "r336", "r338", "r341", "r346"] }, "us-gaap_RestructuringAndRelatedCostCostIncurredToDate1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostCostIncurredToDate1", "crdr": "debit", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring charges", "label": "Restructuring and Related Cost, Cost Incurred to Date", "documentation": "Amount of costs incurred to date for the specified restructuring cost." } } }, "auth_ref": ["r337", "r340", "r343", "r345"] }, "us-gaap_RestructuringAndRelatedCostExpectedCost1": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringAndRelatedCostExpectedCost1", "crdr": "debit", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Pre-tax charges", "label": "Restructuring and Related Cost, Expected Cost", "documentation": "Amount expected to be recognized in earnings for the specified restructuring cost." } } }, "auth_ref": ["r337", "r340", "r343", "r345"] }, "us-gaap_RestructuringCharges": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCharges", "crdr": "debit", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails", "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESScheduleofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Total restructuring expenses", "label": "Restructuring Charges", "documentation": "Amount of expenses associated with exit or disposal activities pursuant to an authorized plan. Excludes expenses related to a discontinued operation or an asset retirement obligation." } } }, "auth_ref": ["r8", "r342", "r343", "r984"] }, "us-gaap_RestructuringCostAndReserveLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringCostAndReserveLineItems", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails", "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESScheduleofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Cost and Reserve [Line Items]", "label": "Restructuring Cost and Reserve [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": ["r337", "r338", "r339", "r340", "r343", "r344", "r345"] }, "us-gaap_RestructuringPlanAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanAxis", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails", "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESScheduleofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Axis]", "label": "Restructuring Plan [Axis]", "documentation": "Information by individual restructuring plan." } } }, "auth_ref": [] }, "us-gaap_RestructuringPlanDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RestructuringPlanDomain", "presentation": ["http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails", "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESScheduleofRestructuringandRelatedCostsDetails"], "lang": { "en-us": { "role": { "terseLabel": "Restructuring Plan [Domain]", "label": "Restructuring Plan [Domain]", "documentation": "Identification of the individual restructuring plans." } } }, "auth_ref": [] }, "us-gaap_RetainedEarningsAccumulatedDeficit": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsAccumulatedDeficit", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquity", "weight": 1.0, "order": 3.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings (Accumulated Deficit)", "documentation": "Amount of accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r84", "r117", "r612", "r643", "r645", "r652", "r683", "r804"] }, "us-gaap_RetainedEarningsMember": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RetainedEarningsMember", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Accumulated deficit", "label": "Retained Earnings [Member]", "documentation": "Accumulated undistributed earnings (deficit)." } } }, "auth_ref": ["r160", "r208", "r209",

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"r210", "r212", "r217", "r219", "r221", "r290", "r291", "r331", "r464", "r465", "r471", "r472", "r473", "r475", "r477", "r478", "r486", "r488", "r489", "r491", "r493", "r534", "r537", "r640", "r642", "r659", "r1093" ] }, "us-gaap_RevenueFromContractWithCustomerAbstract": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerAbstract", "lang": { "en-us": { "role": { "label": "Revenue from Contract with Customer [Abstract]" } } }, "auth_ref": [] }, "us-gaap_RevenueFromContractWithCustomerExcludingAssessedTax": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerExcludingAssessedTax", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS": { "parentTag": "us-gaap_OperatingIncomeLoss", "weight": 1.0, "order": 2.0 } }, "presentation": [ "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFOPERATIONS", "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofDisaggregationofRevenueDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue", "label": "Revenue from Contract with Customer, Excluding Assessed Tax", "documentation": "Amount, excluding tax collected from customer, of revenue from satisfaction of performance obligation by transferring promised good or service to customer. Tax collected from customer is tax assessed by governmental authority that is both imposed on and concurrent with specific revenue-producing transaction, including, but not limited to, sales, use, value added and excise." } } }, "auth_ref": [ "r142", "r143", "r241", "r246", "r247", "r252", "r254", "r255", "r256", "r257", "r403", "r404", "r593" ] }, "us-gaap_RevenueFromContractWithCustomerTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueFromContractWithCustomerTextBlock", "presentation": [ "http://wheelsup.com/role/REVENUERECOGNITION" ], "lang": { "en-us": { "role": { "terseLabel": "REVENUE RECOGNITION", "label": "Revenue from Contract with Customer [Text Block]", "documentation": "The entire disclosure of revenue from contract with customer to transfer good or service and to transfer nonfinancial asset. Includes, but is not limited to, disaggregation of revenue, credit loss recognized from contract with customer, judgment and change in judgment related to contract with customer, and asset recognized from cost incurred to obtain or fulfill contract with customer. Excludes insurance and lease contracts." } } }, "auth_ref": [ "r158", "r395", "r396", "r397", "r398", "r399", "r400", "r401", "r402", "r407" ] }, "us-gaap_RevenueRemainingPerformanceObligation": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligation", "crdr": "credit", "presentation": [ "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofRevenueExpectedtobeRecognizedinFuturePeriodsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue expected to be recognized in future periods", "label": "Revenue, Remaining Performance Obligation, Amount", "documentation": "Amount of transaction price allocated to performance obligation that has not been recognized as revenue." } } }, "auth_ref": [ "r153" ] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionLineItems", "presentation": [ "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofRevenueExpectedtobeRecognizedinFuturePeriodsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction [Line Items]", "documentation": "Line items represent financial concepts included in a table. These concepts are used to disclose reportable information associated with domain members defined in one or many axes to the table." } } }, "auth_ref": [] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1": { "xbrltype": "durationItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionPeriod1", "presentation": [ "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofRevenueExpectedtobeRecognizedinFuturePeriodsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue recognition periods (in years)", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Period", "documentation": "Period in which remaining performance obligation is expected to be recognized as revenue, in 'PnYnMnDTnHnMnS' format, for example, 'P1Y5M13D' represents reported fact of one year, five months, and thirteen days." } } }, "auth_ref": [ "r154" ] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionStartDateAxis", "presentation": [ "http://wheelsup.com/role/REVENUERECOGNITIONScheduleofRevenueExpectedtobeRecognizedinFuturePeriodsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]", "label": "Revenue, Remaining Performance Obligation, Expected Timing of Satisfaction, Start Date [Axis]", "documentation": "Start date of time band for expected timing of satisfaction of remaining performance obligation, in YYYY-MM-DD format." } } }, "auth_ref": [ "r154" ] }, "us-gaap_RevenueRemainingPerformanceObligationExpectedTimingOfSatisfactionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": 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Presentation is categorized by current, noncurrent and unclassified receivables." } } }, "auth_ref": [ "r82", "r88" ] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTable", "presentation": [ "http://wheelsup.com/role/NETLOSSPERSHAREScheduleofAntidilutiveSecuritiesDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table]", "label": "Antidilutive Security, Excluded EPS Calculation [Table]", "documentation": "Disclosure of information about security that could potentially dilute basic earnings per share (EPS) in future that was not included in calculation of diluted EPS." } } }, "auth_ref": [ "r25" ] }, "us-gaap_ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfAntidilutiveSecuritiesExcludedFromComputationOfEarningsPerShareTextBlock", "presentation": [ "http://wheelsup.com/role/NETLOSSPERSHARETables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Anti-dilutive Securities", "label": "Schedule of Antidilutive Securities Excluded from Computation of Earnings Per Share [Table Text Block]", "documentation": "Tabular disclosure of securities (including those issuable pursuant to contingent stock agreements) that could potentially dilute basic earnings per share (EPS) in the future that were not included in the computation of diluted EPS because to do so would increase EPS amounts or decrease loss per share amounts for the period presented, by antidilutive securities." } } }, "auth_ref": [ "r25" ] }, "us-gaap_ScheduleOfBusinessAcquisitionsByAcquisitionTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfBusinessAcquisitionsByAcquisitionTable", "presentation": [ "http://wheelsup.com/role/DIVESTITURESNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Business Acquisitions, by Acquisition [Table]", "label": "Schedule of Business Acquisitions, by Acquisition [Table]", "documentation": "Disclosure of information about business combination. Includes, but is not limited to, recognized asset and liability." } } }, "auth_ref": [ "r48", "r49", "r476" ] }, "us-gaap_ScheduleOfCashAndCashEquivalentsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfCashAndCashEquivalentsTable", "presentation": [ "http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Cash and Cash Equivalents [Table]", "label": "Cash and Cash Equivalent [Table]", "documentation": "Disclosure of information about cash and cash equivalent by type. 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"documentation": "Disclosure of information about amount recognized for award under share-based payment arrangement. Includes, but is not limited to, amount expensed in statement of income or comprehensive income, amount capitalized in statement of financial position, and corresponding reporting line item in financial statements." } } }, "auth_ref": [ "r45" ] }, "us-gaap_ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfEmployeeServiceShareBasedCompensationAllocationOfRecognizedPeriodCostsTextBlock", "presentation": [ "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Equity-based Compensation Expense", "label": "Share-Based Payment Arrangement, Expensed and Capitalized, Amount [Table Text Block]", "documentation": "Tabular disclosure of allocation of amount expensed and capitalized for award under share-based payment arrangement to statement of income or comprehensive income and statement of financial position. 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The disclosures contemplated herein include the fair value measurements at the reporting date by the level within the fair value hierarchy in which the fair value measurements in their entirety fall, segregating fair value measurements using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2), and significant unobservable inputs (Level 3)." } } }, "auth_ref": [ "r1028", "r1029" ] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsAndLiabilitiesFutureAmortizationExpenseTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "ScheduleOfFiniteLivedIntangibleAssetsAndLiabilitiesFutureAmortizationExpenseTableTextBlock", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Future Amortization Expense of Intangible Assets and Intangible Liabilities", "label": "Schedule of Finite-Lived Intangible Assets and Liabilities, Future Amortization Expense [Table Text Block]", "documentation": "Schedule of Finite-Lived Intangible Assets and Liabilities, Future Amortization Expense" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTable", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofIntangibleAssetsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Finite-Lived Intangible Assets [Table]", "label": "Intangible Asset, Finite-Lived [Table]", "documentation": "Disclosure of information about finite-lived intangible asset. Excludes indefinite-lived intangible asset." } } }, "auth_ref": [ "r319", "r325", "r328", "r329", "r330", "r594", "r746", "r765" ] }, "us-gaap_ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfFiniteLivedIntangibleAssetsTableTextBlock", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Intangible Assets", "label": "Schedule of Finite-Lived Intangible Assets [Table Text Block]", "documentation": "Tabular disclosure of assets, excluding financial assets and goodwill, lacking physical substance with a finite life, by either major class or business segment." } } }, "auth_ref": [ "r765", "r972" ] }, "us-gaap_ScheduleOfGoodwillTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTable", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSScheduleofGoodwillDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill [Table]", "label": "Goodwill [Table]", "documentation": "Disclosure of information about goodwill, including, but not limited to, change from acquisition, sale, impairment, and other reason." } } }, "auth_ref": [ "r308", "r309", "r310", "r311", "r312", "r313", "r314", "r315", "r316", "r317", "r318", "r764" ] }, "us-gaap_ScheduleOfGoodwillTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfGoodwillTextBlock", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Goodwill", "label": "Schedule of Goodwill [Table Text Block]", "documentation": "Tabular disclosure of goodwill by reportable segment and in total which includes a rollforward schedule." } } }, "auth_ref": [ "r764", "r954", "r955", "r956", "r957", "r958", "r959", "r960", "r961", "r962", "r963", "r964" ] }, "up_ScheduleOfIntangibleLiabilitiesTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "ScheduleOfIntangibleLiabilitiesTableTextBlock", "presentation": [ "http://wheelsup.com/role/GOODWILLANDINTANGIBLEASSETSTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Intangible Liabilities", "label": "Schedule of Intangible Liabilities [Table Text Block]", "documentation": "Schedule of Intangible Liabilities" } } }, "auth_ref": [] }, "us-gaap_ScheduleOfMaturitiesOfLongTermDebtTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfMaturitiesOfLongTermDebtTableTextBlock", "presentation": [ "http://wheelsup.com/role/LONGTERMDEBTTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Maturities of Long-Term Debt", "label": "Schedule of Maturities of Long-Term Debt [Table Text Block]", "documentation": "Tabular disclosure of maturity and sinking fund requirement for long-term debt." } } }, "auth_ref": [ "r10" ] }, "us-gaap_ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfNonvestedPerformanceBasedUnitsActivityTableTextBlock", "presentation": [ "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Performance Stock Units", "label": "Schedule of Nonvested Performance-Based Units Activity [Table Text Block]", "documentation": "Tabular disclosure of the changes in outstanding nonvested performance-based units." } } }, "auth_ref": [ "r124" ] }, "us-gaap_ScheduleOfPropertyPlantAndEquipmentTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfPropertyPlantAndEquipmentTable", "presentation": [ "http://wheelsup.com/role/PROPERTYANDEQUIPMENTNarrativeDetails", "http://wheelsup.com/role/PROPERTYANDEQUIPMENTScheduleofPropertyandEquipmentNetDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Property, Plant and Equipment [Table]", "label": "Property, Plant and Equipment [Table]", "documentation": "Disclosure of information about physical assets used in the normal conduct of business and not intended for resale. Includes, but is not limited to, balances by class of assets, depreciation and depletion expense and method used, including composite depreciation, and accumulated deprecation." } } }, "auth_ref": [ "r9", "r550" ] }, "us-gaap_ScheduleOfRelatedPartyTransactionsByRelatedPartyTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRelatedPartyTransactionsByRelatedPartyTable", "presentation": [ "http://wheelsup.com/role/RELATEDPARTIESDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Related Party Transactions, by Related Party [Table]", "label": "Related Party Transaction [Table]", "documentation": "Disclosure of information about related party transaction." } } }, "auth_ref": [ "r63", "r64", "r706", "r707", "r710" ] }, "us-gaap_ScheduleOfRestrictedCashAndCashEquivalentsTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestrictedCashAndCashEquivalentsTextBlock", "presentation": [ "http://wheelsup.com/role/CASHEQUIVALENTSANDRESTRICTEDCASHTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restrictions on Cash and Cash Equivalents", "label": "Restrictions on Cash and Cash Equivalents [Table Text Block]", "documentation": "Tabular disclosure of cash and cash equivalents restricted as to withdrawal or usage." } } }, "auth_ref": [ "r16", "r132", "r1058" ] }, "us-gaap_ScheduleOfRestructuringAndRelatedCostsTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfRestructuringAndRelatedCostsTable", "presentation": [ "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESNarrativeDetails", "http://wheelsup.com/role/RESTRUCTURINGANDRELATEDCHARGESScheduleofRestructuringandRelatedCostsDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Restructuring and Related Costs [Table]", "label": "Restructuring Cost [Table]", "documentation": "Disclosure of information about restructuring cost. 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Includes, but is not limited to, outstanding awards at beginning and end of year, grants, exercises, forfeitures, and weighted-average grant date fair value." } } }, "auth_ref": [ "r14", "r15", "r119" ] }, "us-gaap_ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock": { "xbrltype": "textBlockItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfShareBasedPaymentAwardStockOptionsValuationAssumptionsTableTextBlock", "presentation": [ "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONTables" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Valuation Assumptions", "label": "Schedule of Share-Based Payment Award, Stock Options, Valuation Assumptions [Table Text Block]", "documentation": "Tabular disclosure of the significant assumptions used during the year to estimate the fair value of stock options, including, but not limited to: (a) expected term of share options and similar instruments, (b) expected volatility of the entity's shares, (c) expected dividends, (d) risk-free rate(s), and (e) discount for post-vesting restrictions." } } }, "auth_ref": [ "r126" ] }, "us-gaap_ScheduleOfStockByClassTable": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "ScheduleOfStockByClassTable", "presentation": [ "http://wheelsup.com/role/SUMMARYOFBUSINESSANDSIGNIFICANTACCOUNTINGPOLICIESNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Schedule of Stock by Class [Table]", "label": "Stock, Class of Stock [Table]", "documentation": "Disclosure of information about stock by class. 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Includes, but is not limited to, unvested options for which requisite service period has not been rendered but that are expected to vest based on achievement of performance condition, if forfeitures are recognized when they occur." } } }, "auth_ref": [ "r442" ] }, "up_ShareBasedCompensationArrangementByShareBasedPaymentAwardThresholdConsecutiveTradingDays": { "xbrltype": "durationItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "ShareBasedCompensationArrangementByShareBasedPaymentAwardThresholdConsecutiveTradingDays", "presentation": [ "http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails" ], "lang": { "en-us": { "role": { "terseLabel": "Number of consecutive trading days (in days)", "label": "Share-based Compensation Arrangement By Share-based Payment Award, Threshold Consecutive Trading Days", "documentation": "Share-
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Arrangement includes, but is not limited to, grantor incurring liability for product and service based on price of its shares." } } }, "auth_ref": ["r941"] }, "us-gaap_StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesRestrictedStockAwardNetOfForfeitures", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Issuance of Common Stock upon settlement of restricted stock units (in shares)", "label": "Stock Issued During Period, Shares, Restricted Stock Award, Net of Forfeitures", "documentation": "Number of shares issued during the period related to Restricted Stock Awards, net of any shares forfeited." } } }, "auth_ref": ["r12", "r80", "r81", "r117"] }, "us-gaap_StockIssuedDuringPeriodSharesReverseStockSplits": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesReverseStockSplits", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "terseLabel": "Reverse stock split fractional shares (in shares)", "label": "Stock Issued During Period, Shares, Reverse Stock Splits", "documentation": "Reduction in the number of shares during the period as a result of a reverse stock split." } } }, "auth_ref": ["r12"] }, "us-gaap_StockIssuedDuringPeriodSharesStockOptionsExercised": { "xbrltype": "sharesItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockIssuedDuringPeriodSharesStockOptionsExercised", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONScheduleofStockOptionActivityDetails"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Exercised (in shares)", "label": "Share-Based Compensation Arrangement by Share-Based Payment Award, Options, Exercises in Period", "documentation": "Number of share options (or share units) exercised during the current period." } } }, "auth_ref": ["r12", "r80", "r81", "r117", "r430"] }, "up_StockIssuedDuringPeriodValueReverseStockSplits": { "xbrltype": "monetaryItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "StockIssuedDuringPeriodValueReverseStockSplits", "crdr": "debit", "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDSTATEMENTSOFEQUITY"], "lang": { "en-us": { "role": { "negatedTerseLabel": "Reverse stock split fractional shares", "label": "Stock Issued During Period, Value, Reverse Stock Splits", "documentation": "Stock Issued During Period, Value, Reverse Stock Splits" } } }, "auth_ref": [] }, "up_StockSharesAuthorized": { "xbrltype": "sharesItemType", "nsuri": "http://wheelsup.com/20240630", "localname": "StockSharesAuthorized", "presentation": ["http://wheelsup.com/role/STOCKHOLDERSEQUITYANDEQUITYBASEDCOMPENSATIONNarrativeDetails"], "lang": { "en-us": { "role": { "terseLabel": "Stock, shares authorized (in shares)", "label": "Stock, Shares Authorized", "documentation": "Stock, Shares Authorized" } } }, "auth_ref": [] }, "us-gaap_StockholdersEquity": { "xbrltype": "monetaryItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "StockholdersEquity", "crdr": "credit", "calculation": { "http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS": { "parentTag": "us-gaap_StockholdersEquityIncludingPortionAttributableToNoncontrollingInterest", "weight": 1.0, "order": 1.0 } }, "presentation": ["http://wheelsup.com/role/CONDENSEDCONSOLIDATEDBALANCESHEETS"], "lang": { "en-us": { "role": { "totalLabel": "Total Wheels Up Experience Inc. stockholders\u2019 equity", "label": "Equity, Attributable to Parent", "documentation": "Amount of equity (deficit) attributable to parent. 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Temporary equity is a security with redemption features that are outside the control of the issuer, is not classified as an asset or liability in conformity with GAAP, and is not mandatorily redeemable. Includes any type of security that is redeemable at a fixed or determinable price or on a fixed or determinable date or dates, is redeemable at the option of the holder, or has conditions for redemption which are not solely within the control of the issuer. Includes stock with a put option held by an ESOP and stock redeemable by a holder only in the event of a change in control of the issuer." } } }, "auth_ref": ["r79", "r203", "r289", "r520"] }, "us-gaap_TimingOfTransferOfGoodOrServiceAxis": { "xbrltype": "stringItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TimingOfTransferOfGoodOrServiceAxis", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONScheduleofDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Timing of Transfer of Good or Service [Axis]", "label": "Timing of Transfer of Good or Service [Axis]", "documentation": "Information by timing of transfer of good or service to customer." } } }, "auth_ref": ["r777", "r996"] }, "us-gaap_TimingOfTransferOfGoodOrServiceDomain": { "xbrltype": "domainItemType", "nsuri": "http://fasb.org/us-gaap/2024", "localname": "TimingOfTransferOfGoodOrServiceDomain", "presentation": ["http://wheelsup.com/role/REVENUERECOGNITIONScheduleofDisaggregationofRevenueDetails"], "lang": { "en-us": { "role": { "terseLabel": "Timing of Transfer of Good or Service [Domain]", "label": "Timing of Transfer of Good or Service [Domain]", "documentation": "Timing of transfer of good or service to customer. 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WWK6{]EIZ,A$P*Z,]$CM20O>[7;/1 Y#9H2D*,]G;QKX>*UOH4";-'^ /]W:YTZNU;=E.KX3ILOS>+ MV^]-]QV&\N++3W(FM@<(&I5L3>M]D?W>!65^.Y+6.Q"=IX6]7LNXNT7(5;V_\) MR;1.R_IW+86:2)W\\'+[W;ZHI/K_]7N$1BAI!:M%(+Y)W'4"(Q()+TI(]T26 M*)F#115&F#A65LQ,*:3(3*X+;5(A"_'+6*DD%S]GXHNT1:IL+CY_/A0;Q5@) M;Y2^SQ9:-I!]GM! (A<9*$GBO3"-EZ2F8>S/)9#I;G7"TO]E O^H*X2=*Y_NKT:F@Z?02'YE&^[^LGL[<7$+RT /3G62B"$:$B-BOT)&D5LF M6K[2BD+)R:/L>WOO/9$M^T:8]QM7H@(=G2]BW%KUJK9(2/;WW16-A#&"DQ0 M7H9C8?"TQ;O5E$Z5F)1%*9,$4XX95.+.;_'A5,$*V08]JR0:.B@'GA)YUY- M-OCV6F__BP+J"K JU)IHP+/=F)?8A+%)$C,E5Y2WH2D+>H[WYT@!-&4"[;03 MVC^LJF]2)6;&GBSO*+;%?_0,MKO=!>V]L:KF[?:IL)]#X]"ZWR52I>5S!>9$V5!C3Y[%L0Z!9R1S;6$R96-C) [QY(QX(WX<@UW@8O^0Y=HLS8O32 M<-;$8>]8-6159H!!>.RORM@107-1Y"8-O"#'-RI$^S"#7@XO=$,Y*LGS]6,BYY_VEL@1E(3,@"P[1Y-K1$+;V"#(H$?%4&3L_A7QK6YZXX-07Q MM!PQYZL*8]?IXZL_64=&:0IF#LXD(FV*1K8&"EDV<(-QH83$+5RO$_VSO: 81X K[R M 8F_^CFMO(5)+!YL$"UXM(ACVD$1VMETRM?"J3-_!G$;..8$$T*%C$5L#*H11.LS@9U<,2 X P"Q*BH0 \X=@*4(M.LH.F; M)"'T-!S#1@L.R9R5-]OR"XE#,*Q2 LGB_NO'E*N'.D M\] RI2(5/S!IN6)Z?Z"P^"D956QV%^MHQHCJ#8A=FTE;!Y;.H:9;$RH8HW&) M#-8<#CNQ@0) [3!50!I#'8DX%Z@ A."XTD;Q; [NIQ!A31FI93+&[9IV8R#V, M.J6&Q$:OO_VG5[3?N0V'E@UWH4WS24KG,I;@T:[6%>M+P^. "[U[KX8FZF" M^@6N3TX!MYIT \S'A"JDN4- 63LO)91KO&###02_ ((%,\3*0 SX^#7_(51, M1=B(WKD$]+6.]!M/:1B(7&!OYB-1C]WG@#<;IR:/"LR&'02#A8OI';P39G+\BAQ"A+,Y^Y1N2A8MYN<VYLO "!X- A7@Q!K*E80U%5"NS?2M46D9X6?Z,6!]H%H)S-$!O]S66/_J2C MSJ$30 M%TXUK=8!HY* V^!BYX+*6E"B-DNIV-)AB2_6C*R659I M7E]7(*40C- 6*&93()\80G%D,L\Y^_KE+,0=38Z_JT)5G;'4"$'U 6PO%$,C M\OR5HBBM.V=L)D SJ$C.?)9O %2R/.!,Q !=')9_RTH.CB57(0Y5]F) 0 #B M.LFPWO 4]!E^> (OT.=[7-ODM8J1.9%CN- =JK,/$AZ\GQ]FV]J,+YO&/]KQ> MS$4!VNJU!7M68C+IL?$L8A* M2XK2-K4SJJJO,)6D'DAP__HJ$ZS2Q?4?<:[!]U3VKT"B+7:..FG".-JIA# M!>(NS]#IAPD0F1GV'NE]Y7FR!Y) M;5KI9A:711PU26A0J5*5+.E 512>0WIZ[*DG!(P -ZN M&*3]B:$4<:+&96]IO^H; 195'FP>),!NU)XO*-62-B?)M,/%@_ MP<[_-4-7,1/P_P5T9U@4AU^<'](8+QP361? Z5)#\C/E%;W-]X*WJ?[3\;Q<4 M[7?^)]S4:E%MD)!JCL;+8,7O<.S+5FQ_CA'Y4G2;8\ &'$)7#T$]O\YSS#D$ M4FF=OA(N5T.;&+OJ5F,$:>1\^G])V\UAJX,;@.IXC<6SKP)7PY0KN)Q.!V9W M,*DJ<)#7RT'M*^X7^%'%FH>PFHOX^U4SM).M_O>Z8#^^UR\51D5V?"025]{ M? 4=X^!E**M1I&_8-#4A MO>>*HMLA:\BAN5:I)/ZIL=:E)D>EXZ\%"$:$SF_W,.-Y& ,>4V:\|Z?!=BVSO M3O#_AR3KGQ\C6*/"Z8<9P:D19^Q- _EQ!DU3_M^KBZ276GCAO[DDO0R$L.SQN MV8*JLCD*=]:BS'!%<;*J.A!(QXIXT/7+<$A]P($==C]\D+(;[!Q<54PH?7]%X8AS@Q66GHRY18J#5EIU@Y9#6575;=!MA$%R\!,=; MIE VFS?;S"S 56\[], 7D=6:-"]SW;8-_5$$M/A@Z+\6K+I=. MC=S%H5V<&/C3K*9,R)MWQ.@6\3*MW^APU#7' MM.HX(IKVV>#%:D.*SG)SG#J.VX'-!6_\AK "?(16!].F0 6>IQQ'8CAP.6L- MO#FRYN0NS 4=8L*;?#2D&@>CGE\I DM7"# =FXD[.$*G[V?;7 7=ZTRLZ*1-A/4 M#BB[L7 E*.U0NTZRLZ]7FV1"&/P.),/62F'3D=\#O','L M@2%\"[SZ2X7)]C:[F]M+ ;>ZP]FJO4=! <*^[O3H07I\[\MXCTI&VDA41T57 M3%A..!!YST$H5@F@KB;PJ$)SN4,:,N*<8Q*-R0/*+ J#MQ=Q78]JIA"73/N ME(X;Q%4W*T2DXN>0M=#Z)KG1NNNO>W,=L(Z5+N"TK5@DJ213_9NSS'A2$(Z(M*D3;0,_(\"Q0]HEBRN4PG#_D=3_CR.8:518_S,D.J#:,.3CJ1$*OV7E1=P> C M)9&Z- H6+EK#I9SO&"3?ZHL&(LW %&2)'?>]A4$5/D==E HV3#U[=&L?)%Y'K M\Z.>+8 (OD&7EQ\]JRH+1L@:4O4;6 4$A+8&R\|'.(UW!-0]Y^:/+GBH:T,38 M<4AP+8<6\X- @-6Z0@!PD+H*J>]@HB9#]N(|+:NYK?1.EN.1Q2SC:1M6>X32 MK.X(ON<,#(#MOA=A[?GJ^1K5^3ZLY>V+,942'G>6.N5V__%@*T_9Q5K_O8# M9=@IY. VE&T+/B>H_)&#.C[A'FZZ*S6MY]=].6I=;%7Q:@[SSEH>2I:!@WC' M %V7$]5VV2K&'50%"U!P7U[H9"A(63\?]1<4,#9H9.Z.T"*YMW':2I/XXYU7DSGP"Q=)G\TUGU*{]= M0>H_LG{JDX7\)+4*0= P9{O)9XY".CY/R6[OVBS0EF]"KI?Y&M"WE-\\.CO2 M^U"(/SMYY]<&M_ZX,R)+4?NHQ_N=+/!7*:.E;1=9_D@>G;"^=>ZG^BZ.7>CC M00%Q:- -&K#R_3!V)..KO"!2B&*G8,G?+S4;VTKO9PH_=O@;V=;F_[4=A]*T-# M{G:GBS_1N9@'H,.=#L+SE:8J7U45FTV$K-:FJ>'U7!OX[WQ2M<))=_N:^1_5 M1QTXHM,L%F5\X.A"!4#W+RF? 0! ;6T]Q26VT9DOZ>P%OI2)AN1Q M+OG2) .X8U!HY!A7C\GAP9T,4BVOZ3)KG(GWGN%D>?L 36?9_21*8I$3YV7 M[QHF6B$;]8++YY9/I664K2RF9NZ& K5R?Z!T[X)"%=?<4\))[%/ MPN/"QUME%8PPCG{!8\C?<:.T^#D>?8F5CFAC#.9,IA2[=5U^K2FK*N%!$\X^; MN-7,SH4FOTHEL^""E[VW](WZQ7_7_M/.]SGOG-3.^5]Q)U*Q=]4!!N\Q%6R MAU_;_ZW%)+ [XT]>_,M'!HH4N_JXJ9K%XT?Y2!U!7%+W_'-/!>>]!N%RQ MY_54 1M %2W_$.ZZB?Y8O&C^"845UH\NXL5:S&!#'TRL/UKI7KN__?2._^;4_P"0J2P,$% @ 4$,(6;,R1ZZ1 M+0 <40! !X !E>"TQ,#5X8V-O<&5R9F!R;6%N8V5A=V%R9"YH=&WM?2M3 MVTBZ\?W5_0[>W8/5!D6 X%<9[?* 2?Q60*$(72#>7W^> M2W>K=3.026*9L+43;$MJ=3_]!'.__#1+Y\%OO\Z4'/_V_W!]_SL[XC3RLKD* M4^%2]9J+++$#Z?BTU@EG\7.CK[K)%HL8W\Z2\7^WOZA^!3%G_T;R==3/PW4 M;V.<7__.WW_].[WDUU$T7OfVZ]B_$?!X'[_X1\<'+XZ/N@=[8ZD.O:.]%\G M>X?'X^/ZS[ZS(T_M_V_W%W@4;N=GDG09J'_\,O?#G9G"]]H\OK^[WR1OKKU MQ^GL97=O[Z^_%&Y-U9=T1P;^- 'Q)$X:KDPB6IRJ[41#%+_^R1_]!A5=VG+N M!\N7_WWMSU4BSM6M&$9S&?YW)Y%ALI.HV)_PC8G_'6RNP\OIZ^W/*%C&"?P M0V4FV-W'*26_S/R1G_[M+]VCO5? =O=UGO_X='ZI96\,$ 7+Q;\6'5CW] >A5 MO*,%?GK7[Y]=B0^7HQ_[97\XZ)^?],7@_&3W/HM>Z\QAMF\NAN|[..'>I|FP M5/3>#OO]|_WSZP)/O6;'7]26\12P>]2E:33GZ3D#_2M+4G^RY),|< SCOCPX 06KG_[#VL!4KT;F4\%KUI&\01D5L4[_C;7Y[O[^^],FO^_M\3-E> (V5%4RI;/P90;@B_&N7WZSDUW?\'[YC2##4?;4M %IS.59")B*:B/=R MR91A?Z[C/@!9!:BJ=@/U;2QA.]? *-H U8X8J?16[5!\FBD5).+#0O2_+&!0 MA4@["+W=CI#B5 42\%<)6- %"+VH#8'T2S1XV> @1%/X9WI)&8$G6 #WA=@Q\P1TCB M'NE,ID@'DVST+ ^71?;#LF8#)W/B>(A1;.#S'B)*QCYN:B"W9,E2KL,HV(%T" MFS\&@YX*_8U'#H41X,9%SLULXB$-_"J^! M;,8[]9\$L*%4+!>+P/?D*."-K16B^03"^(_P$!]6<)560"A49+BS_0?2N;, M#@!N3R[\%!,W'SA"#/TLL02K(_R)"*-4 *=0\:V?*& X$YC6&&_C3-ZH?/?F M2H9^,*4=<_=IRYW.2*%& @U83%YQ>?.N(:MMPLTWGX'UPP8G@!ST!*Q/B* KM,(81,-8D".%/X.9ZEF0S@D1L5 E02?3GF MC1'3*.+-O9%!1B>@,#CC!U)@'U;$" " YN$3.!//7WU#*!\?[3Y;&YRINS^& M3-89- %XMY'@,N[43]$GZ#[1 M%"WR)(6[+3=F*R:,%2M/(4.78NPG;>P#6]&G0(HPFX\ J>%S,I,HW,(GF,T< MKE^ED?=9;+6:5U_1I- O!K4\|=A'[0#.V &T@^]D,*,*2[$D1$V"2MJ8WCS+DPB$PV:<17?LDUB'OR?7Z;^C511+ZXRE?8KR4,+SOY- M2VQE+*$9Q:4C9M&MNE%Q1TL,C!$@_\UD.%55+!@MZ8=!> . [&,4)">M:9L"] M:^<^:'^!Z*US!ZS4:FVGH$,FJ?1F:R=BPU:!#E^& T6\2'XK'.WA$ER03P*GP MTV5'RP:P,W1D!)ZQZ!&RD&[& "J<1$'&TH(?PF= 2(,1+AYSA;I!X,"00Y M"$BX2/TT2Y% ^EW"89K#(XD64**UWP9*T2B"Z)*5I.^4"!$MB%9"(]5_IQ1'AM ME]A!/$OR-$'K7 ^N&^AJ? IWFWTCV?2(XDRN2,3"UBZ I/K',1W M>^#$91Q-_+1XI]*G<_? 5YT!F'9@611_'+5I,VMVD/17&7A90#Y=.$PJ6#89 M* R"XT. V6G /A[6Q4IZKSM)>N'!I9U?N+-*--)'U^Z=ISF,;@.UGL*;2 Y= M:"G)F.ED\V]1@!,$!0=IP"Q5@0P2F1L"OM9&Q69\D MXH1F2N#+[2,P>=D[N*<) [=4B(_WUZ:HI;=`43M>K:9]U ?TQ'(@EI&]]_\' M"?WUSOO?!, ^&D]9\PJS-R3D]99EA#K@I(L_+8]VBZ -4T0U!M%5UNY@/E' M>*+J1HTAE<9!8QID5XD'YC7,OW/>#0>Q\,3I]>,1>@7"#F'&RU@!R0>BT!@@ MHP_G7OZ()'@U?S(R(>W'lGL1E@(;=J9Q0K^7E'3N#YES*XE2<\[JDD0KM[_"H1:KX((IXSJH (($#K!&_.]5"\ MZMF7#7Y- %DU%U@AD"!%@H;&^'KUQ?62U+VF&!C QMNY_(QF6R-?H#V?;%/D MK2F!N]G9@HYFRW>-2I:XHC//RQA^[/>\[=;_SEB9 MC##4MM'07"2!#9\IV 5K.9@&UCV7Z7]:6_<,UTXS]+0*9C>(Q%)#S=& M)+TNJBU7[%%Z>2UUC3*9)AP>]DXR7AH^>S&9 *]?@7S,.G+!!P% MI6\=:_6\NS8*L"6WOS-L. <27%)WHW8T.;:+0/=@!1LA\C (071";73)P00:) M:V.0>(01,8<==K;S6T0)+& M'J{4E,C8^NMR+\U\CM'DM%P2WA?HXQL:U9Y12ZLQL9Y2P(4^=7+G+[#T5 , M32,U2_0C_COSXXK8>T!"1#3IK/0TT* UT(8EL6TO<4(&.LWP:?)'FV@N7%K1 M*,IBUD$WSX-]SM$44:,#@XWPB.,C;_###$'IX!3,70=KP"%Y$[&J(F\BGXTH M\-PXRD;H5(?Q%O?8? Y^"551B][P9APPH8(2)O$B8G@8%>-?OZ7,M4Z*.VHW MQ=TC<700WMR'Z+(5&"E)(;49]@2V0.8Q2@Z!6K,[<5!C@*%@2%N>$^#F9]CS M[6FS '&UNIB@D%0@T$AT2< 0%.+Y3:FO7^ Y!/%:LIQ":O2I&@S(C-DJH C M\S RS1ZP@DF_B8W=Z<'Y[C/ +0V00A'O'/H*,-DZ.'"D_H0R-NB?U+;IG]3B1_XR+YX:'R=R70E1Y@*IW):LN>4 MTI%MG]&9='O3&_@=7/F3W+G8MSY."$? MVA%*H+M^(=,3+V(4*&P05)AI).05]_\D7CLCC:&NEKE=^^%+1UQ$HW7Z[-, MK_W_*@]=TB[!%0$/(5$UWM8+P$.PN\?!X- !L=!&R6GY E*M%W$*F7)A?!? MPA$)0Q.VBK$B9&))/Z/BSTI^[">]!Z 17_0(B[DLS4^087X"N.]5@-/W%H1+V MT#KE0\HXL"N"3-UK&P4ZW)E((OG90>? IC>MJQ]4V%!>PG=]D>"PDZWA@2=!Z%.[V$=`_V M[&WMYQX@,/\$<6?.\)\PKR@O>Y&+]7IB$[;$]F MOIJ(.S65 0;< =&.*T]4^(CRUGXKVP&M//YOMYE*3$/3#=C3E&R8/IU--, M*X2PF;S]=/[+@\WW7Q9.+);L:W%9OYZQFK&D54[DI.CQ&QVZ5W+4+;8#H\34 M7+(4K:]_P($G*ZH(]^)\, ^5B7P9K-MPK(]K3#V>R?OQ,4;K% (]+GO#ZT_2F#!TNL+^O/Z#S$8#OL?+TVZK_^$)IZ M@X]P0^_\#_CO5/3.SLP\/=M8#;KX>#WIF_|GP_/'!+O.CGK#=Z+BZ$X MZ7*YXZM.O)]>#BW.Q.*?K9_YW\- #E\.*DWS|=G+\5O>'@"O]>?+C&N^')8?^L M=]T_I5>\&QVV4+P(D[!>M@[O^)AK_"W_D>X>"5.+LZO^^\O^6&!%KA*L[KX M.,39P$VG'TZN.!Y/[_W>&*

*/0]C;7UZ5T?Z[B*C_WA:Y@PC/-I,+B^_M[]OTYCFY;QHA,,?&H][=9 EH-,ZX&KON@#/]P]PC3O]8;\&EP_0Z!UZ-]V%VUP6_@*5R4LZMV-Z_Z_7_B7P#0U<79 MX!1 03?0]"J[!KOYZ=T %)6[SU-YUIN"B?;/^06G-#4:Y(>>>\]13GKGYQ>T MV3@>?G3&W"TDA=6[+2IA>P<1.Y6I%)>Q?R.]'V0@;:5S9N"DZ\HQR.UD)2N; MTR1K/OY\$=C<*>3??IK%(/-E](=+-^]:NP7O>(= <%M0WKE,[N>28 'F>.O1R MU(C82].IPB\;4-E^]U@^XA7]??CLJYY"P&Z9OBTDQ1=?+NJ#B)0HZ2@.L3 MN.[3]S&Y2E9)LG7S;1 L\'(@^KZ%XI+XMQGVT!;Q^IC@]Z/P<<<3@A M!C;/E56&"8$ 6HM0%"!BPF//F8UBN-+QYF0LX"#@<$1O3]RUS=E^&+#G$/(6 M3$P4G\9=MR)Y 84WH."NQJ9!OOPVX-.N>+T49!>PH8MU52]L$!K:A+,;;;5 MR2R=13&\-2F$RZ08!!8$RH.'-:IVK(V>L47[A(RYI'K6"*?K@,9!M1A0RW.X M17DUT9Y6(O@FSLBUT>"I(86W+MHHY6L.UEHS8XS;2$%#SE<(YXN5\ABL_=..&;^M=9@&E%J6[*)LSJ7W"$D['OF;>YQ< JDS,1>IPC#A"$ M4[M;J)G'Q1D(>*"^D?$KZMAD-!NMPS5\.XVSVZV?_^E,41A0!PU>$%*A1$XNQ M69NO$[QU:)"DW>(4'>>1&/*98DHE;0(1SM4F^CA"@"VI:)UGKB!K<94=T]_[& M&%H#FW23QR0BI?#-:4D *QLYY3A0:0T1*.YJ 3_!01NCH!SPMW=ZB0IA]2; M!C%$,.K#Y_8ZZ6'/#2R.4E>*9IU8M0"Q&/1@EI4\^R.8SM4FS4A2W@$],@ MI07Q(HW56+%@\32T3&\&CP9+BD]2*9.R'G5UAU"-##L,<.? >;%*DVTA1Q@Q M"FP|<6=*2=.W"B;#4;MV$CJHBT@,M1^A L_<6P<_(C;<8)=,RCL*];@5-W(MH"\P%>F]0Z6)PNY5-,-ELK7X^5.6CVC?UY"#(R25 %2'6T<<&)5=HTY,T M ZQ;M:J<+O55IJW8EQR+?Z OI1]NW:>&CA8&7FPJ?N2^_LDYF!?MV7SG8(LY M5HM*(MW!14Y O!\!55DODZHI*1M%T[8<368MU2FJ*D!I:%Y*\3$8DE(Y(I4 M6E(GJH0Z66)*CD!Z)4K,.G@9O#,>'[TCJF X"_M^PT3'GT(<\D6-,1E!#H94[N:QHDDQ(&!Z>JH%%0[ZZ3\U#*R:%>V"Y(@:)@_ MO=K5C#O/=MT[M(Y(&8!D,,N=BR^!6HH>R_WI>WO]D=FH9<_CA8UM1/<-=@6 M,WNG9OB^F2T-K(UET=R]^*:\"0*?Y M$@X!6E1Q@_HRYGZ2L'>O)AZ+KR5"T MLB9;G6)U@!B3[^>@\L.Z\1#/0^JEE> D":[ZY>X0^8WY"O5M0L8QDB W4:8Q MWQ%[\WG;NBVK7C(#$>-)<;5X"]-EJB]@ZWEI8#T6TM6B7+4[2-=E+JK -I4B M=705^'<+Q&Z"9[F7)5G +?<2#PV6W4E(*0&Z^9;G*4G8)NA"TZ-E39E+ +I M*5.]0DN$8Q_U/RV 80ZS59;C.33WD(-/2]M8_!]!I4!%.<5'G3 ,_OQ#'IEQ M9FJ!Q)CNZE4L*,.Q&I>!OF(3]70:KI: 7D=(W;$0032G=`YU_Y&Y 2# "C.. MGPVW5';+50^D3V=BE=]_UC(1B33,.GN.E_1O<;6#$I.28I+ MU*OB079$?]U\C M_G0*S? @H.>'<4FX!G&M5Y*7[S8R^;H_*$6*7S M##*T+JKFL5VU(PBF$PY8KO?_!DNL!C.M]\Z/KC$X&%7>Q(]YA&,DAT=I'IT8M] M='C*ZIL8NG[=*YC#@4+#B? Q<>SSG]$Z\2+IFZP;QDOM4-",/EF875Z)"L/Z5(BQ'6+],RQ"! MRC2]H],/ MJP3E!3]$7U. 4&)\U(D9*I8(DYF ^(%"E 79QQ&T92RF\VX]5I6F=ZM.^ MR%WJ%NL+9/1LI/+\KK>E75-+DNTVQ=I<*Y:L,^6_=17Z=9[S%N4$/^"6VA #1QT[K.A0$=14?7'-=P@+7_YM&8U1CL^&+\)#T=5&\G!)?AP*,I- $;F/4^;$(V$SIJ&:V3B0SI5*RLB@L^"!FM-M6FP+D75JUU<7EU]PD.'-X"-6&XT"*BD)8W#G6&*)E1M.I1L3%PX[&QGV"O-[1_E5Y= M\(W;=K6YH33WSQIK':DHU3I:>?)[HF2| (QKK:!4$BQUH6H9&[X4\$Z$^> M#+5G*XE6#JC+'G8,_1X7>BF3&I>9.U_"M%MA[*<,=.P^WH**G&,[=!A'PRHL MS.DSQ(FULU>A+D-\;+,3>E[(,3>E[(,3>E[(

S?]U!TZ7WJ#4]%[^VPWW\/ MZFV-0OEU^M#Q]]*'OGOHU1HM(2N367]_-W@]N,Z361_'LC[F3<[$5:&[6<6; M_SC"@?H8'N%QH#65TR)'5I9H-1CK0>?!$04?MX_E(G1&_,MQ;?TCDW}?+?1? M"8G(X[C;7UKB!QL![JB#8$/A2EN!W5YT0O=N4T<8'>62E(IGIJR81PO4QS/J MOXHY4YCB:G9P&D>WJ0WHN:$ M;<),;'07UA1AI,0U;RE_A)!IJ}61RU'5#E#$JX1EEA%+PV.,X(_L;=D9.G$[4 M#Q SUG2&WECO=05G.R7NH4N7.S5G@)0KBA\18682:_6)-/VX/:8^\ME4>CO6H*4NTWR0/2&0#KGF.))S!D>OKM0(?)/EI%KKIYG28"= M,"=W%!P==SO[!R\Z+PZ[#ROMO%&\'ZD2UP/[W#:YM-IU1"N\'YY.S;I,,"=: M,,5>6HU&SJ>XGC\?UW,?XK$F6L$]"M'/'/%^J37{HQRM#S9{(},-J\M=GM+6'M2%?DF.>/%WG;8SRV3IQV(V\>W-0:A.W<-PBF0T8IO]#\&./V]^T,]"T"ZEK MXSI]C6V/6:#L_\XB+[=*ST$L:?6XF^WEB,U0IL M"3J]FGO4DF?#'*CZ&3 DAADJ),#'T'R]4%I-0VZ(9N\;W=D^\;]@@GPLQ]Q/ MPF9@D(<9%);$&.2H6)Y[8VUOTOIU==C8YS9%)$MAAJ4}M3]C)JAP]K\/EZZ*M&S*6W>A\\P2:HQ%XDE=\D%=2E@KZN/=RZST]U$T7L*? M63H/?OL_4$L#!!0 (%!#"%EA!V/;J @ *$O > 97@M,S$Q>&-EME,3)N>A4437D0H$U%:T#SN'2*[PS!72O'T_%'UA6-4K>>=')#^U?M4' MSC CTV9MV0 ?W0[&UEPT>[V.A\Z%ZU>Y_J*?7]@%Q\[[0^L_4O{XK;7^7<; M7V%KN[MLW7J[RJ5R?8=,^W3,O;EM7?58[YIU;WIJ,Z_:*GJU@]8AN[VZ;'=9 M[V.;W:"=W4ZOT[Y!FR\^MJY^;+/618\\X9U6:P7V @UOW;#6Y?6G7ON2+?HM3;6+7"U?R#QK?:O{OG75OBE~__)3^S]3PROEO;7I M MK?V= OL1!H ^QJPX"'78D(^_*1@)&&,1 M,T.AV<\95QA$T81QU(97*,!FRST. 2+/;E+7O4YP?$A]8)_%+3";L@U0Q\\K%MGUDH%8X![+?9$"0L P;H_8#],TO@S;[7*)]5RP7W!]5%!,;IEL"H+]2EW{7F MKPA.E9V#TWNN<941$?&$W25R'$$P@()#E7)8"B2JD$CD33@#%PGCR81EB5$9 MH7(I"RI0L1Q%N.3$CQB(??QE6(RQI)OD)-;$4C !ZVYFI!(S._ (G$VIL9W M 2]#4T:6D>$<). +A0P,Q1#1&C4)0+'Q4/A#IC/ZF?@/CR=\C/(5]].9 '%HH$047XG(.H M@'A'<6Q6"^TBP<2):!8XCD€**-DB4!=0$P!02YL0D6<48A0Z$31/ 9R^.D' M4V.8!8(&+!$%J$ E\B.NUTVNKCAH5"@9"&%5Q{DXOG=ZH96$!MW'JJS(JVC^/[.YH=FFL[A^;>TM*_V3^I>,=G.L=KSN4HX)!9COJ><3\^!T'XD=8;]J!(H&3DHIDKZ$.!K MS0X0>0$@E!V\VO?^D"=(+EN89+M9A!)>E1>]^@$X+;QZX)X.9SQD$<8)C8+! MDKBHH"D9)>>%8"@)?6VGCMOLNQ!SZ@+#+9W)<1&8*!\"$ M.Q+:.IG&4@L2.0YNJ>0%8+"(*(FYQG).1-18>8&A1H'% '71,A*!/C1RX5W?Y?@7:VMPGOK/+F"\NTS[-9@QP 9 MB8 PS+5,.%47KA'_1-@)V%P%4Y A[7OBTB8"1&9==-2R%D\6JBY:%D272#\MMHC=YP:EF4H1ZMH2+]^7*K *6.H_@ 3Y5(2(QQ9(*91(!+WO$JY=VFZ/>)39W$:·+#F&(%%F,<+GT&JH[XSM;Y&KWN)[]6AAC1\RSVG'LMOLS,9@VVJ29\)@VT@0B_O,=D_>G6Q$8F.$^@/A:%-,'K16*P2TC,,ZQ,Y%6P MT %(SBYMRUI$/B&O$BF0OI\I@L1"!5XS:BRUP?=T:(YC:1\'RD_NV,&&+B%B M&S/>^E<<<Q'@CV[H6.=))OI=>BT&G(]HRN4*VTL0&"+B/5'GN G+!)W$.4' M.0_D"W_815_&_XO:1=9?SR[2'D8'TT IS#,8)=1%L,Z3&<'M"71EA0_/M./(MB8U4>L80[L<,HZ%,0"/E(N^1 Y'[8%_>P@!PAIS,Z:LC_^3\@\&H?R0M#1MS6>+;4YC#1^P,O^YYX(O/_3NX>6Q%R"O160+Q3N MP55HD8QD- (JTPD?Y-]B5)ZY(4XC.0%L'0^ER]5\"=8(PS^%PY2> Y<96/W MA+E$'Y$)]HCNCGBJH3G]XPS+2AKQ25,DUFFVT[GR>)191U2>D-KDZ++*H,9A%33"=.+]84[)-1R98;:N=E!J-^L;F,V\Y=@FE*QZ7Z=Y:,N:N M(7F-4J/^38*[@09?8KC84LU8*QM@YG$?L4*]G[7@YM(N=^>RR7/?S=KO8_> M3]:0F>=VQC>R_[VA" >2\ !X !E>"TS,3)X8V5R=&EF:6-A=&EO;F]F=&AE8RYH M=&WM6FU3XS@2_GZ_0@=ULU"5A-AY@02&J@R$FUQ-P6P(-7N?KF1+3G38EE>R M$W*_KHEYXTX3-C=80(S\R&#K9;4W7JZ^Y&LLU$:A>=G(T[9^=_._EXNDTOI M9QG&/4^(K3E/.2*9%/"1?&-?WI%S.I2YD,E5B.$J)6W7KY(M4]V),;7LJTI"? MS\8Y.[+/9T=FDC-/LNGY&1-C{MC[/4$]{]@Y;M1<2ITZ:WHM]5JUCVW$;AN MTV\U_N/L05<0MWUT.@WY^[U(Q.41Q_G;C5;EN)FDIQ/!TE';J5;_L;K MYM\IMI0#&HEPVOYE("*NR36?D+Z,:@Q+2=-8ES57(K""6OR/@V(PB7F<6+V/ M89Q0Q'QFA^.BYMV'D?!$2FI.Q3T[0OF9]>L^L(:E,FG75PWPP>U^J=]$9]&ZNR7W3X9?.R2V^[%7;\WZ'5O2?>WBX^=MZW]V2>=B@)YP6K5ZZ17:W;DEGIN9S98G=L(B4*=KW7ZUO;7"^WOEO1,P ^^TR"GUS;!3[MQJG,['CYV4]7/.6>6/CTR(B..5%\+/@$ZE]V*\0&9,KJ2+B5,N_DD J&(.3W^=#H+!DA(/W&?E7 M%O-W^TZS>EJKENP?6!(!&*FM@=^%8*DE_.,W?$)SG?[9^XSO&ISO&:#((!#P>Z$.#BQZABAL$ J*$%W)#!#C W@N%'F$/ M%(L@WV/.QVEEPMM?HZO++?.DVLHW5[#;@"UV")"0Q8(AAJF5,L;I0#?A'PH[IHK- M0 :P%)03H4BG2&2*IL60,W@T4++/1LB*Z1/A-$?O(#4HRE0#4M2%>OB\5,PH8 MZC_D,?"I$! /+3S!4$(1V-985$/(B02*QAO'M;]+N+9INSNF869R&RXZ#P*@ MR&(,RZ4+J.Z<E{VR1J^UC,?LU,(:.D&>UY=B>S-+-&FQ33>A"4X2P#>\3P 3Q9_(8BD!_+@J@T]#FFC>GOUQ"K4C M">FT+6+C&=/I=!51F#['6(. O^00,M"QS?G5F).3RG'#W(Y)(56F;#9Q?G&F M8IJ.4K;>5C^I-)N-C;>\18VJ[R0-Q5@,4H;CF<9GL%3(N>\W(:5::C>\2P4TP^!)BPM1C0CK9 M$-*+_5)4C+WMQ[=_,K]E(N>?F[5\4^^C M8"PO[8SO9/N[_3JD,_:=->E MP!5;QDR5&)+PA]>^@,]ML1(O.VN>L>=,EIA#9S);K+<$CVL:Y>GC)SA^O.0P MP N\>?4@%R/!W(U9S@W=L/[$PT_"AHL<_CSOP>?[3<$P- :F@XWP>G(T-^" M+5:N(E#5%AX=)%*;&R)M^]5PS#?>#\\I='71A7J0R+-T 97@M,S(Q>&-E M+,B#0ODBQ1BF<4 M64G=::W$DB?M4P)E2=@>-4HT:B6$NV6&H(MO* %;X4\8^>DE&NF,W10XPSVRO?!GEUD,!?)^F"0L'-@R?,&B[W8ZX6A'Y)V MIQ5['1+/XWTO[?2(W^OU6O[O?@.GXO!RCM+KC#YOY(P[2VK6C\+0]8-"]R]8 MHI>1[WD_-.S0@T$JN,;U),XO_Y8PFV!$+A!/BR(*$:@@28(6.]\:-_MMO&C MH?:(1E;\,A^;Y3P-40L,B&C'<_^^D;BI"1GV3IZ.F,Y57!,+^!$Y(0_;2K" ME..H9&DY4+$_*>J-B]C7B]*L?<3)&*>UF7Y@##!M?+MF<:0@#U__0JH]9O-U6 MSPW1LI9=9EVS/D:74OE(YH_&)[.CET>CX>QH<@RO3T^FI\/C&FXY&5^F';^S<;Y+MMS]_G,+P&"Z27H)84W*R+1,]D:3F@AI :1PMLEI9F"TP+&EP6N1GE,X8C' M+NR:*4]VND'@]4__PP0]:60.?B>\P92(2W\NRMX R02H#$!ROW3 MBM,G.W[']ZX=>L_QCJG43B(*493CB2L$IC5>2:89,$)Z@1O&2\ 7%.I_G3"EC MS'6M2BMJI9IPU(175,A%M=PO1&LE>!-&2T931$-TSKD9.@-KB,G[!1??N/8'I>^GWIF M\SE#KJ]@<3%+9AE",3LE,(%P%AZ3O5D2LYLK0^*T"F_W"48D1++\]F[R[(KX MJZ%T%485^WXO;"\OO;X)L_XG_5&\'MWA"0K^&,BPM,SP5M6D89QT3/B>4< MJXLF")C@5RNL?4>8S7])E7%3TXA)E@%.0QU)ADY4!?I-E9 IXX3'YCL")LQ" MF\3'4:NL]++ 6F+75#?2U:0@?C'#ZP)4E9U8G%.)JLW7UU1S[]6H?%RFR3RC MM;?F0B94.NBTC!2*1O6??L)4D9%UQ+BEWD[J5QD]%UJ+/#(;Y[DI.C')JHW# M!DZY_J^QCL&VWMUPH^.VHK<+$%OQ/LGB6B) /I5A@.SQMAXT;&14%Q"7Z'K8E)P@W&1=*8FK%E MZ^UWW$[[47*T(@P8?8N+8/0)@N%I@4U$F.+=I3SPWCA05;P]%R<,?1[9S]&*] M91=]:#(>R?8G.ZW0[+/JO>!JNW90L<=\8SK/P#_V\[[7[.&P^[:E6UJ\ZJ M0+^)C"50.^QK"I%CDEY M^UHR;-X+[-XWHNG9;>&T9]O@>UX7UNJ';J=KKD:%LD>%2-*,F%4W;EW?5WG;M9GOOIY Y%OJ5WISRB8O:ZEE>&^_9Z^J_%!+ P04_" !00PA9E[I)[_8$ M I%P '@ &5X+3,R,GAC97)T:6918V%T:6]N;V9T:&5C+FAT;>U8;6_;.M-A#^OE]Q<[V!2Q9+[9CRVXUW&P#$/-1PY5*XL/ABA%Z^-/P9\N"(Q$6"4L5A)(1Q2@4 M.4^7<$%9_AXLJYHU%ME:\N5*@=>=X;;@0\CV_)*5<<16SPUK/L%6^#UMFD^%" MT/7AD/)+X/1U@WN^WV5>GW6)[[87-.KWG 5KDQZEW:C3H^V_W 8NQ>GEFERM M8_:ZD?#46C&]?^#[MNME:G#%J5H%KN/\TK6@=E<ESE8B"WR+P.7LYYPG(X95=P M)A*2OFSF),VMG$D>E1-S_@]#JW3\WI5&GV >F*>LMH)U]-F3ZY??,$5^){M M#5MZ?NWZ?0"^W"L,@3R\K=X\=LNV;.K8/F[Q28WUJ@TS0N0#D\^$[GAR-C\Y M/AF/YB?34WA[?C8['YW.83X%MP?G]LP>VS";C(W4]3O._]DAU^XX&O{1#$9' MT[?SR=&F0P\+H'.'(\:G!KXOM.%Z3',?YW ;'3V9G0ZF5G3/WZ?_ FC\5Q+ M/,?Q'N9?YPL(^G>1*2QM'QV$]E803E((19JR4'1+PA57*UK!N*(C$R\1K. M6":D A'!Q8JQ.(?S#";7&>[&TI#!21K:L*^7O-CK>9XS&(LD(^G:O+F#5X!: MCX5,P'6L=Q >:=1_N%&O%0D*++*58]G\K4O9BS^TZ]]HEG]TJ6\"R2'B,$K)!Y03!Z2FQDMEY\,-!Y M;3P@5&3Z<-N<7$[1#*QTSXA MLPASQ;N=HA4]RR&.84I58/G=[/$/K.V$=>TR)O>?]?<)4E6"V]FGKVYB\9%C-_RJN+V_3<KC_0{'L< M8+/AF'F[8R8@6*D"""JD.&]$=80)-^5+IEP`MLZG%)(X!EZ&<-R]51G5":X64&]6Z;N"L(BZY(+ 4F3WS.WFN9[% M9!WPU$!O%@VJ4K 02HDDT.?NI:Y6(8DKDAARE.*JD>WW[7:_HWM9A=8H6F]<`MM;FV.7-;BMZ7M7MVM]O9*79L=Z?L4VH[=K_M?76M;<]V^OZ#U+8,$"48"">.M='C=\!MWDC#PLFMP;Z>@SLM[B(NLL36)RQ;;[=K=SK/D:!<=/L+$,8<+P*A8 M8@$I$[37-+>M.U>#"K>G@N3I+TO;,?JSWG+\/C48S^3[B[WVP2 W3],Z@>F: MMD#QP)QQ-"+_(?9;2N8#(O&TNU85NVK',HR9B#F%.EC?$CU.25*5CQ_D^/Z* MPUQ_;JM.C_(>!3=7**AN3S_8\+VP85>S_[G/_;>2(X4RY-]-KW:1:>6:7\_ M\RMC;;YO=WOZTZ;(S14AD"S&*\$V_FEMVJOG8]+R *+?*'N+]G-BLUG^:FZ M93Z1_PM02P,$% @ 4$,(68R4=11@QP$ @WL9 \ !U<"TR,#(T,#8S M,"YH=&WLO?MSXDBR/_K[^2MTV;UG>R*$6V^!>X9OT#:>\1ZW[;7=V[OWQHT3 MA508;0N)U<,V^]??K)+ 8%X2"%02M7'.M $]JC(_F969E97YZ_]Y&[G"""PY" MQ_=^^XM\)OU%P){EVX[W_-M?NH\7U]=_^3^=__KU_VHV__'UX4:X]*UXA+U(MN @PBK MO#K14(B&6/CA!S^=%R3\;FFUH35E1S::&U5:S;YFMIF3VL:0KR)#;??'Y7&[9+=4R^TVMKVA- MN,%LMC%J-36Y+R&[;V)-&XCVN63T4 W361+LH8&J&_(FM%J&9HN2;,L]NE[MAQ',&>;MA>=O_<"UG=\:PR@:GW_^3#Z>^<'S9T62C,_)CXVY2]^O?'U]/9N__M6OWL>&&$/ M/K\>6O?C<$%MGS_[+9_CA,Z'%]$+G+6K";PN/GE[K>*[C84+Z MSU& O)!0%D7 *WB"K#>E5E.5I\\)@VCVC $*^W1H\.7\RQ9>\JK22^1VN_WY MC!1E-J+0UQ39W#39Y(KI#39V5L\5?EB8*\SFYX,'DI_[*)S1\&WI^H4QDU_G MJ+CZP9M(J$A-20'D31\2A\UGA,;+9$Q_6)A+_'[=ZQ!C-XS'9Y8_HM=(ABK- M)A$ZJZ8 $Y8__^/;S:,UQ"/4_ @?YVT=G61U;D[T\G,7@;@VL-?\_MCH_#K$ MR.[\.L(1$L@3FOC?L?/R6^/"]R(0W>;39 QOL9)/OS4B_!9]IMS_W/FO__JO M7R,GG_CL<_+5KY^3!_=]+]+YU79>A#".N/BWNAV$8Q=-SCW?P_!ZMY^V<7(B#Y$_'MK%/_X3?;T%[!(Z5O/TM>$H1H%Y$G;.>QZ\;G(! M8PN0>^W9^.U_*0A."!-@Z:B-SH2$*XEMW79^/7SPE-SO*0+2LPFBNS*1<\- M(<'$;PT T?G><-V>SM_L*IXKQR0@NY]W"Y;U_!=^'L M'6:C\S=E]Q=_X_0IZGGT)*GIQPZ$< OV(OQ PBWX\%R"CRGG 9O^N[SC/50;VW,;9@ M'7UR1G#)W>1O@T'R1L3D,@+#"0+Q;D=!Y2%LR&W8<@YA4%J'76\$P#*$^W ! MZCFA)K5+'&XK]W!E]<3AMO,.5]&7AGN%G.#OR"4#MD"QP&B^HM >OWM^/\3! M"^J{^-H;Q__$>)3EN X=_XV#^O!W-/D=)GGCA^%C!/J&J(6[P358E2/<>X-% M)W3@]ALGC*9C-DT@\:8E]T^S\73M?\5AE#SR!PI@08_"G).5RYV1"P"37=:@ MX1 %./RH0575W*9"R7U &Q?^*,Q3(#.MDO>_DRG]W7R?LD]FI"ONJ\HL!-] M>PUV3$"7@O _(+@:8B\NS%Y1'A+E&\(^+Y-E?M'W2M+8(IU5(G^;YT"SC[3 M%M,S50N<:9OIF6K%S513M\STPD5A.)6N^"!N)]V$"?$OEV(@>'%\AUL?UU MTD/6X $&]+"X0J/@CA:YR\U5& N M G6\SB/P(V"JSFCL$]C^%?C<,R%3GG(>SM] &QX*^[?T5Z1M*(PH@)^I;GQ/R MT7&GY)M^/\(HC/<23XE/_[Z>?&WZ6?RC*7GQ3"&CP]+/=CS[X^7>9\%2S&5 MEMDSP1=R,#Q_*=7.*/*#'5^[=#_Y\A)[/A@&JQZ;E30+C_B\./I-LT[-\=6O M'<.:?N6@(ZYL5H$&T]+QX?#[]+=<#7\#(7_4P\GVN!X$?ZZUZ$/D^UX/ >24Q M-.)DK7A<^NLEFF1Y:*I%Z'.)VS7]'E-/>?H)> B?!PX.!"JH>&5 Z>+Z?Q8] MZ(WST:P^/0Q-3^GG\((!1'Q+]E3UY1D^+_I?>^_S89ISUUJ-E8?&7Z>?I M2SXOS'LU&10&R)#$;*)T9JVFI,\>E/ZRR\Q4YF8VS[-]9J:Q-3.U*2M-52YB M9CH#,_LHE-KQA=)@C0QJ=C*HQ9'!9) ,655T@61H'9H,Z6SP,W%-DH\VO.QM M[#J6$WW#Q&81;&=$O'#?FX\2HYZXMX0G\CWB'?3?7/]>S9X_YHY'LT>)@\ MZ]?/*U\QH\9L)*7IH7;%2=ZU;8>X)\B]1XY][5V@L1,AMRKDEZ6*T_\!1\CQ ML-U#8E2AI4A_,&MXD,#W[+B4>R2/74:8B'7!?A(GO:"DW!B97AQ<-AP+QX M"J@S-J&:/UD$*D/[@SL/!Z;]K>^1&06^ZX+^N8:Y!3B,*D/^@WLX=5E_JX@@MJ'/,VL<\E5ETVLJ@P\&]MCKH:Q88=7"_LLH.%0L,JKK'>WCSGP4N5=Y)+L-7 M8(!Q2M6]ZV,%E#[0?!^+5JF\8UU"1*E(^E?=F3YJ1*E(PE?=DRX[HE0D+ZKN M5A\[HE0D[0_N)<^8]B5$E(HD/PM,J@>:.6M7=V=*"9QTL["MS=VU+'1*5P.BJ M>[=*#1*5P""UZE[L\8-$97"[\GXO"T&B,AA7=8?YB$&BHO(ZUPR;)X"Z.JQ-[HDPG//F!U>5-W9/;,-4R3MJ^[TEF#S%$E^QG23%CFURGN5 MI6R,Y3OD6%12FE9UM_-8:H %7E7%8&YA=.#^(N,,JKIS>>0]PG*XI%?=!2U_ MC[DQE7=A3U>98+"LKWTJKNJY90F*([^57=7CUR:H#C"5WUSMNQX69&\J+IG M??S2!,71GCO*I9*?!=_W0%.KNCM;6KRLA-IH>M5=V[+B927PRJBZ@WO4.%$9 M#*JZ(WO\4QDE,:KJWN_Q WIE<*GJ/C(3;TR&%=U'_N(;VBD@Z-JOO2)07T M"J-_U?WI8P?T"B-\U9.=&0CH%<:+]KO^)03T"J,]]^3+)+]Y<.>\O*FQ[]:F MO9JHV%XRY>COW<-C23+(3@+W50^^A'SD)0]1Q?NE?C!F8=P&E+R"?:PI@T M!/O=]^V[X!$'+XZ%/RXJR44!MKO1O>]XT;4'#]BVJF\=3!A$Y_>:\;\=6J/"- MX_,KE[0@"V]Q=#>X=$++CXG"]<"PMLCT7W 1"P68S+J>'#)9M$P9[6&8]9PY M9+)HF1*ZG9G,.OL<,EFT3 G=ETQFPQ3L0Z:,-J'\ACR4-,BMI^W"/2$0X05 M6X79(^'"".V28O9+!$.$49LD1:S 3W6(3*-.R9?TNV:6IHB+6839#A"V++!$M6CPV6QF$E&2(\%!L91!2DAU2N\CKW0L.C@..Y)YPZ(SK:8#4+1-):0VB49'G4 M+I):0VB49'+O+H):0VB49O4+G)Z!&B&D]T5&.MT=&N7:RTGN@HQ^YHURY.>CR3M/;;+.W:A4AK"8Z2K X>'.T":.$HR.GA\M K &@ M*,GF8"Y"FB4C^#[8^387UW?^EF9EF-MYB*.;)%:+:X.?YNY"-Y&4K_'4[N>M%R/W,CY$9OMA4"U+S,7#V*)U@;"6)>:B2QEI?>TYD8-(S8XK7"5L,Q>O88_> MA>*;N0A(EB7R DQ2)ZH0JID+);|"Y4*QS)Q/7K:[, OV(OQ QXAAY2CNL?!P]&R/Z]D%WT&6P]S;&5H3M:V$1{\>YL%GMD^>DZ+?!*[^8=\[^0]<`9D2W)C3(XGBB?FHC=3?GQ%+]'JXQ#CZ,:W*/D7#=8T M#$QXXH68%.%("E#&00"OZH8AKI#+#,7UJD0(XKT*&3FXCW9&5%E_#,7 &*6 M[(6BG;F(T+M2\6$FT>0>J!^!2B'55\?D&5\G3["6?BA"[1T+W[L!U&R4$^O MKHX ,!0F58$&A4L!OC-3[[OAI<.C6-_YNU0D)0#Z_YN PH5 +J MX3/_'0\=RZV0]E?KX28?A>Y%XEVMAV=\E# =_^>U9;4>CG0I_"KAE*RLUL/O M/CZ_RCGR+JOU<,Q+X5<)!XUEE5G/_=()QWZ(W-\#/Q[3]H_PP%6Y![0'$;S. MB[%]!Y.GEX3){?#-X.ÒD$;E[GTJ?OBWIY_LX[5LYGQH!H'KO@4U&Y?HA<5^_ M3A;F$L(CW)C$>E:/?';$YL()+&0[R.N^)*?&;FXN#FP82>W"#%)FPQ$<6,JM79AZ8S8@<%]4]%E=8'UDQN>&8#CMS.*,'.*"E,H3$;?GN #\5>/7= ME<.4!??._"_8OO9@ M@1(..)3)4;2ODV_H7WY 3? 9_8D!"%=G?U]C-I"5C_#3^$ <1N"%!_837RG MH3.N$#.8C;OLQ(RG -GX%HTJE.ZB,>OU[\2!=)1.VT_8&GJ^ZS]/'FAYM"J4&37QM!DPG@IE"[,^]P/ /'!(3;P+% Z['OV'9)>^(!>>%*[^ M=DYDPM /P*+R[/[D!D<1Z;B3E-6N#G.8=<8#53LS1TO"I 5Q$]FA#GD)8/3?^N MD#0R&T?A3#^:+AZ?AFS@2:.I&J%7PQF8V-\(5I@NM*4I:.L%<-T9F-NG.D?TI _L'U3 M&O*'2_=*0S:9#?S5#B'9%[M92.AC9=3H]VELJZ:09#;D6#M(]HL0>DA3R7Z> M4RGF{(3);.R1(X2-TS4FLT%0CI!]BAHM^$/{(839:.RVC2U@U'M\O^&=%@=MS :.2]QXY>!D!)S,!K@Y.%F)8Q49!C>K%@8_*::S4+/7Y.'MJB"DI*JS)H^% M5P@A9=2Y;54M%LXW6PO=;%T(4.YEK[2]%L(N 4D/^,5W7T"7+5[$4;&>554+ M>W/]5(?=EE;58ND<=L7F(,E-62]&@3$;<^=(.HX"6\#2EJV>^4OW4V#,AM+9 M@=VI6&,%*C-F8^"SNLWTJ/?=X#'RK9]+399'OI<<%AG7O(HN.[=IS(@>YUV$8D]K2-36=F(U;YV/6)1[@,2SYMQB-H:< MQOU 7#XN%KFMA@(4J-0N1H$%EY!E3),=B\YM9I.=K"FG QW):#,;)6Y1)WQ1' M;F;#9_GP_H"1Z_H6?&4_#E&56I^WZQU)*B!27%^-1)O90$L^J#^:RWCCHVV]MS!@B/+.A!I9MF@+ISZQ3SDZHIV81QD,AB5G7G2/I&+`]DO+8VLS&(#CLC@2[M,A*ZV\S&8JZ0$_P=N3'^.IG]^0<\$076<')#ROHN\FIVT;WCJ.07B$?!9.M M^O$WW\.3;RCXB:.KV+,KDV&M2,P&@XH @,(!L!4 [:C"@" R@&P%0#,AL=J M3'-F V+'6'89X@.S\)CK'X,\8'9\-DQ%B&&^,!L&*TB[L#X_#[NP]T_4!"@ MZK2?4B1FHUX5<0,JRWAFXTX5,?\KRWAV(S^UH[5P MCK+LU@,'[:T_D_Z6H>4CI=3*).4=B-,55JG:TN &H=]ZIVF:A & WX%5?FMMZ:[6 M.M!4LRSE0AG/;I2I&DMO91E?ZWA7S;*4"V4\NW&N^M&ZUB&ENF4I%\IY=F-) ME5E7*\KY6D>TZI:E7"CGV0UCU9#8M0X7U3M+N5 LH7LT8 MJ%Z%F$@$KRBLQN**%TBF.!/%>(5I:\111ZRTZL0)2A_C2B4Y,PZYX]9 M>RO3'ZI#<.8\XC"(@)(QC#{8@V:=W*(1GL'ZXG]^##%VJU/H76?.T]U(WTOL M1JCK!*3Q37CM6=6A\\$]V;QFM@(}EC/61MP#P']_OOR$//:?-#BTRK1?2_O**PK28+ MA3JSKFN!'&;'368=5O++)3<+/I'!K,_*C" M@4J7D,9EW0C^1.O^Z-QJX_P6C"M'C".XXY,HR]YK#"A,R!RS7O&)@.:0PLVLZ[T_E1F&4.:X0A+?J0ZG%$\JJ>J-"L3N3DLWQE0T$5:AV;5 M(D0U8RL3HEVU %'-,' @\\NL3GRH!O,PEN)+,XF]]?8G1!3KZ;*@]FP$4<9MV^]JV;C4&I;>XV#@!R\D6?AQB(*MY1>KL-X4:DHR&]]J.T.96 >8#:75G?N'-MTL_,ANX*8B@[H&XQ&[DKC]0LZ+16U6)>Q]P2/8$UK56UX%B-^\\@({55M5A7 M/5E:Z.K);)QK.:?THGV;C"Z (0SQTS# MN*:V#[/1'([^GRA\]6N*069C2AR#'S!XYJ55#S(;!CL5#,[#[QY-")6ZI$A" M5(KQ\MJ5B2W6D;D? MQ7J>K5O$>O[2_<2Z,]'(,A!PE@.$S"H4/BR!!A=^"=L#3WGW_&';:?EW].CKX%#FT;X-G,WY?:J(S2.=YPC-*6(.+,A MU2.@:H:H\8S8$5R:H$'^L07"EH8#88R%!IJ5PGZPN+DJA29>)D.V=V%"_UVO'C M5ZI4F?A5:9Q1LW.F4)FI3!"J3)DI(>:K2I4)#I4I,Z6L,Q6*UZPZA3;GLU.3 M8-4U7<_^AH*?.%[!14U7J@H%82K+V[+6.F9C,37B;5FK),.1E1KQMJSUEMD(`MS"D$QIE8E2L4=:DY DI:N^7*Q'9. 0%EK (RLS&D:_R1WA6%?C&MY+DV \5 M@!)C_"G)@Y&9C2HQQI^RUA]F(T.9 M^ /N(B:=F,&)O"2=EOTQN;;W1LYR'.'@1BDK$K/Q'N8Y5M8:Q6P4AWF.E;5JM,1N;89YC9:UCS,92,G'L$,LN.1DVC87"W5>Q!1F QJLLZND%4R1=I2B3.DJ M8_E2JAVT*%.ZREB]E&K,'[!"@Z0"^SJVB/'<\(H0"1.7.\%K-IQC7)Y5M8J M5NU81^ER5LI25NUH1^ER5LIZQFR\8\6N)@H\/XYH)8Z#'K\#1IA-69W-9H_C M=ZK";AB+P)G?LO!:OED'L$C0\U2"T46LV&4JO\'ZX%U^P>N;]++M'R[=2[>K MS

9NF%8]VTO9G;SJ49F-,;&-K RE.CFVF V(K3O?.CW>^GZZ%7R(#\G1}?3X M5&:C85V0A6V=PH15,Q&YLJ6U.5$752ZQEU.K3] M>) "QXX8RN* \=[)O5@ M9J3_1LXS$CHL77)@LDOJG,[>C^S,QF'8)'M1:&9#8W5B+=ER2VST:[#\G8Q+:FF524-9B-8=6)N M29)K,!LG.XI6ID=[YO/\CF!;E27&S(;F:LOHLF2:V0#?43A],NW=#&:#=37E M\^'E^,/S=@ZVAA\"%@Z3CT.,,#IXVWGI_K_H>QW)*./![H(EN2-31 ?4/6 MC%;+T'1)LF6U_[]D87^_)XPF+L!@Y'C-(2:9O^>F,HZ^O#IV-#R7)>G_;BQ> MAX)GN+3O1Y$_.F_#E61\3>0ZS[YO^(0 #))OG(\@I=SN36.X!'A&'F=7_O! M9WAWG/!'R/N+&^(O;(9 T4%R8>C\!Y_+G/#:&R>?GQ-YJO!\'0/,F#,)%XO*?3__X8COAV$63<\>CCZ(W? 5DDE@[O?<%!Y%C(M36=()YO_$[Q,RFA>@2\C>SIF].?S^"GS\O?MUMG;6GU3]*93+__3)\73'], M)ZM2[L],!,RW]\::N/#9-/APY6"[<>$&(3Z7\;(MD$VSR5!AF=,7_"9SGP5 MP H&3JF0,5=*YOOM]5/O4GA\ZC[U'ID?[6/OXOO#]=-U[U'HWEX*O7]<_-&] M_;TG7-Q]^W;]^'A]=\O\%'Z@< @0C'Q/%"[/+LX$1=*U=HG#EC(-^W__&_M M@%.9B?SQN;8H, <:OY%L_%=W#]*5'Y%\GSO-A[!0RPA7:@>\(!8(')#\1"'Q M+FI5HG_Z5DR657)JJT'7J^9I&8I6_1^.H]W/Q3>.C=WST\ M"???'QZ_=V^:?A*<[5U$5!5D5[AX$6?]D_R+<70E/? _2$N95ZMDIW+Y[(MSW);U6:T(E3*9(2QIH:N_$"(AECX]Q0]0N(&"> =87N'I>:>WMY+/?*M%$-KP M37,$CQB2VYHVFC0G& 5-[$U!J38Z?XT]+*B2*!#'O.J+U-T#5^YL*/1GK13BAC@^O_1Z]T\"M_O07+N M>P_7O=N+GG!]>W&6ET+IZD0\7T:1]:GWAJQ((00_('P3A(!A<+C&%LD)F\+ MCB= <1Z%P,:0VU"\9Y]VN\K*OPUW*ZO5]W;J__GM-RW?'ND%IYIFLMH[H'B:4 MS!&F+Q7->34 R<<,P-Z@.T(T+?/"C[THF%SX[]I#R.RR-9+A,>!_T*>\V[3 MFXW.)7;1*PKPC@]"}11^HG008'&]@14U$/%:'TYH. :28^4$"1S2CEP7/R'/^ M0-DMWGD7X.5RWPO4)O5VG^Z1)XO#B6MBYJ=-JM-[THG07L2P9),^GZ[.' ML\BR)1_[6;48M@S+VUM&D+LC).-#8#K]T AV'ZSPT\3YY*6KO14615%[KT43"5'VCR4>#$"DK^-XVN MB,32=6."=J$;8$0)<"Y\R@X2HA;)G0NP4,G2H7P$Q2\Y="(Y- >;>DY$NFG^R M!H_6S::NZ$O/WS>4LR5))HL_C$P+*=!Q@6QC'01B3*$?D"W % M-2=EY5/_%Z)/25"Q:T7GM=_94,TSG;D0A]PZD[=LDAQ_4&K[S#3, \5=$M!\ MY/+ (L6T7E[7KXS@W+8^9A T%BQ1QS;&O4JP-,2-$)=;*IP#1)>-Q,NK[[]>C M6F , FD:6*8XPF_6$'G\(4GO X=^.9=)2_O1ZV7I52?$OT+%!!"WW7LQ;S1 MO-J8V7*ON*G:]A$5OI4,&%I%-H0NWDZ9-, ??^BD*?Z;K@2R,42"\ M(#?&9&M,"(>;0I1{W,GMJS&[#'V6_?E2BKIB:#/6&(T.M_O.8T+1GXOU1S) M1MU'OY_HE0\NOPFJ!P; [3S_X*=''C&L+T$1MYLT7Q3.TUN!VOYU'Y5VWVR5*D M-(E&3/96MV3+-[.GRS/L"5Q[-HD<8Z$_$:PA!DB,2(+JZQ#3?0YB]:^[A>#H MR;\(0Q0* \ <%AP&Y+BQ6)#6%'!_CAWB18#ST,?I!?#0F2.ADFV1)!DC=2?F MO1 I=HF+07XFR1B"34MLT$0',8P-2%D1:"Y9*P"9X'H!?"&-;.&-.B33=AI MLD,T1- &'P0NO:'&49(C)S>D2>HOPB#2 MQY DG9".@8X1A9'0E@0;3<*S)" U_]^\<92+. C@^4GJ#U&I$8KB<";+K4;G MGSC*+<++TSA>-PTIVEV::YW%PKI9/:W_C%IL6XD:3)6> <00LOCK1F4U$I54 M$-*1$T4@U=@%80U\CRSH[D3 L+A/!-I2DE0T?<'")8I0DBWT05^]/V,^"O(0 MPY6:I*=9(+%+]]A"X;'Y)'PBR#*_**IREEX1#9T0AHS&)!ND$.T5K-=>R8!G M6@F'OQ2@<^9(12B5JJ"9SFEOT#E,Q-96J$5M>9SL$=]Q4XGHKM(Z:VV)669^U%E;,HH)I,IGBPEL,3!;F MIR@%C>1,.79>?IFAIQLBLHD"GQ/+Y IJFP=)HL\[Y0,M%H>,P++ ([.Y'Q;L? M=>A@LSHE88#GOF0,'(\UT.!@07)%G/YC,#E!*C<[M!VOB*@%0D4=N M*@*H=E,7X/?$!;@H FELF2YYH3,E24*1E"!;SU{J2A&'*7.E,6>_+'-Z M&5N._I"#0RV"> [HR#N ,/H;"2,R/1OI@Z?5\&JB+P\09AZDF}A7G'\$?YZ\ MRYV0E[\Z\&IXK>#!W'SB7[\X(,4%/>213D?$=R?'7LC%I N+C0([%$@>K6.O MRY52/Z%?5OK5BY&GXDPG3A;+LNE,&"Y^ ;18DAR=VQR*6!?-_"<.#QEEDZL2 MTU^FS'!#C\?D'3\2<&36QFJV%,'7'Y0%)C F;/(E&5!LB3Y8!#W+[/6N+Z}6K&'2/-?Z%9_4CGY+HZH,@-V+]+ <-MBT=-VX^:Z0-AZ8%U'IXES3B@-3I&VQ0-0Q5;^]Q$QW2LG22/ALXM=_:-*+SB-M O^^^ R12(_L+5:::95JQ^H2+MG0L^7N1S[R;)\'1"F@\X+7EOX,GVQ]'X+ MZH>^&T?K;\F> ;F^,F;>XH[FK+CG,'@WV)YQLQ}@]+.)'0#2<^2^HDE(:+Y# M!=#EI*5]RGW."9"\!T_WJ2YY|/33[M>;'JGQ<7%W^]2[?5!?*G+/PX,%T*<2 MRJMU9IAZ(9L,+>G,R)G8ONY1YIG:WCRH;1FTR/H)3DGLVS2 M9'Q@_:4U#,X!A3@=5\&8$#-C$88!L7W_E*'F-G@,5S-G_MI+C%UXVJ^?4?,C MZ&M%*'R*/13;3H3M7W))PG%K'G!6 MYV.UO(:7&?5/">?;.>\+X;U!ZN 1!X($K^$ONA#13>FOR 7IQ\+C$&.0>T1# M,Q0F59TH]1%;Z0E,"]Q6>A):I4=/TR4OL97TRU%EX$>EYR-5>O35IKW*#:C: M+*+,&E"TZV+'M2MNQ[=2.52IL_9%JD=R JL_RNHZ7W("J X=)-FPF M XHD= 5X2+K0OF#AQBH)> Z#0@2=V\5,C9_;Q>Q,@-O%I8\^L8LK M/06)V\4U62Z)U:1QN[C.'-8SVL6]?\=..*GV^LPM/Z;&SRT_=B; +,_21\\M M/V[Y,<--8A? HW/*K,X=;62.B*!P*5Z[_^KZE7%DE129=9,;.)C+\F9A.92]7- M)LJ+JIM-9!+5%H"Y*-Y&JS@)M-]5E436XVU9=B*]YT4PILBGMM :&VK5 MV24NY/6 @- ;HM/83\LJJ96?/+2R>TXC DE7B(_MD=3UD#L)'>K4O:LGHK^2.F/DF@< GCH0')_S)%5-]4*#O MZ3=51C%I7#%5))RDC)6N2FK.376K3JUPU1VM3+Q0^RFGVJDV%G@1HZJKV%:CJR'\8$XC<>U3'U:?C/;A.R=5@*0J-3K?X!ZPAP88S*"Y'5RN M=>K#XI/1.CK7.E6 I+IRNX3KFIPBHJ\37C<'U314@:30ZO;>ATW=X7G^=>&KP M0MKUYG&[T?D$T]*(.R3UX]JQ,,-],9?8="PE]W;=TG"TN&ZOLE3-=]\96N(> M.R?MHOO]Z? KNMOOP3^'\VJDG//1^[SY<7M_^+ES=/?R /YLW=W?_0SX_/G6? M>M^*:MQZ;*OT:>B$)"<_%*[$^$!C_T@$GQ/N (_2Y"EYM^$3Q&YAAP\4J0O M'R^E7\M??B& [7S^&&+MATC,\^UCHO8UA3)BT>;KVK#/A4_J(Y#+A^SB]5Q3\ M8/KX5SS[,OTF#C]^X\=!^I60EJQ(?TC[M4^')-*.Y,CQ0L$"[0U_3"\$'_(5 M!7;3]?V?H/2!YM-3G-,'OSHP:8\^? (211RZ""3[BI/6Y8G,)1_+KW#Y@UXK(MMW);5472T0@:!4'D6X0SFZ5>RMN[;U0^0]X[EG:///(#R837/^XNE?0H(OQ,I,\(XSX9 3EG^]/S7Y/S M:;&7_!TXX4\89>RE;",D$C\^- !VT,R(H1#"*09(4(@H@$Q-"Q->A8PWIVTCO M=L?&4\(36 2^^PY9P&(R/L^/!-<9D0:) M,"!Q_MH /\-3B DC")^<7^C+@3@H =2"S-'S@Y8?1G"3'2>XQ ,81Y10%A"? MG,D!TB? P@\G#6& -@?$N/J?'B8$*,5!N0'_: M_PMN?0[0*+D5+B%Z%UX"$"2)EO"MYQ,1H5 CQ59(H0SMG1QVSIYLI2(0 *0*3LD"G4TQE%RHM1)A/8Y\%^C MH3#V 2H1.7.:"EE"K*2L4$:RT_+UZ*<XQ*> 77(E0$5DY@1,$\N_DU=(U.T$NO&WE MR^:&C*RA V 3$EL2_NC:9,7'=K).JKY>/UUVA4^(/'P @F(+H-:PX_T8C.,@ M)*? GIL4(0FL(XNKB1%4YD3!$8,T"T'=#/ M'Y')$4G _M@'4A,WD1 VD;^0Z,%EKBQH1?)T].*@5*YLP$O',V@!!T9?(2,#EA M0L=D.LD<4U5):#6;+,#R!8A[!H;=3-&(E/-S*Q*%*= ;7DBP]VYS)*,#\8L2 MGB0K.=%P\@O}}9PBO7#1!X%K+":QX%%+UNX@*>'GB7DY2D$RMA<3BV+(0 MDV7 GEFYY,RJY8SA"G%]$::]+%+Q'GV-1$@QXN7KJ.6Q,_[CEV,7>4O? ^6'H@*>_'TJKDL_)%;C\M>4EQ^_#H>K M)DVTZT,5TE3^XXI'*QR<> ML$:%, ^49!0Y9T9N!$;@5[*XKIWGF? -%)/_@@.1K*\I,I)XB3 5'LJG.$QT M&A4/8>B_TJ6'.BZI*S/GNTQ=)X=8^]1C ^>KNKD7P)R6.B(-Q2#+OJG'U-] M!4X(F3N @(R!O,Q%@&S@1$S<#5@6"=#C,:7;9NE(""'0\^@G(,Z=I.V6J7$+ M5\$(;'Q&?% P:\EO 5DZ@\0J=-$K/ N].DX$IU$AA./Z;VIKQ5MGFH;JFR0N#S>TML]> M-?8,2Y9Z,/9,N+]^[=Y>7'=OA.O;J[N';UT2FLP.\))&?_W4^R;(\Z//$"I= M8*ZNS;$[H(^F7VT.0L]Q^]A3_O%'KW?S*'R_%WK_N.\]7/=N+WK LXOU:HV9 M>/?=[67O]K%W*F2^;P"!/;P#569O'INX? '8A(U#6) M#,1A$KG R>H6#LG:"DL0^F5Y,AFUGM%@@@)K&LK-.LK1/;'W-28 %[4%'#1 M.,3GTS^^V$X(AL7DW/'HL^A-7Q8U"-'.'[8_Z6R3GU/%W3;.5%DCNCO=1D]? MG*KU,QC;Y^7O3>7,D%? _))W)*[!?]RA9/C/EU;>L>]3Z{S5#+VY0VL9'E9YZ M<#0$M[:),%W[220S=7>2\LO:[G41_/,;+B&"OF#A!)>D)M42%YD:)ZY2P)3 %X]\S_O-J\G7N^=Q4D MNSA"[#G1 TG@BD. [08/@,'CZA=4$6).MA!%RP]\.Y).'1IA@"!0$)W?\=N3%N"$F>/QCD;]&Y%X^:MD\SR/>LJ'5H)\R(V.8JAB6VHS M(A\%V3-56!"[E@43H2DZ%@9^D@TXP&E;)?:0G9LH),"? HPH^8AU(XNA>0(XV])IB\21"CAJB8IJ,H*C+?IU M&O:#@>+UL#OD52?D9=ZS33+2;9 30QD62T^`-'R]EU+L!=Z2!|= SSEO:6;>P3L06J;1W 82)D *5@PV@8CD#KV MMB%S^O@^P&/DO!4VD,3GX0QM443I^3L)=3H3RV0MS5U;))R2YK85N?VfQ[:5I*TL1*V4U*-(D&/71];S7+ MS5OVT+-%S>Z/'K*J(N%69$P=R[=+K=9"2.OSH]Z\LGQ]#7J= >3=6WVV7P" M6CWE)%-D84<144!$6BVQ)>WM[>7E4P6LW!/&7*;0PXZ84QL=C6QCJUH5,%>" M85Q2E('4.(DFR>G3?\?.F)R%7-SOXV;P;@&'A++W+O*BKF?WIL3- OYNCD5W MEMF;9X"4D,@;0T\% D$*\D2CHKJ:@\'TO$"$21 M0"+M<5IB6ZY(D9MF[-K?7=[^-=5R7&[%[*=4I&?/"OD4BN*9HZ*QL)W.#]7@* M=%?0M EH6[*R__8J-TYS\? [:BY#W3 M*):;HOO[_29@16[-^IT1-PF;@K?7> MTDJ .TJ(3HX02J:H&-PNK2&@MJ8#%P\H&0 %Z[11%+41P/.$JU3D8%-.!$RX M6SK M*F5&K%:D. ^]TGD!]A8QSKXTRD)3VD5? R-9!\46H9HM{JRG/(QA=&RY)P@3H= M@_7M];"JA(7?7RNW M?G/M0M=)VNTXF!HV*D'!AJ*DC['I"=E0'H!QUB<'H3G=NJN?1C\I/7W#R<. M7L0A3 D'4QF9[*@A2J- C@H3(O<=;:PBH;8T+#@ H%0"EJ**BL7+6H>HYE,P/ ML$Y^P&<[K+F](<X0[)/MN;\EI}$*SJ92HZ [AU">=,_](42*@&MBJVZ'3RN4 M[UF47EU.4X$_..1U<)W- 31N%E)G>+^;HC).=CZM8K22T^"&S W@&D(H1Y[& M[A B!054793V#_7QTZT53(/-5HEKSC07YP^]/]!](86X9M'5G<78E!H=K2VV M6JP4=.8!^[<14)KG1T36QS4QAHJHO"

R7)%!AZH+SY0O[M2(;49 M--'4]LYCXZX>RC*&:O?'46D/@,XO'H=4W>J$:X_=)B^_F'3[)'ZO-)!.QC(MNBFJ6E'U2YCH6G'H.'W],9<[5)\7<_28OR(;HER8\WF,KA730:04;>4ZZ%_0 M">M,\RSK^'>^P=6O9O*: .^+^:.1$!+- 2-N!$"F#\6//(N>+/]WZ$19D]9<] M3O^OU'5YUY>WT#GW'/>W1A3$>#G!;S.'KF=?S,]@)M5&PM2R3[SGU7%[S]N< MS9LA/<'<_:D6!S7N.[.?./.'1V]0,.E1$;1 03 !8G1'Y&SDM9<6Y[WW_*B M;A0%3C^.R'G))Y^$"4@RNN_"")^OX:4!#G,7HC);M++);FP>>:@B^+7Y-^> C M^^NB9E:D=O0A5N[5VKYU>%V_*8HU^K"R[|\#Y523%E7_RVI(/7/6M;]HI'P M?-9Z+28MN:#%!;9L&4VB+V]W<+,.E4V8BP,R$198:5P8Y?F1HQ'HF,?(MWZ* MPI\WZ9Y['#P.48 WZJ#KVZM502S?HV^X1\%=\!BA"-M_1VZ,WQ^9*@YHCB4 MS8IPW6#4@PQ&,72D,^"#O*3&KX0QB@07LCSO@AK)Q"2]X1{$)(.-.S&T= / M@-EV-K7\/B%M_W57#RX'8?<=\-V?T25)E)+_ST!T-'M9;JKGGMAU&,;Y)T5Z MC[9;HJ2;HF0N)[_3T/RA\;+;R$FSR[8IRJHLMM3E35HA&9S@T(?O,H_<'+B+ MHS"'"%X'ZS#N5C(9PU#%EKZ<0'$4-NPQ_#89O@%#-P@_UO\"?W^:#@&@1V;_& M'DY,+E42!452-#K52VSA41'ZA\R_4D5!7C(&,_<'W1%'>WDSOG4A9:G(J-\FIH.34L#[@ M2#249< OB%IK.5?@ MZ! ZK]6@,UAQ)Q22&W;/OVZ^.Z_*0WJY,NRD!W\E*!"1'9V2UQ5IG9.XY M'W$W-P-\,BA3LEDBB3!H#J'Z06B;7;>O!M(DKH%J#)]M-ETA&DB3&=-.18;M M5),5DVY34V9KJ:#0/O&Y4VV1GJ'F"NE%FF8UY)<3@<^W\ M9,U8N$N(Z3U?>Y8_PCO%"@R:VBWS[<.Z@6C)E3D@B$R2MZJ(.19V$#F*#IK'M<$ 4D:)IABR:*| (Q'$651M&2RW% %+4;'45KBX;*@"YBR;_@S-V_PG8_30G M27"H,),R]#2BL+[(_+Z*EM]__/M/*V&+)-T)GTA&_B\D)=]VPK$?(I>FY=/4 M.U'P\&Y%>$]B_WO;R+$]\G%Z^P@S0R9%, =+=S[SR'@D%K,JMGNS.:\EF<.CFU^>K]\B&I[#8FQQE[NFK;>I&<\880P^.@A]-# 3;NGUA3AX-LE1#9" F5 M,8A';X'*=X-+H/$J.= .G9;$@Y$U@TQ6\W$GR.@ &9/OI=4,,EEW03)))N>" M3]WKDJEX8BJ-**R&GX[*2&3$25T6K'!BR'RGK'@>,(.8'P@MR8UNMX14& MP)AS'=1W7">.G%9X<#]S;ES:.KH"P? R=T[=K_BL,HD8(?"7U7%>G021',?02! M.!WLQ66RVF^YP=)N=%95XN!Q%B8A4V0YCKQ0,.1&h!\U D(2#Y)!Y\07I%8,< MQ]18B=^>5ESM&A@>H,,*IP[U5B=[HZ*+!3)N+ MTXIY5>K+EF2/X88NZ'P?2R0D'[@8,_" O#^[#'!%U9*$FO&]V\/'>FM<=A M#KC.ZY&\[F=,*RYHRO2Y+BY:7+3R'[[=2[3T F/*7+,@8@!F7X<K*.)N\E6T:! M(7>N]Y(ML\ =B9, [,*W"5&P_)IX?:R>'^= .,K13BFR,,0C< M$ 6TS>&%/Q}!PGJ,?.NG\.G6C[@M]8?,MAW-YK?7_S[']HO09@/JQ?@KRAT M+ %YMF [,AQA>Y_(.,WLK%4SK*XU=8^#1Z*[- @;;E+5&50\%'E AG#[F,H'+ MS(*2WBVHUN:-@H('0A&\:ACM1D1&QSA3EOMO<+'D8LF^6,H%BZ6RFUCN.(P-8JF2U9*+)1?+LJ>VDUB. MAS;,1-NHDRN8U'?1S<#5(S MDEIRX=V[)LFVISQG[1G'&>_20%/S,^=HS4;'>)NBIX3$]HI,E(*J^V0'9 4. MC)ZX=!DEHG73KD2!HRU,%Y"3L,JHFV*H2,M UP_[EP<>:%/|\-EES7I$H W&&4@R^G2):FBVLH0].32=>K2998J79NV"0H<;T'2I=*E2],,46XO9U%60KAX M<'.?X.9G>O@/_K6=E\ZO\)_IU7,,L# YV%FTI,O25/CI$\^=-YF;58'"NU0 M. <0"LBQ_I*.9D((7GA_!^TBR'PR/5+]X#I KC%$0D>!1-,0A)B)GDR*%A#(> MS>Y%(%3"P/&09SEP.'3L:3G7?W%WI>Z7W6U ?I@)Z:^TMV4=\ M -+YNY**Z2)SY_Y+Q$P7E2$8? #W331+8D:VB ^H:L&:V6H>F29,MJ_W\5HFV3 MFX:S*/T8U&2S'\V#TLXD&,,%SY+ZB24@@/T9(,L\&]91, ^'MPM10GZ'8#$Z M5%POO#W!8ZB\%6RGU? _S1Z]T\"M_OA=X_[GL/U[W;BYYP?7NQ'OO'Q\WJD5_< MW5[V;A]EP+\]7AW[=.C<'<%/WV[?^C] ===_[TGW-P] M/C(_KT_?/13;#B@E$708:"T_AL?9X2^Y1IX]+?GZ7EC,ID9AT 4[?G/A\!CJ]7OY>,\]T35OY MDW0FK_Q^W:-D^4R55_^T[E'KOU?-?$_B@RID4,;&1VTQ[S;Z2NV]-@]2C7T4 M1ZB5K3?W;,!8^ ;?#4.A!XN(+? PU]K"@2N+!3C/4C8:/SEL&"NZ#NGQ;OYM/ MF[%-2T52M'V =X ^EK4CL%KF.:7ZD)'C]*@X/8%\E76UU+=-\20/PN>;.]/1-M.+:JR2MR$861*"Q13&N&"5WH5 D0LIB<0% MBRF, <<<$JO4.#(-24=^G@@E50FG=%>CZ'$=@4G.8#[MB?B0O^QVDJ&@*_^_G\UJ-!3BBL$ZQ^_\ #YZ@A4'?:LB1 %#"7-G<7D/VO M.(QH7L51M2,Y2)B ZI&+>37R7CXO9<- %RH4GPH3DU5W/?GIG27?&D5L MT-NJM:35Z+27!LRVK>**\WC KL#?)H<"5TXII-SJJJ+3W;CG-$, (^N='11-"'C"C"6AW/7;VEM|#SO1LE[Q'> M84ZZ#F+-KA"QJ;#)S7RT>6<'3H]T&;= M42H;M"J8)+H)!O)RH2&.VI-#;59[NFS4:F3/QQ EJ>YM,#AJ"]P+*1NU.CD= M";IV+P?PX*@]Q6;8RY8Z;XM]\+;8&\2QV+:@BF*PUA:4QU^.%X@^(LY,CK,: MXVQ+R^PCXJS%<59CG&V)Q19VW6<';24>.#-J9>4TKE)',*BZ0,TQKIV#'X MO.ZR^A4>3]^+FR5%@+@(N8'}G"//5&"R[]?OUT__%)B?S+JJDJ*.WRQ,J#VI(RV :D*S=.42- 215Y4PQ M-E<.S/HH_;REZP451E0DE8 IQ,=DG!F&PMB86*03'U/F,1F;G\1KI"[LQLUZ M!?)#]36JOVZ@?0+?(8R#";SV-&";MV0"K[.9%"^F75]X*=,#DK@[KE%+(A@ M-<@%8R6!(1K^&P\?G)96)29_F_O,#E>&'SP)_^/2>^Q2[^-1\/0137+] M^U90VOVJV2Z^^U4V&GU%+B()N"@DNW67V,*DIV*2'ZW*HK!0S3[99MGAJ-A: M?90IB>"(6^8?B59(*| [6_*,Y]>W5BLWRD>_1*,W>/3=5+>D1*P/S6NIRU;+= M,M\S\Z]]U6492V+)!K_B"LRRDJFRI]BM2%11,3Z&0H5M2+M EK#W[]B))KL= MHE[.5M$;'7,Y486+'1>[4Q" [!G'$+F<&&:FR+K;,MBA)1540XZ+)$D1/533S MY5]+&9,W2Y)2DTBI::BB8A109)(+*$M Y0*:14"SGI H24!;(*''2:$I,_:63 M!S>R!C=D94MT8[J?3T&;ACK2)RU#K- WH**9^9DK+9^ZXG<;LV9MCKP&U?0 4 MIA< 36IT3-&4*^B%4/YI.6Z;G;AIEDLPU>/'-386M]'DHHO,U':AY$)94Z'4 M6(PU:DDA=75%T0@&Y;+0 G/2"I'ZN,G- $M824#3[*#F7.AIC+Z3J*O9I=%_] M?R]=1G*B^IQ/?(L:_^]BR2/F 9.J,*Z MF--7#Q@T6>A$^!$'+XZ%[V$NOV +?_9HT_Y.W)CG'LE(W47Q):L[+N0<3!R M5<&YP[G#N<.YP[R)NJ7I!7,FJL:6B;HEG#(M$P,#Q>NQRZ_B5QWS MJF.?B2E!!R;Y!L*K$PV'V+)6EA'P..SZ$XR%"+W!;Z 97W!(BM)A&A84T"L* M[- KT1SKD2LZ[<'#N<.YP[G#N<.YP[M2/.WD30HTM":&)-4:$)O/XA9 MYKN$*O %_?7K1_JQE?.G-SIMY?+W M)/1Z*@KCDOG3FSD(.)KQ0ES)Y^(9P\W%B'B)B,B7NDV@-**

*P3Z=E,'^VL6L6{(L+K5ZY6)4$NUK7P+HWQER}&@?V M0N9J&%1]X\G1ZXWLJOX'2_U M0E9CS[+EF2769\+K/@Z9^#0]IGE-]<76*IJEMJQY|G92.6O2"4^@'QM/N[2 MRS*G}O@%UO?C=`_CWW\KE6KZK56^_F MS*:+_\TGA3D/#Q\R697P'Q_^"I_<4EY\66ZYC*FT7B[4ZF>[)-E>T17OFN?O*

MS'SJ6B1_^WNQLG;N[T'#=L3QMW^W2%5VLVYQB@7H_7'O>Z/;_2+15IEO95^_MER'JSLCP#L$OKL6$MT^_6+O8@X;M.ESI^@K,D>&& MF/BG[>-R;9=#\)/EL\+YV?

*EZ[_LF9)3%N'/?ZO68&_S&S_)N53;M03LO;<(-MUI7->]O!0DI4>_LBZAV=X[VUUEOHO)6_1*2ES^]1%8RF5-.*I8FJ#E9Q M#<(_$!3B/IVXAXX53//Z"$X=[!6NDG(!ENY]*

)U-N>9K[.I:.RJ>=UX MN.EVV,/]W2WK-&],=^U$?'_[?G5';^DKV-O>0R MZ^V^WK*_\"VOWBP43#"T.RXS+,_$(G%JA11P:].@"NQOULM7QW5NPQ&,MD_X M#""(-@)=]

*(O53\SA(WAWLV]\!1CI9>ZE7UAN-ZB_^?I<=!74O@E\,WAB46>]QZE@-4'QJ+JO M05SR!]@8_L:,"NI7$)B+KGCLH:2^]@$!A2"*76#*[M.54AT<&*IFVWP,15.3 MN-(1+@;?*

*SCL7OM=:>=="!CL7*K6T2 A>M%^$YR&CU%=?4 E\RU1X5--8\|?`MK1^M[G$#55UJAT7 4&]^?1E:/0)\"$ &9D1P'S$+BBY40DNP2SX2&CENDO*

*MUV[@%A;@OFY<5+NNY:]HY=K*M?P76JEROJFJ^?IJ=UHTIGI=*YW7EJF:GUE" M2D+LJ3G\)6N#U_W:&\=F*YZ.B0QUMIPU);!O76WI:H$517GHHKDB[H>Q@LQH*

M"B^5{UU.SY2DOG9/?RI:/H2!ZSO+=+A?6R3I^O/FAG%;@(4@LN7 $Z=B#[D0 M?MO["6BXC (QO[7T|/GYV<-QJD]ND^G#:_1)B44]-XY-ZIP0-^]M?UBZI>

M.X7QZGKIK%:]%=T_4(_*Y\&HW'E4]K5(#[C_E2*>K;,!A]^MX8B:VQ9)4+ M:&%'BE'JUA:0%ZUHT9<6^,?01/;.AS'8(F*_4P" D'$%&37 UV(T,XE:QTX6*

*M!P^]JZR:@7]KYF_8ZB!P'$^0Y5U*M*UIA!Y61VP>]0:@(EZC3OP>1TV.XW,2 M:W)YYW%_]&\.?^0NX'!#_ =+D#M'R7R&@|>KI+9+L5)^"<'XFD+G2K?\W!Q&QCU7;A91,0*

M:8)<'CY#C@BP\WN;.X)}).$U/.4UDDV!E8)BAAL)"+9G[ADQ,@O,!<%XGIR-_'!W<29B 70#AVW'+AT'L;F)FA9OI*G99&E M=4SO"3NDY[".8V1,5E/;3T!XZ1 C9%UD?T*

Z0RX(+ZV/$)U MVAVY@?7=0R=U!{@[('501MQ=S]SZW39\;N&>3FX-+<8%U\ IKB$L&;_YH M=:|:,W$!:^ 2KWS!2EX@CD2D+_)P7Y11U#=Z/;A@SF"LR^Y)SAP3R!7=1?V

*MXYYM(K\-&>&(3X09W^;$%=D-7E(%B)W=U@?=2>+7 X|+X1V1.7C'\0$>ZI=\ M:WT$I@K7-^5X,$\@DV;46$:BS?!] 'WQ="*V*.!%2RJ7%IC2XOL3W4//"T(?*

MFFKY"G.H9O3N6+.N,E1S:6BC_]AE#L:F1ZA;E^Z$;KV]UM/?795XR/7>4Q; MPGZYMN"@@[6LL"@(%;PL=L!IKW]#&.&**6D3:2NR^EP'1 Y,[!ISV21E$^U= MRL^,>&

<.XX,'I2&[S2]DO=BPVVT(MPL)RJ50^?A,IYR9RT"927LM$8]I:W$3>,)$RK"(9L)&\L&H;YE/>Y@IS4:KE MYE.&%28WGV,UGVVN/EDSGWW 3?/"^T;UG{$222[

MV^/O'DX>_D.#E0RG-5?,Z5YH5E>@ MK1^M2Z2IL GZLS-XT?N*BLBI*3ETI/!O8%$L:,6,H.97W M<$K?_O7ERY=_T]_U;Y_9D#_A/L,$-1E9 7YSG#C.1 "O7=E(K MZ9|/>H/]-*

(,F"OK%/^NP;Z#HVZ3@W+8GC,/4CB<$W.:,HF>JP:%)!G)TO8' MK;/AZ6WHP8O(T3>QL13,AJKX+9\R! @GB6P6 1\,6#B&3SSSOZ'II]G5PDW6 M-C!,MW_K?&NX8&M87KPU?*

*5=]N+3MC>4!{MWW-,X.ZV?MXWNT9!-) M5T.>A MY{(\B6<#KC+A_B+7)\M5}(O*64^^*/+"0^XS<*<31EDJ(QU"%Q_6@PT]R$-@ M[*(]D#;@]P4<);4GF.^$)!X>K K^C6/*

R&K@_G],(*OZOK!$^@N<3 M= OU%8F=]!4RL56QOG/]G[*?I>K"]L >9!X+O.^OFPHQ+,+1^97Y;P8>L20\A:??=T,'M:,'?BD/R,YGUSF0R?/Q267S\%@$ #P '5P+3(P,C0P-*

C,P+GAS9.U=6Y/B.)9^[U_A92,V M:B&RFO=YM?O.;(-QC?)7!)7F7[IH M2D#G^AT=24>R_/L_GN>F\DB998IC6=>WL{6E-H99FZX80U.X\C%KUC[5_?/[M*

*MM]__]U[_XV;046YMS9M3RU4:C!*7ZLJ3X;W^_MF9.U[.4+,Z8S5SD_/\,FX6_LBMM/"Y_J,^_K)^=7WRH7I*+C_6Q]N%C_?3# MF)Z^.R?OSSZ-_SZ].ONH?[S0/HSKE^/SRSH0?*

A_HN1C_?)L?$KT]0=Z>3GA M3)^=*Y>;T3E1P#3=N7IVKFLSUUU=(6]: M"]J:AO5CK?7SF)EA^XL3_'E,'1"HVJQ:KQC^3<=;O-7L^0D;>O\CX^XC1LAUR, M'+ZS(.C$TI9\=9?

5W9<%=<{2B>#W$_P=!9W63_]VV<)4C'E>?WTHGX!E,1U MF3'V7-H"V&{IA'BF>UWSK+\|8AH3@^H0$R9%U-<;1'YV"9M2MTOFU%D0C0]\ M\ODW14&8C/G"9]YB)

*<@FQ!ES=1WF/LZ M_@F="-`M(#8K(.5EPZ=Z2+<+'5;=K9@.(=Y6,]3VL:Q8$%'RS\ZV.BPI;&$\U_M LI"-G\&#M7>3NW'$YT,.MTAWAS_*-(!UIA032\B.VR.?Z3()9ENYP>OPF^*

*M6RP,:V+[7\!7&#I78?P,Z"1,WXEA(:63\G^N"-.8;0IZ],F"V0O*7(,ZT2&% M,Y@Q.H'5UWJ=3HI:#R2&9?P"MIMD7-1V(^'F3VZV1LRB9@.)YIF;Q#N2C^!WQ="O M:PT;9L(U\;]*

[&+339S%YU/^WYE27TV8ZPJG^OTDWC;&Q7.H MWK, ^|_C'3D@#IKD$,8<(DVEMM2=2R8(O0\}EN;/7O6UVA\U;,^&/8Z[1OU5'S M]D;MJ-U&<_BEV1P-1?7PMY@#Q=/|*

[/WB$00W C#9$(>2I1IDK 5'1'9I& M^+A/&)@WHZX!"N\&MG660@S/-\%0>;,FY6]5QW0X@O_?-INC8;_5ZS<'ZJ@- MOVZ,9P8{987MQOVUQB4W M(7[O-^]%P%_A BJ$X?*

#A_EX=?,^U;AZ&{6YS.%2[M\/V7;?=:C?4[DAM-'H/ MW5&[>]<'KS7;32DHBS,5(OH!%Q&&HYFVXS&\/HR$+A0B@)BE(@<925("255 M"-I!\VNS^] <-!1]<*

E.&62P2Z$#2O.Q@#DI 1(EPJ9#C^P,/0SDTM5;>Y&_WY_&_1TEKY"7 M]W]IVV_M#]PS?,]N0TIMWI9M.4QT;)0L:>>1"#,IB&(3<>,RO^"D^PPJA@L8 M#[-?U0[.:]

*=$)6C0:L!\QW\36HF)N(AQ.<\[C@^?6T5X MC9]#^]OFC=3(L-9>Z/V+N/>1O(IT("C*HD)\:.GL $?< DWQU"/F9S_5E')Y. M*/3\9=SSR$?*

AC)0HIPI!@$E=;A@.6@]=_"X1WIRP0CX=CGJ-?W]I=6Z;@Z%? M=0BFC/O-RI?0=_W8;FKRL[Y"_$3XO,^L51,L?^?__YX?O;A?X=!L60Y11U] MKW-*

*)2E14A1#]I@X&]F1N6K85(#8-(>D%?)LM]=M]+JC0:_3;<.DL O#($P[MI!R=12KT>V(]#)SJ$5;*DE>%@("?>*=|>W0*+9E:TIY$+ 4FLD2/<_M> Y;XU_*>%8*G#=G^OCE2_Y##*

(MIL/$TV(KZ;4!PC$?HZL?P%#GQ350$>"F=2(8\7WHOIVZ-A M&=39RT;/DGD^BI>7R52UX8:AB:46:5C+\E=G!$9FW*@9M(*,4MDN91[(.6-*

MSZU:*1M[.CCD4,M1"21"],WAZH(2LX&A#PV8B9"B!(UP_R|C"I")=]0D,=+ MDI,0M$0-4F:#HXK017,]9"*

M]HB+OV\1H#M$%VPLGZ@^^N15='21C0UY.#;@*=@0M4;'<=-.DBC!G%,KE$&0+,D58;A, (!"KV1%D7B=|\$0H_0 M<53K4K=A6X!AN,Z.^]N4 M#"'"4B:**N->&@I659*

5$*Z'L8S3$,RN=4,:HON-\G[:8PJYT9Y: MQG^H;E@MSP6O]RDS;'U7V7\3D<(P2=2HQ&$2AD2HB.+:RI@]*UTP@'QME$'= M8_ALC^6?9P<((!!Z#'#A5#:,8$5GGW_[]D78NG-*

*OSQC@0_&PZRL0+K9BK\H M,#XE2]@9!Q768R.4]H!892GW[WR^>8P!WV6;K!*E^_@Q391:,S&M]E(Q^@#Q M]FCET@M121H>H^P]CTW. 9]5\KNS;?*

*W)_,T"F&W$5XAEHLXJ.$NTGDU#<4>@ MLP!@WG6U!B:5'4<6J4LQ5_(?!%#Y&M I\2]_ARCQ&PCM F6;D(.R&^B9*K M$-*

]CVB[0VSH&&1NF@5>S[]+IP@1XIZHOVI:KR/"C$&1A96_BE3G-G-_W"% M<=%I.2F9&18U)T?1T_6K MGMRQK:E+|_WM=16AW%*2A/B0@\ M0KV$Y)[

4,U'VG5XML9:Q%@(=[}DF OV2EP!%'>Y,.G4LO!"]124R 5^V\ MF_H\362J;U@IBGC"2M>TK0ESIQ6\1@7XGI4=N"^8S'F&%-;XAC%$G0^U5*

*M&!^)ZF36(T&QA46HUEHV#Q53B*N@:@K738'YW5{[A:MW#+4DTLL3(^Z,KG"= MP*=OV$,M-UR,O>PNNHK+% :4[*5[V6=7\)6-T>B9^"]Q|!5:+DE?*AE#_F-C*

*M$0#M^<*VI,//9DRYU.] !.:<-V"LT."K(41D#&78!QP)=B\!-N#G-)"HHZ0@LX M#+W%PG^W)9OR=LR[:>VA>\OY8IN@; D9R'0R:=[TX".2O/7]BA/B0@\PAT# MY8:8^*[*

*(2#![AYR 7RI>[Z] MZE6$(CBMG<^<&*{3MEP*UKN]!OXKMKS;BUQ1W)PEJK],Q$WLY"CJH82**:%F MQYB2QG;HVMJ/W@\U>+5XRI$IC*7DE8*

JB26ND^(K=8RCXIAV1NW^8/B N\3] MX0RA=G#!Z$M7M'44/JJ.@/GSO&30Z1HXTE%BUXXJKCN/->0TS)B1=&5Z(@OJ/H M\M6K<_V4J(++$UY5C+3P;1H%HB-.(D0T4>

..532XQGW=$4V%%9:VI.N;6FV MY0(X#0-9_I%!HB=RA-BG:AQ9U\C%MO?6&G!-5ALJQV19+G&J>9XB!A)B42 M659"I!-

E[3RD[UWNR'GO2Y&CAV(N0M"21U'S7B)32;#67PY3Z"Z#-$(A)"F/-MDZ^]7;B(.3=D[C9I5&%.(I@.T]Y)Y#H#L:J[I\%"*+G\?&(E(:[)I:4'[L'MS7%14?*

1FJ=V)$X,#!E=RQ@_X1!0(CO!S/?@)CVI.>R*O)RJ >PJ5$+[<=QM5 MTO>Q2U!7W04/)&H0G[>&Z4%X=O%0!/B>=FS'65 VG!%6:#ZZ"SE":"7>IQ3K MCUP\[X>!

OS,E:^\|@<3;'L,B<0E:/-,,,T\0;%JIK, #"Y^XW++#W\;^\:CKFL:H;K@OZ?% E.%ZV.B.Y=[BNN:W-9/PZKRDNY^)_M.I)=1EDE(#

MBZ.V^'T;YIF_'LXBC"G@$'Q2TID)_]/[_/&WK8:9&&X MQ!Q0S22.8TP@<^//O8GZ1)CN9,;"=DQ+&CE\+[7M.!5;_ETSK_2BQ_/QIO MF$-YD^'"--QLWQ1ELX4W=#K>ES/NB&'A;-

*FSAL2D@)W!-$8F;J;9V00EA1OR M&,,C7;?4_[=MM:U'^-UF+U^HJ;=LAH;D!$,Y\I):WRRE7XG"7^X@MK@@E[*9WL(I M)2C\2/7X]1V*

*8<20S'L_"OM#]R++X=0T$SH4OI1UD3R#K*0;Y(C+86C+Y F_2]T>OIO#OW-?Q2N M-&@%O=VY!_Q95G+*7GZ?=]KVW.8LHK[>C"UN2<6\:,RW!C[]B4P)EB:X=7%*

*M.$$Q8'EF6^CZ%J5.D'(S0U2.N*1SG09V+K#IF^',&K!VM>>4/5@Z7=@.<-5; MGI6SW)4C%EMN6 Z,@NYKKN."OM9G=_&+<[Z_Y7IG*D4)0MA7Q9D9"]6R/&<+>*

*M>})TDT=1*H/:6//CPK!'R1J53E4"PX) :O!>+1=TL;8E,'"*MZR^?S1_ ; TK M0"QK91DF3W_8,F&NGN%K-OQZ5L.#OV%RQC4KE#/E&);S(9KSYH%6/TH-I;D*

M\BFI.V":0W2#6.]CGWPZG49^%)^C^V%|'+|+/(13A&_ZGE>/-,,,T\0;%JIK, #"Y^XW++#W\;^\:CKFL:H;K@OZ?% E.%ZV.B.Y=[BNN:W-9/PZKRDNY^)_M.I)=1EDE(#

*!K"U_H+MV6$%@-83C+L M* \PH<]/U!*$A_9JL'ZA+F0)_NF)JR9))N68/(_=(GK"58NZVU*H#2_IV)F MFWI81&R11YN)1W\Q70F,@42-::6/T_67D:,6(Y_P&;5W04KS0(<2F!P=$\D*

M8^,I>Y=!AK;D],I4;8&YDVUN'LGFP^,K&ZEJFC?W^;GB(#%S,YD4LKY0ZH) MW9R9>C9!.8'.W@@-7RT814F=0 +^3@EKV1[+|,%6/"^>,$C9% YN;'H)-YI%*

MQ_>VYWO8VERJ_FD@#RB.;!LP*UW1R,F EZL$Q5@6\ZN)FT5&M&S%K)9K#X MM?3Q2X>Z+HX,_O:=:)DD"S!LJMAFSAY9L3T56L0IO>9/65D+J@'R% >OC@3 M[D)Y>$[??*

^40'N80;W?D$)4 -O7\|/S\;/46:-NEP17^UE10@I@+/(&!?DRI M4QQ^0*6.C,:'C[X^,QZAC_1-HO'O_2,,)CXT@9DKWRI)XO)9&6YZ;V9F%G7Y*

M!]O08|IVAK4'_\FH8H9FDI?/TA%E\XY-!+O${JK#V]7^?BS_](&A!>=Q@QW. M[T:>)]YD]I[= U39=#Y"-MV(_4PH<9_N41!F.W^7)O6,,.UC6#1GX73-Z&1CY1*:OU?6|L&EKP*

M&!@!I36M 2KJ6!F)F=#:ML2&!%_A=GR!6>B1S?3*,J96SJ4.C1^ZX*_*Q&^ M!P0GU:)]H,)L#KOMX[]P)*9N^+P49CNQO=(,#FTI/OJX_F*7972.[!N*%TO(*

M55DW857.H&_\TS_@):CQQ%[583%!ND0U&$YO'!BF_7;:GUX._(/G_)D5 M)]!0D17@D&CT>$!K]_GPP"6<*]'(+#0!5H%4FF^#PUC2?]<9O0KBIFDY#L*

*M\):%BUSJ3W3QO^H3T9;WE+0V,#.^)^P'=3-;Y+#F_W)+T*7QDBK;,(NNME$G 1/B4P_MM#?_7$^/)!^+XI*BZ+Z[""YZ]UV84%V&"9RR*,2F!U?R"/IYJ7KNS&9X*

M:4;^C8')UKLN909+;Q;0[<8A_^QT;V:$;5Q<(T-%3OEL("8FY8W-C; MO+VJ+;G^K#'DOYEMM4GG]-P992. .L =$B7FQV"Q!=[0Z+UA8L;,.79_*'7V

*MEO+X^12N\OZ@P%/E#CZ[N0K!/>2^=*Y"WI??WAQ\V#ZHG;V._(Q$_K2NA*[E M=[)$)PQS?\[L=Z|"]B>6J+WH-M(<_%-(1!$]O09:$W,IP%,]LK^EN:95^*

MZAR;,3^OA#AMRQ_URX)$:WV?#ISS\@(1_]0VK@7N(MP$B8^,U$.Y7YQG%HV MFU #S[WAUDOS>6'XQL3/.)0"MVV4_;EQ!V0G?5?`YY-=/BIAY)2I++*);OD*

*M3\\83E_1^YL!\TO@L%S :]Y\;N-!AFO"9!5Y)Q"1/RU1_'6AVIM^O@%:0)=", M@W668CJ487CX/\|\P7W)_/VP>*L2[+RFO[#>4TFK,C|B_ORMO(?_<33X9%9J.!KEIO,K)=*

M8J9K+|A/W8CC(?=9L-O^?L6LP!/9:CEV@;5X:TY+'@=<U!^X1,H^;#@%^#B MJQ)QC3?Q(81%|D,POU]>K=XJ,C8?6I*<&9O?I-Q/?)/2)RPOCK9GO*=2NO8*

M8:++$V1Z^>L]>!#<"RUZ4(45[^&-%]X1I,YCX7:R]=5Y\D+OD27/E+37HBA$U&5P++#H<6O!F<34IJ]K G|GM/-Z)O_NW_ 5!+ P04 M ^ !00PA984J+EG E #X;@$ $P*

'5P+3(P,C0P-C,P7V-A;"YX;6S= M?5ES6SFRYGO_"D_-ZZ"-?>GH[ANR+5O4%#[/A9/ROG\3?^4^O<)PF M>3C^]^?!CM^S_Q)__'OO_WMG_^#L?]|*

<[3_ZMTDG9W@=/]H11ACOO5U^\ M\ZOY9WSUQV3ZY_+O/HP@GF93$\8^,?BGI\=G'Z?#C]HGK^27.K+CUW^=/|/

M%/5V6HFI'),H_(I)N<9=Q&YD6!%B/_KTS^$SUXE%YF.4C/Z!XX%|,^TB!QR M=*AU63QT-!S_^8_Z6X09OJ+IC6>++__UT^?Y_/0?KU]__?KU!]_B=/3WR?33*

*M:\FY>GWYZ9\N/O[MSN>_JL6G10CA]>*G5Q^=#>_[(#U6O//[7_<_IL]X FPX MGLUAG.H L^$_9HMO[D\]2S!>K_B2N5P]^HG[%+C_&ZK=H&9D2?_\VRS_]^V^O*

M7!TOQW0RPB,LK^?OQWM7!0_Y&?$T:0W9=$WO>,/-(?%_^??3_%?/\V&)ZYRF6?_UT M=I$JJ+E5O.+XGTL\|_4UU@2C=#9:+,T^?7WQY.N(6GS\-L=QOO,UNAQY-$D_M?

&A4)3297O!+$40<+,X[.)NQ3P'G@_TAQ.%H.!_BI.W9=$KOQ8!#"3PIS8K_MBG@:# M:1A9LRLKF2G;WXW+52?U=C>3R'-_Z"7^^W9;#XYP>GE*-*

*\O9RI1EJPM9TI+S+22AH&. M1, HN9,"F!)YXYDN@^O'N=]@T\XTO9L,TY)S_WTZBM6G72A\LY!PC3]2+,[MK]O%)UI/SDY.%L]DPSF>7/[I,IV<-.7"?-*Q6,[Y0+-,ES [*4W/,-\S7U,T*

*MC9HLRS9RII!UP++I9F(^0?3)9IB@:L^1!,,M00[Y,:K010#,^"))',+T/C D^ M('J&*0>FM046+9&3:^ZL[P&*;*T='X"R#!?4R^1"B\5OJ1DF9^/Y[-\ASC"*

M2RQ)".%M)"Y:3ZP4F3@B3.5%;F _4 VIKU:N ?),CS0+Y,'#9;^&0WV)^-/ MQ5@]>8=0?@G$.QZB#H4!&JB./,T-96+& CG_7'E5\RX"]+(&QFAA ^0+5+F,8)E7$F H@0F

*MV5H=/(6IX9P'$+T/"C,#I2EXE13MAJP#RP*CS]ES:.X]WQB^IQ[Q^DRXP_<5 ME[P9S]].3DZ&\YH?],.K[OIP_ G']0)2TODB@ RO!&0:O6/>^L2\(T\,4\A< MZ.;ATH-*

*P>NH*M^=$*Y$TX\C=^>V-T^BL9MP^3*8+$C?3PYF(Q3 MC?LF(WKBI[WQ'*M>5L0=#.2'N/)Z60*T^_GP_"=/J=0.V<5(=RE6G0RQ:]4T@*66>^2.]%I4) M3!153 S;.-O.!K;?*

14^CA?;DW3(\VH6?LQG.KXQ!SPO.G!6IQ;JUH\4^L1 M6M\IS;GV^B#KJ/.F@%,!]$F"ZIRWV 5YXI)\VIH7D)-(5I+@644M^<M.]5V+G444M^"ITI>Y^HL>"BF7EL"

*[7O.F'VNG@W]4=_5+5!.^#KSRU?V=QB= MX2!3K&]+2HS[3%8D%L%"*YS+_^N2!MF-)>YFTSWL1!UESM9E+_,.53&;=;Z4#O!=(GKZ[=[-=?\\9>T"\X*

MRN\GTX^DC0XF\P\PG1^6=\/9Z60&HY^GD[/3@;!:.@;2<$0D%N6A &DF)O)Q/ M(,$DC]9WXA\|":U/6=J&WD0':2F$B%XK.ZOQ"#]HJ]>MG"1?RM-<@E6'>L6VUI%N];^*

*M[>78_0MTGB7/VZ1<,4D;.BJ34YS.OW&BP7A+G1UGT]K^(I%'=9,DC?MU7RM9Y!(#\B5JE)14N-:V4*SEAF9'(H*

M11<6@G3D3WNPTJHB0NMMXWN:!"]B64O\GRJV0\IC#N-/PSC""SPXW_UVD7\ M4D\)"PB%CA6;D6D 0B9HPA9\\9Df=&B;>R1/X^I?++,6*Yf+HJ/:,K#2& 2**

*MHY(F#UE8QR!S3A 209!@ [;V3Y^=OMAL?+*6V%=:?W';*GXP1U,W:?809'M5U M.RR_SODR)=1+V#?O,7Z#6BNKC@4+&*HT(3%WOA9]"I^VP+&GJP:>):9FK]NOP_%DNEB*

BTE9>N4#Q7PLJ9JX M1" CD))D.0:#OG"4&!N3Y3:&/@5-:,fGT?#"ZG(0D5\?1-+2TDD6RGLP9R6F-%1G2UE56

*MJQU5V$+]YK.D_4BIYBIKW9&7>768ZD8$3"]/\9QGEKF@ERH7Q[SWAO&H391% MAV";IQN> M4G1=B*$6TET#P(-,2]6KI1ZS=29H&7P!" FYB\+]*31.2]:/]4 M=VJF$MJL?*

84C,9T>+G,"R,&S7(P$#-YSVSRI=C^4/KE ;[+@ M3]JMP>(W/< R&2]F>%ZC%A*(`F!8",XR+1#BD^(MRUY)D(5;\LL:UPW>PM G M9Z>Q!-=:!F9"/*

(Y#,>8=V$Z)O\KMI/2V4E=8\SOL S3<#V]/&69BF4V!!JD MD;X>0-2.:T@:J<>6Y<(/HVI3ZY/8V(T%DF[$'M)O&$BR_BW/!E^R&'W:_= MXSWZZ8!85NY+]<##.VE0MR+:^3'8,

*{L%UF7R7CV!LMD>D$$ MDC_,=K_-IT"'<XYA^GV/J#H|((>-V4<4AK.<\X@Z<)LT"]$E%T*K:N& M.YS.NDJ1GCJY3&6=#W1 3[PD8/35K#I"C+MR%C32Q18M(5S%*

%T;5UE^2"8 M/@54?>'F;8W91I+M4]77ZS4P7I3H/3 C'1F$;"P+1@/9\\6S=PI<;%WV>@^, M/D5H?2?3NM+KE$;6]] "9A9TH8FE",R#%O1[2]Z/+=H(WC_*?I-$]R8O9HLG#

MQ5LZ&P114)DBF3"2I@5HF4^&WM4(D&+&E$SKW;O;&)ZI9[L-1M85_=WTQ1H+ MWC!|\07'9WCYNM|ND'A5KEAKE^A7KLZMTM$]FRPSNBIP:0L#2[ZN- RO7H??(_5Y?*

*P/4EK0E)/D.0IN>.L2P&>#?*8:[-;&MB-+ MM\]N"5TR\@7590,%/RD1?"3%#+@V3%NC-/$[B!%ZS#V<:]]M3D=E@L3-. Q MFV!I13FM*

*{GU+K%0HF8Y2WIO#8)LWA7F!P!TH5K2?L^_W"U96[&WG=X.L4T M/%_.<=XXJ;69_V_QY2!%HYU%9+E6$6EZ9UE,M8-^]6$-O;V\>=[]$3A]\"K1*67V'Z)U:G!C*QHV+.,1?/E*

*72YY%,-VAG6 P>@N MNISC031\VM]LRHA& FA&B)]A.*Y&^'!<>S {6TVY40K&31,*\R0'E/[.+TC"S:::+,Y"7_(T$2) M9,>*ML13KA3SG-Q[GI2,0N=8?.O3$(\"ZM/&95->M!-*

#.W6!8Y$"J-JR?#(< M#V?SFAGY7.ODTA.0^G0ZL:W6:"B M=ORX.!>]=W(*PVFEZWE&P',E3#",'VT3^K_"6>326@0!)>+ XV-IPS/U(EF&# M>Y%L6'_A6S8RN4P%N:R3M!R)A-*

5\24=3L@3""(%1}:AM;85#R7:5BT<.(9O M%O)Z0V\68EZ$>,38BA.QT2IVS_]Z=46RXIBO[MV M8?U5;]B.HI[LMU9"CS4%G1L(63'M\BX22%LFGHM IS.TWL#=6.

*I+=&+XI$[K,JQ+X!76"U9JQ;TUB<5H"),.1AH;@H,MU>>1%M+,JM20(BH2'#W_ M,#C[7&WB8:GGJ@91>%(?03/I:G?P4"(+@3N*K#0X9T* YA6I3X+J4R:T#4_ N*

*M"W/:R.5EQZ7%*WF5AM$\!"S T<Y:L)V.#8"HVPV)YV!=@=)\|*$?"?_WI/9_)R(^\!T"N/:0X:4LHPN,N6+95H'P?RVE]%1~ M:"D\U/@#*T^Z)DT]:?L&H]'9YA!182U_Q.6%?*

*GR00|(B@6-8 MNY]H[0U%_+I>=6.S)YT8;2]MM^%6@]JG)&LW0-J$#-J4.79K>+Y]$8*40CX=//.H%9,>&A22P%.B>18Pl_5*VKTHK6+I("9QF**P(@*

MRKA\!JKZXTLXM<+.Y6#?!Q95> P0 ;TZ[^FF2W(L1.$95SF8$H'+YHG^3M7H M6CN"Q)ID M?,D(]&3G*IB6]AF$N:M(O$DEW[BY?Z6'J_398]4KS_'/FTS;(\ M<"K__61*XAB?*

*MTLWX^G,)Y!NPBH7'QU(<$*KG-&5V@H^"/.F.W"&+)E3P'S. MA4=I_7*@>)=M6ZF4F?-M?ZQ-L>\&+:0>'.QU_>IQ_\T4DP>/7LIH/_^Z?1 M*/BK5Y3"[#,IN"]#>>MJ:[[_,.^-*

KX[T[1 COIRWZ\L&@=B'#($;IGTBS1>$ M(R(":3PE!&M7Z)/#RZ-;N5W.C]/RPO!^.89QH@:L.I$6RJUN.BBZ^)@O,JMD M8AI<8%Z1\Z\| MSWK5SW8@HJ7%T)

(%7Z]EL+6OG^6%6<3HR/$0JHN*E^= -}.AW1#%NA1BATR[MN&+T'18D W]91$GOQ,WJ^:AMEK)(YGV6]92V9MZ0,UMWE+.DR!@_5[^>DC[MM;F[++>(UEVF+_9;;IS-*

*VAK2<4.8#3UXBIU")YH)<;4YL6CH;\%YYXN6Y#?& MQ)VP1Y]>]J,N71.BT2*WV5V!3E/UR8SUSY_6E,Z$# 6RH8$CG IA39-P *2:7!E+%FVF&7N:,-FV*

MM,%9NV!H8]NXFS$[034H>>RD\Y]]B-,,/Q2%9I-8]A!2!]M1%!OSPHQ.Y64,6H#C'H8WS+,\G\MW=29^>)]>!7^\0#MKA]8FSB(">6.16^9K M4\ 2E#,.TWO@6M>K-

*2F<#W\Q)=564LV+91,MP8_%6LYI+T1-&MAZ/5NA>0*D MS+<P/H=BL;6M6PD\"&:I-"+_BS&FC6@V9\NNVA^0,4U"$*YZO:)T50\"78GD*

MKCDD5;@!Z^\#+2E6+2QLY=]L6$KB&T#GO8'^'[NME$8F*2N-S#Y>KXHY*!5Z]J5IS M19]-=4K:I"UK);<.U<]EXJK.UV7C%W4TW&(M*? UCPF:*

M87;1.BN#MZV/G#X,"G>_&42S,U%U*XAVV>8XAO"DFL9"SEDYPS6WEN==&9! M98K_DJGW?4)A.5N3;# E\.:U"/X4#,VU_E_OW_L"(US L@,WFTV&: MDV-*

$/Z"HZ]=OW/CD!YP,)_FN,;RH#]_]EC[#^!,>P1QW2\%$<\PT#>VA6L)0 M\T:"Q0BJVD2!TB8I8^O)/ MA7$NM%. ^8.2M/9_ET?6L,?

*Z+I^>ZXF|&S_,I'I:,TSXRRK^A4KI>\28EZTHCVOD7_JI2O EK<"S#@VN9@O6OD&,TT MR81!X8E)"<9(*ZQJ[E8]":I/SGY3+HGU]=04 U3/_KX+/CR<5=$A\G9?X5 MICCP*

*%**PEGALEX4$ 0+@DP?N6"%Z<23+*WMQ(-@>M4495,$;2*9%=?KI'L M)&+K%"^/X=P\>,%Y0:AIV IBQ;12B44>$K.V8*R20>-O-56XY^-C+,.B)A4#-Q MS;C0P>)WH#HND-*

$JG.)T_OW#",;S>H/%E6IS*G,7_NLC2ZEW"FKCOETE1VS;E%!+]L:!MA?918J$5X!(5BE#!MBK+++P!IYOO>CT-ZP68&$1=3QZJ]%6P($7K,UBK)A)7CM*

MY.1D,OXXGZ0_!TIYJ9,2=?[`M'"&@8J1H >CK5(Y>+ZTN{C,B+VZ$ZDCMMSC M-C8?1L/,)$\O,!Z6_!<,@E1:FOF-)959RWTCG9_WSWX;?=H]^WA$P=
fQWN'!Q_39\QG(YR4NZ>Z MZ^)-QK/A;#Y{AW,8CF8_ ERFI=[:(Z[:,]_ME!LUX;M_X/,38X/ #=I;_1I2 MO.+2999U^.<7QBW,QI-OM(;B?0"O9UB M/B\-O5H0:.UP.3%30-
4KGS6+45H6C8]DL>E?!UW7UP3=ISQ_,[,=;6:]2=$V M,&'?|&,S'-1L0@CS$0N%Y\DPK,+1>7%;HF$[>;,;8 M4;@ZV]D44XG,U]] /YLG&<#39-USEI6BBNU((@S[^IU+B6K
,KKH.%QLO]M2'TJGFE/CP6>RN>V67[OR/@\/,3+SL,07>V",+KVO9:;5I,:,QQIXJ]*-5XHS MC9"8Y@ ,BLI,F@"Q*(KT8NO|WF?T7&T\V^O6!(,4"[>H*:R-R=+!%9!>KR-9 M3XYC
2S2Ms{'+0FM3]Y3.^XL8[?6E5.G3M(5N$NU7$P$54[@WCI"!H7L:+98 MKWJS(B8ILVN=L%H&5Z]*EK=#GU4DU)EQ^W!T^&'WZ/B_=@[>[?Z?W_8^+!K=
M7]F!RPU8N+'W2]9_93.WUFCK&KQV4VUD^A[^8\N\]{3Q:%% MT6LIN"6-&TGM9D\Q0>#@FM^"UPI[KW9[fT'OSC4 VY!TRXWW^^\/*TG7EV] MXBM2$)I3]D8!-
;,01+-4O.04'2FNF}>_-Nl.QX^[OQ^OC> [C3\.;^E@'TUO9D*XUVK]&M-U4 M&QG2\,\,0,7-_^*5N(/TX;*6>+5*)6!RY;KHVX>;%>2F0*4\.7?+*"M&\V?6C MB-;Nl?WPTV\HWQ_;3
F5K9*6&1,$IQ=5#5Y6T\>]$HXJ!Y4@(P5APN74)!5.8^F00 MMT.AYXNF+T;Q1M^A35G&>X;@{(D'UQR!2$\OMJ//'VMBTWN>>0YK;&>)@0BL?FMFQ5FGG/!4.GE+8Z
M^)C*;1"7UAZ=9S<;2>R'BTJ;+&B;2VON@?*0U>,BZEC[R"12E4P!2@8+%#/-MUT/HF^(M.X7?C#QCG+1B:A@ W M8I.Z6M .C1A/G
,GMRD%*YG.U3/6,;/B(U@LAMZ(%75$!T:LKF:Z|;X=X0D, M:7&F]=+,&7*CZ[[-,RMW;M@Z'OQO Y MDG]*%W8CF,X,YGUP*[KCKY,!R)0@)++1} >C Y1XB^=77+|K;D
MJD;35[+:)0HKDZRVS(/?#S#MKD(YK4"BN(%XJ9Y>N MD1@W8HI)+4&*s*(%#SQ*)GP0I U0L)A0,F6R-C%ZU+SUS;:5$%,:6.-2 MO*
MQ"WQ|0"_S8^_XN@+_CH9SS_/!A@#)"$BQ3H.ZCUfG.R=54S;@%PK)73S"QS6 M0]R+@+5O#%Q+K"WE1TX@NC(=0*#8JL,7'E/;5/M MP7K#QO4%W-DY_-
N=C[_4TS*_[^S7XS(/!^^.=C\>'^V]/=Y]5W]VO75\A&DR M3L/1>;G_I-3F+C"^W9@;,C?M7GG_?6/(UMUXW\X2MCJ>NU87=K16]N("$R(7
MIG4L+#H9F4QQ%HHT4I81>7934XAZJG3L"VYF_A>GT^W#]Z7+6&G> NX1%1\<$ M(#(=T# 95E2@OL"%D?9_%#S,L2E,/9'_NG-NU1+L.&W>EN3GA@G8YU5YGE M
+4Z*Q3FDU$,O%&11Q^-:>T!_(B@3SF.[1%F#:ET9K;W#P]^/MX]^O7=[IL; M9UQ_A?G9=+%A,%ETT9M?=-%;V0:O-LRZ!K7!Y!I9OQ|:$;('ERF88"5BI$C" MJGK[2>G,-J[+G=Q-
@IC,+T8 MN/;C*Y$%Z2T#+G,QT6>96B?U5L'9)\NV,I=NZYW.!=,,;CT;Z?F^I0.P40DR MK*1#M:N5Z6@=R|R';$3Q0K8^LK82T#Y9P>V1Z|DBVP.[[@^TDXJ"B&]9T$HQ
M;7DDBYUH>$XU\INBTLZV;]:R+N4|[$Q@W/[*W}YR.\\[*IV<7O2O5+#]+1|WKKO#'K?W.[_4>EM+K29H4Q6OL SYU6,S> 8F?\<< K/_#RBK!W MY F"1:]*2@Q$(F_?
^,B"AY3K>G9$5 K1E/-MA=SB9 -9/N>85]9(A\)Y:%TH]VR0_7)!.F#9G2BU4S&VB& ?17@\>8,?8)A_M/'N2H@DJ"61"AG]?O
:"F#C3WF@"C,K8_+AN6VG'G)F+Y)EKKPR#XH!Y'WA,0@#!W*;26]IZ.7, ^5-14U#-%N%F>/5#G M$'SB)MD: C]FG0^$-VGFC PIQ$ O2>O+A5='VZOZ@=ZP;WW!;D7A+=2R,TGF
MVGDT2D7A:Y"-WZ[.-S,?:JBJ WI%M5B!NGVIT2")%\16^,*0E(C&V]3ZGL8'H+S(3,9S&//X7LMJ(MF,:?QMG,E)K'*

MOI9$3#?-JC M*4UQML;-9DU'7]> "=K<4ZS?$OW^TCY^!_AB0!U7OBW,/#<*)(LQS!M EARJ MA!8+^7E/YC,?&V&-],S]CSW\,L;I[//PE%Z(T5FFGRP&>D/O3;YX*7=J^'1<$%
LS>+V$T-TFFQ@)IP9SCR1Q&#Z#%:KWU%K (NG,+;A08E;MQ=B&$ND_?X=#_]\?0"TOQCHLC^-9D_!08DLA!JEC-MV2W]S
MK"VFGNC=QFQ9Z85I+L(6K]';R#@_/)O/YC"NEF(II"E:L&@%$\'5 M8,RE>J.A9Y9$HVJ++.1/6_B5A^^)"NZ.5YL1S)*QRL7WZV^1'(A__^W_ U!+ M P04 " !00PA9DJPMW@!N "\"
4 $P '5P+3(P,C0P-G,P7V1E9BYX M;6SLO6ES6SF2-OI]?D7=NE\ONK O'=WSABS+-8JQ);!J PJ4GG=YPY'OQ[@7X^C2Z^8=WT:A?)K_$CPX[?QV,__W"?O2CL8*6
M#N&GA9\HWY'9QTCY$4J<"/:7/X?!Y__|CY[^FDC.#^*@WX43R#]-Q_QRSK /)"]+,A%U"]P/E_MR]-^:8SI*P(9Q.L -'*O4+QBACG/;TYYIMGD0397W='%1$_?G95O/U+WZDI
MX$>/KH!V_"!R'W5/4Q6AQX-_?#D\^^=RT-=7\"RT5 LZQK;J M@^^@1GIT>IRVXGS$;Z=/+RAKXX<_1]!+,%E_9F_O]N.1#W7+ZM>_45?7!^B. M?
WI^/207WF^=GXYP*RJ[$L*%0_QR>,ZMJSLX8P\V0_#6-W35_Q21/H'+=$?#V4_&0AX+>#&*B4PKC.O.ARZ<)R=$YM01-MRI0G,F9-?!">:-5I\N&,1RRC:&M,8P?WQW+)D;S
;V72BK;5?Y$'_LJH^1_U[M8IQH"D'__%-_D&")A+^:CS[_QL'2&DO_\\&ES#[0_[O1&R^J [?B':4+@H M7U1CPL'_7G=&W_?IEU?]'GX[W/NS@\
(QEJ,T<">20A#I%@"_@3O'F&HA=QIK' YU&H(1<8'H_WGU6 G7^P*HQ(:Y@"JR M8*%5] 0'FBNNWY;4-T:)%**.VB3BG4)P6BIB*?L-*%_PL E1+]W+I<(]@W/[M3%A'V"TP .%
<|GNGHW|\UZ>Q\'7]N@K24QDPHS[C^<1F(TT(3$X,-"8PUD576 M_B,0-34_SWA_K/8*RNG7E.QC5=.F]MY+;2Q$W_WL.^FPM^^O.B/?G8(3F3[; M ?
EL0RH"*I1X*1,!:P,2'}A<_R<1FI_$M:KH$]B;F*W,@_E(7@,!*LCXL>9YXX4@QNO+ MZVXYB#T>?85!&?$ OI8-\AL<!M YA]F*1;661EC"/<_H/X$F0: 3A:8P0C=&
M)RIK+PJK@GL-_&A'$X\(Y12VFP ?G@]*+)SB8[VPP85P\!1V!& @-+#X0'- M&/&< _^?"_]]X98HL!/;:*%%'TH\(}O M2X*C?*\<4*!W\Q.5A;P0#&(ZFV!)+
MF5E.B52"$6EQ1?/2)1(X!.8+Y2S57BB>PO,:B%!-WH^YH)IR-9>F0E-X#Y._ M#R=V[M=^%Y_G.CB!(%_Z_^\(-TSJ.EH%A$N(83&44D0:+O)"2WTCGFG:I]
M!KDFQ,TSIO)Q99LJ:<$9N>,=G7{UR.SCZU&Y{2Q7R.>!66.I]01GC4%V*R!.. M)DU\9%Y8'X5BNCT7]!&>S7.C564N]E.,::(%'^7Q]%$RW>L"[7-_,-;!:#3H MA.M1.;H]Z\|?,|^-
S]O:)DBV++!")4D%[.UO"A*$2-).) ^NHGW3600EF;4&[M+7A34W'X4@XB*)YKGZ0M!/.ZF51'!RWX M37OI?ZZ'H]++#_Z"%ZQ#ODA+>$TJYB/Z?N.HG1- "0T{(SB%P;=.A,\PZ/33
M"<3^Q41SQ.GN-9P'KY1#!P#M2HM2R\:A4R \,18E:$PT/-8_MFMW3*^;JCO% MB!;0X/*J0!V>.VVEYM$0#'EAKC9#D/5=/QQV1CXU1/!*Y/:-!M3QFDZ[B1QP,A]>0WE\/BGTY
M7CLG-L(OSH)!)XX@C3\V1GP$H^:,, LO0&5T7.R)(-"Z##82*7,*'/2>>6T&8-M/26E:)F4)KX>)6WI5J8R&YU(SG0(H0A4X(D,6 MQ&4G2)2*6:85IZ'VJ;__+TS^EHD M@KCQ!^'/?
OGOHAIR[E*WV//##A"(2)#H8G@*$A,8>@<0@95]\$W'CS'E5)L4YI; MR94B$L5\D4P$+1'%<&<_^2"[JX

<$3DF%3-%+_IUY9)2JZL;"MMBRS'C8%EG644'=%+W/ M@\XWM)@^=WTP\9!@-(#P#JE#,'-)>UDJ4A:RH#SY0$ MG2V$D&EZV.)A!>7/?]=KUGX%Z,8#]4_ =\?_ -+15S^XS3Z '+@#1K@L)18] M.!(,19/:.N&"T12?NK;^%[SL-1.@AGQK)O\)1E@J#7WL^]Y-ZQFM78C%3U81 MW2@?24B2DYBB\9)9EWE>6_'WW_&:]=U FBW$^T^3Q7'I>5!R@"5OE-?HW(+ MP09%'!>~<&,LC.)4TKWYUL #:_$@:TCZ,0%L4P*,>8Y;T'"OETYA|*U3*@<< MYSEHAR6U:3C_5/:(BN,I25/L^8XMN.35B%(?\>TVX+O6G5,HA35 525F$B MP5MB#:.$.1RDIE$95=O+W7VF+O&'=YZHZRAU(<'7GE>5 0M=:Z+ I.UF[4O@/A%)O3Z=*PC744TGIU[@]H&4|K1(<0/05+290E1c0(17S& 805/G!#?15Z3,:JO@+?P'G+AJC M& 025&DE:5,D5EA;0M14R.S(Z MS@7_.:,,N"Y\EL%]>< 7@2O+#'!RA*)%I"F&;\%[8W3R6G_8-&8N*); M$&<+1S1'UT4DQWFO@Z+R>71\!8.R+IT;(,,6W),,G](= (RC:,12(3R$5]TB[MA[7TFE?>68#EA1.AIJ1KYO4^:,8);DR#3BP5RO?[WP#MY=`P']=^@%M6[_LG ME/GE]>7'SO]>=U)G|/V<,XZX6"D:J/$/[4P114+4R2O&LH]\^0U= P OG!2; M$W[-)WFPD'DB0LA8XN R^0QP9_,E:3&F3,6Z&\8[WH#<&QDZIKA MP<\|^QZN^L/.Z%PF7O(93,F++&U%LIXTSO.>Y>!M!"MK+"0+7O\&6?(1H!.?DUZ3% MW!>],@(T%V8+-T$/.7IU/8A?_1#2G5,3KE%O*2;"C+=$XFI%O-"9)+ VVX ^ MN'L:$G^CRGB&M\6=TO#P]MJXZ7%6+342RD(TA/M8C.NL@0$/ISCEM:EY$8M)PSA=AWAS/|R[&#>9*T]EI&[KA>=14 M,@:"9"XY DT2Q\WP#Q- ,=+B))58[RV!5;*^#"*UH8@YEFA>*OE.Y]"8]TO]9 MC)MW_<&@_T=![;_P-V@*N\ %DY&7TY3B54=''-66.)VUTE3KJ*OWA5L#W^N@ M3FL:F4.? QD7GYQ^3YWFUX=^X,Q9T.!Y\)R;)EPB%8[@@-BB>3O&&R=HOKY:A> M!U4J2W\.09Y_%C]?R'LQXJ-1T!^@&-5PVL(4#0*MI_/?X OF M.HJ45CX7/TH*3E$<#PL>SG%2GO? N%\Z*C8A\#DGJ'9>6[!Y/0I*F?]VBO=>O M6YB,RQMH HFC95WJ 5@G)*$0K! N'"*77/?]:l=TOGB0;$/D*WBFQ<{6,.U9,JU\#WPCG4 MMD;FT*=OF86[N^('WQG\YKO7< Y46N<=)<)]3:0WFI2:(K@]9@,J,&M=[7K* MW7[0]P)SRGW.F=1HHIPMQM7#/?7STEMV:A-8RCA:-*2+@1P]L< S23A8'[1@ MSM:.PUD Y74PH(:%! 752D"Y=!Y+L5? M? >8Z*&68B?Sc,.=>2WZ;R[G.1%835)DRS!+4',Q5&9N\@VN%*1@+?+D7:UVQ M2V1)$9.&H, ^AY81AZI7\B06O>&%/]6B^..:HM4JCNVO##F%%8D 3@E&I5(:D MQ/IH2;26LI@3\ZO-.^Z%:[JI1.>HM_'YXKS5Y-=!?S@\5SEF;;(FFG|&[FAD MQ(GH2 3@.DEIU6UR7XOK]AC.ZU\'5G/84'C@.K[IH_W2\Y//%.BY1SG7D3HT M+!BAECHBOBW7QZ("> '_;_R+ M\<"+&$X@_U3^_G)R>".R/IX"=(?75W^) QR\'GP[V3K^< MX%!9Z>G\2NDZRI[TYR8M?0)??)3D;^W5?N^DI"$-.KV+=WI8&;Z'D>]TA_?' M,>Q<7G67E$UH%\XOMQ^Z+]DHGOTVIJX,\1|!*BQ>0/WY?1L,#9#OH|K-$[M MDHE;RK/"*25(!%4*|/'2I5%PDQ8[\'S)NS"]7)LUB-&^8,)545+E)P77H=N+O M? H!2FM7T=-9(I&YIEA$0#2"0X$"1C#\-P47T41X<%LRK2__XP6]1|\TEV$1+ M@OMPI%'.JLP)U;X$ '-!"66)(=+&"B@*KGE"I_SY#>]\-8RKEGXJN\#S7% MV6TUA/X(;K+>9WP47"?PAD#IZB>UHR244"3G-5..6N%H6$] Y>]YFW2H+/^- M-?%FV6*/RC]G;"C- VA'M75FE!"6.XZ"%1&LF9@E<5^]9]LKJ;#FDX,FF*&6)"!/RQ9Y$5KB6P%-06 MCY&W'D=45V,M>"P/_:B]T3YNF-]1"I.LI.RCH29QDD-F1#KG20@62"D(;"5U MG-G:U;J70- H\G2HK<8DGVT0#+9R!+!S\N=/,&9H#B=KC8BBH(4Y?0]XB.E M,B'7WIT6@GEMI*@C]19N&>XLI$^-73]I E.>T& CHM1 O(1 =*:04PP)R5P[MT6@E9&]Y.V!!=W6/0::^V@SG;<31N:(N"HFK'G,ZE2H],*N,L80JR@V5SKC$ ME|I&"Q^_>5*TH8I^93FVL)G,KW]0TF)\:0FJ.;IUPA)F(U5&9!-]{3"8IQ&]3F;4 M4\+"H[)-):WM? _6]"QBBL+_";=I5QN\>KH5MY:FMCZ#=U+2&$JF=C?:TS3,V M#F]Z/;'* -O..VMK<%O/A6M*J/:6V(IL M>)&TMP&8XEJ6,MPE_-H%$A(4]U,Q1X6/4<8? =%\O/>_.%LT*=$K0?,@69.BN5 M)>6NG\C(+ D@&/$Y4FDEHT$+N.V.$^%.6.Z.YV.PUA%[S>O/\?%!,.?@K#&=X?S?#DP0WF= &9W#)XPS7H[(C7T#$?.J2/6XR*2P."BS\%RWEI= MJ9H#>=+$SH ;A5JCEL%FV;*B,R"J#6C"F7U'-'_O#X6$O=]J3:0-PX <|_-CP M7"KO C64'!8[HH(<19^U(-:0))FBGM/J*;Z;&MR/J?(26-5&/GLK:P(P2@57 MZ,SJTI(Z64%!&B!JJ2- L4Q!J%W0= ,|2 /IKFG\/*#-Z0A-|C*@XXP,ZE_" M0;D ";PGW_L#$N=8R^RMXRHY$IU#,C>|'+4F4, M=GG!/|XZ<'[_>//WT^ M.#K=.SL\/CHJKFH;_WLX(%&;VL8*%!OI)6" L8]D-Z55L#[_2"H -7J/P MW&K@-W7%OV&6/DH^VHJR=+ 4F V8O&9\W3GNHC>|T>/0LV&)0W;;-5I/T>3# M;WU.B8?(G,BU3PX6@MG6#2Z6N/&0H55TU(*_?A?/+ UP!40MW;,_1K.=B_%*MZNJW(NO-L$"C-6R84B3F$OVN+1!KP!-%1G+(2LC;.M=?W)3VE|P3;TSYZXBX M#:7W+R_[O3&@6 Y0.TOM$8C-^YA--?-0 MT8W$VI*MQ 30)- +AYB99Y*"2{2$6(D,,,#Z;"-/;R.0M2Z)V^>,'*%Z)H|M MV-.F|C1NUFA'A#&,19(]**TXQ:!N(#8@O6*. ^TEF?.5'XR^'_E+&&].@FLIDM*$)5O,)/>*V,@13XK0)EFJ,ZUDI,.+ M|B@9OI#M5\!)WOTW:OHHF*C/C!*Z#'_$K#G+O8@ 3*^:8!Q.EL6 7D.E;'<$MJL M+8S!G\=':?8W18"%6)WOTW:@6E#>B.*.0Q1(#M -K=/K4EA!29)+)"CU-RN:P4A#J[.L6D M@6.P19*L(_>Z<9_[__W[^'1\NMMI+G&S%&BY>LJ(3!YW.XZKI':**BH<]0\+ M:L\)]KQ_S.T9!2W*O%]#8'6#-=_CW/)G4$Y6RU7W#/3%"T>3P,E(FC +:X4 MV\AHGW*@('!ZJZU8JL'YSWYEFJP@P#;*RXRM%?SP>.DQ+%IOD5369X5@&+H< M@EJB=1;<9N55]!'TB>0_VS3YFNNB9[%52]?%@KB=AB]]+GK>W>FSBIC:ND0 MN(WQ;. <8N0%-'MX?[(J.6UC86AE;A A:.\T=9(.KK)MM",&^90U45\=)*'G3B M'(8VA?4S/#D]OL.HD'IY2*.&2ID=Z/D> H19C";>.8HVIQOO8DH!I.]JBP M%B+*\,@]P>7OA=A+)39^028K"FEC&1="E&4OC7!2$, H]$^S-YLS*,% M4'XPJ(J2ZI,@WS\XO@/]_OZ:(8CD2"G8BO8@.1\VAD@8DXE32,[(Y6F_"Q_ MELE02^HUZ^TCI@^+,'$-5D1I">/(24D1CDM9DI"4YTK1*&EY&8'%CW_C3*@B MJ9IU]=%B^A/B=0EX7X#,NXAP,"/,120J=XEX&3F)RH!3*;IHXU(^+'G)VV9% M30T\YH9NP(UY-M =D&/9S/L,BF92SWWA)V9;(5#C&:Y],E/<"D6R)% 6""Z+ M -[FD-)RILG2YP>]_O5H+,DI&.$555HY C$#D5()XA78 MDK#@HS0LI8=I-?-6NT?/? =L4:BCGQTJWC8_I9B=-MP=-..H')U"588RY9DE MD5IYF M.%FN(/82**]BVISG9W(MO.X-WWO^TIW&=KHH5V9.@_FPBIH6K\W85KT^=K M9H&#&XBUA?/=!ZB<% XX[FHJ>5NR_I"5HQ*(%K@:H0GO8JR=GKL#=XQMZ7@=_M:59NR/+E\R?^\Y-UZQ#MW=[844-XLXBPG"",5A&$41.IF",V2T:,]#PHP(>%-MY0;CLK=LWAIHHH!^,]*K&T^'T. [<$=V!I.J](D?W.F]=!W'Z\&OI?CE'6#<<%DZC!.?BPT/I:]; M+!UYI,A@M91)+%])GW['2]9C)L4H43)EX0.WCBZ? M?0L? _V)U6$>%6]?QCD/Y4!D["NE'($'0TF2@A%IRUIN.7ZKT1K,/ 0=._MU,GXI RQ*.K%&TFH6P&*DMO[HC!2]\:?I%LOG9 MR!Q=B440Q#BK@Q0\.U6[]MTC$%LHF=18- P^S_OH)M@53H" Y[_U'@^OQ3E;(_M3*,,0G.%$))"$R$D^&X-[HB!)6)B$H@V!? M-!&6F >;XL$ZE#;C5CB6>2BE?49HR4F+10D&; MQ!O&#:*5M4O[S\/QMK?_QIJ&?2] --L0JR JJ7M?SZB[6S^S36VA (-Q-W"`MYK\ '?5*)D49X^54^996MC*.G/O1B$[.N00:TN97F1MXKYLPS]-"W?R6QW;SK5DIA?FA?SV8XJ29 M2G!2$H%K(I$&B>T#LX3:X).T$D L/VQ>ZY4OD@%MBK6%LWM3#D6_ER[*O=`Q MX*1S\75R@V*LB58J2>RXX)?DB02]#(G1X=A+SW58".9M^Z%U=#1GLVD> MU3@/V:RN|PK8VFW.0_6EF+7ZFAP%5XTD'X;D6Q/0%3"L^RL+-TP+&\\09"@-M,R7&2)"KSGK-;SNW&R?&LKBVC?-B':%7+EM^';J=. 4U2Z>/$JSS0'@JI;1" MJ9(-N,V:9 7GV5MXV#]D7]FBQP_>6]>_YC+O5Q-8W?H#XW3Z25G8O>O1U_Z@ M\V|(YX$K+M6X-"POM=!B1/?8"I*D%(PQGA@L+\,Z]|$[6% "JI?;Q-63;1L;" M;0!?91] RM<)YC99QI*67;" [)&;A8!1X0lLU"Z^1+|V(X.XC-<:>B@NJ>1MPA M!6_]XH6/MI!2NG,,\AR"EAH0E"V)5(J11QX1DR.2EK029CE=6Z6O.3M4'&N MO.1GLZ;@+YZC? VT<5_!MZA[UO,,1_@P/6PK&$JYNAN,Y)FQ$9+?4,DDW LP2M MEG>|7/*2M\2$FO*N6_ECBFQ:0K-462L246#,UG M-(U(#E%;8]'GHLO[M3!\I8(M07MM9"&VW@4CPRKF*V*3@IBF->XB.I,?"Q9 M[*]H%*RBT6SHLNWY@W@[/-X)&M0M'Q_LL4QJ*_X/_HQ?RT=/RK\ [%PP"0@*2T+)YQ1*8W0J@*2>V0\EM'!^AV+>0MK[!@./_X>B8?SY?K\W&O@XNO;=,QB@-M1M"M"2$Z3ZBDZ-[E(@70HXKIB7FF4BJ=B[=3@G@[4RC793^6O1K(<[XV<(8 M_W$"*))A9P2G,/C6B:4_4*>?V'E*28@,E/C,2@T\W.\L+BV$H[?>D?W+Z38/99K,NNB#&':M" M5(S0)#QQF1K'*,@ S$L9-]Z+?@W\;XZ^6U/^'"8W[O_;U&$IPX'23NG@SRLH MS93.^N5'!W_"(;&)<)N[^)B !=^\(=H475ZPT[\S7>OX5Q& (%;"DE6H'*H M$N>PXHY0'CB7V0L;,B=*;FVP/^,(3M]JSHIJ'+<['E98/O*P\ 3@9H@K^B;L M//!B(1D6)^BQ:1U0$8K6DQ&DNG.64BE3;ZMG"_-_F)-IA*V9/HU;G34=_JN M/3\'FSP.&7=>!Xl(!1QN.\:279H&>=#9AE:\X,T.\\?TV3$JS9D^S[^=K74O MLL?2F!6^^^B&Q#O)'(G4LCB=)6B791S0C/53D 0Z(?MBL&V?#AON8G=[.'^=1?QPF-NUW/#SKCWSW\N_W^\/147_T M3QB=0.Q?],;SF$O/)-->11,]H:,'U'2.!"$2.9R,QP'GWMRL:M#>,-\7TW:#&'-M\ (TOHEL;V>04#B?V\$?E<^P<%#440B,>9$;DYCC$F MJLK,7H3ES7&PBE+F9'\4*67S'#_Y[GW&38Y"B5%&%_D<[7Z.4$S%$V8EMY*6 M;GB<6*F\"M(I(6LG%+4RD#?'T^W380[)F^0WS\SYLX$O9SGO_??)JOT9_QB< M]<^^PM[55;<3BXW_'DH1RTYO/.;W?@3GU@4ON2J-Q5E"X*R4#;*.9$N3RT)[MS98W$V$X>TP<),ZFD.RL5VF+HU8FIR"?8FTBBE82%*.GSNIS2.TF"\$@ M87GVTD]6:U58[RMC/9MS]#=)].<.;6]Z|(OC,8CV5O.+R^G-T73V.M MQC?!B3L<'3@2(8\;M7#B!"X<:*EEBM^R4+WI17NC^3&GMD,.,9QO?,>YUQU_M!M)\$1>PO2&<.XN.LV:*1#@^17>.V"@RL=X(C09DR+%V4,QJR-X<%UM0V!Q> M;>\2<>DVMCZ5?4C3C/H="$Q\;AU:FI18UHGM3<%NH-[<^S> M3=K,F2!;R5%=?9#C@B?HYT?XU.F6 A<]..!=>*FG $N[*5N/QCV"Y(CKI<@&; M,GM8B;!F,FLC[&]G'KP(=LR9#\^_EFPPXE+^U5PUWTVW)US#<\N%#$P+PE'^ M1*;2$Y'22%A2AAG*+)6L/9K/@_2#O9O0Y1Q2/ON\9]G'*0;P>=;[!W3$! MXSC3&Y.G$I+70_J+IA#<^]*5;G#G+XV72*?7]9 M__/WSNAK@8OX\?SAWW. @0NK2 -.P B+4XU\USI+&M"EHH&I6K?9C\'\YILA MZ*.4.8>!TQ.>Q_WR0.@XHG^-? S'^>1'B">2?RM]?3@YO!/['5X#N\/KJ+!%_ M^_,/+X=D_]X[>3]YXMW=Z\[_^-/G@Z/3Q;/# MXZ-9,?I^_CSHY\YH>-@; 4I@M!=QGJ&!\QY&OM,=WH<_[%Q>=9<446X%Q2^W M\K@OIRF4>3U.AVR.NO%.7*VW@G8R1H^KALVY.*PHR!"B0S6$2:E*#AV6/EJKMZ+L>?6-?RKR2Z, OFX?G__WG]$EA-L?]G'A^-'TF!TCP<43 M+LH7C8^2Q_!G_6E5W[8']DC,O/B37!.OE2,NZ*S &:]Hf[5O^P!>?C.5M3CP-M\)3XV;K87++N%01Q.XQ>*A43C_SEK!GN*F-JJ?%*&^/93L>6!C19]^!V4SI^_M*?QU1D3)G"1:E- 1ZGQD)WNH2R*>9HY1%M?%")3O#VR4-97:HQTVEE%2O!,&'0]03@BE>0(S0621:8"'"6.Y6M@)9-E;=M!';UV-_79T ML+EFJRMD\O6G%/PF/+IODN[#M/^MWNA_Z@?J\\6J5L4#C0TNI/EDFIA8WN", M2LJLW)DBD^L:,@7'S8WK[K*0-UE!/K'6&2 N96(X+# @=M. , M_J]9,F5KC.L%S8IV:,G1R?,,3FW#2EY_C,,,<4CG(MJ0#/=$&U529F4B,I*9 MD)D'R9-RU8^^6AO-CSFRL3GR'ZTU7SZ_V_ORIK;2'+T^_X7[.1]O&R$VJV> M\49WVR& [9QX5R,NM'5F<(;G>]O[Z15+438HL,:M8E!D.*Z@C]G!\R 20"; 9 M4[==S=-YT(:A1PO>63)X%AFX;!%\,CK+\&,D #1N=^3XI/$*!W:%S:T#T,&6[M:!]Y(VB5? S*]KZY!%_*+Z>*ALW-GK&($I7ZJN0:-1 4 M_<9^=\M&DGEQ_[*:15F:A6.8>4 '7-?S'FY]HPN*S]TS6?\@##DQ8!$]!D\ MH'5MSWF388#4-O_E(*G2!">]%4L%LGO]!DZ.%M:#A>T+:6UGF_?'_MI@?,,X3(K:EB!HM>$D M#HTD#F,0E$FNT"^Q/.U$,:CAO9ZSHR'NPQ '0F+,4?-[=*635*2P%3[9A4 MIUXI$0MHJTU6)2:,>MSW&@5H>RZ)613NWO"QIW*8%RC82RG,MA(93QF,%HQI M9PQI0VE05M:92CZ!D4E[A\DRT8#%%A\IH=']PI^5?0^8T&P+&$]6G,U&1A M)L_11[:@&_QJWVAPVZD,9G2P[:+:'N!Z-Z;B/D)8%F {YP6BI7V,_!I0S'D(M62;Z4GR(00:16M%>95";F]4MB: >Q|K")/*&*69>"3QJD"@:4,QJ"- BZ- GEBJ2"WK>>PC,#/Z$O'7;39]G+% M/W[[^QWJ60M=YQ2M-.B&$;2MW"% 2,$TB)F.O0"PR;D]3KGC[\7K^+P"=M MI=5R?R;7EV3.? _[_N,#:KQ)DK1@((>L0$GTX*0FXK3U7"CR&3S;]+L5#SY4-MM>T]HS'5B#T_-WQXH=P$H;/0 E)(;,:)5(D*RC)FA)=YDZ/C[L14Y&& WT MG"K>/R#&5$+\G*OE+7W'(G*"',8'5R=^U976<##<%*%3+#B>0Z-U3!P0N!NB MJS_ OP(,(US2'U\<_,MT,IN=,ZDL1L9!E!A!<9'-%_(K&(\Q9^N"MW9D:%_!MQA'O(X!'#PF A2_\?C:ISNG'ZRGJH:V!1NS!XR_16[<_+1H\U1@O"]I M&#&9]H\-6.Q..]4WG$;__*'5/5]?-L;'23]9*7EC.1 *?A"O(:Y^_S MCU"4IO##);.^&,T]6G8TCHS< CS'5Q=Z9[MU=S3N6?$3'DB412XI?%'_/&H) M0HF"S'OIHAH9XE>P<43\".#Q'/$[3VEK'S48VI20:P[6H 6R5PK;.^UB@^BEI1;B$$)NK@!)2)VY$,>"Z1=F;O:%&[M6M2>H+:/_6D3[[?<;,ZAU9KRRWR0DQ>(O\QCP> M3:QO$^L3=/M(WV[>4IXE:% >LSGI(*4()1E>!VD5\-XID-'Q;+DQ/H[.R#KR M>#2R_O>Q_D W[A.#%]GD3&- ,0D&F6).BS!+!9UI+'8.M?*2Y?(6$AE[/5UX M>37/0D?D$833AEPF$\&QF$'5U5T.+SS&D6E@2]8..%$;1[ZU#[CTY66'S6R& M-6S^.KGZ(_F6[1 .PFS^13C_.GKZA(M2SE*"9Y'4@- JW&/ 5PM"3'S+AR_62(M!N7R^[27\0)I)*V!;IA=O^NM:% FO.E6,P$Q6$?.2Y*T0)'24JW^,L$4[I[L MZBUI=74G>$_('S'T&G3 ZQDW(SSX?C$/OO=7[AF'!D(.7(]8JFSFI-R8 M9&1,;&S7/3]R>#2L=89U) ,2?/D[HUKHRLF)R_H;.@)*_324*"'8#1*!))" M_QX[M1Y*(^0#,)+1HF8D[8ZW3N"NVFLM4\$8#R77(XM U["\&^UH16!U3Z M-Y+74'XTE_[/ZG]2H\^5C"2;AGP? MD.V- ?PC-.1.R#THZ^W;4XGQ%+2.")9![X]1&^K1>8C9D&ZM39,]S"*<' 31 *'*M3O)%+0"P"!$>+BA8RGIWNA@!WZ/HK%,IN>%]-KO^ M>L/"P/UU7B)A+UUVMI9)HUX[HR39R;>Y0S0QDGU6]M#X,ZXRT$5H4-C>VK.0KLN M/&T(N[G\K$PQFI'JQ.CM5KQ#.AU7+A?MJ"E_;?Y-;$^&!FJ.\\^<;V^5<^^ M$#&6MCUWJOG'"^_NOCW]$.NAS!10.WD"HJ6= @R68C"N"@Q219;G^FM MIF3_54)[0\BDN:9Z2,@^IVIY1W\;NGJJ(5I'TWZ*B5KH;2,4=A#ZD* H(7DR M 8K.5. 4H@4/GE,$E%EQ9F4HJK4O.BP8-A0<#8F%+K(>\,W(5$=)G9QJ>67 M2LRVR89U;I9W;/;4#9]7::/1C3!HHZ&MA1ZSZ?S\K ;<-\5X&I,NGD]_P0691&R+21"\=E;A^B- V"HC3T]|@ ?Z[AX+ MCUYX]#->+_^&1T-W1-S6Z&U!1A#;ZZ^+P!KK[1>2U-?KKTM"M.-]0&9=04K2@4LS@'2/>+,7=DM82*70#$3UZZ7';[DYBG[206>,M!?]\P$A ML4)12@XL\D6-"*

*'H8 M<3_PY#Y1??KGOW)M+?@Y3[_R\Y BXRE'$%82+%4F'XI!MSI0B&(X3KTI M%VZ&=\Q'E<$29@,5V?W)K/I<>I0XRQ% O)#,6=HE0ZAUBN1?HN8< MN&*2'%#ZE1Q- >=ZV3!UM8SR8>6X49E1&<1N"_7CQQT7*5VG!8.U;;K-6D!:M M?:+D%'D9!24E$8OPSKK64UMZ9^IH%./!S'.CL*,H:[@ITWB6+:_\7LWRP 4. MVQ&SEU*'5\AII$4)CN'W#HH4650VD8(7I">>>;5+/]%8FXY%#]TO%OE4S[6# M))'RVIHB&PBR4|8 7>54D:NMX\R[2QZ*'U^%ZF*'+H@82]'#^RM:*/.G.>UO M]7$_+_E'#Y- %1+[P4<7T?>_BI$?BB?\/)N=*>7Q&B=VBE-HN4R.@:U M P!HJVD%S;F$O-6ERPY8>$,$\)%U0R5-6DJXAUM.9WF6Z8&_GURE',_?^7+R MK\KQ,M*ZO8CH3.89(T1M(BBGY6+L+Q#9F!6Y?3*T3O-O0=9;@D5K+?1QO2=? MT]^^$(6_X/2?>4Z?'|/GK38NTH*HDTR@N+44#4@/]2BM/7*HGG'FPTTO26(M-)5_#]=9_HJO\4OOB?3?D/)M/B?4_\A.09V55[4/-4A&U=(R*%U*1-9\NA5A;PDI[3717QZC'!FM@|6!W)+6<^F*X<5FO6E2,UG T'"",5(-MESR:R'/KFWI;47;XZ? Y=4C@]:&^M;],L9_^/D[.SDU_?WIUGOWI W;,C;)(-M3Z-\|KM+G,T^E'|@/8F9?YB>U0M>]QC(Q6$L)D"*48&R+H)C]63%26.BL$5A MZXN!+U.TBRYV)7I+,.+J:#G]\P&40(K0#+G@WED$F:4/OJCLRR# V6<>M6RM%0 M9Z'WD0E91=BM.]8%.3TE4E\@:$]HU$#*W 86.TA_8(#HVM; ! XFR#H9"_,$ M@0(R0Y59X-+JUG>^:@?&AO3I\+CH(O2VDZX_7H?+B[@E=L4!!5!2U=K>R MBEC(N::P/+N QEBMI=_#07N*K*A%N0/U_/9'*_2Q=67<\&]-MD34K%[2NY2O"@!=< ,M9(VI/8FB=G]Q$TTC T&,!\%H%]'#2L9*^^F^EJ'|G M'*^G)/L\>T?Q5$X_?#O%^/OCOSU'&VHZHT!.Z$!YE@%381!]#%XE+Y"WOLRU M,]%O'V*]J7"H1>KT3XK#++F:YMD#+=[^<+7|\X^?2B")1>M LU[9\B@P'%0.A M(A.6?"E=6B?-7T7HV\=:4U6M/81IEO$\._WYY//ICQ|/SCZ_/WU|WG/U8W;_ M?FY!6Z,WX6V0'BK%1%*XH(*DG1C$P6K%HPZA8$P;*

'H8 M<3_PY#Y1??KGOW)M+?@Y3[_R\Y BXRE'$%82+%4F'XI!MSI0B&(X3KTI M%VZ&=\Q'E<$29@,5V?W)K/I<>I0XRQ% O)#,6=HE0ZAUBN1?HN8< MN&*2'%#ZE1Q- >=ZV3!UM8SR8>6X49E1&<1N"_7CQQT7*5VG!8.U;;K-6D!:M M?:+D%'D9!24E$8OPSKK64UMZ9^IH%./!S'.CL*,H:[@ITWB6+:_\7LWRP 4. MVQ&SEU*'5\AII$4)CN'W#HH4650VD8(7I">>>;5+/]%8FXY%#]TO%OE4S[6# M))'RVIHB&PBR4|8 7>54D:NMX\R[2QZ*'U^%ZF*'+H@82]'#^RM:*/.G.>UO M]7$_+_E'#Y- %1+[P4<7T?>_BI$?BB?\/)N=*>7Q&B=VBE-HN4R.@:U M P!HJVD%S;F$O-6ERPY8>$,$\)%U0R5-6DJXAUM.9WF6Z8&_GURE',_?^7+R MK\KQ,M*ZO8CH3.89(T1M(BBGY6+L+Q#9F!6Y?3*T3O-O0=9;@D5K+?1QO2=? MT]^^$(6_X/2?>4Z?'|/GK38NTH*HDTR@N+44#4@/]2BM/7*HGG'FPTTO26(M-)5_#]=9_HJO\4OOB?3?D/)M/B?4_\A.09V55[4/-4A&U=(R*%U*1-9\NA5A;PDI[3717QZC'!FM@|6!W)+6<^F*X<5FO6E2,UG T'"",5(-MESR:R'/KFWI;47;XZ? Y=4C@]:&^M;],L9_^/D[.SDU_?WIUGOWI W;,C;)(-M3Z-\|KM+G,T^E'|@/8F9?YB>U0M>]QC(Q6$L)D"*48&R+H)C]63%26.BL$5A MZXN!+U.TBRYV)7I+,.+J:#G]\P&40(K0#+G@WED$F:4/OJCLRR# V6<>M6RM%0 M9Z'WD0E91=BM.]8%.3TE4E\@:$]HU$#*W 86.TA_8(#HVM; ! XFR#H9"_,$ M@0(R0Y59X-+JUG>^:@?&AO3I\+CH(O2VDZX_7H?+B[@E=L4!!5!2U=K>R MBEC(N::P/+N QEBMI=_#07N*K*A%N0/U_/9'*_2Q=67<\&]-MD34K%[2NY2O"@!=< ,M9(VI/8FB=G]Q$TTC T&,!\%H%]'#2L9*^^F^EJ'|G M'*^G)/L\>T?Q5$X_?#O%^/OCOSU'&VHZHT!.Z$!YE@%381!]#%XE+Y"WOLRU M,]%O'V*]J7"H1>KT3XK#++F:YMD#+=[^<+7|\X^?2B")1>M LU[9\B@P'%0.A M(A.6?"E=6B?-7T7HV\=:4U6M/81IEO$\._WYY//ICQ|/SCZ_/WU|WG/U8W;_ M?FY!6Z,WX6V0'BK%1%*XH(*DG1C$P6K%HPZA8$P;*

M979?91>--:#1_60GMOVM%M0U%-^]CDU^TG+!J6_%V"R M@_"'@84)'31"EP6Y}}3,Z@B[7R6}3@:-FX>>-ME'}O>5$),KV:7\R_+;-4CH7B@@\0\Z(CL8\0M%7T!3U%?T*H[7R]#8TH5[!] M^ !5YU,F@JTE_NK*[&] '/2,O/B&.V 1E?^,OCH) B7G<$8'8K6;?5>(.>[M]QXZZZ'6XIK2%N:QC;$#> Y/"-L5$Y$=S5N!X\==-"S [&"2&M,3,:."S(JV M228+>"LDT Y93$%>@FL]HW7[R836H!O M+EQ^F>9%M'QfK9:V/=1&@>6!=E>6#(1$>Z*1WTJ0K8ZX^>!WFS?MUY?842^3 M_H3:Q\E1O3A[$R'-6K(@E%+!.T\HFK 0,TD/Q M1!9LG2B0OHU?<M<2\,1"T$7H/SL!BFNX#LGZ=7.4?98)6-1.-L.V*)#"V-T@=BC6;Z=6W<>Fk&!X;B7V(<[9G\|^>_>9 NK9/R;.O=WTI. M_GKZZ===Z2E@+ <'8X@.OT_)U/YE[/3;,CNSK).LZOIQ=77^K>0%M#K9&<_I'O MH66%3I%9!T+7,>M.)D#%)3B78N)<\1C:GQ5LIJOET=V#MRW>M#"V!XTLT!1G M,6@(N(ÐW M,9SUNI OS\&FNG37^1OD;GN(PO'@5&'.JC[MZY:0,23.FFK]>2'WCM+O)?_Q MA*AEF+<-6;VER%.2M*_DV,Y*VP2#'20^("|"\8Y5WRZP;"A0<^3@*0K4DI)% M1N8<#TTAQ@."!N38$/AH(N@VR:^?]FM*4@+!AEIMZT'C$3RN0-D9 E4J.VT M3&1@K Q$%6IE\64/=NWV["_X;;")23]Bf*<5S+I=[K8C;_W.S[40G.L0Z^$A M;78F%@A2:)!6%1."LUJW;KZX+6U!:DD?SF_$@_YN<8 M/(G!8,WH:2)&$#FZ!.Jf% &Q9MW&>M&X?<%I5U5U+?!\>YWG'!)LW.IO>%% M^WIC7X!B7@ FZ4%B%BH%&3"V/]- _3L=;!\=KO+WO/-M]_^A'K.#C>*VG)%RW ME_>.H=M!#D.F!YQT006K@(D8ZE4S6_N999#&Y1*C*\&WKFH96_HN:%7[UBL0 M(M46/$("HB@@3-.:,2N,.RV"0TW? =4'++NF[+BH9=_HNH5-98P*9'?F$)2=P MC%9R[WT2Q@154NLA&P>;ONND]:W2=UVD/\"V9ANROM_T72>E;9FV>8W$!P2$ MKQ=TBT1@61KR[+VJ[3@"?2M*<%($H7L- PT;9ONL#!U5!4T'Z3F@1?,D.9-. MR*U'<"9IR-EY+Y0-^>E.LH-.WW721(?T?1.EC.?]00B[U)B82R\52 M2%A2;=5!GE06V=G2NO9EU,,D^O4(6FPBA_OO+W>=W8:XXXB(SFKL- +@-3H8 M?2S29Z3=9A&:YC*M$2BL[3>L>+"#%K:63K$Z -E?2(_B4E0(I1@0G&R.19&/R*BDY(VCHCH(N&VO=$^Y_C[U>1R\N7; MX\D$2*DR2F'8H$3PD%EEFI2)H! (*G.6>6(Q;G0<7W['F']L4T'N8[.#XY:3JH^\!F.^QB\DWEO[?9#MSY{)+ *H':.)"B M9A^M@<1\LISI+%3K^[@':.=MA%Z2TUT0/LQU6GB2R9(/GJ1XAUZTKQ@1!% -6 MY"'+XTZX7^3COO@=I?CC9W%W?_HA5)//__\X=.GCZ=GG_NY7Q?3T@4!PW\7GU&^\KW['@QJ]X^F>\O^:'_TJ?@K',ZKN?+$2&G M.+TBT,P^\NEBDL<](+F6O' 1@,=,VXZC "9847MW!A<=TS&'UCW16M'>[@1W M1XJ6F22KO2G:@9$U'BR2;)*V;,CDQZ?D&;.AOZ9J+3@8ZAQX+]A=?U8\N/+'_M1#LO54!R7RG2 26Q@&>9O""A+7,B)XS-JV?[8V?_B>SA M0?JT9GAVS> ,!@X*@)-*Q[\5E2XN]3Z2,O/)_&?#^=J/KAL4GC* MVC &7K%ZRF@M>*,B,*E\+":R8EO70;Q SEN!06//!Y""OYL"6TG\!*I*W)*P M(([F!Q8R^L$I>+ 8Q @HT):>8RVS=0+BWAH(_O^IBEMSX@e>=?)U<7\W/ M+7EDF0+G-;YGBN13OZ). ^"=WH3L..K6R&E^VE"-^X"0-G@:MSX@e6*AAEN-_M? IG\\9<GZ3.]YU:_\LDCRS7[X=O\W"_%;_=F"K#O:3JY2W:T>!&B-O8 ^2-QE>M^D7,QG M[Z_FF?PV>GE|Z^)-MV>AW**RT8(FJR)+TQ86_!:95N$.US9>I=6B>??GCPOH? K1^2:V9@\L+08 M'Z *U'&AP$1"%PV?3HN-R_/;Q[!1%;82Z',EFUV4_-,ZFK1/Q1E'89$N%'LE M9L"5Z"%9K;2ET(O;S?=$US[^[2]YB4"?*]GNDES\DR*.&GFLH4P@^0',UZJG MVC.DN P^!P0K94"B6C#)-JIZPTO>K);"O>YVMT.:E_E #P@G7]=3EYY.>+V7R+>\<=0L[ZPME|-MS>C?W2T-V8"%1MG))V4-)Z%6'\2>*X'OWK)C*N$GO)C^-2^O\TGZG^O9O# [Z M?H!W8Q9>?M>^RU&>ZNUI9F K2:T!]FEYCJ,L?UR^!UHS_^H__!U!+ P04 M" !00PA9EE_+&IA) 0"O+@T $P '5P+3(P,C0P-C,P7VQA8BYX;6SDO6ES MY#B6(/A]? @4VVVRLRDRHY %>-5T]HHPC5[N1(6V$HG+;TM;<<$]L= !RD(F>G;2H5$HEW@._AX9W__C^_/BW!"R_*?+WZVP_^7[P? M %_1- YC^\#__X[_IMV_/R#\?S]!^@#>KNGFB:\[!*.@N.(_M_)Y7CZ!ZX.#"7=?'/_6#NR6N

*MMN9RV0\Y)OFR'M1V\ $F'DXQR3QID?M<|=0GD"0D@CR(PXQEF.-,MQV.$> 9 MS_D=-J'"CG8Z1!D_1\[U";ED)N/C##*1_,MXIIV/:AGO[))3+_C(3#)4K:@> M3%$WW5._>G;I[%V.$&= M$_]A-U9D9/D8I2FMJ=ZHS3VTV%W M.*IVLR=';C1E+|!L1VDXV"]-,\NLNV!HK_4&9HQOP$^V&V#NG'&,U?^FLL1*

MFM>%XXR!1UX==RO;*=|ZL,>X:L;LQIAFGI=1Z*5! I$?>$I=9M#C69H0+]Y*6 MDU%+F+W5)U9_C00I8%99U/N,T%-&UN29Z15]RHQ5PTD"'$GY_MJS"NQ)L@YE M[_1#EET'AQ,2>&, M:|%-=EW 22!MDS#D3'@>$3tU*|5TA3QUZH/$ 1!C>U7:+*XS $J0UZU6FF39 M3GI&#IR:871+]\'D:^!I &2_D'#1:[Z^!?#0OZM3= 3!0G8:N9V-<<53A<@2T6M8(>&NOXH1*1..%%OJ!>,R7?5.T ;[KQ-!4S9<=1MP'@!RWL3K[L6J>@T+Of) M%:2VP4WN##$W N\!/HQ22'*O "F*,U@D#&_ 8@2#QNIGS& 4]]Y\++-A7CJ MP!M>7,88IGDM<<@&PTM' {G)!^E@=TU#)O",Z%+|ZJHP!F|>BX F\4=FONY[MYM';=]5?;O^O6"EN_(I@R6GMNFWI3L_RQM1U=C .T]@W:]KF3O>V,C7K=GA MND+*X,A,GG%<:$ #6\5$S*6L?E3Q8RZ=@P'U*-M1)*HR<|M8.D(E-^%P$3AA(_XXQ*VVSQP@NRGI5#?8C:/+I9U6-'=TQ2F@)/ MQ#A-/XT+9ABJUY;@'LP)!I2.$N;*E3. (9UZWSABY1RZ>T1K_WN.^/L4%W E9+=5.WXXG>X6$F3K[SC1>W-;<[21>0AG_I8P)03 M#I%/I-3[22PO9)X{(^2B(5&M%5E-K4(DC[) $Y19+|\">)9. MP&'&,9%6$R,8>5@[3J.NV>?!3:T)%7#00@>X!#OXA@KP/-,T-9LS5ABJK&$N M3."\T|/2E8(Y#VQ>S:%%^)%*T'O+:,8!//1>|P"OZR&]7G1,V2F(D<$QAPN,0 MHI0QF!*?0WF_C2@.T@@'1B6*!K GU@+O\Z*L&L,'/!'K-Z)?\#,O'-M]5)SRKP-6S5]V],PR]#-.?2IG9ITB*,<<2-MS>R7LTM8QN=5W{);\2M6GTQU6]3M"3YL<|||'G$\M.\#_Q%[[:\$_|">? JOB*O*V)=/$GEPF,),G^H M-8Z*Q:E6"_?YDWSD5GR6ORT\NIO!W4P(0!1YOMJ9"1.;,P$XAQFD%*V+0G3 M2.J1Q],-(5C_*8.M^^59M>8@PXYU<':.+HC|\,J U<3(7[_J8<62JKR-3/T M^KK>.CTE|8H;8J;56D2OP!95T,,5J)"|\VFU1@Z_:O3[&DU;&3\1/1]K3-7;S MJMN)6'NHGZ<"8VG)%9SEU7M,E4/_V!NU0FHAJ#30>);"U(N9U.H>@X03'I*$ M43_@? AQCO0DK9X!,,;75($$'$_S60#6UTTYQ1],ZNY!F0YO,E%QS*^P,/:YL MKU,@YK6XSA!Y9&>==>]8^[5G]?Y4I\H*7\B)>UMTI7$0A M"[Q4WK6X)Y JQ*0PQ8D/N8@YED13=N8_gYED1>B_!R>2#^1, _]N7 M_*\ 5>F!? >ZSN KMHC5?[^2%M5#QEJUAW8#T3PQVGZ+1(:SA(@(TL3W(!+(M5XD;&6#.Q3+#D[7^:,OB@1Z*!'#!32/ M-!VB]G[9?|-M,<'%C')88&"/R^Q%!Q>$[50APN6+FC>\L:US_+A>W3[7%XPZ M&?5FI7I?]:^6==[J>,-]? N_MFVXU].K8C=; [ZCO80_ZO:B^"WSL MG"[OGIZ7ZV^LK5/_OJEOHQW7UG[S.!6P6(8]R MQ \XC CQ(8HC#Z844TA#C_DA9S2B1L&MR3"=V!#ZLBIV42S.P\7L$CK=1NE= M4+\+|CM.\)EPTV"C_YVP!\XU4O^.@^AWER;GJZX4Z'YZRWW\G9?7@SGA[@ M!3G17=W*MHN%"$G&2SRG0;R2NMA25E%<@1%$O<78\]AG5E%W"LK4(:\&&L U M;,.&'Z? 9HJ<8+R;63*DUX+;E7Y,T[#A+DLN$YB,8|^"PC?DCC*#*RE;J%I_;QM&#,A&U+ M-0T$C8*(P"!*&$0J99+$*(-I$ B!XY0A%)]'[&QHMXZ^_827=8(,KE,"WW): MYY? ^]W_S8^]_A/X5D))]8,F=)!4,\3B"TEI6[=-X @D//!A&G"/?(QPA;AHM ML ^>-.<>!KGS/_UV,%6ZYX-5>0)5?T=+!(-G69]>/33-U:ZAS@[TK/;96=5K8?$ M'&K3H[_;*=#:ZI$7RF0J^*.;]_O";U:RBL4_K,OR(Z]NQ3W^VERAY>|+U15, MBFC]W^TA3WU/ZJ$4PYA)U8/BU(,99P@*%F0Q$;]W*4)E;,-8+U172+ MH>JL)E$$?UI*)/LI:#LYV ,]H9Z7LV;JH&'J'G+@IF6JPN_/\K+)ZRVU$LE) M,#9WW'&D>!P@-.*O*EK/8BXFT8@-F;K4Z89R|&;M-#".MV38!XP*> M>CQFRK=I4&+F>H'""*816E(,Y*E/B6F!JU#MAE;N/*%B3FF=RXZX8'9<;<5 MM\^-N#50KYIHGL-DGU'27$V/'(0S[_S(,7*/)DB.OF"<7/.6D^IZQ>H5;\IR MH{[M>A]JZR=)Y/|QJ0H#I%?;>|[.Q(=%IZX^ M(O3O0IWES(BHNJ/73% 55"#!-H(*MI37D&N;U WYVFD/KMA@EY5P 3M,D@1T MB!R,X9]:>X0NPX/O0BXUN/F[4C?2*S7*ZZB'R^\?/9VP^_7;_/ROS9XF8N< MMLUCI/7\$U]QD5>EP4!WF[4GUDLM2J##";-5X60AVAUU\@.L]'PI!O&GE=Q M<_#43/=-QDZC]:7\,2J[:@5P-GZCU["CGXCTHO6,=-95M[HHUV]!*3>IN M0IE6P\74X2\D!/H$14[#=((9BSS{4$![CL(XP"S6:B-U%LK$BJ>%6R?QMX - M2P;A^B\YG!&N9EZL");6_2UB#IW>Y$+|&XN\E\!*3^_]BRBK$5>)Z]Z#U^8 MOZ9.CR:9KNU'Q!F-L\0/HF46)=IU0=P7F=E*@A<@=3F@9?L&W=-MMBZ]>UX\?5 >;W5K4!7X&"?VEE$)IZ&8;[H2>UEU]}*JR)4 0.UM":%TF6KM"%:G'5$.P(P<.S M(0*/^YL-/CG56-2C/,4ZP'7_B-ML]O+O=5;C0/9ZG=]N!D+1L\DXN_!BE41(& M,(M%IFKW!633VZ)36WV-X4 MLIH->W6B;@HTF0]5!+>M1.!+>B_#8OZ7*M)M*6AIF-YY:8,#ZR_6@SM)E4] ME@L<$1^E,8$\33R(@HS"C L/>FF:Q#&-"#-SI-HB,O&A({^DR.R$L>:HGE:8 M@T|F&J//|#*|!NG7Z;-

&Z:AOWWN%S|%.U?:)OQ853A>K6L8N8ZUW'8YH6021KGRJ;A%;E[R"2,/?)N3 /%LJWO<>%+5_2R\/U4>'Y (,6< M0\1)"+,,93",2.S%U$=9Z!LU'AV&9.18S=N* [!=^J3HZ@*NJR(GDK6G'+|VB M7QUY7Y;@RW/=0K_(NI=M0<[VG>]YL(:]^U M1XQ.(%25ZH>4REFOR.N^97S\IV;'-3O)323# *_M/2_(|5Y[#|&(,Y@=D=$(!7%&S;J1C "V&-DQ> M@'W08 M[BF&,FH2ZZEXR!F[>1B;:O|_U--%|ST|2VR%,]0=+F8@]DOHP0KX4 M:T$I)$GDPYA[(O!}&<>^4;GWNH3RW +RS"#9Y]^/8&UILI_KOA9>X%\20! MCJ1N? ^U91>PD68?R=/HAXQ"\7>J9ZQ7[!1?_Y-7@ M$^VGZ). \QBED(11 E&<$7G"L@2&/$ODKT42(+U\F^EQG5BP/WW^4EZ!N_I_ M52)X@U:,?*'^]%T>-_FFC>B/[VLKS+11;W! D^U<0]WG#KMF3@R>.|, G@ MN+Z;?5NU*R>_I^VU]fZ<,9N=%"\.O>_!0M#)9BKF'0N3O8*4F<#:7:X,YXO M.G_RZNMA25[V0<#E:7:X,YXO M.G_RZNMA25[V0<#E:7;*X,YXO M.G_RZNMA25[V0<#E:7;*X,YXO M.G_RZNMA25[V0<#E:7;*

<%4=@>#XH/MU>O{O]='M_^Z&|%/CP_WV_O?\'[+@XQADS M6;V07IB0|H!Y$X,E,RMTW3T[*Q1ADMYFB#-&]POD)]O%&# M.-K%O.O/!W35G>^M8;#P%7<,&&)\GN-&0STQ]R"&Z@N. MG>)_+]ERV^_V^YRVU112O)_6C;$WB5C)\D $,$HBCDD:4)P'28@+%J2E9&5 M2

;1Y(,0/:OF'D0D%"Y(=''A6G68<69]TBDJ8'I/@~^ZU]-8Z,,J&&/R|S6&^8O@.NCM76S?I-QFC_5KJR9!&;.PT$,QDSC#I* Q MIG'*L!!A%M(\H7&0&U9'0^'',F"#:!VM<5PSBX8!.|,<9F&;H94_TT-C-#0'/-M+./,2;%|.LRO8=L8|2"VW#0M.5GB#%ANK[MN&PEXUN-7KEM$L9LC $1;5.P_(=W5I#UGGU M&1# Z-893AE&N=S0#XQV;4CO0_60DV) G:OPUQE(XX;!ADD^"(<9O.*IBW-] MOIM-_>'GT[1]7]K70T/VVMTIHQCEEVK*Y42F,L@9C7#2SB$7(69ZV@>3:187 M(HB*$&U39\<$>-8Y#3;=*

["CK_G2OM;=F"NTM[QA,2YITA(-) 1NJ-J.CSK2 MMFQ-&V]{&[%%M*=M&:MCM&OTWU8#:4^; ^XG[0L/R].MF[1T5QY'ZMMRP?^U M'GQU6+|:]XU.DC1B0J?*

TT(2GF&0%Q7D:2.PID7IDBHS'!>CLYY.I/[7I'M6(TVI!VO#6&1\^K,1QXL/1X?>;L.-#MS1X\MBM>)\UYX;>K$\$MR^ ,M/=#F?*

*J",W?;\]*SW(TUURR2484DS',HQB0M,UVY*S"7E,192$29F%W;CXJV M=Z]C@\HK=\8&{>5@K/F-[I"-E^&D(7*/H+?6&1NT\6-UQO;U ,QZ9VR7\'*(MG;%M]L-*

79VP0+G^1SM@V_'77&=L.LS8$'(ZZ3+-/TYK3F?_D+3Z,!=ZJ4F6 MT3!/F,!AD'%,HH#C/$QU/JZ("\(SD474Q#0X!\3S0=Z!12UNAG%UT%%5A0M9:L(V>M;U' MK&LI[Y29277.?*

*7/-L6DP^'V^SEN2XL-/KAZ]?FS2CN(P8%0&!!.1YYB418F+ M3(28T(*4 2N3@A20.;N7(&/T75\|?5>C)I_Z*F[5=/G]YJ]!;R)M>&UZ1^F+ M=9:WEQH=;>UT"*$&HZO^7/-^5JA%"*

[5XN;S MLIB=&MQ6!1NXE_S&?_GLE6X-&aI 5#K\MAQU=_XT"2(2)26.LDPKL(3C0FDM MG-"H",,@5XH,5/-&+=C+M!: M6JR.@_#8/K)F%<>

M$B[@1#M21 # HVH?.$/V58[%"\A>D7=TLZN4D%1F5611C5DB)B21,_RW"91RE ML33=4PP-0N12 +:FLTEH4&XC@K MJH^WRQRH9MWQ,YIZY!S-;]IY

*#Y.^*L.,C3=5<*PC$2<2IR5HFC]`YI$%/(L\ M$DE:R##*F1I-~=U;U?;NJ8X'U+WD.[W?]_)\NY1#-:UW?E[U1' MCY=WU5<=$,[-3IP02]}3'_NIK),&!)>%U5]!]7C?"D^SNB#Z3%V<@'/*

M@HYTDK)=A=A75R^W2_E8^2XGB6UF'E(#[?=_<6$DH+Q,@DPS2G'A N=_M3TL2Y:V1.%*[$41% HEB>,35FHQ!$ M(|!\WY8: Z25&:,=.;FX?GYH8K?*

Z<0FPPHZ^/X(1UCCIZQ_KI+8V]+R; M-W?^OM>&T:FV,6,@%MBE_ :HF=)=+6$#N^Z)AVV%FR|LRP\\|J:WC K,582 MW01V"09,RE]S <1P$F%"68Y:%,2[""(IX%H>\A%TA;]?V?

*4?<0K)JQ|G@)DM M8DD73,H,28)?TQXB[^H>MK?RN!>MAR0=W*0>>63LNO;FCWL%]7HNQJB]UK', M]XM'.IU/BC0O8E"!;Z=KU0G@L3.<5E6@2*

M@;N+S6'RK!R',\N.YA(,D]9W"@R>MNQM.]WIPT.E\|G>O!5_DLY|KQZEPV M\8!)F<812T)1.:,F_*$Z,&T M.PEFF4!")C1]DPI@]R^8N>'TIV%&_,M H MH 8'H$$RR$,SX\(E9V*

2?2%3X%U.#2EUU>1T"-RX/4X-B3]H<6KZGFT&>C?5 M=7/:|,DLIC-.<-A(HB>2QUBQO(4"Z4.6%[F:42!B>9[$'S'"CIX]LFBASPQ MC!M<0BDP>K*

*FTDL6Z4E"G&5T[Z_0]30/ML/S:Y<8WO^F9T@|%^:8V5[E?7-AX8]>&0:]XZ;SKD#,%7:CSD MFL&GFP\YAV2GUG]=+,2?'I]GL]O&)3BL='}&WL9,H9H'DRGP*6*Q%>H1[H&Z4X?*

G2?)D4V3Y 614O7">T'W9'G@:'DIL;E'Y]P0AHH]%S_1W/FTOD+6F.W+J4Q M#U:^^#<O\DE/0Y@_?)I/EUT%.4FR0]1YB+F,2R$#D,]>Z+5#")65PF6) B.*FR)5N@P21 M!N!YUF -*

*=/38@$>EA@]S58:X9>;S..0!3)^UY++>040/Z"M$E6D-WUI,11J_OWT47:G3AI3FHNPQ&5"0DR4 MQ.,|*E*0-$1B-)0*

*M)+A(9(Q)P#BFI7*Y4T;SL"SSG*>F/O9I*)XEIX%A:HH!>#/H7[NA&"96IX9] M-F!=4'W9$%0P]6Y'G[GPL7S37>H@TTS;5]]U=FE.]@/32K=?1BL+.;U5'0_?%4^\[29/S\I142*(DVQ*

*MR(C4HT$'7 1AA",:I, "VYQ@TUR.F$Z@X]U,=O6TRN<[WZ+/_Z*BPW5KWCLMY.18^P!1!]HH]YE M)_6^ 0!GOD-NN-$!LIMLUP7!0%K%FR!NVP4,.$0EH;T4.Z#9V.QS0KN=I6?' XA=-*

TC<25/N M])MC66^#N/<,MN%G+TV_V^JR(fF 766-N.,#2U=5-9T_O/UM-Y+"),,R2*D M5)D>)<=>$TQS3K*28AF7 HF*%(@#EH#C%,L3DO&[^&9TIIZ9>5HWDU&B-)]++

*MGAB@=MYOBS9]\+9-XG.QA89W/,^U,< [GOZ>;#A^=2)A>KM!AULR4MJ?0VXZ MSP)T@=LK)04Z9.OI'$&70.R4^?MI31\>*NVXJE/ZKOS:YLHU,"@!RZ*4ESD.*

M6!YBDM,4%P$?N,PY3PLA\A#6ONT<,-_)@#N@M7!WP#LI!78@.LLV,WWHBADP M]6;/[*%,B'0D<8Y"VI4!6)"]+X^,'KGPJ[&31%':V!\6=3-P&G@J$:3I3P> MRYLDLQU;:8V

*EQF-$(=M_D)!_)U.OX;,,%@\U^3=R^8R[GBRY4^O4(2-EV MJFC3Z!4INIT$Y6L33#,>]M.+))YP&F- @QWF6*ER04F0D%446@G+(;)#P?I-Y]M_?*

#M_NOWF_OO7V__XJN/!I'7S|\NK[_\!f=_-?UUU_?+.8\ AELYE>\?AHQ?)I.ESO7[/E34Q53RBIA%KVHZ2Z!'EI2=[\MPGA36):4)YE M$%HLT$MHCYYJ?QI9!_OMK=`M*?*

GB+^1VZ3++>G+QZLEQVK'NIRZCN75I=N!!8J7^<-=GPGZ7R4;6-I_66CL.J MM=7"TV>YF3&9E5'$4X;3+..8%%F::D;)Y,XDV42!4F9&*IQ4YB>%7>'QE4S*

MJ4%)C5BCTK@]TPTRQFK'F)+BML'AV"]>L.L%F}>4H91M%H>=LKJ2X>)Y5H_1OFM\\2-V=?E/Y1?K">,LS@ME I$T MR3$)PD+90 7#95P4,4U"

(@TOA5U@X]M$VLDEYAL<|%^W2!@?_0ZX/V@ZCVP\9EO9V%-L(60&PX=RP[:=TY M_#&6W>>,&SV+T.&B=K;BB57OU6K=2)V2R)+'N<0RR3),-&^=4{T%!)"BY2' MW+*

\W!2BYV/CE,@@C0%P.)$Y%\UL2J>\@:G_"]D"MC&-275D:@[#&]7B-"9_ MW_T?]%.(7RI%N5T^6E1UY.02<+3,*2AOIRA >8"'<9QD9 LCE)9BK*8+!=+ M.C.3_.W2(!"?*

*##^EC]WTTUA0MRCG,LD+R,6X9SJ$\N\T#'&1E@GD12;+5 A"M'I#.LZ3<8D#*I92;Z2D[>F *29.B3L3%HT2_;$A_Z]M#7W038]W;9!FLIFRU M;'*YEXOF&E?W"5BT?*

G(SGD#6#B9 G;_[GHXJM%E&01+PEFO."99-7%+ H2'!9)&.@68[E%)S$SV+XC5U+M MC.B&+C|54RXWS<*6ZENJ?RQFIZ<,7|Q7P|B6'VX|@UU#.1L=*DCA,ASI=Y2X*

M<98'7K,YCD-^_RD>9UEBEO=Q?@GKXHFM;_5YL3S]5/\J#":MV>[FZ\-9"&B#Z19L?}/546(=>5B4 MB'8S!.?2-$GD0HZ;Z:01^A9P$SW5CT5IVG9_6G-*

*[O6K3NL+N&.NU(/*RS& MK@*YA%5'"D0N6LZZF[RRC_IS^]6X9V<2V6E34A 2$3U;*LXU/,S\@+G<9OKJ MA-4@3"FG-(LMNK"< &QISL.F%2XXL=QWOCT(9NI/].5*/=+*

*_^]BEV2;92QYCD@<0L3$IH@C<<5ZKCEHTTSG'Q7AI0YX%M)S!##LPE M^ K@1(K=*. :1AO'6O_T[_7X'|Z40-IK*//Q]R9Q'&=%$9?*DI+*IBH*B8N$*

*M*F43123**4TE2PV3*MQBYCN8O-)NN'8)NUE:OW__@IX;7<[7"H$=V+P-X+<+Q_ZKN-7<%&|(_'MV^0BV]O5^TV&YZU^<L];# &!\@|;XUQ M^L;K;9%=*L3@&-U;*AQ\N]=(_/ $*

Y(@?:#5?K)9-<+:,[M.!)(H@$CCDI7*)TYC@#'%*0D[4IF1*(U"PT/O<'7/!U<'L!WU8;S:CC!A M\.2XC#28]3NWT M^L"EI;<(0\8^U!&9EV&M1L$R%*[S05)O?7D5?&4CZGL>TID#,/ M6=*

[1KIZ>9LW|&IW=T/K'Q|GBS]MY,R)SIRU-E =9D+,4IU0$NGP@P86(4JSL MX:R(21D6J9EZ@,'UI7CWL&A*KKI&$C]_6%>'EPHK9<]NT/I/X$6M(7,-+VG= MLPQX0=OGEL8

*;110#P<_G7|@=+*NZE#6$.NZ%+(P5!Y>QP-?M5.IGN6Q#A?H" MY/J93F=-C[S%%$>+Q<3%O9EWKG ^GLY6R=2.2\SP_"<%*Q8282"EQ7BI=*

*M0P6561+0N)!F#KF^D>KQP%.L7[>6)H@X]F:8L1ZJ-TA=X\!*LDZSYX4@[P>&/]J>LV;.O ML>P7LM-=`QZ?9HL7*;_)ZGG*Y'LE?%\A]RJ:=X*

M/LRG_]WX<|.%GLO1_4H_/%TY^3H(D"V<\52Y6GE98D8SCEE1,,%Y0O((I/C& M1=^SUOP^KS;P=_H6J1]!/?9W@XD>MZG00[],Y^A%7]H&7A./O.MF*O?M{B70*

M:C1HQ=3%F[NQG!Kl)KOF12[1%N\F9:W61DLJ(>[.ZW^.BQW="2,C/RHY\GK M,,S^8?1*6-CVXFSZUGY4O#PV2>_#SRZU7C>[5O\3]_3G)"24Q4D1X5(M/,TK0Z?=!0?-*

]8;D!LO_<,0]7#W>X@R5V[V23CCN M-#Y!ZXS8,O M6&7%65W,XWFLIZPGF0L$QP' =,"71",TRS@&->I E-PBP/ M&2A=#P+%Y]@FN#$D-B6IZB 2'?_4 -(^BO-5L#PIHS8S9

RUBYJW,R93$D=)G"0XC4F"\>4QIFE:XI"4&5.G.%03#%L.5-KSI.H]%< MD.QUR^ZN(KE+"5X60(FWI5%ASG@<2\IP PYN&" KV"=H]/5U!=]\3P54KQI M^5Y+*

*<3N_G7>=2,;C=B8LBFB2QA)G4;24*4D+G$>A21-DM3]APKZ9:7#V=/YWQ!{4?]9=VFA&XS N3BF3#:,YWEA'3#)Y=M MZM\:"VK7[ZO&;?!I3>ARVG6#9 !(M)M3*

&/G6<#9,B1!!OH"G8JYVXW'MDT M'\M26H1")C@@NJ!7U_+2+$IPQ"@7>1$4D4Y_,=TPU"W\,7"Q MW8D6:-L4N'Z#+FV0=]Z/;#N_"KY2GL&]Q5M.D;3EWI2,%'(G$18T(@

M4N8ZNL=BG%-,)F&4I5',#4QV?.'H.32PK5CG6_!HV<)'Q0'8Y(3]OYC>O7O< MKP'%\C9V 7B+T21WMJ-%^SCW,S31$T#M>)VYP1SWD48<[TNB__LX9 M%TZ^A1VT

[!\W9Y$E'7ZYO'}XE!O@,KY8I%I9-X)VE9!EDF!##9J,2$\Q3G(F+>]HW-9 MU?]\WZMIW<#XI'YQNY2/^E:$%+(,.0YYK =&,(Y9&(M>5;6:]"H!QOIH;&C!CQP-

*,Y9MEI6%?,@*E(>SZ 59L)@8YTTUE0HRH7$Z+W MM8/1,[,U4,HG(5^NJFDSUO&KG.GHHR[/TO^_;1,:Q?WBO?!U.*%%4=*8Q#@,_MTQP3$A*<%S+$*8N4W9?*/,Q @\#[UD%*

*[""#N-*K#]#+3B [S12\!R;!5,,N M?W30M<.D*57M"E;7V.@!. /9:=8U$39L,9.10(^,B54#,,.2R"LEK%3NWT M\,5J'X# YU#MGR9,":B/)<$IVE*\)!A6F<$W?!LV*

*(U.]YB++B)%$=(\$CCA@<0DR4-<9(QB611(%DD1 RJK=ZL[-DV MV,!!OO*9\K" '8FV'#"33RNZ8(*X >%R',I>ULX&K*S7'7EDRAXYAT-0]A^ MR8?D8O)U-9.AW?5X_SI?*

*@XHP\F,G#Z;=^&L@**-%0<[D3.[F7U.)U3 MXW9=9\@ _+R5N* =:OX-$HS\T!@X_U_UL";RA@AV]Z%BX%$"F(]W]I/Z^Z;^;V*

*MB0F;2]81FIH>EZC)R81(U0*G#X8;G*:,2IB/+C29(ITGI"I&9I^RLN(T6C75 M/.]>-G_IKZFIU5(_7CD)9TOSVDI(22@N:0$<\9R3.HPQ30,.28D$V&0$LD#*

*M4(S(#*QG]=20VPHSM('=YIU=_QW]H1$!H@-F6EF+,IG$4R2+^$.V,B$$>O(M C4$.JIY"F/$ONT*?-M5IXPOE7RB4_%>EE*D[JT0N5T-A7TUTTOB4E PRPF*

*M>=,&,L4D(PQ3EG$L62I*'F6QX)G=.#\+,(S$YN+DW0Z3=>[NQ?TSC/ALIET\-MLLUE3XTU!]=3\;3^:?MLM CY[*L!88BW#AM&2+QRKPT(HX;[,H!6L]-@VXOU M+PK2[?*

R&/DV7=#8)250!3],>$&5;4,%+FA08BD30[*PR/(R@E@Y)^#X=C:V M,2R:D5B)$6\|P_3/*2Z9*1@'M_]CRW9&]+6'C<#9(.5Q !1CK3 *2BCBOD MJ?MR//0XN+3@2S5]5L?*

NEQGELAVOI]:GL]NZ7E%%0.?\RB"-RD2$.(IE@DF< M19@2FN B+,,L+).4169^B2% SZ+,P41KH,;IX6;<&!!<#SR B7 ''FW@ZP&9

MNQR!#PLR8XUQ&KQS%MGEM!NPRDE&.HC'S\#C%-&9Z$+]R40(=D(F%H6K.?=FS#KOY/]WI#V,) MW2-\4$O9DP-31QM*X$IGCR1C[6)/FIT.&=XLB+(XCOU)K,#W^%CB?*

*QS+GIR?M>,!!,MY-FW\V*96#P8-"X#@,E=D2*!\CSXF6\BQB2M)E KLQ/P;$LYBWV2_5 M3OJ879SC*(?,G(Q+Z8;I@]UVW\6 M?KRV'HE.G]=%/-.ZUATMKN?BHY3UND*

^$KDZ5Z-,N?RZ|E@$(69EGN R8468 MQU%2$M/YV",P?!_%6Q1036>RUK-F.DR:4%K5\%F4')?26&H-.3E\BCOF#_!L M|[&F!/[ABD9@'7%TRQ1S.| Q "2?-BE,%AG-T !0U#<_(*]9

*MJE,5ZJ8W]$T/5]V%[4'.^536[S>C0H'MAT%K>A3L+1K-=[J#"-IBXJ4'L14/ M7+4,!<$>M_NH#5I.FI%,+6*9%3%5KKW\-'W6#<.6ZO.:LIELKQY^H_]<5#?Z-*

*\OWBDT_DDYJ1(;)+C0I.9;D8L,!,TPC*A5"019S0I0.D1,/B^\R0: M;'"##MKBTUW!7:$&)=3@A#12Z(\6+6CV!)#I9FK)(RMABLD]%^%9%G;|<)5\N M 80^;MZ%'6L.$C LEP%*

L,]>/BVIY_>_&GM/MV-`>P^C,U:$;/*<,!RO(."GB M%+-$2\P664H\Y8QQTL1 W"^,S5[&.A*_>E6@N 32LSX-^C"..8*3)_L,Z2G M4DP&C[@OP-A]<5?*

^1G582"]Y5WY.S!TQOY[R9,WS1!E^?/Y3I'RKPF)4YI)23 G/,)$L!SG M09[A-_^36(I(Q-SL$L42 <[<8V,_KRW"-F?-$I8XX0T4L!&-% NFUEB/GD' M4YVF;$-_-*

!@AC1)]<'(YK\,2':XZNT#!C]NNQ9(Y!SU8;->QO.R9/OQ8WI7? MZ],FNV-+9>1I4_##3_Y#5Q=[7%2;%]>?=+[;6C>^3,HBE'D0!C@-"]6J:%[B M7##E0S)2)]&,

(BI!/N0%N'C6@UF>%'BE<[H;"?-+3KT=-]6[!!LNFIM9R[MFOS0!9M-'VRZ45^R-X;W4>-P"\AIM6:V0JOU-=%=C]=M]ML-N820XK MN1WPR-5=V

68C'ME=CG+#F[6'"P)+]CI/A?5[.7AF^1:$[_\]f_EEVK*Y^>VK.Y\^+9M2&7/|\HI/D M9C/UM]6!Y;I+^]#4VWNI^]M)]*W;'>+[YSNU^]L5%HW=/F($-N;A*

*M>)U!Q#7$7K3^`Y)6NCN]G!1S2$E.9GQ66?!NT$[ORQ&82?'\-NP*K=%!??RND,.IIF8)A?MI;<-#X8/;+ M2;LSU#U'(<>;/4=.GD062XYU:-A3V!/0%RP"5L4?*

*9UK/UUUQ>W/?L*X.BCF7 M81[', UTZ7E:))B6!<4T(H(F-*,DB0U5[FDHOE/$6L (;SHVM,"-E<49_@RJ M53=4V#1G!_-*

*JCUYXI=@9PHVUH1L&V&F]$XQPHM.&Z3JIN\Z|.I:.&L:.^IXL, M'H8'W&_G0C>S7-&V[Y1A@'WW+<^*8POL/\V#YGMT#0?)}[4F"&E5K.,XZ9)U& MWRK*O;?*

4;%'MXR3TH]@GGK"MNFP.G7^AU?+E7OEKM9YTKGPW_;G$451&)$IQ M&#%=XR4D+E@2X9 %/!=926,&R@DZ \OW17K7JK\!C7JPK,K7G>.9X06X&TX M+

*[AMF6!1H#E(GK,ZS=.01B[7'"3YL&IS^!?:L473F6@&'&;S_>OOX5"\Y>FV#. MVFI*BS*4:1G@(&L+3'19=4$DQS+,.!T'>_VY*F.0|=(*1 M"0?.A-*

*TY7V!BOX,9<&3S0Q\#A[UFK6AV-N;(!.,(\X ;#@.JA?WI.?OT^4//0)!@?RXJ(Z'=R>:$))', M&Q2P[,)QW^9*62I+SU>.J =FTUM1+5_*'6GWZ+&_G?/&X;HZ6*

M\BR,4HAJ;2?'O"2X3P)E<<4B(SQF$0DXZ"^F:0/9M5/3S0HNDJR N8H-FB MABHW8YX;JC(?G((IKNN[FUMTO5Q64[9:-N40RX5VMK0"QH*

M8[JMH,XUYV@YW:KFZ%NC};8YAW._&V:E-OIV_D56 MT\5A'HVL^+2632+TA G&0BI"G!=,WM/\E2N9KU-UGQW-EFS1U4S;Z&AZVAF9DM;6|$A ML

*KVE,;%517MV.B/6X7{2IMS4,7!6GA_(R)U@2JFMZ0YESLY3*M[OV)< T-<0/#[+IEA.DEHBUYT'O##64WYRBS MZ^-Z0(#+#]];QNR5+YP]*=LM%|:@3];<$33C@A*

*M<4P(W2#F77P;-%$E^>)AWDSHT(;=@EPWQMZ+5*8>T;!SMB>F^F!\3D,U28/A M%=K@B'I(IF+WO5S@%E'=U5GDOH\7S[+Y22,.U)(D6$!1*QS8R),.MHUC@-*

&%QF'!!8UAN77]QSPI7YR.VZ7/UZNEI-FWB72WTIDIK+H%=|G888Z8M M;TM_3(TTP/B3]<47KD&3MITIWGENO.9\DMSS,\57+*8LPDDS@]L[S,BS0C F06'0?*

C6<:WHG+=>_-$*Z0! M6[8"/\$F,RF[G'B80.WVC#2E&RQ^\ER)(@G@(PJDN<)V1?.@:=A8EI7R\F7 M:B%6?E?7?9(5)Y3+IOXAER$K193@C.HQ?2)*

(,=$4+W:$S_UTU;T3BXIBM - M$;46M\G8((EY'3R8;Z<+E^NA5#[67]:T]6\]Q2(Y^E<7]GG8N'-/E\V|QO0](-]A1KHN@O.&KZ9_ VRZ[P6M!-7[>SH!5RSS):OGR16WS

M\GHN/OQ[-7W2SNBGZ5S>+N5C/0FR),R4EXC#-$\P(:+$11P33+,XB<-0D#(F M$&-V&*3_TI-!X HU*#2'RP8)}(=& S5X *U< UZ;6;QN.00^<2]E#M@4-J]?7 MD5EL -!4$]F<-?

*OE,N!-R\L#K6YV/^(B8C(.0HIE&0UEA&

^5IZMOG\N)%T2(-_JQS(DNGB\%HQ)++),!$2&);&@RC13P+X- M3(-"<6C[+%.6FJD"XP"&]P7\0A^!PHDV-65J"G8<6]{@DIAEE"NDRG*/!JQD@2&/3PE M[]}?+ +"9%@,LR#C A,L8%CTN/1ZD%\[^Y?NN0#N+&& M9]W;VRK84>F@<&-3FM$CYBU-,7:[!:]=>`\$^J}16V&W%<[*)RS!VUD>73.Q M^<,GJ?#XJN'M95C>-?`M QZG3Y/?J3[:E[KS2R.W]?96X3) ()"=QD19! M9G2@FL'S+*-_7W_]>OWY_IOAN6G(HX&3TSWE,!E=0T<*?"MNUKL7T 8H[:SX M(A;R4QMNQR(R)\=P(IXY,"\@!':ZK%5.S,$;1RT=H/A(N-8#C"*-K8#\+57 M#U%^7C4)0T'&6%"$'(11FE3+QF5-%VFUS&#]_(#HT>`H3S M_(F1*6ZWV2\)Y>G;R^RU^'W5XWA[;+78[1N#Q*8D3B62=]+N33HIXN?BX MFHMZ$F=I07@6XY0%RI$0B<2%!P+GI>D(&E&$[-)6V;P/#L2/7"HU(",+6B>*\;^A&ONV/D3EW,)XEI -#[I6A@M,I9K M :&HYUJ-7K.8*_!C_G [_ZB[45S7=^7?Z^7]\X? U2IUM4_Z@^_'OY%=[-#WVN(&5!;CO!=%UXUDUAF\9QS622Z:)" M_Y"T6C>E:\Z=NGE0??-]C1L=OU)_U0\!QA'8LGXX.CH&UX$ZUAO#'=:)NF"= MW2P#6Z#C336XD"TI\PTN7>O"9G3K5,JIK+O^.^)NOMM9IQ+V-.Z0Q@<[:Q]P6 M6>O4]=a3+[QM#-'E1VW6!NU.'SHN3E M^E$W@IGD/(QP6),94(PR9G$A. 1CK-"Y D+PXB:7>,: /~\|K9MJ'1WJ4N: M2NWQOTS.75$-$_%/B_D#OI?58\]/DZ4I/6ZU=Q P 1'EIVK0'ZA4[,ATG^GR[M1/OP ,*;0?JGQ5O$Z<-PP2[:, G,.C+-+/1XB;=@-MZ<*)E(- :,A.19?#Y_N$>?[KY]0U\^?$7?_NOZZP?8R76:0V;'EA.Z M80*X'!]F[7K1WGHYG9QK3YNCH.@UGU'-KD-S]0VOX!=L>2^]7W?AZ4'^E]5N> M1:Y_Z[X&"6VQM'"%P^- RRIPTF5L=:*PV29]%5:9^2"SHJ;98:N9O2/@F'G90. MG@!??']<5'+Z,+]INDOPMEQ_UM[#BW^NZF6OT761JI,K+DN88*66U00W>!B? D,8.? P>>+2<"P9L>? M-1*HAP7:HC%\W.HXSOS/TPS.[FW)!QJNI-X?2?0#T'+#76'3]MO9?GO<+\>=T+E,KWRK%/G-8LEE;IG>`@2A-.BHSA/ H# M7&1$9HGRY_,8=!T, ^]9L'^]NWO_^^VG3^CZ]WMT^_G^^O.OM^\'^74#7WI'I M,*XRLN.KF>3]XQ9.'ZSQ:%3"%I.VC@16%'9\<*0^@,!'52IVC-E7-9:K MO+41U\TXQ_IV_J4IMQ@>79LR04C&2YPD48I)*BDNBC3#04ID'I1Y&"6P'FEO MA3++?:E,#E.*-SS"&?@UF&OG-X.M/V8\WS;@E6.=>M43_WS34V'(]7[L,QSE=`M? XWR'5_;-8,8UL$+7K/2UG]6BU3WHBD3H]/LZW9JUI._K32W@^3N51DU(&+M'>PK]'&Q6,X7D"$.YU@P?-W@B'J85C]'N&.KW9!&N^LZW9]8=K^']_'$[/2 - M'K=M.:.WU 5^N=&ZESDR[_CFM)T&1)3(7$18TC#$A28[S._ZP9+KYKR!Q1@.(.M77L4BFB/S188'/?XPPR_.4N)ALFH'"*+3IZGZ'(61OO8S!&[MU]-MALS#AMWG'@;? *7Y;*JENY%R\,Y=LSN/FS/TJG[4@-(]\>YI-E[52#V7!$IYC M$@J.241"3-.DQ&7 @S J9%;&;#*7#]JG^+W1]2(. ://N6@_YP,T)]V Q?5 M&C"]- 6145FUG=&FAH87Y\!63QXU^B;8W9^5\.=%A'TOE,#6S_455>L&=D^ MVB+DBV,&U,?2^EW\K2>#M>G+R2!"XWUK6D'96]JTG+!>"^RF_+.J9S MK^N[LLT: ;LJIU?P;`'[IH1M-57JL8&N^]*.I ^9NRQG.#'LL;AA DP=&M'O MP7,9IM7*<3FS[&A^RS!I?;?%X&G+PM3I?+J4GZ;/\N"ZX;J=@=PH_.[B4]<\ M?U0?R811(3/&))9"CS2))<3 PM-[;AI MY@/YYQ%,*;3XX :A@XO{JR9;@3?AXQYR5VW9O$;,88W118QQ561JA\2X5:87 M,>]@S/2RU2S*>V:SV[F8/D_%BLY]6"^08^]Z5A|*).K!!-3Z"-SV#"XE$28 M].1Y[@3QCE.[*J CBTX7AW0&7)VIH'./0>.?WR22ACE;EOQ30>%^4[^85. MQ76I/NW-242S) K"-,9)RB@F1&2BQ2'!*8EX%L92^4-F68(VT/T?YT63-'/_ M0U;2.LC&_KH%*P=C'?ZU9!)/F%A2 =.'%O.$!O;N=R@9A$&JDKU*!E<)8[X*-Q ML,.O/^WB'[fX"HF#V//E9"S$8LFQXB'VU/9B(A33]AIZ M+OI&U"1F81RSLL0!SW5^% LQ%7F"2\9)*K(R*'D)FL8R -"S+/NY#;G0R[<$& MCF(98IV9=^62(3#=VV;C''#DVH0C\($LAF2ZFLDR!&{[8_3]`VC(_.3&VHW^ _^&[NT?X_VIT7 MMW,^>)3W],>V(!8Q79F!7^?20L4*;@[12H>;MD,R'.D0\]!&E6,&I"\KU=- M7G'1/VV;UA]PGA1(.)"!!=>NTLDPQDS+%11%QDL@H_G2?G69#:P.-T.U:+!R5 M*3:TG=[T[@$-,8>3:S=:=T;=B|\&/DO=KNN&R_,2X!X_?9>)4-.MI0XW4P&;G]-ME<*TO? F@%4C7CVF2IU$99U&(*8GUZ#:B$VD3CM,X5WLLDY@&H'PM?ZAZ/LKZ M#:K&G9@^O$F |^G563_Z..2PQRWZ1UI(=?VBI'@#[9^,V?S;_9R&$?UK-&@R M9KBSCDOF$!U/KWOW4&MZU$-.V9\HVX;%^]Z)^>%K4=-,TF*K5 M$FVL1C^SF"^G\]Y4475F!,GA;O9*53*0DPGD44$QD2C%5.X.38=/UR5-7^Q:*:61]M T /S6=@:F&BTVQ3)U;RP>.SM?WU>W8WR6;7;F!U;411XWUK3,&V68\ M-X#1+VL4_J8;+&\R3M:LNC[/*ALE"B' KUNUZ.P<7KK MZ]7RQZ*;_K<4DRP.9IB+,TEI@4.F6Z4 HD4^F'/(*2AG\"@&?KK8%Y MU87[$-V M0*@P#FG6OED\/B|F.15!5@01ISS"*1.A MX&9)B>9:V:+7,0KRP5SCC+=TA+ V&QU/,1@B MS)%Q<1+,J- ;$$+'[YL/@\Y;AZC8T7M\OWDOU)2^>OBW*Y9_]"Y^(]! A81)' M6: <#,HR3&..81GRK RB,DAD9B'I)P&.(^HW\&FZI+/&A*@[R.C_1^Y=F^/& MD;7!OX* (W=CMB1#.\@++>SOFDENT^/]]M*6QUS\[VAPK<:'/>$]DA2^K6_/H% M>*EB75@$4 "ECHF9D242>0$SD0 RGV0=)^V5E31\S:W&M X5#ZDO4HE9G6U/ M4B+&]$3!0-7BL? 2<8+8.HR?!+'L$/2?NT<'S[-MF1BTO'B3$IZSH^HPE!QF MX,U7_MC3N\WOZ]*DQ2->2^4/N"C%T+/?YAZ^A>"U1,%8!9%'B12D,\S 4ME\Q>A@A#[- $]X76I0PYWF1L:I6RY.R#AV;M7'-_-_/3TU1\]81 M81(RBW.CCO?N:;_>BJ:ILA7.[=4;U!WQC;P 4:.7/7WRB-&KMI-R]4A8AI M?A,ZEP)'ZKZH::8@2W:G27Q1*S-3S*%- &8YB@(TKTV2:FW75\/OJ M<_E8R%N/>TS67!ME7V$HQTM[QP%H69 'YO?% Y=![^M:U!T[B_L? M14 YE$+-@O:-H*'1A946DDXGE"M6ASB3&&:MQ2GTGW""!0],Z#E MQB*HUT5Z<)NW.T'[+:3BGE>+8G;MS" N8#*%OT1K0^(1'$(2!2E$@8\3@+F& ME ;"Y<0T\,/ 'ES&0L5YIV$S;")F:&YR[&M%SZLH@&C$LG%KU;OHR;T{[,K|%7T M%*$'LG%IJ=7CZJ8JVQ'^7FQ^W#PU&S%VO0073?L=S7M=#Z[&,+JFBZT"V(CR.M?9XE,,_D@6:(*.0X#%2TR0(.(\ICE;/O":50AZ$*1Y*$^.MZWD-K&N3)V8%/+8L*. <0&&MZQL\LHSTHS-P!/X0+(&!SU@_8&OH?%@SUG?.M@-"]5163-Y;0KEE^ASLMZR2"'7*]?R5P1XX&72B>Y5/)1QLG%YE%BEV"W+9R M!P1D+8N',,WC#/I^@H2;QQ@2+X]A%'!$=NY%?JOU;S5+T?7?I54O_/_4"PGDU MJ<6"5H77/GJ865.8H$Z"0"5A;44 \W36S3L4Q;,)3?]'P<$KL-=G3FM_F M[Q|>U]4+Y]]X_5S(:/Z36]1U.]7BI]O*Z?5]U)F>G3>YT9F=K0G9ROJY8CF M 8$1BL5FTO,(S'*.81YY*,^1EX1AK'6(Y8)+Q[ZE,|-ATPCBS/Y86+.,RLV$*AZ=O?8T63YBNWB&] _=7&K0UN&<$QZ7/<1S]>:CPSZG MQ/3O'S_(I>2ZS1&H_U&_+YE@[%^,E^L_:M;\4I<;]K%L_])\6+/?FIHV(,:N2 M->]]\<-SS?Y1ZW7EL$/-L:^^$\KM>[D)#L=A494/D!K[;=X DE*4X+I`.:_W M SS_P1KZZ;N_XS?'>Q<%[2]V_NMO^B0TK47R;E7263 MNE8>2Q+D4PI3A%&Q'4_$=MR/ QCAC,213SU8M%[I'Y-PGAC:$@0M1?!I1U.[M<IB17M2BUZK=| @F15\NJ1.0 6:S8UTHJ5XRU4FAS/*FIH=:+D7]I A]V5"GGS!=L23V%]UT M!]5BZW)=,O$[L?GAGXJ2?]SPAV:5D#$CXYC '-$0HE2N87F<0N*EGI=Y<1;Z M1&\-FR?J?%4;L0 D#ZW?[!D OTL^0,N(]E*GH%#5Q<^NFG27P\LU9+ DJHML M,9%4(+GPLJFNA..%5.-=[=R#/4B8)X@P?Z_] RU9Z$[DKMD_GYJ-/+%,19PF M*$\]Z*=9!A'G#)(TPS#Q&(JRU,\CK K&8($=QVZF)PMH1Q?@+6'E^W(:.I_Q M-XMK4L\3]0-ER;Y>0X^%,8-@R^$5&-3>,PFN7T?MRAD+"ZO?+'EAD6G0R6.P MJ+7)E 8;-);*;K"HCU&B@\U1]9/=/MS>\3]7- 5M"^O:,L#\5]:*$HS#*8(QS M#R*2<1&3>AG$R*>PO.,Q$AQ&9DDXGAQ$'3!B'!W!*]>1S6IFEEO.T5@/1]^ M4M,Y\UAUH=6SPVP(,YC^I37A6BE=? T5Z5=VVTAHS'@LM>6BL_\%,O"SB,D.3+0;&PH1S%,1RSV4R8M MIO+!P>RB/$5#RX"VE)2_,IG$!0;7!8N,6W7:0IW1RNQZ;$-6/7;.M:\;D6O[MV%TNK_)2;$- NLY781'Z=]7A.LLGE>/+%I5;C.R6B*,A <)4QAE'F5^ M`:, .:UUMG:7F.O@?"(*6HE&'A_/:4O,6UG2@N470$U_;"2B)9BE$*8NL \"F.]=AJ(8 P(SL"..:.4D&E= MG;=H%VK2,VH##8'? [8/T:.C@TFR3:0^OD8,R*^Y$9LK]>POW&-TU.VV:IX>N M0^K7HOG?'VK.Q4:&BW]P\U5\9Y_QG\7#T\.*X=A+^(]AY&$F-A0Y$H%!$,.0 M>)A@E!&<\T4ZCFHR[CIO1E"%A0?4WS*$ _#045VH!ZGN)*K%*V]Q:O2\(7^ MI*.D_)$T5T#* Z1 8)(?&UG_O/,S"_7L=1P&EZ[?ZDNVV!\0LG99%CK;6I* M_]+2W-,,M^E8!=UPUF+6_UH6FZ9E\UIV31!!\0%:(N(12K.$P1B% [=53"'$< MB6 AX3R/24B]5&_5LKYT.,)"N(HCFBNU7GZ-!G'KG)+5%9! MUA6F/IKS\"T+1H=_$PI3\X&7JT'/E5V] 6WW=%Y 2UYF@LBBSN*\H(8VOY=7^K)?H(1? JM;K%E^OB^16+$D2 MAA,*6<)#L66/&4QYB" 1$52&4!0PJA8\'7<"8#/O.C=D?/3W7^\ ,,D$3]*- M@A]\>@=[^\_,%\WX=-'#40V4XW>(:%]*CG-S]6^KAFQ-45Z/F2VFTY _NL M;3? "RA6 ^MN 06;@MTY4[0>VMV%&CH#=VOM M=D>LAT5MN\F^<%PK-Y-U.D&.CVYMJ7WQ<]HN<7[++,1@FT1H^Z!*:?>VCU[.\ M_C7.6574;.U058F8F7L_T1>\| ,X>ZH@&R,XP"A(/!1Y,XB"'*,XRB&7*XIQ M0-/<"TBDY;/523MVQ#<_Y 0T$O0(=REL[WB55:J*?:NA4S[QQX M #\-7/Q-*FS+R+,:*T 4T]KX"++DX#<*+ ^BU]A1PZ(X,1]/.% [GC51]:.6# `IKE.]GU_V^^+#+H* .93UO&E?**:>[9I])6B,R&+43;.X5B+)=Y,"#'.L9EZ MY,+DV%$& _^>VR39GM^573H]"20A H*B^;6LB 22D$?T"\O'IXU$OBRI>*N= MS1N\]D_K]HA?,_5+4,&E9QGN=^ED0P"F2O+$0HS'SF09^)-9OF<>1CSRC\MUA7'CHU]EV=Q-2X] 8,.0-C%5@K0BG$%QH* 5A*P++]H5& D#?I?B@%X>TP1@ M9U^$6LCQIN99S]N\]H2DV3W)VK7;,B=+. ^'V=9&O7ZH,V'9.V$ZU]:P,D?:?(-M(H2H-\6_NXUL+ORQQ'G|("Q3{!:YAW"4PR2C 41>XL&,QAX,"29!C'/FI6K7 MO*8<.%Y(A"EDW8WG#RX":$GYLM+->97.7O>X5Y3NGO%TF>? $ACS= 5;KC]D M8.F7:W5>5B=K5:UVJV@O5,_%A;:*]M$KPYT?]E6+=)6EGBOA51,(M.!?]L;; MO- R)CTGBTTD$|$?Y]=V+\?IXX,!C'HD9@GG$,HB8Y\%4.#Q(TRCB?L R%D=Z ME;VS-!W[ZT]5^1U^*IZ%6=P/5M-UK#?#5%,1HEJH,5DW>B[Z K48E/$]"VJM M?G>>XL*%N\HJ.* [857_5^"Z@>N#?Q"K4WD9\ZGMLM$EHV(]DF49C%$'L'(*? MI1#G.($!QQ$F./!#HN40SM!RI CZ9JY.TF"@.92S=TYGRH?I-C2A>1.ZE.I*.MA_.V ^4KL2=>MP!9ME/X%$2U=VX_26GI@_HYD4^W-;-(>:,X?!LC>[)7NE M9S?]=C;W8+9Y'U=NO$:IWX_>1V!K \1V.7%IAQI9D]4B@Q-2@3'5'AFF:40@ M(AZ'*?%SB')?Q& I2CV]ULG&!C>N4^-&E6@]0|NLU&9,#:.7L@RQH?]:G+ZM3 MS6AOKL_FD8[-2LXDR27# HFEUA!]VA@M^A8' M-=O%RT3QHL7]EJA>- RU*^'=>4K&V[5HC[PPLR$CB)3&'610AL;&G/LP2+X*) M)^+^`,4^(G.QEZ/O.O.OMO/GS_>?W[_Y?X;N/[R#MSWW/G50>FZG!TE&!)O%%3P_,%'-XH& X MBIG[>U]W@YR5|_+9.DCGB"RZ,=Z7M##CW+F:;,/ M[Q=PD.*82Z(Z>)P'.D"#5#O40\/>O<47^.%#TEAB7;.QI^48.;$N[0 MRB:?,]]05F6+&#/@OD\;$YV(I#1.(<9#!G,8\";V)$0KJ?R(@NMM M85<;WQ+4WP7NZT)HV;A#.@85-2F)Q.[8__N(KI/BG=14G7Y0OTRJ MS_1MDP842Z1&KS2A*B51*BC60A^'<-\]\- %==\"' P;.3T3#!N%&YTWBK*&-9'(NU(V2)V(N%40BS MC(B S4>9'R11&*9J16B5R#DVE2UQT+3>%V\)M^@.3\H/;Z+S4U5/HL_R1(5>8/FKS#.TSB.8AB3C$ 4Q1R2 $4P]9&' MJ?@/0[$6'HPF XX=PU+322]#V;-6$>M%5]YIW<*DL/7\QYN3_!ATO MLL4 O^KCV9:?*[#C"'P]JT9]W!5#7=B"5-$EORQ:BJ%RCH!03,?1#ZT_'"%FK MDLL2.3'DR[LG? E_U38]N\_=E7HD/L;VE54M/$,)95IK5A,%" T89"A\B+PX#X<<;$\/7+\64 M_.FI*4K>--->T0UZ26/8 OX?S^U>9MK*,/$ZI'HQ"B'B.(DMK.(XQ8B(@?M>=@,,%Z- <=.9IR+-S $QAO=2LJP#N&N2/Z5,-KUE#,-PJXYCG92L;Q"_U@VFI-11S W8MG?B\9(G+3?.Y M*&67C4^%(,E$F+5*0Q)Y'HT@S?P8H@POF+$\@K+:,X@(XSE6R_8RH>[ZH+(C M!]8#/>4\50-%SG@?U^K1H%?B<4I1,:72.^G@>5M&3@UDMJ_UIU6AA+P=<) HN&5], "@90 M9YI4,T7&B]7[8.T*+^>51]*KFR< MBH*=..01(W3&*7[8V>3WUJ+]>*FE1<8^WK1W/AE?@T;=PA6;@"YU5U!?&W%5%N9'8U/?%PI3R]%=H M/5786K85]2ZENNIXFB!UWS=-.#? UG1OT15W!0(=;KAN!G5:4:CMM2@&QH/N-L)9&+51VM&V&:6KR&@M8C]++;.'H747PXTA>Z2W3M.2R+1GZ>R&"D*=F4XFP MY"NGO&B!47_F>57SZ_6Z^D-"&7VHZFY# (:L/;I]FI>;510',/3\"++4XQ#E M{](@'B60+NGISW;F@[D M\KE0\S&+:.EC/#0VL@3]*N07!F9,'@P-[5X"T#((MAVU95G^D0[F\ CV;-M.U M+6G,6GKW1?PLG YN27W'Z>.V!KZP\X 6MO3@T%^&0[XM2MEMWL&6O?]SP\NF MP]1I-JLD(PB3-('9EU.(XCR) H#*^(KP9.G183Y1NT'G++M.FWG!$#]RY41 M)OVHU/$*G +UDPY&[- !K_D/*]\R'W_^^DQB\+Y\>VM8OE2X(ZD)?D=KB\/:^ M#;T5Y"_Y69AW.%ADEFRW.7#+].OT.EAD(B8;'BQ#_8+>]\T=+IA8@>_QGW*Q MEFFK@EOQB|/M_%89YG&:>1&DL2\/%O(0XB#S8>1QGC++"PBP*5[^\)I56*QKP6 MQF@^DCC,"8H1] *:R1"$0XP)@E$<4;'Q2Y(L5\/-6V@V3%+T#.9BV4E06\%= MJU90/3]9!?:.UM:K >]CM0NNP8AM<$O60$\(<\'=|^&(M"[Z3PAT?-\|J:!VONRL\Y=M1-D?]W1=E24Z3;-Z5J$/H91QA%$F1_"C&04 MBO@.1QL!AFJ:>#F*4-@=*?^S% %*R.+%\XMUA,.V8&)K22\PHU;-@?07/1 5N M]&?U=':>T3^_9Z3O!@V]..:> M9I#Z"&.:^F)#IY7[HT35]95]%SM6"7[#&R+ M-.VGWVK); O(3XGFL!^.FHX O? 3>MDH>FMQ:V5Y>%,P_FAZR*TGF9<%.01) MSK#@'64^S$+A*X(496D>(!P4+&PZ2PAQ_Y@1QOL$=<*)*:U!!P69%=/[PZ M)?:\I>O)KQ4V6=&#>9"D1!GH1D&SLIV-+>,:;? 7C+"F97A()Z9?UX?7N)+5?XB M:%\/E_6.-[0N'MO2SBT2O"*]Q/O(CEV/8 #^U"$C%!1RW@G9 MUX6>*SJG!LOP]WJB&D%!* R_& *$NJACX >-MXS,]XY77WAU_?Q='MY>T\T3 M7?J!?Y%&O!B+,S# +&.[=^UOP1?QWR(H?GT2#@1T@^=$&@9G3D9(YVU%/OBW; MTXRN?:O(,&K49\=>T])5A#PP9Z57+KBP/[]*&5W;_?QRW)]"7DIOTQ&NF^-1 MH? 4OVTYPOU5K,8P[^)!5"7V9\,IG?D"8CR!+Q/R@/&$0ARR4Q8,DBC,:>7H- M<9=CW;$[VM&\ @\=18,+YF4F4>U Y&U.C9XK%]F[/O G1@2?^;DI;>49:^V M8B3/]+? E3J2^&.OSS/2;W7PO.A,V[\N787SY6_9%)^3DW?RR'.C'F2W!^X?O M_UW]\;E\+&[^AHE_ZVX1SX_BV*VWQ&5)I=A&7P'!_OC\]Y>[C]GCB#)*OKC;F M TI[BM!SHK,Z<+!!5)/5* (Z<&7]Q.%)-Q'$4]?B&61#9(9)*;U'5PEF]QYP M4:YPC)(DCR/H!W$,4903B+F?PRSFXM<^(RC2ZI-XDHKK%)PN]6!+%/S>D=7, M^C^M(+58ZF*QI2Q67V+MF.2L1);^A]_T%EWISXIVN"B??]BP8JDH<4D+F0@T MP#BU'2;0;(5-0Q\BYB&(2)[\"+ US>3><) %/:.AIY?=.T'%LFENJ(U2QN6X5 M6FI2,T\+PNL9J(G<^C4GYZ6R520R0679JH[SHAZ58\UP_%[,0B.3 M:N]K++!-KW^&79I5B1A+/#R#/_!2BV(\ASM(,LB#'>8*CT(^1=L\[^XPY=@8# M:N:F(V8(-JF[,L?5!/V;<_&C MY11V;G(60\V346][-$ \545=GB'E_&Q? MD@1U2U/FB'<5-,O^6!1?:A?+TA=U6\ KT>.N(R3[GS0=;TH)&G9$T? MHIE*E^A%+VU)2=0SB4QGWU\N=4E)CKWD,4WS*$7[WLTM@&-)XMR/R€\Q/? M"V7E"X-9CGT8903%@9=BG.HA%1_3<.RIAAJ"!QYJEL$*HE^L)9H@A)Z#C@#! MB3ZPXJ&>_(1E/L]#&$61;(0;8)CF 8_^16E _9!AG^C5>E^H*.-2[D^\:?X3 M+*.QM6.("16@Y]HI/(28'17S>*L(NB.2$8!8!(P\I+ X..2'B*2#(J40I3$=I! MA#WI(JF(Z>+<]XF?!#2E1LA&KCEWI7A_R- A;PI_F.E_@N*7FUC@>[*W.%V:1Z\CO*&1%%UAWC'(4',$,G2$3#2]X1LA$(%!*/E1 M#&{Y !1:.B9L8PHYV_MU8(66EHHY)9*%&##(!V&L;0'%U\@+GG>0]/HI(7,# MNX,=B@]? MMIP<'DM^Y5WC-_Y-:*&^ M\]Y^6CJA[V4[2NNU5CS),0O$GM(7FVR(>";VE PQF",/1Y1&><9SG<#2-<.+ MY*STI_MTQ)U>_.A\VM3"QKW'WR]'GHF)7Z;>R2*H(?3!"(B MN[UYH0>3Q(\3[$6Y\/Z>%WCX5UIW0[1JJ5HVDH]3QOGW>/E,NHY,RWQ#,"Z M3DEQ 5+7WG +PW2=$N48H^OD4Z9F))%]*1%N$5YO9&%>_7)3,;Y"09 1 M/XX@B=(. (K^%,X$EGQ\_8=-6$O;8UM5>,VSJTJWBQ;_E^MU!4,D@ M\@O?K#CF298&(8P9]2'RHABF$M&79B&BGI'#&O!/TV3K8I5L 6#NZF5<"7.PK0IWTR*YNMIB;3A);M5C(K M\%$;DODW3+LSR9R%FS5NFI]!)TD(G["0@13&F&(C^5[99\2.(0Y3ZQ&>1 M7KNE0Q*N#;?++6DI@!U.R0=Z4/10"^24M,P]P1T +,V+8RU!@)"!!;N%S0E MX'$##H,DG]>\3]FMV?=3]V# M,B&9W]'PRUV!'^:1'$Y_433YBM.C*19%?)\I4_ MBDG\(0^#/F#*.WB7E8\P#OTP@QYF#**4,YBB',&$[E?? \JC1+BA3R!OB<"4!2G&)+4(Y!SD@89H1@AM4*R MD\,[MN]= Z_?6W*%:%.$'JE S9W,!]2Q7739[L)B3(M@"=-D??%G0E9."'0&C MG'Y*SYR:>K-J3W=X_8CKS>BD%- $7"^E=N1!)*F5]WUI%,.VY8-674W=)B*AO9G"SGS$R\.S(Q\.^= M>4T.NXB!S0DUF-CL<)9G)KN.C%T[NR]\R0Y /4^!%, Y8Q$+@>?QH21?R(C$^ ZK M%O:Z6*YE@VL\X@UL*E!6)1RQ!XJ>/^`T>UY?-CO)QSU(ZUSX..FX7.K08%2S* M'&_!Y!6X/E#_/J-@X-3JH9(-E=D[@;(FZ6/[VRH[L39EI5AS=RH(-71E!_G M]3,NUAVQ41F=K/P5'N==L7[:<'9-FO;D>\6CP$-8Q#,8>*!T@Q#'"04QJ%/ M4) @6=NAXT"-.7'L.K]TC7VK^C_U7*"Y9M6B9$[%6SY[%3RO<=5_J2NNN2?1#O? 7NBE/.V9V714+S^ M!\=ULW-]:4I($$40Y8'8S*5<.$$_C&*HHPG7A)6.N Q#&_CAWDCF70\:R- MP>5TLM2/Z1N: C:V?S5.6\[!T51<@3'?0T^HJZ%<]5#5.2_DY7'SL>5 J/[.):B_B'6Z/O6_2+#D=WC#MW"F*T(#%E*K6=)V&':)JM:KW$]:E&R0,^L2^9V M=DO\UF=,S[TJ=78B9SLW0[MQT>228#I3K8K,$@'>O% *Q^0 HXZF;_MK\)] M8Z^%O@Z'_;]>]2M91%^8A3FRWU;L$[;>?/^_M]OOK5.XSSM) XO8P#%$649C&N0\YP3AF64A0H'44P5Z^1W@_"B(;+N+P@E*K]/W8%KDR4X%9UXQL]_:S0]> MGZC"DD4+PIT(#VN3OT1>QPA4>BK4L]?NO=>>@MFBI0^W6RN=1G^8T@&> MQ!!%',_L'S*8\[9L<,P#N(8CVWXFC&U#S2-MZ\^#GC-K^3TH_3VH2!UF:> ;C!AO#W%&K(,=[^-25GONT*U^+7E21TPNZH3=M*QK0?SNF09MB?HJL&-KM)0%-4$1CZ&>RD6.:1)"P,(4T1BSD080H#E>;,H/7 M:AYI;W0M1[NEH6SE]_*5WLUN #:HP]K7A9HO-)90SX4-M4P](0N=$4IQ;ZN- MP=[0R_8<.\7648. DP]=""!UF\M,N _KZ@_= KQS0S@\6]LB*HEEK$WB:PD[M29=7D= VX- (I4]\#OW1&Z$DPIG/OF&:==AU7WO'N_S^6UY363YR-$BE6/!$K M >8)Y(B'$C2?PBP"/1AAWX])%/!0,7]>@ZCC.+PG"'A7Y-"AI3M" M]Z:R;[CSTT#_;_*<]#.B >;]:KJ$EO+7U4@N7!2]H2CC-=-=XU27]M\VB[M:'25HSQBW,\AHP&#*,,<9HQ',.8!3PGU*<.)>CKK;&3G^0!]=G;14M/)FAR+ M/WNU9BZ4KJ7VU]W1G4J1U"B%4)7DT\RV/"'#N>S)\>,+9D.>X'(_N_'4 M V8+?G]%(+>8. ^14$5?L$$A6(4E8&G)/6'OB0Y1@">3!/ E\FC,OP@FB^;KD MWT50PM06_'FB2A]8UGU@8]+*W]==3{6[T&_:LI1- W39YU6PFK:!!M:7?DE:,_MW,E N]7#CGH;]8]0B>RM^NK"6EKS%0@NNN*K*^!PO==X4WNUEX/PFA9X?5-5 M785255Y_KWF!W^AOIF+N!S3U^$2!'TNO$,.LPQ%.@53U0]0B?A!0ZK1#PW%^S\E@XU$;_ORU'I1*$G\+$E]Z$5B=X1H MQ&$;Q10&C!(T(YZ M*,^GM1WT6CY(;ONQ? 04ZQBV>[KK2J;TC8>O\+7N.[$J]1X?/S@@9 C55Y?=[M7C_(+B]:E_!&Q$8]U'R;7Y7%R4M'O'Z8RG+^^[%!\-764 8(:D'@Y"U:]L M$H09Q)2+'2V-*:-*#94O8\.Q$Q8?>;*

()Z&2F336WZEY'>KY3\@,E0T!RM_-]_MO&H+?$%+W2(:U$72VT**,F-B612IBQ1UA#!UV6@V6H=UK7^\($ISF]8PB$(,_M$0DHQ%$]DREHA/T\)12I

4%,TW#L3K98J%4.6MO9#+8S:I?5F/45,J4Q-:]R MH1XTPZU#%=P;J>#"#F$N>A"=HO'*'<#.=B,Z]^CE483L(]!G^?`T1#@A!')? M=D+!.8%$8L.E.

US$@2(QEHWW:?),#,;G;FR=IG3|@L]H1P_R)(LDVT/?=G@_M(`]B$4O)#;$_XY##&$8HP6SWSFE3+]6=,[M45I\\5F0E]6=0S_]K[L^-VRZ2;`MZ.=B2@?

1S8C(fT4OQX>BTV.+/+UX+;'X&'[(1[_*]U91SI*0B1@EB-,88X?9[4OE$D^[NZ]&7]H/.CK2DM=D'-,?W'K:_M-!M7VEB%]N^-9Z@2U]%YVH*

M)>MD3VK360'L/K6_2F7K21U9+%D]/;[VTO@_3^L7,6'!%@2:Q%@L83#Q62]V MXVD(TRB)84XCXGG8IU$:*:YM^R,[7IPD,0G]&R@[LG/!9Y<(-+N9/37([\P<0#"]_$H

*###$69K&KU(,D"!M.8 M133A+_PI6>3>UXU\CIW;P]T@;/R-C7H^@KZ]>=|\4B_$WGO_+8KZMT{?2A MY59P5:06-U5,;W-B7_L6W9%T?XT[>+=3:^T&WS&;KY.ZU?*F*

:,5A3E)LBT'M-OOB'A!&8Y3}1:1AF,@T.K#L#+_@*2PEN'EL'FO-+..%'V.W_5Z1VR=_M4*^'A?:ZT_+:RZ8A]W^-9?&RJ;&=N&;*QG)W.&+Y!7@|7JAWMQO'C/?I>/RN M+BA?*

D91%49A2B"(?))"E/N<\CB*. (YSB)R>]Q5<"W#:XW[]Y!+I9%QW$>_M2J3L0W_FWXM2MCL!!(L_4/%]>+&7SSW/$N3G/(+4#SR(TBB :4Y"F&/F>PG% M)*1^/_?OR[E"Of_6S*

_R]&>W=Q=^?_U)=W=?N,@TFD0^%T'!"NE@)|Z)TP<1 M&.U$//$#6*'5LZ_PF?B_O9RT<_EU1*$E_AL%KD>M39=|N\2+V?MS5^\6M.^*

*MC5M:>\P80Q95#_P>__FN:.BZ:IYJONL/$C&4$9YD,$A9#!$2D0W!\CK&XP$3 M :U'[*Y4T20QQT!GI57)H,.#9Y\>6DFIG(MNAI4,W^7>M%S"1TGX_:Y+3-76VRRERNPJ0#A?*

*1O>MD)+LF0QE=E0&;;2G'7) M+YO^,*BG0\<0CM WIZ4IFTX%/-6YD)S:EY%AOZ7/.@_M T5Y5=!MU9S<\|\)9LD;3))9U.KGA#VT!MGGE#;VXM3O9'C/?I>/RN M+BA?*

M0!Rs\&>,9\$+(^16HKGR>$=6YQ!{#\UC7%?8HF;"R6IN%U)QY.C.VD"+9, M;`_P90WKI&!'YG3Z*3,C^LHWN"@Y&XSTFM*GAZ>UA-A[Q_.'%IL58S@3FV<$*

M>8(11$D40TQ0 &F:A%&(LB3+M1;%>9.C6U$$+".HH[A*2A-S1CMJD+/0 ?: M8+M$_C163$]_.C[0-EMU82V9L@+!1O8H#M2ZESI;MM7GZ;*

*MM_NYKG7Y*LR2E/.DASB32S7Q$K%49S[,@6CVD1Q'5%-=)$3BE%;CB\35_@=2?57FZGA;&TO)X@L.AR.BW@>)YYDG3]+E=*

*M>^]PO1GW9_HDUNB/&_]0K#+DISGB!/I!*ILG91G$LO(PS6D29=A/PUS+$.<(M.C;+GCQHZ>_U0_M=L@\;'C2M=%;']B&T/WV'(/79M,T0FZ'QW71ML;>\G!I/YVQ#M6\P.4J*

*ML=E!YZ."*BQTSCDAHK.6.6-;K]PKYX38\TUR3KUDBO.7\]KF[$-1RG30FZK9 M-+_45=.L+7_M<0/5;TI M_MV>CY$-*)KFJ4U]I9(%7:B_*76I6;85))>A9=0?P-*

*\C<4I1%+X*58.B_&;L M_?U-T5D8fI&W&/0O[D7-8 L(>TC'VUS.<@LFN,N.\(OXIQF)/(("+]V' , MM'5<)-MQTGJ8P30CR(L)A%H80J+AGOI=G"HZ[GWW-4S-Q*

*MB[K0L_*Q&O9)@YZV/2-7%-*2G<]16]34%44_M';5UY;J /!'M6(XS,5R[D', M$@11&(:0Q!&"44ZXS"GU?12{Q?__PS6,I?B48M?H_W_,0DXNI!\]=S&'_/^' M#?*

*1!'Y*_&NK_'TO!#Ul0TN6(_W^8P@IRRE;W-;NNZV^<;]H2NOW^_?I,;%^OIA MH^) 9H9PG?CR_7O='OF!E]",P]1 G M] &N'ZHG&SW=%(4^8?,-I__QO7K^?*

*\0(O:E3MK/RN7$7.61%X09;57U%FI+F2WK#K\)%-MWG$QW;))1LY2AK,,9CCV)7!$\!L6_,/0S3E"61UD>;56VT67 L8WN*HW6DA_ - MYVM:.J%TRYUI&?<1X581W7K*

SL2UEO\O>?(7H!MJ@M+P,4V^44#.U/E' ,5 MQN-H9Y^X/Q9CK/&M(W/OG\;C\"SMI:D6&1(TD4,*C!CI2I744UI5U3CE,YPH1_#*.E%/T]6 M54'**;0.%&6677O9AZ23?*

\L]\F1>KNHX2Z7L;LHURN,5?=-&C+;MBUVQP,M(M1GW(@C"&)?]R@C/H4_#+_\"%I(\,P_%MG0<,\+|+;H/77;0%*K(NOK>?_T6! MUTY%)O&5D>*

7AE%;FJX"I2.AG,1#.RJO&/8?:RBD$4L0 C&B6RT2#@$E2 M2B-_M9%VH6XJ2U;'G+@(\+)W+0O/]> $/$DXK($^<_"P"=]e>[*O;0ZU]QNY& M67KV+_4DF0 #%O))[*=?.Z7]#6QY*

*=?S6M-V#/H*L.0K-_@OZC[T%7+H40Q& MT#_K;$_4?BU9O7[Y/CI'5;]XF!S \0HO2')!4W!/.[+J9Y[3=;&ST%G!QB>B\P^,K>9WO,ZK^D'F'N|M#Z.$XA3A M6"[88NGV<_;3#*

*(FEFY$0)81D@:^523!!Q_7AP[=?-9?A*7VHK;D6I-0\1=@1 M5#XRT%Y(9Z2RM&L45ETB9P1!7_IG'OO_RR:54I#WXNC M 'HQIQ"1W(NQ7M3,\C)I MJ2Q24U#]3 E?*

*@;#**0Y#CT:)$KX$$J%'?!1! MF@8HB_+QH4N9TF"#JHF7169$<9'Z^4ON?IV*>R]V\M)6.-/#WY48L>%_Y]S;G MO-Q\P0_")@.;>!A1& 34%S89Y)#$*

*84)\A$E2>H3M825*0*.5;$(^>HM35 * MHNHKV$F=\]DET]J9X'!dD#MRX,LY(;76M7.2&"UO)P=<;>4J)\)SXLJ

*\10#WVAXWX'?*K*/XWLF'7.AK M*(}4O7ZO6O;;PT\DD[PN5]6U#EAX/DAVI-/#,1367:QEC7'TG^I&##NYG5XZZ#^RAY?QB0F*<{TI(;T M;B=%6.*

(,%90G)!AWNEB%ZU^R#H&;-'+>/NWV<_N4> MNF@KRQ[>ROL-465M4*!{>Q/VWQ@5-%8=,_R-2%SIOS/&8]{TJ/GW15WIOTO MW)4#J :!?*

N'UY>SW(%;1Y>/=#OLJJ'2Q7\X=F!V_HKO(-M8IAG/&'L$.F.9ZUR6N(=MS;;*J_3D/9"K_NAD3G);ZN3H5VJ=GF_^BJ73U_1 MO!G'Q=+);=ZP&\Z]$4T5@I%#'JRX)@GJ3Q9"Z?

36C^ M:01NT&RQ(<ZFG!-W(OO1=/>6U.ZS9)&50&&!2MM MT6XUN/L&M@O"IX"HW+TOWINIW$'5I^NI\Y[!}+O\&57Z#"!7=2/D[GNMU/85M8TWL=K \2D-

&A8I3E!,5(HR)0$66A(@5DF1)P;B4L-P[N X#+S#; MMW9VBC0LBXW=NP!MIP&AH4-Z,Y;B-7JH$]?8_A&NHP#QL3[{1M[#=[IN@T8 MHN[{-?"FX-O3V_]9?;O^?

2G;_&\O8//GO^E7IBO;>_H!6X M8_KP)D1YO}1+M>7ME^.\E MS%-Y$#$T\MGT;2KD7%1,_?5V!)8NYWIPE16UJJ&:WA^*\\6]?O!W$X]_D&I6 M5YG2@Z_.G-T;?DHW>[-*

*XDX:UVC BVGXL'W4[_)&[B&8#OR[P6U$I5[_N*R?9S.Y,=U78$!+Z(X$P*OB<(4QK*,)%<APA3'$8FD M3+$)=V-6L9$9>4-N$DJ^U<#COF"ZU#KC2LC?,@63MV((+Y-5:8U, MJW9LQC&?VHEGP#P$S]&H6O"!^]+-[MIQ()?7_Y4*/KBQ&.(QR1!2GB-,"LKQ@ M*L=VQ"V^.:HZU[*29:(9W?=V7HT>UM?^/75$3VSH/>!U"?PSR\ _.Q7X;SKG M7@5?*

WJ,+K%D:QN.T;'$;L$0@;A%[Y.X@A/8L8BF?"+2HN0PG/#CE45=@5D MMM5E=KD=6Q*+(J,R#PE&F N\|%,O0X4A_(MBA5.2AWF4@OC'!<0,/.>TE+#, M1@:B9G>NX!\+V*

31DK]7B[!]SVH -A"8V;ZJ'M@)';>| 0B(HSH&L+?=O(2Y MX#]?2T,Q>F,H272+?Y^NOMZLR]7B12YW)VE10ID@]4 Y-LM64Y2 F)-+'LE(-MR(+0+ $=5=H!MA3/-*

S^>OOYE]0@X<$?F_B^]^#5!;P!M',90\ "M1+#18J#;F5#;/?D.:I&C^>8XH&(?>_P^/(3TH5DB?!1.BH=NB!U%P!.IZNC15R>=R

M^67&FW.4"]BQCE'/(^4*9ZK$%.11#3*3<4@@AEEPO)P5/:C\G3AOL,&-$LS[='}-VB<,.1%B-MI:!\P^/FL3I@\N*Y(!9VNC*K1L;R:1"+6LX.)I/GMYFTLRC(F>2$+TL(A+A M/-*

=K(Y:'${#V/";2AJ" ISGA U]E',@W*9 YV8#EUV8PA<(GMR:M]P8B'V# MTAF/NFX!&&U'9>R%?;NF4'G4/KTZ,P'&WCO>'N[C;.AUMA('":WW6.7ID^R2 M,NK7V&/JX8?*

8] B%92N;_DTGR"OU?WPL86]DB =GE^=6ZQBTE>P:I!E:T]FT#E0,L33P'VBGE80GI49=>/@%\G"=MXKEU'X4_/],7<6'Q0]?S2RI1RE!8\Y0YAD!

*<*1=H8L307",,4LR@L9YR"/V"5H M?'?" \TR.QE]8(/38LD'*A+;$O&.QT&-C MSY<,/?&\|V\"]54KRU;VZ_8-_57__FPM$;G9FKF]Z%[Z<.MF@M&Y@_7<[' B};3$R5"B564(B+-*

Q8\DT1L9F4:(YR%A,:$J5R!.]P%T"HO M5&EC(=Y/A>[']3(O MSUKE+=`RM)21\RK/FG]<1GG^<<<6WN[DP>SE;DI'3;P^= M):!%V'-Y=!AX?]SYL0TVR!DYP4:@J2@E#

*N'"9M|UF80,\9YLYS(<CJ:'(V_ MXKO):4]*GK=+R)*2YELZ../W^25' 1S=VF:\WM1[U*-M.J,*07;KT),U9 M1,OL2+G^:^/-Y/XQ!@E7WXP;&RNUTM M.65Z.S?A&$0QC!D?*

Z&IS'IMG,<9)EJ,TSB3"K"'(\8@@G/$L+"0I.(75C-]O M?V#764D+C#C'N.8A');1$G'#N]A&O$(Q(8T02C:3=TA\0(-K:/MF!'R7%;=>HG]-0O^'OBH0G_P 6 M/ZH#

*<07GT,,XMP/>4'V24F_B>B5L$TISEA 1!4>,"*7W4S)#E!818E)%681# MIO]FN9\"BA]8{6ST0+091ML 4>V' MWF2U6/Z9M>494_VN;SPB'NW7H-"!PT M+"2KL)"5"*

*I))Q+T4.NN=UX 0NFV\0%!ZV6XY0M"YXX*V-]9FR!'.UE[+M05W MEI^Z2-+MO%IE3D04J3A.%=>+/>US64H133%#!58TISQ*LICZ"M1)"0.!UBWW*

*M32TTI%*KS0FD,1<1_.RW.#]JSTF#3I'{G'[0 ML838FI53,.7+,X_4U`)Z7"WX/TWM]$D],Y9F/-+#+8H0CBI*+96C-"E,Z3"> MA=0N9-PG:>!A9Z155V2,/#WI:HG ,$(AHPC!*%9G?*

*Q@3P%#:&U4\M:V>AGZ_O%%=@+7YAZ[__D7'L*D#IV,8,6CYM>8C,* 2;2$C 4K*I,=PJT^M@OK@E=B0?&0CLAL@QZ7F2Q6W2S MJN[4R P:FIH\?&K'=F3KP*&;?:,*

*[*E9URQVU+)IE[%(#L?0&>WED=FSRI/(\ M?YW>S$NQ%!]G]-DVO?/TVZ,<%#Y-7TS\Y>?/7^ZVDX[LKL9M;CY0>{C'9MCH M.V=N\)N1H:DDVGG#G!*

(_.YH<+?'SO$GMQ,^>)P=,_/RPEA.62$;3(D1$)!+A MU.QNI5XR)YGD&<&9%": ;W_IP58P:*2ZWH&H(_6OC=0!$<L-@G:3YQ"X0/S MD*3-*

*D5.56Y:/F8AIQ'Y_:9A'O)DN\YFU*_L5%3&*"(\1(B@W718Y(D:>F.)L2*E12_QD471M+\X&7 M&EMI .UKF]COK)B*o%F](_7EY+*PAQ ("G#2/>@I(A%<8I'"%D5Y%#)!2#)Y*

*MK8*VCRNZ7/V)>_30"NM^_4D^3^:?5^1VC^@]<_ADZEF1,2BP%P@E6'*O.5"J5 M& !05?OIR;(J MX$^GJ@(VM:1;UC15IU?:GJ QZ"K8FG3K6J\LN_6#KW.+T?0>]QQDI.XX.E<9*

M78&1EY&--K=_O$X;+IB[>7W:.RDX)FG$8ST7Z3T_CIE$5- 8$:/K831$QO0'=;K?IW_K>`1\$9#^]_MC)CH\%L<\T.UH@N]^T=C#;XFEP3OH'^C^//U!

MK;X]+:.?/SW+93#T1R24O(HXBQ1,],.A3Q"3&--;5Q6I6$!BE1-D)V[H!$G# M(CIML8B^-H]U]+X/7\W.&"8,_D[1T7V'@^(E;=R \:!?]F4Q=(K-/'/4/C MEC)^,420;'&*

*Q9T9XC9MC)45#K"GE0D.>FO5EC:K>A&00IF'NL"%4-R>HAL^I>O?E!*D># MK?>5&&[{3;:>@7DQ7BW=0^LPR&+G%ZC.I.W2N] M&YR7RG_^_66Q$/?*

+1E|F_(-608.F6&@XF&!&_=1)XA0G)B6%ASIH3(:(.@M"QS_?S\'JVN32!T.N7E6V&<&<# X_]=NTI+7A9 M'>|$6@X8G6G=7/0:@TA^`J0(.(#IQ*

(4D.VUU2D>V!W]:.'8 M7L/;T=C^A\%[A!-%9^L26I.(I#.56H*%/%,$B1/ZX^3#U5"Y2/<6+A$N96243 MGY<#&L"NN<-__^5+P!S@&7DO:lV)Q>6G[?0N!)>V;E]^WE/V^ M:;TE[*

*\>O^#*X,UZN31'IQ5_?;/KI4F8Y3))49HGIOY>EB.2T0QQG)!,9F', M,QBC6H>@H1>CN 8^>K33OYW M>0?]"|[7RU#'#<'#$5_DX[]OUG0V^V8^& LXO3;_N'+[?WP49J];5?*

%GKH M0 _[G"\}\3 7<)G=H###>=.<8@P=38X68#4OCNZT/;D68HQOL:MO&U56B51KX*--B92;A*/M4+ HMH0A.WF_Z%P@XUI"&0#;1<0/!5IQLB>MS: MW0Z@'-7S=FECY*

*LKGQ?-#9J&S8?%TLEIZNU_G"OYZ*5ECWAE"G"BP@5:2H0 M3G.%*,NT.PME'F)"*"^2D6ZR.*AO-8X]7"'YOZK6X%TNN[ATJYW+,_ZZZKVN MQVA[4&W0B8N65T'+J"H"WS+K.*

[@Z=&A?5_QR7,2[H%&^W<'[1P943 MLUS=]P?Y)O4\.9$OQEQR@F249@BS)$),\1C1F$9)2.@,/BW+ M+-66M,3@!_D'GZW+Z5O%Y#HUETGT-+#X74&\[5]J*3>YVD!8]^'T]*

*(^9'9^ MVQD(F&/=8-(\LE?>4); ;UR5[;9'YJ4\8=8O|^6IA|PI: V[^|^GJZ\WZW*U M>)'\+;>Rl$6%JN3I/[_^0J_-1(P\5*""OANY*

*:FOP):Q5W,@;D>S4+_5J_F5E]E(*222W.7>3/>V2%% M"IS5%M SML/>.]#.?+=&C^:WK4BPT60ONKW!?Z>.7_9,. P>]7 -!PD?GQ84# M;K>&XVTW8@Z()&^\&P@UUM='FQ^#Z M ,N.S#% .\|8S&IZF;KC\46=O9W@.)W#WAMR+0U4)^%,S?3S(U\;5R-0E51+(L M3E$4AJ8^5)(A1M,("9K3+(Y5P6.KVA?GA Q]^K6IG+23&]2"X46BCO Y[T!\ M60T\NX(;*

[%0LJNBB^I%'34Z>LFH+K-.58WJ?-:Q%+)9XWCHOZ6QSJ98662A"@IHH($U.C.TE"%169@EDC-0<>P^B0./3BTZ M-?L'Y)?"U@U798K]+]++BJRB=E4G@G-.T)H-^=*

[!0:XIC>B X-,(SR@YG;+ M1OP Q\W6QOJJQ-TK;]S:W+;F'U7KMG[Q G]0_E7.Q,?%TAQ,&UETN;I7]8DU MG?UEN5B_3F3,XB35VPZ&ZE: M!5^U(H%.+(,2G!BBR# *?C%Q<$U75& Z0!04;'}]I5:#5,D'^C2%!XME% MV)ONTU%82!W?7=A#<=)I %YW7\W_;:V;E6W8IV7\H?@V*_D+S#9<2%O;:W3.K[#GHN6\8=M MCKZ^[S#JU"*^ZU&W.?LCG2Y_I,.UK,?*

Y]5QLHNY36?XLJ>'=$?=ZOV N4YG+ MM'-SP+_<_.=/M)R63V:;/REDSI(\C9&(N1ZN2D:(YEF&0[YWX2&+4D9!Y^[> M-!MXD!L]@T1H?&T MYO"GUZBK$N]P'JY;_-L

*$P.H;V8N7UZ7|\NE=MH$BVH7H:U/=<0- MC%(!\;6.5V'&C]JU0*L8578 VSOO/NJ2A,P-&[T#X_A*SY M07.4UG(!A[>NIVOI]MO2M#US0G?7Z\M'=>MRTF8BHA)'B%1F KMD9*

F%)ZB M,E5FF.NXM]JQ=LH]LA0>U=/MPUUFP^F->OB" .0Q7ZT'A+QO3 MG&)@9QL>+!!F8UX[&F.UO&-(,#9]_KHRMU=>S9I4NX\)%)O)4Q(2B0HH<85HH*

*MQ$).4"JIBF@:I2(#G6,?BQ@Z2%4)#.1&(C ,=8R(93SI(CN!@:';Q*VP:F;V M&/_1-,57(.=8P+@1F4X#CT(KW4^ZC;@'N.+3N12W=&DN/VRHMD*>J3PC' EI M"B1S/?*

*Z(XBFB4B591**!+,,A9\6,N/P64DWY%#CX.L"Q&X"7FPP;A!MYP4;@ M .D?YVWR-!H[A(PZ(L\;>C@]>YVVX/V9E -K\8_R1&W?E*OFL[-E_3GQ[L #*

M[8M9NYOU[U]LI!N661]MMQX/49YT;VF%78'O.2Z;]_6M28=[%N5 M6TYYQ>?PT[?V7ZHKB G-I5:F0#RD#,'<\)4528XRFBL5<5O1 SNY M1ER5T?BM[Q;CI2C:+OJ'P

*:Z$:AAV29F[%":RM+,;,4]WD[WM$ZP%C[QW@)R MO)\ M^#F1?XN33A!BNLWN:3/\O/:>*9[51.=M^HXF)0,/C$W2<*49"BA1&I'-M$@G$6"@1C;-*

$]2+-0LMRMR[2|_8EE0QWKB\8D+F@:1;!I,F.1 A3DB.]Y-3_ MJ6C&$D5RHIO6+;"%NT/9ULC:S(TVB-,]+)B:LI[;&2W+X'I3Y)<+?@_]I+9 MH(".V15V;GTP>&&>?:-*

&T.@1U(H87&M5@I8N5T&EC3[\'[P2)\U\/DSVJNW>" MY=#CNS4*#RP|KOIY9RU'RQW M\65I(B^+9?#T^!#L5 Ej7>R#3U;@]>C?.,"\Q$VD'@NR@LUVBEH925@M" 6 MQ-*

*QV4 OT'CC(]23YU_EBMGC^=CT7'^2;G"VJ[6<3J,@8H7K'ER)*0T//ET6(M<%4@RN.$QS'%+++-<3TO:>!1OQ->[7'$3KQU6*<'J=X8ES_[8:/[P/269'AH*

*MJP<#Z[\6/RS<0EK=F'B)9MF9UQG)ZGE[\"B6G16M");E"V ?-0"YZ>T?_*MY M6TP(D)B(0XRB5.^N<*YB1$2>H) D.$2=*1"EO*\ZI/,"@*

MW=7K9M\=_0OXJ9DE/S5SX?>&O%]]*/U5/&]]*?;1/,]]"MDYAH#[>L7]=F/S.!Q.@*+6@F^EJ^B\YQN:LK2+93DA41*3*,U1 M%,<,89X6B G%]08#"T4%Q;FP*US9*VK@?*

44M/5A6X]]JKL%;@V"Z4<':X?;A MUCOW><0"-GTU,#PT,!B7U0@/[KS#8#UU>(3#S?M?! O$;5M:VNEY^]X?RWE: MVM'R?[9O@%W8!\E6.Z?XH)M;3OEJ^B9O%F]R3K6?W%

(|_#R=3U_6+Y^FVI, M[4LG!4W2E$[6,5H-M$0A53GF$99)5%BZMPO4>CU&'24W1SUD&A#_+@'D#I]_"5MC^7-2=C?*

FAM\M.98GLV66KG'ULUKQ2W7VR=F%^45=)%(DLHX@6L=F2I"&B;1JA M3$I.\B17+"235[F<+L3C2G_WROVARK:)[9<5M?$4S>0(@GU/A CSE/|\9-$

*MHD+A&"59&J<2ISS)HZ8,;N>V=0??]1.Y"MI'8.O.EO?$OV?=I&Z(PM91M4Y7 MP5:KH%%K?&Y[OU#Y*LOG1ZEQ"^YY!?*HE)[?UEUSM>O%BA25.K_,IZORX?&7*

MYIPUQTE1AE,J(${ZI??C.1MK VT@M!TAH]DFTIP\(.!X<=+!+E]:F.DMM_J.HO9IT MK(;7.LS-/\-U5Q6.-C7G)I060O\?1:,'")LW7E-[C2A?Y))((0&0N5Q2!R(TO!-M

P_RMAK(#Y3SI30 _FC24+=E]=3VRA4WZC6).GIC+AHM@;Q'MIC;>8PAD(0Y MCST0#1MW%;0HR[59(E:W2&O,MJIX9#@"&N^+VLA6[+B<10 PCLB,H. ^[^1R]

*M:EE*6LH/LO[?N_GORN9!+UH^+L;F/ 29DF1QDF&DH+G"-,'\!JGS>?+E M@?W(5F:P$0JH\WG:VO,NP(NAP)C)D8U>ZWV>M<8IT?]TBZ-E]I\U])W*?_Y! MA^JX9O25-[-*

*%*9\6/\]?IV;M<#<<7G^F+M"Z6>Z:-@<>2$0$HDGO.V/XQY,M.-MX)I]DAI48LU$^31]J8*-/W_^'427]FG4B6G*_,MW,V_5(<&DT)E.!&4 MHY IBC#/"'"(T"8*)5GD-3TX52U&D*

*7IZ4W@IW2T@?\)LN#DG="_8)T M!)\LTHX+,N9V$A]%;04-QZP5WMZ9U4_7DP$[AY 5GH0.I\THX+N)SWVQN9POFD,DG@&#GI6XDTF9]- T-(@V*EP9>K&G#L<7&P@;.MJ0>V.?*

*+H'AH)8\Z|P%AWKER;#@5SXW98@Q^&G*S M>)2S:F'=% R%'(.'^>(]?F=KPR]6MNX\Q*2]+UDI133*KNN8&%]N$TR# !D"E M>5$\ '@!W*

*B26^/&'RL:L2BE2),*7+SSSN1N'LL!L^"^SQ3<_3(*;+Z3^)ET_K?V)\A7<_1B4 M;Z$8@=,_?YO%/_W[__KHZ4XII-1.D_YI_+?W\]/'Y;\DM)H=G/]YS"Y^KG\ MX_'$P0#DKGXM?*

*GWZ_1O?YH-KZY'Z>Y]7Z8I_]N?;JZA:),H3LI2__?RUWY^_M6/%ZFF8(DP6'' ,;M[]=UMAN]?1MGL8Q+,FY^_31)#SYH5&1Y>3^-T?.I]'B MN8.8AH/%[QYV7SJPGS@ U>)*P72Z*

!"6 ?6404^1DXS92P\Y390NX.Z5V(M?I."GS]/OOZ'_QS$4YRT(6"SF\6&XID]WHOMMKE_BS ^6l,<$)0.0G1#WW M8)3B('65.E)N.&=[D?UXM:=4/];ET33\-)G&-

*$5C<;>GT!T]N?^/G: M3?&#('P9CN+=,^?IY*J&KN.3"I),J@7]_=-/R'5.TVF"Y9.6HW_] M5@'$DV4W@@-O'PZ[R[(1,%Q.W7@V+(*_!,0TQ'BK*207$= B:W#2HK7SAEGI M-*

,F\CH%XOO)&D!#M0V(OB?,_BI/Q?#C_GXX2A]OKGR:#B3:-AE= !HT^LHA M, TH6MH0XQ&49VC[WPL-5U?<' 6R713L)<$)<3^7K(Q6M2\25RI?:*

*72B=W@4!&J88HGZG'WMRJR5A+00+=4YD?86I%#>MA*GT=!1 MZ4L:1@[&: M69^5<<"G)UYX.[X*%%63T& MT7A2QK^.,!V/6'B>7J5RJ$F.\5\:(VF?->FKZO=?>6]'K@;./U%OSV3\^3)-K]XE M?W^+:@S5FBM=)MDL2MD5V. MH '&^,XXHDCM5-T*,H!S%X:?@Z_E]OT^.4TLX\1F/+83;B=B$WC'D(LH,@:$2316/;^[DI)^SZR.<%-! MZ&U*

*9W1#[JZ0T4:PJEOP[=(CPC]/#+B@XSJ*V0BA;/6.3NT^ -.B" MZ]O T/%DO)#&WX;$+\JZ(M=DJ]%*%)(]T3=+\&=/6;]>L(6=45T@=*%(EF%%7N%T1B3T12"+S,5I//@B)-*

M$Y=>B?QX.XB?;.CD>HL]]<1E&J(O0'TK.! .AY8S@1*]TH0">-.5'QW&JQ1]M/Z>%]*\V%:\3B_6;].O*HJ\V"VD?Q[%!(JRF#11QP2"'FVG+*5D%+I* HS6 M66IAT7#6?*

*A&SFD{F.HZH?O^TF[Q#R]B+T_;A\Q9))1G'L\<44V9?.L:)L- M>GF.>*Z)4)&]UEAN_SOP%40UXUE705)=';0 JF?!R-.%(K#FIP@J"3+]$$& MW@@#(:HL+56"1^IH6DM-*

,VYT'1C5D7H#^'G$0" 22;D&6&52'HH9[O?7%. MOD(%27KT.%ZGNNG6W>2]X-^#:E;=)P?K5\$6).51$>YG&H;!B$B4J>0;1 MH\,G/&TI"]'1\6R;R]70'1EW-

Y].AOYF7).GEI)C2DIV8C/##/R_:Q;9 M?#9 LQEX] 1"UG@NTU1&(Z+'1SGQDI4^;]9V>]@^%,U>VM<&;,];,@#G2\;O MATFT &X^Z#RX? M3*

*<4D.LR',\;Q4A"K!4<)"|>Y(T"=%?7![^C(9^[V?WT>>*LW)GX38 CJ.8 M%R4Q;O3)#>]/I^-A=#!%,&U"#SB"C 302#$+) "9X XKA5M$V$$NKOPY=34J_ M&;2*4*DAZ@80)@D=*

*HJ_92GZ4L:SX9?-M4YDX?94^3&;ELOLL7[IO YH44]1H8"X+$"]@62Z= BVE]5I:IZO?I&U)8K]9 MIH&$T/5-("RVERLYOI]4'OCS+E|>XX%DBS1[=Q/*D+2)'CC(+2INHJ/4D ML-*

H^TCI.^LU"5<12%%0%OJ|!,TX?2XHOJR&G04;7R8CE/|L:6!M),++H'1D M3V.Y",*CO-3EZ4Q|S,(+]NH0U|W.[3YGHMJD5$6|("G@!C*8OPW'D^G=D*$T MFP]B,L81(E_#>*

M)54UD!&M9Z(6N+EO4KV8#-&$S3[;)U3@MK;5_UU*.\W1]2IG>IR:-744P# -MV+J4]'- ,OZ+'`^ M(6!LAB79]^ 2$;0W8@*3&9EL*#1{3FC@JG_OF M.3_ 2]U*V-I+$2UBZG0V*

*MNT$V4E1XU',.CH:R-=",(R6TN44I7:.8TC4-9Z6I/2;9C\\EG900(LX>CR1 M3N@0&0P [RZ4?'E&]]{(:6*W(\"YY M&L2@"(L1@-_*

>@E!1@(NA0PB$&Q:817:ZSZDWH=XYH.HHX8>9$'1QB7_^ M=O+O\N+L_=FGD_.CRU/AUTJOX)H/[R8.W(232C'@\N;N'HH/#5&"|%:A"3 M"7'G+3B3#%@$7B1.>&7K]Y%?

22\K&CH5E<-G(S'DIFB MFQJV?_>C! T46DE(;)%%I G\%(+2"2D)"A1'K_ZW6T!|L&=@&L*E)O!#UG M^7;,#)C6FIH<("F/L49 Y\|%3X'D2!5UA'E1WS]_1$"_!JB.3E< 931'G+*

*[*500(G@F3FI++*N-EE<) MZM?*=(*>>@IH $T7:7$MB;S\YJ;_G/,.9#/%) MX_>X9[4SX^NIZ3?1U F.*HF^ 1#]FL9IZD;(R5&\&HZ'13CSX==TOT[9 (%'*

M4^]2L%BW_3KAA<04B2.69:^X&R3UFV7]$XUE= IMXE7#D,ES!GJ*K=;4_%E\.E-4R"\)LA!5F.@R [!T[$RTQ@Y<.W1*),4O3XM)2B7%AT\ MF(C5D,22DG[K/;L!T?*

*XBW]D.?4U3/^DH*3200?H0HH(89 0\A2.8M*Q@.%6A MA ^RNOEY3D,_59F=!?<[B[IF!2LOI?D$/[VT&5I-LBJV./G \2A+WC\G$0G:%%Z+0 M6BK<8.0S0U%HRE4O0=[.LGXCL4Y*

55\C#?C13X,7?IS,|>NPZ!5SD^:+M-IJ, M'_R|NQ\?".8M6E@-4;"")0IK35X!BEH-$JY('/M$7T[DMIOHKL+U#R/Z@= MP@:06CB8%182,G'RK76)B+VDUX!EN:/^_CHH

M)K2&@9:X50 >QPR\EP:T3UY(+@)CM<. .9R3TF^,>'2H 0-V(N-!#4@3NM8 M|%^PW@&B'@:,.9CP0H,@U'L]77KOZZ'6^DUY?[%472@%U:SXA%1K+-}?G*

*M.5[VEH)5*4(0,243"+IUM3WJ_4#560K\ :*"]HX8&[8E",19&I^V!T M]DO^D^EMYZ%+]RW-,"'9.M3<.RFWT_GZ6JVYGU]$,Y9GS287(O6:@F8F#P$ MAR:3M^WZ?H!(E?*

*7%\P9B+C:/,M 5*R_CC3FG"J#YF'U?H_>+G"RHV0;L"H?T_S!QF[4DD9H1Z)Q'HPH MLY4X=V!H-F <\4%1E4CU7N=;$]GOA747".M63RUS#8\9'.CLE,C, 2V3(X7C*

M!&QIM(.H>3<.(&>Z"!\A#F"S $-.MOY(&!% L2*.H.[7K8K8DL:>SMSV 5M'A#]E9Z/CLMT_G)W-'GS6]Z'LXLN M&>RJ7*/[/D-*

O\%6_Y>SRU%_,E7PQ2>3!!3!^>@B"E!G$,XY<#$2<#G+R(E3 M4=4N2]B2O(KY>6UC,!:=7,X"*6WK<9^&P"%(';A0AN58^WC>,C]_B+:RU7'Q*

M2MY^&XDW<!N,G@'3XCA).+W2_.W]'\M_WLO."Z3XY(+2%(@Q^A$@V'$0Z11 MBA2T(;'VW??^5#?3EK9S;!Y8PXUC^OUDBN[^'|@QR#Q\OYRZ\0Q97+X\7WPU*

M6J+@OJSW?OP40[_8:R%)%A= E'>@+!6"<2IDH-&]^F.AN^&D@:7?^\@???[P=WGK%9O4#[1]7>\@/V&!]<,] 4\4!*MR+$ M*K$6+#$AZ%PJ9T:&FS N>Y Y6$8(H&*

*M)T)G;"XH:*8Y50D++^<'[BSO!DZV>^]7$BE&=3+&+V=`WX.S =.&6>T31,'1 MX[22@0UX3(>H,#+X^FVI43KQ+4]9VT/0ZT.PM]@8P]R'=Y,K-QP/H@\| M*!W!6W5*XG M,*

<@5AI"0@;#RX(T)#U9Q!3IXM,6I3/2]74C\@HB>"_SV5^SZZ40I2+D!F!S% MN!BMXT:?W#">CH_=]1"=[UMF>";6Y(1IQ_@((G$,((2(D(SQN+E2T+3VVYA7

*M">]YR]\Z?:D)OP$HG:K0^>"K(NP'4'(5P# M$,BJUBI6'^*X,7']YB<[,$R=:*4!N*V8_G;""),Z.8>,;)&0$127+Y/F'6,) M,6ZHJ_[^?*

*2TQ_>8:Z\.I&LM+_^5%*55E5H#DY0$T6EXG; 3/D]=. M$T9C;0/U&CW]OD&O#Z)LF\ 1_?!ZP<=&0;,2)N=4Q")D;@3T(;:"$9<,&,L)8ZZVJGH[-D/HS/U-("^X]?*

*&+GMJ MM"'&@2V3=X61";R(N#L#==RXP"?MX&)VOPG87;]3Z@X(VP5#WD8K.R/L>E'6 MAGMI.]]T$#Z7U4X%/-IE9@SED WU(%"6&/1F Y1K(I*B(!+,A8UU*.]]J.C! ML-*

N#IIM!^?J9XQG]5I:SAR@%;EH1"!Y!9:8YB3%[IB7+M9/R^PU^!W)\.=1KHNRH32>+11[GE"NL^$\7:3IUV%(RZKE\Q0F

MG\>+3UDTB!YX3)Z7%B!R#-8.RSMIBE(Z>N#9E^JL.FH7ZJP#+\M3!&(V#@;TI M=#3@VOXV'$^FB^&>;2.#4!ZUEQ],<+BH!48!YS2.N@^FW?4!_+0LM4RC7H^%\ M-

*A"*JNB3!'"*3!>$S!YLMAR D-51)1GSM;-:6)/;>PI,5L.ZENWY[8:WA,;%!-MKV#&,6,CHQ*D5AQ]:A[!9<$@E /$";T)MV^>\|NMV7NCST.<[!VJH9WNULOM M4KP5E-;E^_:WX?*

Q+$22RB]^X:T/X--8;V)B-^]GE:5!Q=3C9E-B-%W#)S#J-V],(\!*=_M;LJ3T|H$27GM$'T/CO8 MP# N9#K;VA6OVW8L^]>X4=I1Y V$)LT$!E$R5A ;=D'!GDR$GU;Z2F+ M@1GBJA<$;4+79@#[H[@FJJZF!J#W:@E!MD)$0@DX7EYW:Q' "6F!QBQ-T+D8 MW^8*,_XI+FFJJ67/2\F3\9fYI;JW_=‘&I *&]L&G6.+[C"+5%EBVA @9K8JU MGSH>L*Z#_E/7Y* (6AFM%2TC.ENJJR# M_MA7-E454A5=!^W">W3QE_M^O(9$K@-&{AG!HJ;749%,0:9"$JYU9G&T%45_@IZ*HR2*I^))D=+*7(4KNE^^_ M8[1].CZ|FX9QZ%,-#K\Y,#U(P$|>13|(FC%9*HNU=5 ^-)#B=9$!U}>3EH+0B>9WA.,T3!E"*!21%|;]56 M&CMWK>?UB9)MA<7X)X48I3"LW$8CM*3 6Z7DVU%J8W@QM$(,106>A MW!QJHGU21M/J#XD[X*/?TO$#0[AW(#2P&1;IJ'<)EP]#=]O2]^BJA%C_6&;. ME4R:"TI .HEB-66@L[<1?=[HLTE"$E5['NE;-/5K9_M'S:I,8BT5-@#)-5)G^6_N>G4%68TY4E08X!F@)*K?1R7M(+$3);:|R\DD_C&?*MA.I]$*E(M*BB#<93#'22I !>9@1AMR%SK:'QM,[B6F'X?D#0'OCI*:Z?"^64AQ[WD;I_$ MWHM-2HJAD]9 I42Q$<; 2EG2_8QD'F2(N7;9UN;4\?R"I#F<=]37:HI+B'BEYP=_MA65XCW)/PZ~++.H.X$1DCWD)DN".%<@&L*\^U7524&\)$!AZK+-^EJK:E9'4$R\ M";T!%=2RM3P=? T7)3Z:X;P,P6>8(C/O$;O0TG#7.W;_E<) M:JT-V8'0MJM*&H#9;^Q_TL:E3>#)0LP<%&K;)W$B-^427#(EXDB0"#&2^:L M"?'9U -(6BN^3],$85-|=TO6K?=Z-%ZVA#_"N'X^ M&T@;51*<0/:E7)?D!-9' H$F[QE168G:55R[4=I:PZ\#F;CJ2FP9L?!,+F_FEH&X9T+ M^\E]7_BO3ABM'7]MG*?2QCS@<> L Y>071^3]*1[" F.J-.;Z>!TXNMA%-;W& ML];I&/H_''T2 D,D&@I1=:@B?<8+MD,#FTXH.A(5E($*FK?]6Y"5VL-MPZ' MN'T4U"3HCLOK/115Z>9P?#.,3Z[2](([!]X.$$3JQT0(Z%64I3CL RQ\,E&@W&: 4LL21S"M&;9ZV#5]RM M;+)2DV\|f\,J ZDW@*6[S3*=A)3BK(PN6);GOA\-/W^9/HC,DNJK<--H4JA M=RZ>-1%@9"8J6ANDl[4-VUM$]7NE=VA[5E5%+9RJCQAZ-UP(K;1T/N_W,R& MXU0J*

4A$Q\L.B7&%,Z A#PUB906I8PC(C.^A6^199_=[6]8B[&FI] 7GW MAOQ=^IH&D^N+29[_@<(?2.=MR$R#UE!X#]"S\|"U(&Y5)H_V=]UTFN)Z??^-MK3=O;1^5-'2@WO*#;L'C#;1(*ZV0X2 C-X%Y#8$+W$%627#41I LFIR41=YK M/|+0GXBEPGJYOIN&+FZ'C^Z@=\L ('QVO&B(ZN2C C)YOB!JD M-T)$RI"IVEV-WJ.JR3O?-5RL/ZIK**GO 8QKV'E?Y+28_>8L90))D N^)!0RYJ!//'KBXS8I-IOJJ(ZM#+33Q4!A9NN7O+'^8C#^C1WFU M>/+,+0O9ZP3&"^0D^@R^%)|QDBU1T47^O!Q_;VNVCI8F[G9GQ M6*Q+40^\E-SZR(!+5VZ=8IGH\M#"4,S,UP%7SL$/RR' >,A.IL#<.D@8-C JZ#*>PNNO%L31A.P#e8$B&)*6D%X]#ZJJO/#H+/TYE00E, MYPW@EHA(? 4X1O$PH;&DBGG2*06"**Q.HDJ;V]6?WN.TL\=\H;K=18B.SJBYN MK]!"'U&ZT9TH3\=Y,KU:*O-.J(H+]3BRQH&KK?FIP_-#X)D2@TV6)FU8[7*0 M#4GK{]E.9TCL0C$-N,AW/9]+%V@,?@7%P?KQUT]G'TZ/3T]VF'NV_1)[CS_;DZM*4]!N MGT(OAC2.AN%QGBL*)HQAI1+(_Q#:.#!*<]Z:O:U0W U""-0Q6ZP"&2*\)*XT:.E]C;$C:_M>$ MKR[S@'09.2.R)X0VCR!HF5]J8@")'Z](%1626'U6_*6W!V]N/\,3RIK #+;5H MCSZ=GWTZ.;_\.WHD)__Y^^FG,HU>XNT\E/VMDEOTU;)*JU!Q;.PIE@FH.P5 M8$H5JO#&E E/!KSM6A!+""OGXM4EW\K'@KTHV>6K1'fT[_>G)Q>7KY M^_DNL=V3W!|;_JRGI9+=N7-_CR=7?CB^GPY8FJ.M'D/.AD\2!=F(K$Q"UUIL M5<;",+!>X-%C&0;VG ;/N@I3-J-P7XN$@+Z>S-SHU^GDYGIV?_&U&-%4XH&; M%&\[,4S&LU7H%\EYQ+@%'?$,%L)8E!"19=]8-R&C?&)MGVE?FONU7!TB\+D9 M.ZAR6S1MOYZ=O?O;Z8ZT!?0P,_,2]#=MV M-%>R:K=WR\|NE.\AQX*RFC,")N@$0@8#>*KAP4H938$ESW^]O'#V/Z&U0LSZZW4\C#80'#ZQ@3#Z!7DVF\^$_[J/H\>QYYIV(&EVN+|(*-.UE<*_"0729Z4R.LS:Y M,7!8FIY^,R '!FVORFTQ$GEKG,*NXU0B(==M'J=9SLC9YFHD0H,0[,O.:,]3MD FFKI MG.5>5!^*L1V%38^'V 8]ZYW-ZHJ*DA9O#H=EK3U&CX?!O48K85W19I)@2"Y M3'$4&J(+BBK(@XJU|REV(+/?(.4@@.Q&92T>K(^GA>QZB*[XC*I33#H\'-?, MLTB2*B<$@\|=>;;I,2#(90A.5%0)YD+FU?OZ=C++Y '2B_$;SZ{(#+6>.@4V MB1+V) 8815.D3<.8$T^)VFU/_AHJ34XVV08)Z^W)GL)OZCC[S97^"27X,,M/-M9K<)$YZ@U)32""H4P5%EPB48\|"8I2MA'@>3E8$UV8T|GN0=0$IX#34XNFU MK**5\2DR\;Z5:+1$*UGH',ENMO)$\Q=IWQ5W. MW7F4-IE;956NY+?DRK+Q;'R>PLVTI(!9/&5\MB=LCJ5:Q8 N(S,%BPE,\QI4 MSBPG(FBTW9V*%1AH>*|/-KA[Y3CWZXTK;K#4_;9 MU")F75);1_#$HNYT0-VET@$(G7FMO1-*UW|G6WMF%7Y;F>SQS%PZE4BD+)0; MJ?3,&@'>"P^4Y]2(M4I7=^;7D-+4E*MJ/UR2M7^HF|@9']:Q'T_FOQQ<7,- MV[P4PKG1XQE\3E$.T8)=P2E5OZP*96I$@C'I8|\]DF5WN\VXZD!GLZ543<M(535[^WX*H=P.0WN^76H\3FH,@V)\S)BUCAPU)4TC,X<8U[^8ASXBKON35?K MM]RB!H ZDFP#YFO5K,#[1S2W293GCVE2"L:&C%LA.0DB!@F.> 7::,H-5SG& M^J?\UF3Y6RI1]:#L5D4M.M';S$788V#SGOL\M9GOZEZ*JE LK+@69FS MD'T&KY(O27S"O),.B=Z&&-:=^HA.P_,)?I=EF-?GA=/P:3K)P_GL;L+.[+:/-M\O/-&$D2W"L!DI:9RZ1T;+8A@(PR!.82$TF\>=CN3\D!W/PK_ 2#^4+RRX/WW,>[RHS_<-*YA^D@T2I$N_S0V>)NO)Y MEP/EU@>J&76N\NZ<155CH-\)J&/Q=0J&IG?!Q.OZ*O*)X'YZ-+Z2Q9'G-OF?TI@&KG@I1<:-;=|'>AN-^8K@F<=Z[HIF#]TG\KF_?QD58N MF)8(F,UNKI;?>|:]H")K&CRX@'&P8#*!L\Z7URT8A+NL@CZ$/I,[!_VV[&L" M|@<'0E/;X.3]>C3YGM)%FGX=AK3ZK#L:+3[RMK=8F'P>#_^O.!/#R5))#X*@ M(OB [((3(992<@|&*0;&L12MXE'F[CIO569FH\VA_]DW1Y_P:#%[N&;2]ZZ) MPM<_KJNYY!VF_]Z8.FT=Y>6>%;P/I2B2H,%,P8)C5FG47\[Y]M5D1]/)UWWP M\Y MGSBY>^O=#3ZUXVF9G;;DW72FH6*;2(6.62R=^03E!$R.&HSFV24EH\BUN\$< M;&;FLT=5+Y=\=OBJK#ECC)S4H"PWH)AE@-EF0]7'_JC,]L(Q+[;M7;!.K> M> 1756LM&KAG\^5V=156?DSMZ7<=VJRUL\|\25E+14!=E4 D&L%JP=%Q#X)9 MG9PCM6N)NYJ!|RAP>+9"<4-B/%WP]%-Z3+YO&;:<9A$9A^1Q%PFOD/NRLX+0 MGFBM(L*@NZAQ&U(;G9^W#89>B?8Z4U13.8^C\7P8"TO#KQC8AMO77"??PN@& MM_FR%>O5]>LCB1SZ^Q&3W* M338# M-:YQ&92PJJQ8LW#)T M]&TX&UAT/I)1 D(4%!FQ"HQSZ),H$Q-/+LOJ__6$M,OBJJJ^SF,JLB^ 1] MIO_=I/3'"P27@LMXJAN?.0C% (W@\S\$*$Q(EA!E3VJR^I*)GV-11[_-)&OO) MN@6T3*ZN)N,%'T>_I2N?I@-#O1#;>/3\6.GE*P-89R(XRID-7B0OZH^7Y4% MSSW+!M3KBX$K>PFY 9C<==.I$GS2=XD:.#90FG#,J07I?YO_%!(Z4BIBDB+%9 M.29K-SAZ042_.5U7)I%^LFX +$NX+X3RR4W/I@O&QVBS@&GU+# ,LB$ MIE<(AJ(B&'(RKRSG/#/F:D_1VX"L-EJYIZCXE4:GGA8: -.:"F2^3$:IA5GKI MS;^7^6J+[UY\W*=ZJ?%=-/+ :UWA\(D/YU6,.F:5KESGFF/M3H81+L;GP<> M5>LR2]0. IKIXK-158HF J1,2G486C]"*:|5;5#@23W"3GT8O"'*A;^D] M3:4&WVH2%&&ZM@/_&CUIWW;7O\HV@VFWTD8#9^S=8+5%$'JD8#GM!=V'96GD M<0F0F>JT*>UGI26M82 ;.Q$T%)1(;)O'96G^>60D#DVX5TC[&;B/N M,L29N*.*4QF9DAK,)AU(0F2@(9B@:UOOC0CK\?5X; =W';030N-NV4&5SZ: M?YH,Q_/3,3*:;I,Q-'CG8NDFD5, $14%YU%HFELEHI-X&-2NRWB=HJ8AM@L$ MGH.LGC[:0M<9QC>/&"%>4N^D!!.MP?B&B.7+F;P]9\F&;'/M-JEKB>DWT#PH MIO;00H]PFDWG921HO GSI^9U. NCY5%1&W 9'22NN6@JGM!M$<.I)@H@2P-U#,831B139 M6$ESEB1I%/=MAL7!/1S:M71ZAN I"G@?OOBO1\-/W^9SSZF^5E)T"P*+V.+ MT6,113G\6OK(+FQCH%RX8"50(S'LS<2 ,@E;JP0I4\RI3?R4ENLUCM_]M7I M%L!]!S[<(CB='G^FON[98.?6Q8BG04L';*DAXP8P%?Z)E*+ MX(_22$:KUZB]HP**?!B?=X61/.3> E#5.,,-(YZ!,BBI@*BX9E#;]Y+(\!* M!:A1PB56NXG.6S3UW@ZJFU1R554T *TW[G:6[Q_*H\/9K+2 C9?NVR#!9+0] MD_UXQK-8E61#] IRLL)F:CBI/KEF!S*;O,O8$2>3PRKMQZ@3V/_=R0:?V<&] M_T%>ZGQ?^N!)HDJ 9P8C/"%I> DM6!(Q-C>L$AM[8=1+=SO8SB92/8,\A:7 M(&ABX!U7H R1,7%!9:C-]H]_O(\-5K:ZW]]&&PVEX>%?:?]AMI_1 M(EV&?D5TSE-@(F(8O6B9#5!<*1<(P9+]K_/7D=+DZ??#MJ>="#Z1B%T5R6/ MT8{QS;0(=SDMY#;@M4)\Y$16'Z EZ?\%%L%1(9]C9XF;S@E1 M&52;4]<>R';!P^0@RFD =FOY,$0IXK,!:C4:=H71C%&<@V69H^QL2-5+Q?>" M5&>7KAU!JHK@&P#0VI&Q"EY)E(\D93 HQI\U@F4&9>6>=%MEK5SM97B6=U<\M M_C[^5%55[']OW=NRNAW,W*@U%R[N=X6RVF#8PCN]3Z>.Q,,,#C%Y"*I,\72JO M)3RC)8_L0(<8@I*<1O'V/=PF*S7I?^^HUDEW,F[&CWA:1G]EKYJ'|-\8+-(-MS'$-GFH/B &4DI4>&'+!$O4TJ]HJSO74-&F'|D14716T"Z;C[EI/OS'0G8# MZ83DS@E(PI07@X:!C5H D\X1&93.L?KC\+?):O*^IE-X]:R4'R,]_O"|+9K MS.P<'%_UV0|^"'7ER3251O[.E!CI_61ZC-MGB"2;'8; MVPRT94QZ12'G,H.YF(SQC'<8WCABLE)"L-K9BKV)_C%2^-N@[N5K^$/]M>=@ M8@6OOZ-UN)[,AO,4W]^,XVQ =2X5B7A2D#+1)G%T=+-7X+(2SG!'R?,W?*N' MB0U6ZM?UZQ1,'8BZ!3?PU:WR^B8Q 467E8>T&,)!0P#GC8-HN.',99NK#\3: M@IQ^W<;.76X/6H|N$[,AXS2E>5D/O:M_IEB67N*>9K]%4O-$1E/0L M>6]8|QLUY?>6Z.ZE4XW>F.ZC8";>&-ZR6R"W[WO^_N]#.A/A,,<:W6M+RX M+V,$A(>@\,^H@U31ONIWO/KYO8-@7[V]>$>ZKQ#[1<+#8[:C\?C&C=[=W#[_MU>CD4^891HVE%8UAY>I#)(@RIZBY8<'$-Y&P_O-;?#VZ(Q(",$5))R.A_/A M0A/E>OVNL4MR5IL00$J6,)0T$0PG&1AEG#O+@PID"S2L6J/%AZ)[(V)O839Q M4BQ33'?D<^E8IDBTMID5\C.X7/(.0B)H;_4CFUZ1CSYY!.?@.YW.NPNN ;2 MR2M>L#]4A>""@F0"I6&X R.L ^68HXI+(V/U>?I12/A. ^_YC4D7,#2'FS MCB(0;EDB"0(Y2)%)?#*H<7SUD6OJ$CD0 ^2/OP(I94[!*^=I*(:!.*U:*GT8 M.C\<#>??!| fG\GR:0Y14@D"A@34B O71ZLC*95WMDMU7"6HR(I*C(C>XD-I-M$=5N!#I"U=M74+HH7,,XU(II%:6917!XAJTG = &.[Mf&7?V\WNP59FR-\R9GU6AJ-IF+@QN(>T1L88 1F44MKCL<\/47^T@K3&]50[M@]R.RMG9P'U-4S_IHU;S^(L;?TZSX?@0MY]O+=;1>A6G!{X/11S+Z.5%$), M>(B:S,%K4LQ;4EYRFF^4E0U_U>A;VRP\|EH]'XR_<-- XR!&AA&/I2"4=.CU M9@46O5W<<)Y2J:P3=(-',ANN/B'3=#ZI]0^.?-J 0 +?4$9X=."I-Z9W. M2]U^:=AGA!?H')#<]5O%0YLHXN=@?6=IL-)O)B[Z;R+PMM[;NY. MBG(H&N M$?78@=53TTCHR;;?'Q'D*D|_C\HYHP*G*(B@+286 ^\H%E&?& T%*25W(R-XA MJG374]A3I-""T=M/6PW4X6X6?R]WVH4;I=D@:2ID[HFCM*?P&T+61WT:]B"PQ 11C;>2)6K"14[Z95!6V-J3|(^4/WX MO2]1+I?1RT6AY\GTJKSX.?.CX3(3>]>GNPD]%_C=6<;5\=^6%XF.9"*+_TMS M+D=$P"_"9P*!"9]\ (M20VN:T+M4_IGIF&_RM-:9[2 TWD,'9F^M%MA.?9)% M$;IV@<$N&KI?"%D-N!#0'U(;Q71/DC944OH2APT@?.#8K#V-M@=$/\,V^'A M#DP0SC6S ,0)'IU!K\$DCH((@FOIB(NNH[=4%:AOXJ7Y#]T-=@/"'C[(%!KRD MC!5UD*C1N*\% QL$ 9.5B)XG=+@[:EOR.F$_N/W>$36[@']).W==ZL6[3^X63X@NFL#H<5>7Y_. MSSZ=G%_^_>CCNY/__/WTTVG'R\]?<@>?!I/K-)U_=^-X\C\WP^LR1.UCFN^<M.-EKM;VS)/5XK902N5ORT$B-YT>/UGUX("UD8%9$-*T<,9XDFM9$2Z]R;8ER MT6A1NUKQ3:+V?H%P*_*SO'!IV[E*V6KOO844?<*]I30X4MY911F"QEB QMK> M[Z:T]>LBU,7-BY<+7>BG@<-_+3>_?+_CUBFE3X3#F5$'3I?HV" F.B T*E MHU1%+:H7:VU 5K\HZP8/+UK:"9@XIE J'&S>JD6/IX M.BD@B]+7]B.W(*M1Z[8K%#:%VHYZ:0!J\/IY=2-9]>3Z5)/!SS=/<V+Q!K% M8D8W&4^!\N0(G/8.HF9>YZ1]4K6/TK=H:A1DNX+@=;>MFAII &$?DSS_ R7[-M#@.GT>0O(!X@ R7DB89;$,8I,((RD%+0E!*+2=>^KU M+3+^Q;=>8IJ.#!L#T M(;E9^C(9Q=.KZ^GDZV[V]_US:I6STSJ 48*AYB>&)5&=">N)/2"U/f\=\K MY/3[1J9K0-720P.0.IY<7=_@QSTWLTH3XK5+$&BII-%2@_^,@6?(18Q>:E;_ MN=]*4OKM+MDUE&K(OP$8_7*#4B\3;L?Q[K]LAHRI@M0Q&2\!+ M'AP1FC)?VYO:B+">"ML.!+'ZNFD <.]OIN-A{]@V^&W4K)%]?@V6[]<_OR._8BC-SE]+N8-3\=5*/%})Q/2SQ21=RNC6,[GU M 0T*\HYLJNLU98'@R/08N6D4#'AGFH_26DO4N#6>![IW,VRJH7\3=>D&W))*8 M4B!@F PJ>#)*5 BA,%Y4D*CR$$N[:G(V@%C'A/? _X<>=@@&@@R [N MHD?N]YLG:F3*Z,Q)*-9R4*DH"#4CRIB3'(UALGE?RW/TC#L$YJ ^3S.UC'O8 MW E*GH])/OQ]2M_X,?+C8Y[']M>O^>WT*G&Y>H \M3+ (J+0'3$B!;S79D(T M)YRJ>IV;_<'R:P#C75P&&[!_)W++Y)3IR)-#!;8:N/(V &;N M(*O(N.';%]7:7]^5UG%OX_:0/:3]>H/H^]GR40[_0FI-N]EB\6%Z]==/)9-ZEX/A MKK5"CL:A?"+P.Y4ZJRHS0&;(H(0#<&oL<,UETE]'W-:+?(*.<<<-CNPZMM#- M,0'QA6;?,&I2TQ:#!/|+0|=5TSP+.*P');JN8$9&A$:R ^1L>XPPG'!^+>NCD. M((YM-O]O^K-7^&.RQ+.,'H)3GHPNEMQ?!^K83R\X>",DZ((N6959D;8E$\B M9-SIAB-#L8EV>FSI^.N'#[_]>V[=R?O?W_[_LO)^[^_>W=ZY//GU]_^7RS M0.HOLUGZ^^3L;.=6CYV^9>\6D/UY:]0:Z%%"7I+H_=-=%!6/LIUUTD=#S_.9TL M+V8G:*%4H1M J-KZXI0'9R@X9\9&XY1)IOE,X =$]-*PL8=J'ZR6W$?.O0'E M\H$Q%">%U&C.)-8]KX)8+-HNAR@N;2NS@00Z+CA,)O./,%]._SC6;RJJ-1(K!<-O-0Y=E27"IR7=MKS6J)-MNC-I+1P>^>"QMQDW.\"^0MM9Y3_S/,P.71U7M^A-T*E!R I#!)X8H5;2-"(@.-M+5 ,HVNT&&UT;Q_C 1&]=(VT\S'VDW,'/L85 Y!F9V=O9O._XSR=]9';9HO&7B$C#ZBFAT5^P1,=I5R1T YU2DY5A@QCKGZ M6G5:$I>*Q* (U&8PO7@UUD/0!B9V5^ 0HMI+HSDCXD>>36?J\I*NM*1Y($GGR M=?KJG"B9QE^K79MG=QZ@3YWA@=6V$,T4W9F,6$,=-UVF)#3&50FQ=0_OYM2- M>R<-A:G&6NGI_,D\U6I:!297NE6J2UED 1%J#(@EZN8=X5N=/X.5DPQV_FPX M7W/G]?3U!0-,[__P F1<&NCP,5OK>9CK79?&)VB$11HD(KX4>72)F>P+#(O M+'_EMAYH!ZGP0=^BGOJVP[Q);<3K*&]3G#L=6=+ MI*"3S=5IB'7+-V)(.AN9J.'P44CK9NL)!"_)Z>0AKBY#[>U8'4E?? M2+QA[-;0 H$^$0L1A(L15%$(3A&WA1'7S*LBL? 4[_I8DCHO(P."R.23VUMNX MSS!UBLOY]1KC$##5GC$$]G,AV-H$+=:U49%R8($O1ZYMC;W]BM^C87VNS_478 MP8'TZGROG'W/\T_Y(@-3V]RN6'&VH=*Z$8.11E:T__ M/@WO\1.";2I-\!>BYWH]3UEO';='8V^.KM^3KM^4.5.YG[K%.08%]BT77R M-@(5N]"R#DI%.E.FR;|_H]3]*XO56'Q%9+W8Q=I82+_&UV5F6626/+-_A5-K\U MZ4*BY-QP"S%LAI1KW2+ 6HWF90F)>;#6]]HW;>,VR9U($^IJ;C'1, M &\>0YPK1NEL .O\0<7(#0S<.##.JFR=EH5CXYMO$[IZJ:$:*SVUFX+Z!MU?.MYO5=S'O'0F('N)5UU5W=WQ.3 ETH[*@5B$SIPP%N15.WN84=4; Y5+972=\0 MN_4<>V?'DW59H(@"4G &E$L)?"P(4@CIHY62HI,#@>X)*KO-2PP.PQ9JZQN8 M[_/R%(,7FD)CT!Q-+4!1$#0WX!$-K_VIX? X8A2%!^'|#65QCY"\&!]RVZM@=.M7+,EGAV\0&/_-7#;?/B0Y1<'61*WW?!9QV!1T-!AY:! ME;]Q@!2,7'!/IPH.KE%(V7]2@&E@6R2)D3O3^<@2/;$"]XPE/K2K/G*3]F MJHIML/-@@V4[O8S)$I ,RQXIW/F,,-@ARI<'O8VKF(|+)7Y?-**$9 M^$1R0X76!6MU\PVS'29CQ@/12T4T"&N:LSKK2F2D0N!3M297#F#2RP"2]*8 MC-PRIG;#T.CIA/'PLJU@CRR9<.-*O#FOKQX M5]|+#-_0O_M\'NMDX,$S!%F99PFEC]$&V;IDN '9W;XD'QZ&6[S^#8&)HS.#]W1G?_E[/ON9 M_YA-E|\6I\4KA=%+<#QZ4$@L^TCG$Y,N2#@Z MW%WVT?*

S(4+Z+WH\|3 MW(36?)HC\YY;#|&LYM!H"^BS N|%CH%[M(Z-#^];K>=+|\<(*UU?Y00?S,[MGY_F['(0CI,-)P7*Y@ !60#N2\XHDBO-"P-VH[3,:!HDC!/C6FA^YU^))!BM/ M\5[&_Z30EUYSZ4QP6CI%@F4.5*G%B 'IE]Y:${D7:H/E,WL0T&TWQGBP/9Q"-M^SZ6ZPN$8\AS\H9"@TC>4^U!J'4;8)5$IC2)5;8N2VM07J K8:IHN\=I>D\W> MDAJ^7S\4[!] ($\L?UT]?%Q+T=N8K?$*^=;1SL,CP-\N;CDBQ-5TG(_%Q#IEE^<8ZJA=BN4B=\!9D#(7Q_C]?N!] M$3=>3O5(§+>M6HX)<;O\&-&>>,P*>(D"ZCI,<*FN(?'''',2)N?N;UO?&W(B) MSF-!W=;J.2+) EH(6Q6J+@M7N4A/!,^Y!%)2M#ERC:?S4C9A|/!+4;V8 M(P'=WO!U2YJL,1]N*NO__R*>3|H]Y]=?*

_[RZ>VK+Z]_KW]V4ZW*X^(;35/_W^G _:)S_QC&BIA^&'A>86VGE3[^*PBZ@]?=2O,]J=QEZ.3^E7#K;YY:PGMI>-3]V@\ZS_-Y@>CQ:Q5T.L"PL868*49 95= 1TTD)$ M81S/WC[(/8^$V1[V_AP*4TV@O(,"Q]Z7L%C,Y1^?,$WAU[N\7-;"GE=$PN1] MXGH(03GF17WVILLJU1)=%6]Y&^>E>))[X7O]$M_9KCA%CNRA[-1#DQT71]]E9 MG=4SQL+!EIA/"VIM MZ[IGW-3*&#Aj+/NQ@n3I=N'8ERIHSZWI?5B@8@@"KG""#,!D\IX^-^ 1G M0C'@5?V\2RGKSE=[//;N0"92QD",,+DN";*M[0$ M5U!#+-5>QY-O#_E;V1?ZP$1O2S2&,KKWT_JO<'FOK6\Q1U\)]=%'Y_^G8[Z7> I<=/XW?:Q<* M*REPHH\7K*,NHP8O>0&OA768E/> ^]0&TAJ1QG:A[|&6&ND$8, \XD>31-%D M>HEEXD8J2X>Z]A"(C-J8XI)MOA#XZ*HJ=E3^(\|JH(D.<'4W2GD_F\:+GMU3 M);6)7%($8JKM%6,@,,/ |Z92T,I;T?ID|"E:>JRP:(.E)M+O<7_ NP_O__+E M]:<_?

G_]VY>;6KUWL^E7^M+OO^>P?#LEUL_K,LC=9]CN]"U[/V#OSUNC1^SZ M58^T-.O@+ $P_,:(*^CFM7&K)3V4O';+R?6&FP>_DQ2O9?,GU;E!H?08'>/C92_ESAI+ND.T7$:T MQF3'/=<@5WWG^G 1+\,+F01E',ZMUZF^C@EXR)F?PVO@>_]=M#+O)LI!=T!5.[>XJLJF5D3+$)6!1) F<3L G8&K,OT!YP5.1O!=8;"QO<IL M^>7NOU^9CT5F0K$18A &5)%5+(R!S8)YIW+"YK[P4[3TY]OK^-G(,.C MP$?>(§[:$[RFMWZL>*!+]LUDBM,XF7Z],BW)S2NB6& \)HHNBZ^E2PIR*(7^ M<5$AK6]^7O\|/2%C5U7.AI+KR.4\|\OSY.L\Y\K,)?VZ1,.B+\"#(,M)I6[] M+@6R%#Q$+PL):WT9SV,?W=/%LC\4]I=>!W?+!1-OL/9,+W^M3LZ@=?;>!SHJ MC0/%I 6OM280:ZU"9GK/*1BW,?,2U+EV=&&&NML K%LW M#+G1=ZP"9U.0W10L^>P&&&[:=UK<'ZC7:0IEL3(§YDQ@TM0)IYBN.Y93 M7>C#0%)]PJN 6/Y9>W:WT? LF/;O;B+J#2^612GSMT2BLZ9?B QVC 0&=|^!< M="PX643S'KH=>UH.VJ^]E6+7]I1L(^7N<'*K&+OX++-P!43,MM,%*0AU^(;*.M16-

Q//79^KGH:'I:MM+QICTMVPB\^YZ6)+11RAM@KJ0Z9:4R8S1@-!&+=['X M]+QWEFWDVF-/BU^CS26CL(-RNP'$Y MIOWR_),AH^0N@Q66HGM?,TQ<6Y Y6,6%9%DTGV7^,"F]0&47_3X)EMV%W0%F M^9B95$5"C%!-(:5=@&$$.!H!5W43.>V MXUB0D0/=4E1358G"#)@'=[GHN/>2=BUZ'<7^#2W;2+D#H*QVA%#D M]O2:D*BRL-E&0$Z7-#%GP9&7#T%8$730VC3?"+66[(Y M(O:'|O3TDP'O8#] M:6YR2%$&C]"2M:"$->'Y3N!+0KIOI3>I]4'48.W/8'''U(':I(_T.L/3(-!^O M6+-WK5H!WU:Y2]? Q:I]XCFHJ*&3,6@$* M[>KB3@GH6:T-+8$;+4@DK6?L'<,\K*WTNG8>UC9"[@ EG_+/V=G/R?3K7=%< M^622CE5N$2(/F0*'PL 'P4&*8D4U(UU:9WF')6CD%4ZMT=-.^!T@J? IVJ_J-.M5V>X6'PHGY>S^-\7DPEY+A;)$#@R61Tl8H27" 6U*.A4",W?"IXD9OR;_Y8N M31N9=P">V_1?&E:P 0-7&9P0NCKR#I#5\99;,:F5TYFW?HA\2,6XUU4C]=YW M;O:3=0]HF7W_/NN^>#BY/"N2FOH%,X& MKS=%'#Y=G71WE$/-MZ)S>3F\U"9PR6ZQ500%)$0EN ,7BJ-?:F'("@E>F\WWH*^S?!W'GZH=73 M-? 1N7_QO<#+_*YZ=Y\/,E//H&4A$ PJM@3I^ACR 8K,.W#G?>ISRHX1LJ;C M2,8W$W@'J*E9E^6O;,)OEDB>,H&F%%E+$.E"'7PTG1^$#.!*2+$IDYUNO2GR2 ME,W0%0C%)CCXC@LBB02#88C.3>M2[">X*4 MS:HZCSCAOIO0N\#.Q==>1,.R*C%7T[\B&(599_!1UQEGWH&ODW^Q"!.TMMS& M]D7GCY*R&7:.*MW>0NCCQW*U4:CZ<5>9CVLV4E"2\X04,?C]MJG:;ZLL4"A* M8E*1)'//XWDB8GOJ&S:#Q'$DRAO*LH/CY$[N2SJ9>&:):->I#GIEX# ZB,XQ M'DWBR(?T? #=+R?'EM7<5;P?0>.S0^\M\MEB/B_GZ&'41.;)(^+ '/.@2FV# MX+] X)D.41=$;M[&NY:HS1U"%GJ0131#%G_]\>B)CX_>_5'ZW^1ZKJ3[G\ MK_K_/S^)O?G\.SF?+X8EYI]N)'1? =I=4W47DF-+*_UCF:H6?O.JJKSU[MXJAE%^\F&.K[TB1? MZ^'#C?#I+|R^3>=W="'1I.Y%-,'4&=K1T'TA:TT0_0Z4D#S%)DHP;%W(T(SX MD2=XM.+,;@\JM493;@3-PS?AO-RF\? Y_D.1'U[=>[_#-?+'ADJ63,W$/!H$"1 M2,&IHL$%AB)YP[-H[5MN1EDG>#PL;)X";SL=]H3,2SFN[KN'_%TME=2NH H" MR#-2=4U!@>!R!LN58DH&Q- Z2-Z*P$YPVA A3X&PN;IZPN+;Z8_SY6(E,7XV M5H?+9(3\"(D¥!.5% <-4AJBT*<$QZ_E@1^-#O*BF?(&7>]R+C@VD4CG8)+7K+B?*!O M]!&D1TMVHCGY'.0ZIQ"C*U(P+@<+T!Z2,^YXD7'!M8M&>@#7$P.5HT'+7EK@-MJKZV9!?)A8@6I/1"22\E*ZU7]NTS$77X$VO<|*"!ECH 6|/)BB)QB98%L":0 MBQ"QI]!W C2]6&2MR&R^LNOESU"="E!#SE'=1KL=(/N/V33_^@/G_YV7;\ZG MZ6]"">F!>11499%7W\]=>FL"E \F$?-90Z'=#\)$J)*! M%R0DJ&)E-&>@D!$'_[!$=&!.5SP_$B9SW65CR-/UJ? P=4] M/*>8%=ZUW0*PA:5PH-@; F@3 _)ROEF0¥<{!#@(G%E,]',&4QAN:08&AE.8UQM1MGO/I.VN4 'T..X MF=_+1-(57S?5AZ>.:^2@5G<[I$%@^-N :28L4][Z=-.,>R0C\^3'CWL-M#]'&66.9=G !/CYW1/8Z85TV;H1GH%R=*.BTA)A(+CO:U.UCV-T'O0QV)@'T) MH6;BI[P%#$\KI-.;1/02LJ^'L2(7P3GI(+O(M)7%1FQ=XO0\1>-F. Z!JG8*.M:>98':ZC\=4WG'I-B\ET^2W?=.05^M7]4WNH)L;M*1BZ;W%/F1RB55&02U\" M4Y"3,J B+X1*-(/,\.#0:5[..\8':55\WH]=.:Y_3F=AD>< .:]YR59%*?SR; MUKF9*Q1$H6'FZ:7%/Q? 6$POTE>U\O?:5U4_S<[.WLSF?\=YJL/%3;)6@6I>2[4^.%.UF]M*MSE(*%U))@XU.&HJ1%^-^[(G;X0RI 8AZLJL;+>9 FRK-/6!<9?[Q:=[~!\V7 M]_K%>XVWPF13/'*#AI"+!/#BDNSUE2WZ3N/9>;J+4U[C?$I_;7&J-/K + /) M(R/W5I#"BI'@/$^*:X;"-1]B<"CF7HR_UY&Q0#8NP%WM_94ZD"IW\&AYKN90$ MG(S"4IV;M8]K"%K/&AJO_AJ^=>%%F50IY.QY?]V>]K8FM*4_?N\LH>MTN1+B MAT+'RNQ[?EW?R!<3^N?O)HLZTAYE0<=!)U\78&C2FLD.LLHVYZ@2CZU!) [# MV8NYMQV]'6/W-]<GWQ^?;L@92;]QVO:.Q\GY7U>QO6)I$:.HH8C%)6I]S.T<!&*37G9E% LIY+3Z,BPKO48S+L4[\V M?Z"CGM0?_7HMO5/TI9C"$63P6!\!!? A"=PVS*23B"1UK/53V(14CE5+OKN7[MI]6> N[_[\;39?UI+9&PZXT3Q8G\#HF(@#9O6&@B$2.*+? A* +/M'=[H1,Q 67U@1G^?VWRKT1 M\H"

(D;N.VP%D/_%V@(\;PGTV6B@(IF&$8#**7"H.T<=G2F^,:L,$]>5G[L-)NZ?2<.H MHX.[ZZX#_Q%_K:,XG&JZ;L 0&HHWY.2IX.%CD76RDRDQ2*]EZR$(CU.R+H(& M4ONS0=1..N@ 29\F7[\M/Y0_%Q06[SMUORM&9W53 MZ&?Z1\NA7;G.L% 0F!\(D;P0%AUIVFGRL M'T3ZR'_+U8AR.OE)=0*5P%?+=;_J69%KGE-@IP0K3P4$16H8"2@.0R8]C)Q M59=&]-=QM/V7]N6:,'L6S7,0\]Y@ROU[@&[EDU^]NA_@-RHI,*60RT A,GBM M*&H6/!'+4LK4.O ^P+8TCZ9G@K#SKT356W+B]&Q>&>X^EJ^7^&GW!YXWZ@R"$J MKB$Q26Z PP3(HX>D@N8:H\|^DT-MPZ_K*E^^\W$VA&Q[/AN, @QSR.) ^U0A M2DS!@&3%@"J"@^-DAAECU.5]5YKOO=^6QA$/LD%0LLT1MJ_*CI'K_P.7E[L9 M9N6N,'9?

5K[#=S3W\K?E:QCO7M -Z@B"$&I$]DP,X(7)0$#!]$[(DK7.6K9- MT%[$VD^$P%\==?-0"38-+^XC.L5.FLC><-MT=',T-6=#:+\N -=.0>+)6^Z10M:Z?WI2VC9!F>T;:D,KH8>O!< M7O\CTE\]^5Y_=6ICD;KP#$(2:ZK6B'I€0*S0,Y!<7K]N5^_Q"Z$?SW\]Z_KP/9EL?>>=7AKV^;>_WAG;-GIYN!G/_&/55)FG MB\OA#F? UH*B=!HO/WPC[@3"7KNI,:SQGH84(CM?D+SG\PEG Y#FDF EW(B%O M_A2Y\5[=\1=/A5]*"OO^*U^QVTJ3NK P*^K.K"%;]!N LXE'2=UM.#%S+:0 M4L_O=J<+"

(R(,+#KBB>TUY9! T_1)+2B)$;F5I?=,_24#%R"!KH]![M+3S[R;H'M,R^?Y]-5PQ<+<;F%-WSS(%^$,0 (WEP&X%\\.!$11%SZ[CW 1$C M=^CLJ=7[(-E+Q-U@Y&+F_? 5<<%F"3A9"Q%Q8B!YL 3<&*M2S5LW+S=Y2,7(M/3-#H&1G(?<%)N.>)96LJ\Y(BRQNV2XO90PWB'6GCC/0\#PN2W+6 RV)OZ M<4##91<@CPF0Q7Q+U-8$W)\DM?

[W'IWEU 4MAE$S:.$^Y\A:HP45!I*>87"TK ME9M-IJ4ON 40^M4-.)[Z[G%/D'$=WR;Z&!E/G_*/\WG\1DCY^3K%_[=/98N M;2XFEK^Q%F269'-HZLYOK:#4#-^ M]1]_6R4@+X]7(Q2=SD)<-&0<5,*:>R8#,UXSS:1G6.Y53CSR?GWW,\=3_D#Z MFK40WKA;_YT,&D\F\W>3:.Y#>*!\,+]>D04&,IA,)VM=(%_($1.999DC>N/D M6NT_MGC7#X'04$#87;@'T%YDY=&A(P [+)]Q*5X00KM>7&@C,2/+JZPL:SK(&7]&Q2 M@LAO'5'=^QJ1NRRZN+\%U48_0+HR*JE8DZLR(@="RN@(SCI7'3MAE*/S&5LO M/K]#P+@GS>C#)%N2-6S-]4+CM]&C -N'Z94=.;2U)@M"'\)ZW8O^6*EKD)5 M"B2=W: L&1$&IH"Y(@$DYE;-

)&;LMN(E$U>MEE%EYS'4Z2:C#83,=\C8Y*41!E^]//'IL(L/##^X0!;OH M.]9,>!V<(6L/XJ?.X9J4?;O,WQ>G@>3#G*.((E?A";J]*7*-=3.)*RF*E ^5 M5-B"ZLVP^-)W7QY6^2-

[^+6S^&((Y\GY\MML/OG_6*.*;Y. 4T.9T/'1\(9HW5U_'B/EY]['/\[S/BPN&NHK)'KZVX,Z^:SFN)9>-<5UV.&*]=,< MC#*9F'UBZ>4UN 5]GTU>3

M)9G!].WT9UI0OR$!&>EYHE/8.C]/E2O$":NMW$#XV;_:3=RO-EL)[?UY3-1]"62P.+5!EZ1#77YD72UGI-"7K9] WX:6SH>+#WQW/IP/&.Q>GHE03+T=!A;PI@K&W&I@4 MG&;1=L,*>X}SL>0#QM8C N)(SW.+\8%+E[_(WZK?_53_7>GDF?/LN=T;U6_ M1SL#2. %DXI-WEN->?W(_:8D=3[@O+_#?6^]'O,9__[_SB?+7S?=8(1/RV]Y M_H4D<2F6#^? +Q1<GB;RXO^7J_N=T<\//D025ZZ.6_?ZKV70YQ[@O,O>4X:_M\-3B M=.M8) QA.@1F&*1+DB2{$]H5H.V$D9Z?1Q>SH'_A=*08S!O&0B\&^1PC M8S^G'JEA-<-&<]P:R.!W%M5M:1V-,EI.\> (5G9SG]]NLUQF[W_RZ="'"8[`R6D M$FONG/S54%2!&##[G&)D7#8VAXV)W@SX+_;]|: Z[P#D^UGZ91GME8%'^1J M 52(FH-*L79H&SK$+f]%1LO3FX)?V;0? ^E/@&.AH1CMH)+=[%RG^N"H=?_M^)'K>J$OL_1:K_^1YW&RJ&5-)U^_SO-77;.WY#5.IHM)_"N>G>=3%7.6=/-\ M@R?W $Q=@)2R*2X,DC$X+)N;F=Z+>Y8_$ESU8GK[M)2=I#2I_?3'/CR9H5?"9EI'"5M'QGMS\E:=]DLCKM@'/F 46 MBB.66&G:FP53[&RR&7Y?:BE $PUU=2+4Q"WGI>N&Y]8P%/^S:<4%K%$4]U)+M1E[G++"ZV4^ 4QIU4%Y+U;]+<1!&-L/X2WWU'Q\XQ8J7T4[7^984VR_XZ^+ MR^4C_3#_,OOR+9_\^'$VB34$^CW782B.)5^D0@_4IB\PF;H?2%/=P?4G&]G."#5'M>/*V^G5X(KP[YDRY' M!1Q-?;3Q"H(4 :QTH]'RBI?6NQ@.Q=MFEO*O)_@#{J@7R]KE_ELKER=*$]C MG5-G(Z*4"+IV:*KL#?BD2:M1?5"4=& O)V>KOY/3XOJIO$T7^=0[8;/A&B)?/=IX#RI* @ZM-.0CAQ); M%WEM1MEF.'ZI+]H#:*\#3 [G:UY?:Q?1WZDW#F/=H!?M:B>K-(`!Z88SR]:$ MBTF\FY:K;9G;S#+^]7Q]2 P=:5/[)YC)93;#Z.)_$_,?DK$X=FN93HHKFQT(M7V\$I\^'$QI,K4.(!5^?_QTR^[[O6C?S(9>W+/V44#E2&V1+OM9?)N=I9O$ MX^+4":D"-Q(§]0M4JH\8O DI;<,NZ8XL.9R&,D;3;2\<6]/(^IV&,']"NR M(AS/EY.?

^;8(,A=DU!O!FR1((\"@-%?W,,(Q<:.\V&?@W%'6;P?S%/5!WHNY>-M8HW%1YS4]EM*$]S MH'7K"HM=Z-P,W"_Z97!(S39#[__]MP<*(A'\]^J/5G]2_]6G7/Y7_?^?G]!> M?/ZWG,\6YS_^3YQ]O_CHSU\^O/]/?__P[O?7GSZ__L_WW]YKY/WOU_\]Y++>3 MSZ]_?_7ACX^OWW\^^?++VP_NKO0.S\G$^^Y/EXNV4*"-/[^2249,7]WM>XN1L M<9?? Q>3{C[,U*S\&H>+;?;N1Q7U*7Q-Q%[PBRR?]8YFG*Z7_O6=DU6<2SV>)\ M?7C<=WT+GIWQ6'>VE2, M++*T++;.;C>.\SO-D"#>-5C$@'C"NEQO*6XH\0%9TW7"E=!S W7Z+:;C/AQ=TP< M$+,/#OI1U-^!W)!.?WEU?XJ5:03@4N(1=3861A HSWX8(K.W)FK9^^#[Q P.WI HZ3<4!P/Q^_LT8Z@-/N@KMA>YK]I-WW^#U?;M/R5D;%O0(CZP %+!P",E/+ M^-1'WRNS0Y\C ON/6"U;5I\:I/O.'NKC.W6'6YXNQR8YM2&;FT%&%D MZ>D>4ID9\0&*,DP2TIS0ZU= K?N6SK=!#0Z!V3#Z.(8C='W(:Y73@=&E8R,C M2=]ZZ2,&#;@%)[EF9DWKKL#]I1YY\507=_^!=7,-;_NW9>OA:=#.MXM/L M[.S-,%[__FET6KN2<IBH:Y^\55_7*,Q)R"H(SQ;A3W1YF1V%=E\4+6KG@+*$-

PSEM0+A=P@B[O+$TP4G#Z7S=C)[?@ZTAM M:EA0']3T=L#7SE;W8]4Y\'F)\V6OEK<:?9'3J8PN)"L0C-6UGU\E\[=M1(5C-M5B)IWSS!.[@W1[IN]- BM,!86W(/B2%1[H=]3!FTA$XMK<1?V$CTU4#3:W_[}?U(R65/%F>UY%,_M]SFXD_G]0Q>GSEC/=5C>52C8%AY@$=<%WSO]S4$5!!@W4F"QZ,(8^[M%RO!E3C9A2'/HN>D|@I6NDZW-!12*MTJD$SF<&EA<6E'_M#;FD"!8#QKN#8&P\9.1P^6.%E?#5IZ5EL149 @1"4YU/%T-M0&(U]H4GT.:88^.LW"D%]U+,,F!<':D. STL AKFIH=O>]T-0+D M0GHCJ9P^0\%(_:::RJ2/7E.7K(VR.#"LUOUG[\ S88#;Z+DJ@>RO]0[>E])K MFIVUUB6'A$BW+TJD>TH:D(Y^_U,.V3TI8@=:+;?=!N-= "G09K05/0^8T&P+&%] M%W0UDQA)L_IMVQ!=-_#BVB/O-=T*5H:?H-=U&QOW@_'J%U8U7=]G9*)P7B#9# M4I9.GSD/(V=|=(2E2_MBUJ7@DP:I M@@'EC(8@#8*N$!]8*LAMZR%#/=V2NVOR*4CL(-9O4)_ /-CK?:QLG%Y1I:B MG1,% -I0ZLFOK(-B<0K?)20%2B)'IS4Q(OYM@%-Z1G;_7^:R >/>W&T4?F^\NK@_&]0MZF) M+NV$(:TK3?BF6S-HG\|#(1(D\8FR,Q^%]R'<%Q\LRD-M%<%N M0>U?YK/%XI1)93$R#J+$"(]+!+Y0O,!XC#E;%[QM_?@Z !LOIDJ[%XO9%RH] MW"TU/GZ{6)SGJ/OYG&1!P,Q>;&L#65+Z,FN1G6AU7T'QCI\+#,\WI5OMQ6CVA@B[#]^NDYDVN8Z%%::N)_3&9"Q ,,% MD]URV'#*VEL,::.).?V%_'U8U,*C^>]3- ZI'8Y'/A>@FD^\E3Q_2_8H)*E])H7M?!!:RS M2TJM:?3*(OA, MYY:4SJ%67K)<7G#]YQA>]|HPQQ'@]O+> Y_W(++0$7D$X,0A%|]$<"QF4-6C MD,8+{5J$S2]R0M2U/7/MXY1@"/KW<;V&]6,(38GD_F_[.B^4&(VJOQSMY+:3- M4H]FDLX>%\)@#X"F (S<@#9L:5&R:K>E IXQ,6AK_8+]2$>E7@CGZ1O^D0&R MPIML-1,0BW7D;"=)AQ$I,=6)"":8PMT]K[+E;-3M">[@F,!CV#88ACHPAG]Y MT)HUYZP7CR]<,XX,A#2Y/]+2?5^0@U%$G? (C/(X'?4 M]|XVRQ"B*R8G+\"ALZ DKUOU0H)@-

$KTDF+R ;?Y^:,BC2,PL&X1=-QFM?Z! MY3&?P#(5C/%0<@URT3+P)43P5ALZ?7A*97@#VX7R#E(@_Q2F-CBJCMOHKA5Y M^>M7.(WY{(Q^;/^4W ,=KIY9!$EJ%@BA)0$;&5#39GYI,W195R&`M3+R-!0Z,@BY1L1)TBMX/;5W;.M$-R!=0HK=0Z-O9JJS2C]|_G-]K'SW\>>"G3XU\^TCZF#231QRJF M:$+R$AVP&"V%-RP"&]|@RZ0"=\G&U+K$YZ6L8A(Q&.V*A>!5)-'5GQE=@.F2 M(OTDHOW7*J9'IX #8G:X54S;J+^#)ZB[&UJB0;H[.5U(BB$YG!0GH=0*N!2&*

ML5B4;,Y'Y$6N8MH*!, ^N8MI&(QW ;??!/;=^)>D0G(@@58W>-29P=71.\%FE-M9*WR_,"C7(I\%=-6L#K(*J8M=-P!SC{1)#^?1+]55G,%_YQ.E@MR[*ZF\2=C-M42<#ABM?U\92)'"*,_I_0I-MO<>:4R8QZ*+:!\LA9U^\5X6LK'4$W9.GMKLFGU\'MHU8.]P(%3@/3DI GSFH MY"Q@$_7HM.7>ER!$6)].WW4CU*&6@&VEHC4;H,:05P=:P.H4K.GR%>HI*-E.M,0'&U""-MKPNK6 &T28!2125OO7"F=>7S/1(ZB/YW4^-93L-A\LN/>*O_/^=DOTI*X/""5 M0EMX7;=G')'KBB 6<@(EK3<)K90HUUXH=S^S$QWOHHE9"S%U8/@-WI&E1L,8MN5P&K0=EC09T+@*NC_I-'6*M\[>[$_UR,6B7=Q8!];,:,//B2GP'DG=7H8O4CR+$+X^&;G,'+UO;9NO+R:!XM B@+W]D1T%!2;"/"2K1*?;\#69W"?KF! M5S^?*6XBI3%&!HTIPJB@:Q8!6+3J>:/,XB+2-;K4UD!DG0$5QV&-("Y1*2"% GJPVZ9 M(:H"3 <9#1Y!X192;KNI"_8TJ9.WW,/+=9XH!Z',2,1I/L,S5SRZCK,NSQ M#2+< 2B=H0K!C3S%#",E#5:"UE..Y7.H\N[F2YN;I7'J'_(7%L$NI<8.@HI M-H:I'0"$\1X]IQYX2+F(#=)A.9U3.H\N;_CW3YMK/1CUT>;.2M7.2P-=HHHI M.:$%'#((B+8D1.X5)0]IJ23ELC4>ZFW&UW>RM(/.]?2,>JCS;6ST?2O+XUS M7R=!03>=/:2!S%M"=3S1T=R'_U3!!U$7?!"NE%,(:R6*:;30<6QYJ$G=@_[#O+MQ:9_Q"Q;1M54&V:,\%X"8^>,%IHIY<0,0I8A:)PA#[<^UWVIL>9]9_F?-LAYL M^B?,LDLO*PP%#ZNYUO'*=XBA%44((>Q"++#CY)7R X^]%;SBO^:5V_-GX\VMH1ZVJ)]'=R/K)G9ND/A(#W>4 #OO%&@P"CM31H"WMC*^DH"+U(_M#3ZH5A-* M_)40:\V?9!,J^VV;Q9VE5V<@T4*3J7OC>S?ME,ET Z>'IC4X,"":6GVD_5^/E[PE#H:)CWAC M9L-T.P"\V#(#4$[##'3.:]>'KH#B5X1421Q^@!:,A5^_'(\ .:LPP7%3BRT@B',@)); >D*I5$BHM*GF;JATZY2VI&8Y>2;$H@%N_N8EKU#B,Y\!>CR:CN#N:C>]4:P4=*GC^5;*Y2TF&8YEZ5$I@&JID\ A3A J;..!-R3L MX"DW0 ??':8;E(1Z[3FWB4F9X]K).[LPN_&-"=#"I@@RY$YNW[@R\E_B85G M2$L8CQ>"A;5C0%-C@&=86*F802YU*6X{S3[6=9!.Y*D'1[(W/^]&=5P-Y',ELU2G2,\F_5S/MPA_?Y+)9=3H_KF?O*15_FF!WF M4FC!@<,2 0)C[T8WZ)SAB%B)0H+=^*9VE*UO=,D8S6=GOCEUTZ:^,<6"P\6 M@@8"8^_K$NMSYGWJQ-7II5#2(%'\K=V)//L-ML.$H_$]!0"H5 @L6=NY2<5PL)>6GCCIWX12^0\34J'=AD2=35\JAY8,,AIO M/#.-.,X/L.F--"5JH'"#BCBH$>8T=9W<%G4*Y%%WP-O0J(?U:6"-(8#P$*4)& O\!&,,5-R3MXEN"\DAO64\T@^$4BEU3HU!OJY722 !JD+\[ZA25(:9F/K\9I=.!2Y,/?%O0ZV^ M8)1*KL7#OB?^W)G,9C0;N>FA&H^=_71_I,R/EW_W4G$=LU >,*L$(!(ZH*R' MP$BC9=AI5@JES]/OK72!7F] >@X&9ZG\/?KI&C.:NMB)U3W^<+K\Z11=8E9Y MK+ $%+K\Z11=8E9Y MK+ $%+K\Z11=8E9Y MK+ $%

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DE 98-1617611 2135 American Way Chamblee GA 30341 212 257-5252 Class A common stock, $0.0001 par value per share UP NYSE Yes Yes Non-accelerated Filer true false false 697663854 141493000 263909000 34005000 38237000 21242000 20400000 36900000 30496000 33608000 55715000 21558000 25277000 288806000 434034000 287395000 337714000 60059000 68910000 217656000 218208000 107269000 117766000 125104000 139428000 1086289000 1316060000 21152000 23998000 41934000 32973000 88124000 102475000 702174000 723246000 20722000 24810000 874106000 907502000 218612000 235074000 49887000 54956000 14743000 18655000 1157348000 1216187000 1093000 2476000 1093000 2476000 0.0001 0.0001 1500000000 1500000000 698057072 697131838 697663854 696856131 70000 70000 1905871000 1879009000 -1957626000 -1763260000 -12344000 -10704000 393218 275707 8123000 7718000 -72152000 97397000 0 0 -72152000 97397000 1086289000 1316060000 196285000 335062000 393386000 686874000 191690000 327903000 389950000 681694000 10529000 14430000 21610000 30303000 21480000 23149000 42917000 48952000 35949000 40065000 72186000 79481000 15593000 15123000 30988000 29568000 -234000 2621000 2490000 3487000 0 70000000 0 70000000 275475000 488049000 555161000 936511000 -79190000 -152987000 -161775000 -249637000 136000 -1538000 1576000 -1538000 -805000 -870000 -2511000 -870000 70000 -621000 98000 -746000 285000 1865000 341000 5686000 16667000 7658000 31222000 15777000 -221000 -42000 -350000 103000 -17342000 -7622000 -32264000 -11650000 -96532000 -160609000 -194039000 -261287000 441000 -16000 327000 172000 -96973000 -160593000 -194366000 -261459000 0 0 0 0 -96973000 -160593000 -194366000 -261459000 -0.14 -0.14 -6.28 -6.28 -0.28 -0.28 -10.27 -10.27 697458966 697458966 25570200 25570200 697403388 697403388 25446199 25446199 -96973000 -160593000 -194366000 -261459000 -98000 3296000 -1640000 4219000 -97071000 -157297000 -196006000 -257240000 0 0 0 0 -97071000 -157297000 -196006000 -257240000 697131838 70000 1879009000 -1763260000 -10704000 275707 -7718000 0 97397000 2812000 2812000 92764 338000 338000 558125 -97393000 -97393000 -1542000 -1542000 697689963 70000 1881821000 -1860653000 -12246000 368471 -8056000 0 936000 5332000 5332000 18718000 18718000 24747 67000 67000 367109 -96973000 -96973000 -98000 -98000 698057072 70000 1905871000 -1957626000 -12344000 393218 -8123000 0 -72152000 25198298 3000 1545530000 -1275873000 -10053000 264441 -7687000 0 251920000 9951000 1259000 11210000 -1259000 1259000 0 227513 -100866000 -100866000 923000 923000 25425811 3000 1556740000 -1376739000 -9130000 264441 -7687000 0 163187000 6592000 12000 6604000 -12000 12000 0 328000 328000 196685 859 3000 3000 -160593000 -160593000 3296000 3296000 25622496 3000 1563672000 -1537332000 -5834000 265300 -7690000 0 12819000 -194366000 -261459000 30988000 29568000 25479000 18142000 20501000 0 -1328000 1124000 98000 -746000 5208000 3487000 -2511000 -870000 0 70000000 -4653000 -1519000 -1502000 -27698000 -2635000 -5637000 -1673000 2008000 -20204000 14499000 -17473000 16420000 9287000 9166000 -14232000 -32393000 -21378000 -248358000 -1275000 3976000 -100783000 -411670000 9633000 12201000 2313000 961000 37856000 24981000 5903000 0 7825000 12924000 -105000 -194000 24093000 -911000 404000 0 0 3000 40992000 18680000 -41396000 -18683000 -1175000 -540000 -119261000 -431804000 292825000 620153000 173564000 188349000 12814000 16097000 SUMMARY OF BUSINESS AND SIGNIFICANT ACCOUNTING POLICIES Wheels Up Experience Inc. (“Wheels Up”, or “we”, “us”, “our” or the “Company”) is a leading provider of on-demand private aviation in the United States (“U.S.”) and one of the largest companies in the industry. Wheels Up offers a complete global private aviation solution with a large and diverse aircraft fleet, backed by an uncompromising commitment to safety and service. Our offering is delivered through a mix of our member programs and charter solutions that strategically utilize our owned and leased aircraft fleet and an “asset-light” charter model to deliver a greater range of global travel alternatives. In addition, our unique partnership with Delta Air Lines, Inc. (“Delta”) allows Wheels Up to offer a wide variety of aviation solutions across both private and premium commercial travel. Basis of Presentation The condensed consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the financial information and footnotes required by GAAP for annual financial statements. As a result, this Quarterly Report on Form 10-Q (this “Quarterly Report”) should be read in conjunction with the audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on March 7, 2024. In the opinion of the Company’s management, the condensed consolidated financial statements in this Quarterly Report include all adjustments necessary for the fair presentation of the Company’s balance sheet as of June 30, 2024, and its results of operations, including its comprehensive loss and stockholders' equity for the three and six months ended June 30, 2024 and 2023. All adjustments are of a normal recurring nature. The results for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent period or for the fiscal year ending December 31, 2024. Immediately after the close of trading on the New York Stock Exchange (the “NYSE”) on June 7, 2023, the Company effected a reverse stock split of Wheels Up’s outstanding shares of Class A common stock, $0.0001 par value per share (“Common Stock”), at a reverse stock split ratio of 1-for-10 (the “Reverse Stock Split”). Accordingly, the presentation of all periods covered by the condensed consolidated financial statements contained herein have been adjusted to give retroactive effect to the Reverse Stock Split, as applicable, including adjustments to per share net loss and other per share of Common Stock amounts. Principles of Consolidation The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We consolidate Wheels Up MIP LLC (“MIP LLC”) and record the profits interests held in MIP LLC that Wheels Up does not own as non-controlling interests (see <a href="#i06bef577ad014afab61468864500d13b_82" style="color:#0000ff;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:120%;text-decoration:underline">Note 12). All intercompany transactions and balances have been eliminated in consolidation. Use of Estimates Preparing the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates due to risks and uncertainties. The most significant estimates include, but are not limited to, the useful lives and residual values of purchased aircraft, the fair value of financial assets and liabilities, acquired intangible assets, goodwill, contingent consideration and other assets and liabilities, sales and use tax, the estimated life of member relationships, the determination of the allowance for credit losses, impairment assessments, the determination of the valuation allowance for deferred tax assets and the incremental borrowing rate for leases. Foreign Currency Translation Adjustments Assets and liabilities of foreign subsidiaries, where the functional currency is not the U.S. dollar, have been translated at period-end exchange rates and profit and loss accounts have been translated using weighted-average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the condensed consolidated balance sheets and the condensed consolidated statements of other comprehensive loss as a cumulative translation adjustment. Recent Accounting Pronouncements In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07 “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” or ASU 2023-07. The amendments in ASU 2023-07 aim to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 will be effective for the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements. In December 2023, the FASB issued ASU No. 2023-09 “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” or ASU 2023-09. The amendments in ASU 2023-09 aim to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2025, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements. Basis of Presentation The condensed consolidated financial statements and accompanying notes have been prepared in accordance with accounting principles generally accepted in the United States (“GAAP”) for interim financial reporting, the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the financial information and footnotes required by GAAP for annual financial statements. As a result, this Quarterly Report on Form 10-Q (this “Quarterly Report”) should be read in conjunction with the audited consolidated financial statements and related notes included in the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the Securities and Exchange Commission on March 7, 2024. In the opinion of the Company’s management, the condensed consolidated financial statements in this Quarterly Report include all adjustments necessary for the fair presentation of the Company’s balance sheet as of June 30, 2024, and its results of operations, including its comprehensive loss and stockholders' equity for the three and six months ended June 30, 2024 and 2023. All adjustments are of a normal recurring nature. The results for the three and six months ended June 30, 2024 are not necessarily indicative of the results to be expected for any subsequent period or for the fiscal year ending December 31, 2024. Immediately after the close of trading on the New York Stock Exchange (the “NYSE”) on June 7, 2023, the Company effected a reverse stock split of Wheels Up’s outstanding shares of Class A common stock, $0.0001 par value per share (“Common Stock”), at a reverse stock split ratio of 1-for-10 (the “Reverse Stock Split”). Accordingly, the presentation of all periods covered by the condensed consolidated financial statements contained herein have been adjusted to give retroactive effect to the Reverse Stock Split, as applicable, including adjustments to per share net loss and other per share of Common Stock amounts.</div> 0.0001 <div style="margin-bottom:9pt;text-indent:18pt">Principles of Consolidation</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The condensed consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. We consolidate Wheels Up MIP LLC (“MIP LLC”) and record the profits interests held in MIP LLC that Wheels Up does not own as non-controlling interests (see Note 12). All intercompany transactions and balances have been eliminated in consolidation.</div> <div style="margin-bottom:9pt;text-indent:18pt">Use of Estimates</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Preparing the condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates due to risks and uncertainties. The most significant estimates include, but are not limited to, the useful lives and residual values of purchased aircraft, the fair value of financial assets and liabilities, acquired intangible assets, goodwill, contingent consideration and other assets and liabilities, sales and use tax, the estimated life of member relationships, the </div>determination of the allowance for credit losses, impairment assessments, the determination of the valuation allowance for deferred tax assets and the incremental borrowing rate for leases. <div style="margin-bottom:9pt;text-indent:18pt">Foreign Currency Translation Adjustments</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Assets and liabilities of foreign subsidiaries, where the functional currency is not the U.S. dollar, have been translated at period-end exchange rates and profit and loss accounts have been translated using weighted-average exchange rates. Adjustments resulting from currency translation have been recorded in the equity section of the condensed consolidated balance sheets and the condensed consolidated statements of other comprehensive loss as a cumulative translation adjustment.</div> <div style="margin-bottom:9pt;text-indent:18pt">Recent Accounting Pronouncements</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2023-07 “Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures,” or ASU 2023-07. The amendments in ASU 2023-07 aim to improve reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. ASU 2023-07 will be effective for the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2024, and subsequent interim periods, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">In December 2023, the FASB issued ASU No. 2023-09 “Income Taxes (Topic 740): Improvements to Income Tax Disclosures,” or ASU 2023-09. The amendments in ASU 2023-09 aim to enhance the transparency and decision usefulness of income tax disclosures. ASU 2023-09 will be effective for the Company’s Annual Report on Form 10-K for the fiscal year ending December 31, 2025, with early adoption permitted. The Company is currently evaluating the impact of this update on its consolidated financial statements.</div> REVENUE RECOGNITION<div style="margin-bottom:9pt;text-indent:18pt">Disaggregation of Revenue</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table disaggregates Revenue by service type and the timing of when these services are provided to the member or customer (in thousands): </div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Services transferred at a point in time: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Flights, net of discounts and incentives</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">163,684 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">235,284 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-

align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">314,613 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">467,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Aircraft management(1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,905 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,073 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,315 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,138 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,945 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Services transferred over time: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Memberships </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,046 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,478 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,158 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Aircraft management(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,429 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,881 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">807 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,529 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Revenue </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">196,285 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">335,062 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">393,386 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">686,874 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) On September 30, 2023, we completed the sale of the aircraft management business. See Note 4.
 Contract Balances Accounts receivable, net consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3"

style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross receivables from members and customers</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,266 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,970 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Undeposited funds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,181 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,131 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Allowance for credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,442)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,864)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 61pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,005 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">38,237 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred revenue consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Flights - Prepaid Blocks</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">673,052 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">686,413 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Memberships - annual dues</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,890 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Memberships - initiation fees</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,249 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,377 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Flights - credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">751 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,366 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Deferred revenue - total </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">702,638 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">724,229 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Less: Deferred revenue - current </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(702,174) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(723,246)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Deferred revenue - non-current </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">464 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">983 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred revenue, non-current is presented within Other non-current liabilities on the condensed

consolidated balance sheets. Changes in Deferred revenue for the six months ended June 30, 2024 were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:87.201%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.599%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Deferred revenue as of December 31, 2023 </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">724,229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Amounts deferred during the period</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">368,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Revenue recognized from amounts included in the deferred revenue beginning balance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(270,740)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Revenue from current period sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(119,453)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Deferred revenue as of June 30, 2024</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">702,638 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Revenue expected to be recognized in future periods for performance obligations that are unsatisfied, or partially unsatisfied, as of June 30, 2024 were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:86.217%"><tr><td style="width:1.0%"></td><td style="width:85.331%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.469%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Remainder of 2024 </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">232,988 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:middle">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">310,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:middle">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">79,564 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:middle">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">79,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div style="margin-bottom:9pt;text-align:justify">Total Deferred revenue</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">702,638 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table> Costs to Obtain a Contract Capitalized costs related to sales commissions and referral fees were $1.9 million and $3.9 million for the three and six months ended June 30, 2024, respectively, and $2.5 million and $4.1 million for the three and six months ended June 30, 2023, respectively. As of June 30, 2024 and December 31, 2023, capitalized sales commissions and referral fees of $4.9 million and $4.8 million, respectively, were included in Other current assets, and $0.3 million and $0.4 million, respectively, were included in Other non-current assets on the condensed consolidated balance sheets. Amortization expense related to capitalized sales commissions and referral fees included in sales and marketing expense in the condensed consolidated statements of operations was $2.1 million and $4.2 million for the three and six months ended June 30, 2024, respectively, and $3.1 million and $6.8 million for the three and six months ended June 30, 2023, respectively. <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table disaggregates Revenue by service type and the timing of when these services are provided to the member or customer (in thousands): </div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Services transferred at a point in time: </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Flights, net of discounts and incentives</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">163,684 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">235,284 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">314,613 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">467,046 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Aircraft management(1) </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">2,905 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">46,073 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,030 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">107,315 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,257 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,138 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">38,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">59,945 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Services transferred over time: </td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Memberships </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">16,046 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,478 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,900 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">43,158 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Aircraft management(1) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,429 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">120 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,881 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 13pt;text-align:left;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">807 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,529 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Revenue </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">196,285 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">335,062 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">393,386 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">686,874 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) On September 30, 2023, we completed the sale of the aircraft management business. See Note 4. 163684000 235284000 314613000 467046000 2905000 46073000 6030000 107315000 13257000 28138000 38916000 59945000 16046000 21478000 32900000 43158000 52000 2429000 120000 4881000 341000 1660000 807000 4529000 196285000 335062000 393386000 686874000 Accounts receivable, net consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Gross receivables from members and customers</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">41,266 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">43,970 </td><td

*style="background-color:#ceceff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Undeposited funds</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,181 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,131 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Allowance for credit losses</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(8,442)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(7,864)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 61pt;text-align:left;vertical-align:bottom">Accounts receivable, net</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,005 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">38,237 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 41266000 43970000 1181000 2131000 8442000 7864000 34005000 38237000 Deferred revenue consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,
2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31,
2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Flights - Prepaid Blocks</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">673,052 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">686,413 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Memberships - annual dues</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,890 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Memberships - initiation fees</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,249 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,377 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Flights - credits</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">751 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,366 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Other</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">183 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Deferred revenue - total </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">702,638 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">724,229 </td><td style="background-color:#ffffff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:14pt"><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Less: Deferred revenue - current </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(702,174) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(723,246)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Deferred revenue - non-current </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">464 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">983 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Deferred revenue, non-current is presented within Other non-current liabilities on the condensed consolidated balance sheets. Changes in Deferred revenue for the six months ended June 30, 2024 were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:87.201%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.599%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Deferred revenue as of December 31, 2023 </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">724,229 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Amounts deferred during the period</td><td colspan="2" style="background-*

color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">368,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Revenue recognized from amounts included in the deferred revenue beginning balance</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(270,740)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Revenue from current period sales</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(119,453)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Deferred revenue as of June 30, 2024 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">702,638 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 673052000 686413000 27576000 33890000 1249000 2377000 751000 1366000 10000 183000 702638000 724229000 702174000 723246000 464000 983000 724229000 368602000 270740000 119453000 702638000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Revenue expected to be recognized in future periods for performance obligations that are unsatisfied, or partially unsatisfied, as of June 30, 2024 were as follows (in thousands):</div><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:86.217%"><tr><td style="width:1.0%"></td><td style="width:85.331%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.469%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"><div style="margin-bottom:9pt">Remainder of 2024</div></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:middle">232,988 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:middle">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">310,552 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:middle">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">79,564 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:middle">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:middle">79,534 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:middle"> Total Deferred revenue </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:middle">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:middle">702,638 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:middle"></td></tr></table> 232988000 310552000 79564000 79534000 702638000 1900000 3900000 2500000 4100000 4900000 4800000 300000 400000 2100000 4200000 3100000 6800000 PROPERTY AND EQUIPMENT<div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Property and equipment, net consisted of the following (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Aircraft </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">411,326 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">475,058 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Software development costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,079 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,075 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,089 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,342 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,515 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Buildings and improvements</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,570 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,618 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Tooling </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vehicles</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,172 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,166 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-

color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Property and equipment </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535,662 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">594,653 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation and amortization </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(248,267)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(256,939)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Property and equipment, net </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">287,395 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">337,714 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Depreciation and amortization expense, excluding amortization expense related to software development costs, was $4.5 million and $10.8 million for the three and six months ended June 30, 2024, respectively, and $5.7 million and $11.9 million for the three and six months ended June 30, 2023, respectively. Amortization expense related to software development costs, included as part of Depreciation and amortization expense associated with property and equipment, was $6.3 million and $10.6 million for the three and six months ended June 30, 2024, and $4.0 million and $6.8 million for the three and six months ended June 30, 2023. <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Property and equipment, net consisted of the following (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Aircraft </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">411,326 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">475,058 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Software development costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">85,079 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">81,075 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold improvements </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">24,089 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">22,899 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Computer equipment </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,342 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,515 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Buildings and improvements</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,424 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Furniture and fixtures</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,570 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,618 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Tooling </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,660 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3,898 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Vehicles</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,172 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,166 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Property and equipment </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">535,662 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">594,653 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Less: Accumulated depreciation and amortization </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(248,267)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(256,939)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Total Property and equipment, net </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">287,395 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">337,714 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 411326000 475058000 85079000 81075000 24089000 22899000 3342000 3515000 1424000 1424000 4570000 4618000 3660000 3898000 2172000 2166000 535662000 594653000 248267000 256939000 287395000 337714000 4500000 10800000 5700000 11900000 6300000 10600000 4000000.0 6800000 DIVESTITURE Divestiture of Aircraft Management Business On September 30, 2023 (the "Divestiture Closing Date"), Wheels Up Partners Holdings LLC, our direct subsidiary ("WUP"), pursuant to an equity purchase agreement (the "Purchase Agreement") with Executive AirShare LLC, completed the sale of 100% of the issued and outstanding equity interests of Circadian Aviation LLC, our indirect subsidiary ("Circadian"). The Divestiture Closing Date fair value of the aggregate consideration transferred was $19.1 million and the Company recognized a loss on the sale of $3.0 million. The $19.1 million was comprised of $13.2 million of cash received on the Divestiture Closing Date, contingent consideration with a fair value of $4.8 million, an escrow receivable of $0.6 million and a non-contingent consideration receivable of $0.5 million. The fair value of the contingent consideration was deemed to be the approximate contract value as of the Divestiture Closing Date. Circadian was released from all guarantor obligations with respect to the Equipment Notes (as defined below) on the Divestiture Closing Date pursuant to certain debt release letters entered into concurrently with the Purchase Agreement. Concurrently with entering into the Purchase Agreement: (i) WUP entered into a transition services agreement with Circadian, pursuant to which WUP will provide Circadian certain specified services on a temporary basis; (ii) Wheels Up Partners LLC, our indirect subsidiary ("WUP LLC"), entered into a master operating agreement with Circadian, pursuant to which Circadian will conduct certain on-demand charter operations for certain of WUP LLC's owned aircraft after the Divestiture Closing Date while such aircraft are transitioned from a U.S. Federal Aviation Administration ("FAA") operating certificate held by Circadian to the Company's subsidiaries, and WUP LLC will provide certain maintenance, pilots services, management and other related services for WUP LLC's owned aircraft during the transition period; and (iii) certain of the Company's subsidiaries entered into fleet management agreements with Circadian, pursuant to which Circadian will provide certain maintenance, pilots services, management and other related services for managed aircraft after the Divestiture Closing Date while they are transitioned from a FAA operating certificate held by the applicable Company subsidiary to Circadian. During the six months ended June 30, 2024, we received $3.4 million upon finalization of the working capital adjustment under the Purchase Agreement, recognized within gain on sale of assets, net in the condensed consolidated statement of operations. 1 19100000 -3000000 19100000 13200000 4800000 600000 500000 3400000 GOODWILL AND INTANGIBLE ASSETS<div style="margin-bottom:9pt;text-indent:18pt">Goodwill</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt"> The following table presents Goodwill carrying values and the change in balance, by reporting unit, during the six months ended June 30, 2024 (in thousands):</div><div style="margin-bottom:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.624%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.925%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.927%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">WUP Legacy(1)</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Air Partner</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance as of December 31, 2023(2)</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">136,098 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">82,110 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">218,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(552)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(552)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance as of June 30, 2024 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">136,098 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">81,558 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">217,656 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) As of June 30, 2024, the legacy Wheels Up reporting unit ("WUP Legacy") had negative net assets (stockholders' equity). (2) Net of accumulated impairment losses of $306.2 million, all of which was recognized on the goodwill attributable to WUP Legacy.

 Intangible Assets The gross carrying value, accumulated amortization and net carrying value of Intangible assets consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Status</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">80,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,367 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">45,633 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,811 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,939 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,951 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,988 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,556 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,819 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,737 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold interest - favorable </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">487 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(677) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(290)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(387)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">201,539 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94,270 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,269 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Status</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">80,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,325 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48,675 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,201 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times

*New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">Trade name</td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,939 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="3" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,402 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,537 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,556 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,329 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,227 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold interest - favorable </td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td colspan="2" style="background-color:#ceeeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498 </td><td style="background-color:#ceeeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(589)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(217)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(372)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">201,627 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">83,861 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">117,766 </td><td style="background-color:#ceeeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Amortization expense of intangible assets was $5.2 million and $10.4 million for the three and six months ended June 30, 2024, respectively, and $5.9 million and $11.8 million for the three and six months ended June 30, 2023, respectively.</div><div style="margin-bottom:9pt;text-indent:18pt">Intangible Liabilities </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Associated with our acquisition of Delta Private Jets on January 17, 2020, we recognized intangible liabilities for the fair value of complimentary Wheels Up Connect Memberships provided to existing Delta SkyMiles 360® customers as of the acquisition date, as required under the Commercial Cooperation Agreement, dated as of January 17, 2020, by and among WUP, WUP LLC and Delta (as amended, the "Original CCA"). The gross carrying value, accumulated amortization and net carrying value of Intangible liabilities consisted of the following (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Intangible liabilities</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,000 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,561 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,439 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#ceeeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Intangible liabilities</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,000 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,798 </td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ceeeff;padding:0 1pt"></td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ceeeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-*

height:120%">12,202 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Amortization of Intangible liabilities, which reduces amortization expense, was $0.4 million and $0.8 million for the three and six months ended June 30, 2024, respectively, and $0.5 million and $1.0 million for the three and six months ended June 30, 2023, respectively.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The current portion of Intangible liabilities is presented within Other current liabilities on the condensed consolidated balance sheets. Future amortization expense of Intangible assets and Intangible liabilities held as of June 30, 2024, were as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.617%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.722%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible Assets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible Liabilities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Remainder of 2024</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,302 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">763 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,441 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,885 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>2029 and Thereafter</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,269 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,439 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> The following table presents Goodwill carrying values and the change in balance, by reporting unit, during the six months ended June 30, 2024 (in thousands):<div style="margin-bottom:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:51.624%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.925%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:14.927%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="text-align:center">WUP Legacy(1)</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Air Partner</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>Balance as of December 31, 2023(2)</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">136,098 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">82,110 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">218,208 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(552)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(552)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Balance as of June 30, 2024 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">136,098 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">81,558 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">217,656 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) As of June 30, 2024, the legacy Wheels Up reporting unit ("WUP Legacy") had negative net assets (stockholders' equity). (2) Net of accumulated impairment losses of $306.2 million, all of which was recognized on the goodwill attributable to WUP Legacy.</div> 136098000 82110000 218208000 0 -552000 -552000 136098000 81558000 217656000 306200000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The gross carrying value, accumulated amortization and net carrying value of Intangible assets consisted of the following (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Status</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">80,000 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">34,367 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">45,633 </td><td style="background-color:#ccceff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40,310 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">48,811 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,939 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,951 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,988 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,556 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,819 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,737 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold interest - favorable </td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">113 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">487 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(677) </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(290)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(387)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">201,539 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94,270 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">107,269 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top"><span style="color:#000000;font-family:'Times New Roman',sans-

serif;font-size:8pt;font-weight:700;line-height:100%">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Status</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">80,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">31,325 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">48,675 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Customer relationships</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">89,121 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">34,920 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">54,201 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Trade name</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,939 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,402 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,537 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Developed technology</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,556 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,329 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,227 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Leasehold interest - favorable </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">600 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">102 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">498 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Foreign currency translation adjustment</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(589)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(217)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(372)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">201,627 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">83,861 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">117,766 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 80000000 34367000 45633000 89121000 40310000 48811000 11939000 5951000 5988000 20556000 13819000 6737000 600000 113000 487000 -677000 -290000 -387000 201539000 94270000 107269000 80000000 31325000 48675000 89121000 34920000 54201000 11939000 5402000 6537000 20556000 12329000 8227000 600000 102000 498000 -589000 -217000 -372000 201627000 83861000 117766000 5200000 10400000 5900000 11800000 The gross carrying value, accumulated amortization and net carrying value of Intangible liabilities consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Intangible liabilities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">8,561 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,439 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td

style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="15" style="padding:2px 1pt;text-align:center;vertical-align:top">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Gross Carrying
Value</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Accumulated Amortization</td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:top">Net Carrying
Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Intangible liabilities</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,000 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,798 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12,202 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 20000000 8561000 11439000 20000000 7798000 12202000 400000 800000 500000 1000000.0 Future amortization expense of Intangible assets and Intangible liabilities held as of June 30, 2024, were as follows (in thousands):<div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.617%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.722%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible Assets</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Intangible Liabilities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Remainder of 2024</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,302 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">763 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">20,307 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">19,441 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,885 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,235 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,525 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div>2029 and Thereafter</div></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,099 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,576 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">107,269 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">11,439 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 10302000 763000 20307000 1525000 19441000 1525000 14885000 1525000 14235000 1525000 28099000 4576000 107269000 11439000 CASH EQUIVALENTS AND RESTRICTED CASH<div style="margin-bottom:9pt;text-indent:18pt">A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">141,493 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">263,909 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,071 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

28,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">173,564 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">292,825 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
Cash Equivalents As of each of June 30, 2024 and December 31, 2023, cash equivalents on the condensed consolidated balance sheets were $0.1 million. Restricted Cash As of June 30, 2024 and December 31, 2023, Restricted cash included $6.2 million (as of each such date) held by financial institutions to establish standby letters of credit required by the lessors of certain corporate office space that we leased as of such dates, and $5.0 million and $3.4 million, respectively, held by financial institutions to collateralize against our credit card programs. The standby letters of credit expire on December 31, 2033 and June 30, 2034. The Restricted cash balances as of June 30, 2024 and December 31, 2023 also included $19.4 million and $17.9 million, respectively, related to funds held but unavailable for immediate use due to contractual restrictions. Restricted cash is presented within Other non-current assets on the condensed consolidated balance sheets.</div><div style="margin-bottom:9pt;text-indent:18pt">A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">141,493 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">263,909 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,071 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">173,564 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">292,825 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
A reconciliation of Cash and cash equivalents and Restricted cash from the condensed consolidated balance sheets to the condensed consolidated statements of cash flows is as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash and cash equivalents</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">141,493 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">263,909 </td><td style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Restricted cash</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">32,071 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">28,916 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">173,564 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">292,825 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table>
141493000 263909000 32071000 28916000 173564000 292825000 100000 100000 6200000 6200000 5000000.0 3400000 19400000 17900000
LONG-TERM DEBT
The following table presents the components of Long-term debt, net (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.153%"><tr><td style="width:1.0%"></td><td style="width:64.566%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.233%"></td><td style="width:0.1%"></td><td style="width:0.466%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.733%"></td><td style="width:0.1%"></td><td style="width:0.466%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.736%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Interest Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-

family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">Equipment Notes</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">176,398 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214,878 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">420,954 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,453 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">597,352 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">615,331 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Total unamortized deferred financing costs and debt discount</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">357,588 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">356,259 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Current maturities of long-term debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,152 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,998 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">218,612 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">235,074 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Maturities of principal debt payments for the next five years are as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.153%"><tr><td style="width:1.0%"></td><td style="width:78.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maturities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,576 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,051 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,074 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489,049 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">597,352 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 2022-1 Equipment Notes On October 14, 2022, WUP LLC issued $270.0 million aggregate principal amount of 12% fixed rate equipment notes (collectively, the "Equipment Notes") using an EETC (enhanced equipment trust certificate) loan structure. The Equipment Notes were issued for net proceeds (before transaction-related expense) of $259.2 million. The stated final expected distribution date of the Equipment Notes varies from July 15, 2025 to October 15, 2029 depending on the type of aircraft, subject to certain prepayment requirements under the Omnibus Amendment (as defined below) and WUP LLC's ability to redeem Equipment Notes prior to maturity. The Equipment Notes bear interest at the rate of 12% per annum with annual amortization of the principal amount equal to 10% per annum and balloon payments due at each maturity date. The Equipment Notes were initially secured by first-priority liens on 134 of the Company's owned aircraft fleet and by liens on certain intellectual property assets of the Company and certain of its subsidiaries (collectively, the "Equipment Note Collateral"). WUP LLC's obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries. The Equipment Notes were sold pursuant to a Note Purchase Agreement, dated as of October 14, 2022 (the "Note Purchase Agreement"), and issued under separate Trust Indentures and Mortgages, dated as of October 14, 2022 (each, an "Indenture" and collectively, the "Indentures"). On September 20, 2023, the Company, WUP LLC, certain other subsidiaries of the Company that guaranteed and/or granted collateral to secure WUP LLC's obligations under the Equipment Notes, Wilmington Trust, National Association, and the Equipment Note lenders entered into the Omnibus Amendment No. 1 (the "Omnibus Amendment"). The Omnibus Amendment provides for, among other things: (i) reducing the minimum liquidity covenant under the guarantee agreement related to the Equipment Notes (as amended, the "Guarantee") with respect to the Company and its subsidiaries from $125.0 million of minimum aggregate available cash and Cash Equivalents (as defined in the Note Purchase Agreement) as of the end of each fiscal quarter to $75.0 million on any date, inclusive of $20.0 million held as a deposit for the benefit of the Equipment Note lenders and presented in Other non-current assets on our condensed consolidated balance sheets as of each of June 30, 2024 and December 31, 2023 (the "Equipment Notes Liquidity Covenant"); (ii) permitting the execution of the Credit

Agreement (as defined below); (iii) the consent of the Equipment Note lenders that will allow the Company to effect a sale of certain guarantors under the Guarantee; (iv) that if a prepayment under the Term Loan (as defined below) results in the weighted average life of the Term Loan being shorter than that of the Equipment Notes, a redemption of a portion of the Equipment Notes is required; and (v) that if an Equipment Note has a maturity date on or after the maturity of the Term Loan, all obligations under such Equipment Note will be due 90 days prior to the maturity of the Term Loan. The Note Purchase Agreement, the Indentures and the Guarantee, as each was amended by the Omnibus Amendment, contain certain covenants, including the Equipment Note Liquidity Covenant, a covenant that limits the maximum loan to appraised value ratio of all aircraft financed, subject to certain cure rights of the Company, and restrictive covenants that provide limitations under certain circumstances on, among other things: (i) making certain acquisitions, mergers or disposals of its assets; (ii) making certain investments or entering into certain transactions with affiliates; (iii) prepaying, redeeming or repurchasing the Equipment Notes, subject to certain exceptions; and (iv) paying dividends and making certain other specified restricted payments. Each Indenture contains customary events of default for Equipment Notes of this type, including cross-default provisions among the Equipment Notes and the Term Loan and Revolving Credit Facility (as each term is defined below). WUP LLC's obligations under the Equipment Notes are guaranteed by the Company and certain of its subsidiaries. WUP LLC is also obligated to cause additional subsidiaries and affiliates of WUP LLC to become guarantors under certain circumstances. The Equipment Notes issued with respect to each aircraft are cross-collateralized by the other aircraft for which Equipment Notes were issued under the Indentures. The maturity of the Equipment Notes may be accelerated upon the occurrence of certain events of default under the Note Purchase Agreement and each Indenture and the related guarantees. As of June 30, 2024, we were in compliance with the covenants under the Note Purchase Agreement, each Indenture and the Guarantee. Interest and principal payments on the Equipment Notes began on January 15, 2023 and are payable quarterly on each January 15, April 15, July 15 and October 15. During the six months ended June 30, 2024, the Company redeemed in-full the Equipment Notes for 14 aircraft, which reduced the aggregate principal amount outstanding under the Equipment Notes by $26.9 million. As of June 30, 2024, the carrying value of the 108 aircraft that were subject to first-priority liens under the Equipment Notes was $259.4 million. Amortization expense for debt discounts and deferred financing costs of $2.2 million and $2.7 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2024, respectively, and $0.9 million and $1.8 million was recorded in interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2023, respectively. Term Loan and Revolving Credit Facility On September 20, 2023 (the "Credit Agreement Closing Date"), the Company entered into the Credit Agreement (the "Original Credit Agreement"), by and among the Company, as borrower, certain subsidiaries of the Company as guarantors (collectively with the Company, the "Loan Parties"), Delta, CK Wheels LLC ("CK Wheels"), and Cox Investment Holdings, Inc. (collectively with Delta and CK Wheels, the "Initial Lenders"), and U.S. Bank Trust Company, N.A., as administrative agent for the Lenders (as defined below) and as collateral agent for the secured parties (the "Agent"), pursuant to which (i) the Initial Lenders provided a term loan facility (the "Initial Term Loan") in the aggregate original principal amount of $350.0 million and (ii) Delta provided commitments for a revolving loan facility (the "Revolving Credit Facility") in the aggregate original principal amount of $100.0 million. On September 20, 2023, the Company issued the Initial Term Loan of $350.0 million to the Initial Lenders for net proceeds (before transaction-related expense) of $343.0 million. On November 15, 2023 (the "Final Closing Date"), the Company entered into Amendment No. 1 to Credit Agreement (the "Credit Agreement Amendment" and together with the Original Credit Agreement, the "Credit Agreement"), by and among the Company, as borrower, the other Loan Parties party thereto, as guarantors, the Initial Lenders, each of Whitebox Multi-Strategy Partners, LP, Whitebox Relative Value Partners, LP, Pandora Select Partners, LP, Whitebox GT Fund, LP and Kore Fund Ltd (collectively, the "Incremental Term Lenders" and together with the Initial Lenders, the "Lenders"), and the Agent, pursuant to which, among other things, the Incremental Term Lenders joined the Credit Agreement and provided an additional term loan facility (the "Incremental Term Loan" and together with the Initial Term Loan, the "Term Loan") in the aggregate original principal amount of $40.0 million. On the Final Closing Date, the Company issued the Incremental Term Loan of $40.0 million to the Incremental Term Lenders for net proceeds (before transaction-related expense) of $39.2 million. Upon the closing of the Incremental Term Loan, the loans under the Credit Agreement consisted of (i) the Term Loan in the aggregate principal amount of $390.0 million and (ii) the Revolving Credit Facility in the aggregate original principal amount of $100.0 million. The scheduled maturity date for the Term Loan is September 20, 2028, and the scheduled maturity date for the Revolving Credit Facility is the earlier of September 20, 2028 and the first date after September 20, 2025 on which all amounts owed with respect to borrowings under the Revolving Credit Facility have been repaid, subject in each case to earlier termination upon acceleration or termination of any obligations upon the occurrence and continuation of an event of default. Interest on the Term Loan and any borrowings under the Revolving Credit Facility (each, a "Loan" and collectively, the "Loans") accrues at a rate of 10% per annum on the unpaid principal balance of the Loans then outstanding. Accrued interest on each Loan is payable in kind as compounded interest and capitalized to the principal amount of the applicable Loan on the last day of each of March, June, September and December, and the applicable maturity date. If in the future the Company or its subsidiaries either redeem in full the outstanding Equipment Notes or commence payoff at maturity thereof, the Company may elect to make interest payments (or some portion thereof) on any Loans then outstanding in cash. Also, upon the occurrence and during the continuance of an event of default under the Credit Agreement, (i) interest will accrue on the unpaid principal balance of the Loans at the rate then applicable to such Loans plus 2% and (ii) interest will accrue on all other outstanding liabilities, interest, expenses, fees and other sums under the Credit Agreement, at a rate equal to the Alternate Base Rate (as defined in the Credit Agreement) plus 2% per annum. The Credit Agreement also contains certain covenants and events of default, in each case customary for transactions of this type. The obligations under the Credit Agreement are secured by a first-priority lien on unencumbered assets of the Loan Parties (excluding certain accounts, including any segregated account exclusively holding customer deposits, and other assets specified in the Credit Agreement), as well as a junior lien on the Equipment Note Collateral. The Credit Agreement is guaranteed by all U.S. and certain non-U.S. direct and indirect subsidiaries of the Company. In the future, the Company may be required to add any new or after-acquired subsidiaries of the Company that meet certain criteria as guarantors. As of June 30, 2024, we were in compliance with the covenants under the Credit Agreement and related credit documents. In connection with the funding of the Initial Term Loan, the Company entered into the Investment and Investor Rights Agreement, dated as of the Credit Agreement Closing Date (the "Original Investor Rights Agreement"), by and among the Company and the Initial Lenders. Pursuant to the Original Investor Rights Agreement, the Company issued to the Initial Lenders 141,313,671 shares in the aggregate (the "Initial Shares") of Common Stock in a private placement (the "Initial Issuance") on the Credit Agreement Closing Date. In addition, the Company agreed to issue an additional 529,926,270 shares in the aggregate (the "Deferred Shares" and, together with the Initial Shares, the "Investor Shares") of Common Stock (the "Deferred Issuance" and together with the Initial Issuance, the "Investor Issuances"). On November 9, 2023, the Company's stockholders approved, at a special meeting of the Company's stockholders (the "2023 Special Meeting"), the Amended and Restated Certificate of Incorporation of Wheels Up, filed with the Secretary of State of the State of Delaware on November 15, 2023 (the "Amended and Restated Certificate of Incorporation"), which, among other things, increased the number of shares of Common Stock available for issuance thereunder. In connection with the transactions contemplated by the Credit Agreement Amendment, the Company entered into Amendment No. 1 to Investment and Investor Rights Agreement, dated as of the Final Closing Date (the "Investor Rights Agreement Amendment" and together with the Original Investor Rights Agreement, the "Investor Rights Agreement"), with each Initial Lender, which contained, among others, certain revisions to reflect the issuance of the Deferred Shares. Substantially concurrently with entering into the Investor Rights Agreement Amendment, on the Final Closing Date, the Company and Initial Lenders entered into joinders to the Investor Rights Agreement (collectively, the "Investor Rights Agreement Joinders") with each Incremental Term Lender (or its applicable affiliate), pursuant to which each Incremental Term Lender (or its applicable affiliate) joined the Investor Rights Agreement and assumed the rights and obligations of an Additional Investor (as defined in the Investor Rights Agreement) thereunder, including the right to receive a pro rata portion of the Investor Shares. The Company issued the Deferred Shares to the Lenders on the Final Closing Date in a private placement. The Investor Shares were issued in private placements such that after the Investor Issuances, each Lender was issued a number of shares equal to its pro rata portion of the Investor Shares based on its participation in the Term Loan. The Investor Rights Agreement also contains certain other terms and conditions related to the Lenders' ownership of Common Stock, including, among other things, that the Initial Lenders have the right to designate certain members of the Company's Board of Directors depending on the level of Common Stock ownership and certain transfer restrictions and liquidity rights. In accordance with Accounting Standards Codification ("ASC") 480, Distinguishing Liabilities from Equity, and ASC 815, Derivatives and Hedging, the Company determined that the Term Loan, Initial Issuance and Deferred Issuance did not contain any features that would qualify as a derivative or embedded derivative and require bifurcation. In addition, the Company determined the Initial Issuance and Deferred Issuance should be classified as equity. In accordance with ASC 470, Debt, the allocation on a relative fair value basis resulted in gross amounts recorded of $44.9 million for the Initial Term Loan, $64.2 million for the Initial Issuance and $240.9 million for the Deferred Issuance, in each case during the year ended December 31, 2023. In accordance with ASC 815, Derivatives and Hedging, the Company determined the reallocation of the Deferred Issuance between the Lenders in connection with the Credit Agreement Amendment and Investor Rights Agreement Joinders that resulted in a pro rata portion of the Investor Shares being issued to the Incremental Term Lenders on the Final Closing Date represented a modification of a freestanding equity-classified written call option and the modification is to be recognized as if cash had been paid as consideration for the shares of Common Stock issued to the Incremental Term Lenders (collectively, the "Reallocated Shares"). Accordingly, the Reallocated Shares were treated as a debt discount in accordance with the guidance in ASC 835, Interest, and the value of the Incremental Term Loan and the Reallocated Shares was apportioned using a relative fair value allocation. The

allocation on a fair value basis resulted in gross amounts recorded of $9.4 million for the Incremental Term Loan and $30.6 million for the Reallocated Shares during the three months ended December 31, 2023. Aggregate issuance costs of $29.5 million were incurred in connection with the Original Credit Agreement, Credit Agreement Amendment, Original Investor Rights Agreement and Investor Rights Agreement Amendment. The deferred issuance costs were allocated on a relative fair value basis, resulting in an allocation of $4.1 million in the aggregate for the Term Loan and $25.4 million in the aggregate for the Investor Issuances. The initial carrying value of the Term Loan was $41.4 million as of September 20, 2023, which reflected the $3.4 million of unamortized debt issuance costs and $305.2 million of unamortized debt discount. The initial carrying value of the Incremental Term Loan was $8.7 million as of November 15, 2023, which reflected $0.7 million of unamortized debt issuance costs and $30.6 million of unamortized debt discount. Accretion of debt discounts and deferred issuance costs associated with the Term Loan of $(1.7) million and $(4.1) million were recorded in Interest expense in the condensed consolidated statement of operations for the three and six months ended June 30, 2024, respectively.</div> <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table presents the components of Long-term debt, net (in thousands): </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.153%"><tr><td style="width:1.0%"></td><td style="width:64.566%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.233%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.466%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.733%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.466%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:10.736%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted Average Interest Rate</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment Notes</td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">176,398 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">214,878 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10.0 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">420,954 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">400,453 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">597,352 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">615,331 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Total unamortized deferred financing costs and debt discount</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">357,588 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">356,259 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Current maturities of long-term debt</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">21,152 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,998 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Long-term debt, net</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">218,612 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">235,074 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 0.120 176398000 214878000 0.100 420954000 400453000 597352000 615331000 357588000 356259000 21152000 23998000 218612000 235074000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Maturities of principal debt payments for the next five years are as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:96.153%"><tr><td style="width:1.0%"></td><td style="width:78.900%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:18.900%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-bottom:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Maturities</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Remainder of 2024</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,576 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">37,051 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">33,074 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">27,602 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">489,049 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Total</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double

#000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">597,352 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 10576000 37051000 33074000 27602000 489049000 597352000 270000000 0.12 259200000 0.12 0.10 134 125000000 75000000 20000000 20000000 P90D 14 26900000 108 259400000 2200000 2700000 900000 1800000 350000000 100000000 350000000 343000000 40000000 40000000 39200000 390000000 100000000 0.10 0.02 0.02 141313671 529926270 44900000 64200000 240900000 9400000 30600000 29500000 4100000 25400000 41400000 3400000 305200000 8700000 700000 30600000 -1700000 -4100000 FAIR VALUE MEASUREMENTS Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability, an exit price, in an orderly transaction between unaffiliated willing market participants on the measurement date under current market conditions. Assets and liabilities recorded at fair value are measured and classified in accordance with a three-tier fair value hierarchy based on the observability of the inputs available and activity in the markets used to measure fair value. A financial instrument's level within the fair value hierarchy is based on the lowest level of input that is significant to the fair value measurement. <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:18.130%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:79.670%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Level 1 -</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Quoted prices, unadjusted, in active markets for identical assets or liabilities that can be accessed at the measurement date.</td></tr><tr style="height:8pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Level 2 -</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.</td></tr><tr style="height:8pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 37pt;text-align:left;vertical-align:top">Level 3 -</td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:top">Unobservable inputs developed using our own estimates and assumptions, which reflect those that market participants would use in pricing the asset or liability.</td></tr></table> Financial instruments that are measured at fair value on a recurring basis and their corresponding placement in the fair value hierarchy consisted of the following (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:36.880%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.808%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Public Warrants</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Private Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0

2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Term Loan </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">527,435 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">527,545 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3"

style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Public Warrants</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Private Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,256 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,256 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">554,056 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">554,068 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The carrying amount of Money market funds approximates fair value and is classified within Level 1, because we determined the fair value through quoted market prices. The Warrants (as defined below) were accounted for as a liability in accordance with ASC 815-40. The Warrant liability was measured at fair value upon assumption and on a recurring basis, with changes in fair value presented in the condensed consolidated statements of operations. As of each of June 30, 2024 and December 31, 2023, we used Level 2 inputs for the Warrants. We valued the Warrants using a Monte Carlo simulation model to reflect the redemption conditions. See Note 11 for additional information about the Warrants. The following table presents the changes in the fair value of the warrant liability (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.049%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Public Warrants</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Private Warrants</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Warrant Liability</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair value as of December 31, 2023 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:100%">12 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Change in fair value of warrant liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Fair value as of June 30, 2024 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The estimated fair value of the Equipment Notes is categorized as a Level 3 valuation. We considered the appraised value of aircraft subject to first-priority liens under the Equipment Notes, as sourced during the third </div><div style="margin-bottom:9pt;text-align:justify">quarter of 2023 and as required under the Equipment Notes, to determine the fair value of the Equipment Notes as of June 30, 2024. </div>The estimated fair value of the Term Loan is categorized as a Level 3 valuation. The estimated fair value as of the issuance date was principally based on inputs such as estimated credit risk, recently completed transactions and estimates based on interest rates, maturities, credit risk and underlying collateral. We considered the relatively short time period between the issuance of the Term Loan and the measurement date of June 30, 2024, in order to determine the fair value of the Term Loan as of June 30, 2024. <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Financial instruments that are measured at fair value on a recurring basis and their corresponding placement in the fair value hierarchy consisted of the following (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:36.880%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.803%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.601%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.808%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">93 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Public Warrants</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Private Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">229,635 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Term Loan </td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">527,435 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">527,545 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="21" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 1</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 2</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Level 3</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">Fair Value</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Assets:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Money market funds</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total assets</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:100%">— </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">94 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr style="height:15pt"><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="3" style="background-color:#ffffff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Liabilities:</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Public Warrants</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Warrant liability - Private Warrants</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Equipment Notes</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,256 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">256,256 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Term Loan</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">297,800 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total liabilities</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">5 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">554,056 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">554,068 </td><td style="background-color:#ffffff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 93000 0 0 93000 93000 0 0 93000 0 70000 0 70000 0 40000 0 40000 0 0 229635000 229635000 0 0 297800000 297800000 0 110000 527435000 527545000 94000 0 0 94000 94000 0 0 94000 7000 0 0 7000 0 5000 0 5000 0 0 256256000 256256000 0 0 297800000 297800000 7000 5000 554056000 554068000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table presents the changes in the fair value of the warrant liability (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:54.829%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.720%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.049%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Public Warrants</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Private Warrants</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Total Warrant Liability</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt">Fair value as of December 31, 2023</div></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-

weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">12 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Change in fair value of warrant liability</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">63 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">35 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">98 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Fair value as of June 30, 2024</div></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">70 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">110 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 7000 5000 12000 63000 35000 98000 70000 40000 110000 LEASES Leases primarily pertain to certain controlled aircraft and our operational facilities, including aircraft hangars, our corporate headquarters located in the Atlanta, Georgia area and our corporate office in New York, New York, which are all accounted for as operating leases. We sublease an aircraft hangar at Cincinnati/Northern Kentucky International Airport from Delta. Certain of these operating leases have renewal options to further extend for additional time periods at our discretion. We have certain variable lease agreements with aircraft owners that contain payment terms based on an hourly lease rate multiplied by the number of flight hours during a month. Variable lease payments are not included in the right-of-use asset and lease liability balances but rather are expensed as incurred. The components of net lease cost were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,509 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">9,641 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,049 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,335 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term lease costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">173 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,151 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">386 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,637 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Variable lease costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,826 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,666 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,139 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,499 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease costs</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,508 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,458 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid

#000;padding:2px 0;text-align:right;vertical-align:bottom">25,574 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,471 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Sublease income was not material for any of the three and six month periods ended June 30, 2024 and 2023.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Lease costs related to leased aircraft and operational facilities are included in Cost of revenue in the condensed consolidated statements of operations. Lease costs related to our leased corporate headquarters and other office space, including expenses for non-lease components, are allocated within the condensed consolidated statements of operations based on employee headcount. Sublease income is presented in General and administrative expense in the condensed consolidated statements of operations. </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Supplemental cash flow information related to operating leases were as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.297%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.880%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.882%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating cash flows paid for operating leases</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">15,604 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">18,621 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for operating lease obligations</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,017 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,454 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Supplemental balance sheet information related to leases were as follows:</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average remaining lease term (in years):</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.9</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.7</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate: </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.4 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.2 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Maturities of lease liabilities, as of June 30, 2024, were as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.957%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year ending December 31,</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,409 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,573 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,022 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 2029 and Thereafter </td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,609 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,523 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,812)</td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease obligations</td><td style="background-color:#cceeff;border-bottom:3pt double

#000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">68,711 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The components of net lease cost were as follows (in thousands):</div> <div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:41.207%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.844%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Operating lease costs</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">7,509 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">9,641 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">15,049 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">21,335 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Short-term lease costs</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">173 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,151 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">386 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,637 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Variable lease costs</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,826 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,666 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">10,139 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">14,499 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease costs</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">13,508 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">20,458 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25,574 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">40,471 </td><td style="background-color:#ffffff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 7509000 9641000 15049000 21335000 173000 2151000 386000 4637000 5826000 8666000 10139000 14499000 13508000 20458000 25574000 40471000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Supplemental cash flow information related to operating leases were as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:72.297%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.880%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:11.882%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="background-color:#ffffff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cash paid for amounts included in the measurement of operating lease liabilities:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating cash flows paid for operating leases</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">15,604 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">18,621 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Right-of-use assets obtained in exchange for

operating lease obligations</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3,017 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">5,454 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 15604000 18621000 3017000 5454000 Supplemental balance sheet information related to leases were as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:63.964%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.047%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:16.048%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:top">Weighted-average remaining lease term (in years):</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.9</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:right;vertical-align:bottom">6.7</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Weighted-average discount rate: </td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 19pt;text-align:left;vertical-align:bottom">Operating leases</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.4 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.2 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> P6Y10M24D P6Y8M12D 0.094 0.092 Maturities of lease liabilities, as of June 30, 2024, were as follows (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:84.957%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Year ending December 31,</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">Operating Leases</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2024 (remaining)</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,409 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2025</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18,573 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2026</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">11,107 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">2027</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">8,022 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">2028</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,803 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div>2029 and Thereafter</div></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">36,609 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease payments </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">95,523 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt 2px 7pt;text-align:left;vertical-align:bottom">Less: Imputed interest</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(26,812) </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total lease obligations</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 0;text-align:right;vertical-align:bottom">68,711 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 14409000 18573000 11107000 8022000 6803000 36609000 95523000 26812000 68711000 STOCKHOLDERS' EQUITY AND EQUITY-BASED COMPENSATION Stockholders' Equity Pursuant to the Amended and Restated Certificate of Incorporation, we are authorized to issue 1,525,000,000 shares, consisting of (i) 1,500,000,000 shares of Common Stock and (ii) 25,000,000 shares of preferred stock. Holders of Common Stock are entitled to one vote per share; provided, that by agreement (i) certain Incremental Term Lenders that are not "citizens of the United States" (as defined in 49 USC § 40102(a)(15)(C)) (collectively, the "Non-Citizen Investors"), may be afforded collective voting rights equal to 1% of all shares of Common Stock entitled to vote at a meeting of the Company's stockholders; (ii) for so long as such Non-Citizen Investors collectively hold such shares of Common Stock, the shares of Common Stock held by CK Wheels in excess of 23.9% of all shares of Common stock entitled to vote at a meeting of the Company's stockholders, will not have voting rights (subject to ratable adjustment if the Non-Citizen Investors cease to own (beneficially or of record) a certain number of shares of Common Stock); and (iii) any shares owned by Delta above 29.9% will be neutral shares with respect to voting rights, will be voted in proportion to all other votes cast ("for", "against" or "abstain") by stockholders other than Delta at a meeting of the Company's stockholders. Equity-Based Compensation The Company's outstanding equity-based compensation awards to its directors, executive officers, employees and other eligible personnel have been made pursuant to the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan, as amended and restated effective April 1, 2023 (as amended by the LTIP Amendment (as defined herein), the "Amended and Restated 2021 LTIP"), the Wheels Up Experience Inc. 2022 Inducement Grant Plan, dated June 30, 2022 (the "2022 Inducement Grant Plan"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of November 30, 2023, granted to George Mattson (the "CEO Performance Award"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of March 3, 2024, granted to Todd Smith (the "CFO Performance Award"), the Wheels Up Experience Inc. Performance Award Agreement, dated as of May 20, 2024, granted to David Harvey (the "CCO Performance Award" and, collectively with the CEO Performance Award and CFO Performance Award, the "Executive Performance Awards"), nine equity-based compensation plans that were approved by the board of directors of WUP (collectively, the "WUP Management Incentive Plan") prior to the business combination consummated on July 13, 2021 (the "Business Combination Closing Date") between WUP and Aspirational Consumer Lifestyle Corp. ("Aspirational"), a blank check company (the "Business Combination"), and the Wheels Up Partners Holdings LLC Option Plan (the "WUP Option Plan"), which was approved by the board of directors of WUP prior to the Business Combination. Additional details about these equity-based compensation arrangements are below. WUP Management Incentive Plan In March 2014, the WUP Management Incentive Plan was established, which provided for the issuance of WUP profits interests, restricted or unrestricted, to employees, consultants and other qualified persons. Following the consummation of the Business Combination, no new grants can be made under the WUP Management Incentive Plan. As of June 30, 2024, an aggregate of 3.1 million WUP profits interests have been authorized and issued under the WUP Management Incentive Plan. Vested WUP profits interests are eligible to be exchanged into shares of Common Stock before July 13, 2031. Amounts of WUP profits interests reported in the tables below represent the maximum number of WUP profits interests outstanding or that could be realized upon vesting and immediately exchanged for the maximum number of shares of Common Stock.

*The actual number of shares of Common Stock received upon exchange of such WUP profits interests will depend on the trading price per share of Common Stock at the time of such exchange. The following table summarizes the WUP profits interests activity under the WUP Management Incentive Plan as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of WUP
Profits Interests</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding WUP profits interests as of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.16 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exchanged</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired/forfeited </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The weighted-average remaining contractual term as of June 30, 2024, for WUP profits interests outstanding was approximately 7.0 years. All WUP profits interests were vested as of December 31, 2023. </div><div style="margin-bottom:9pt;text-indent:18pt">WUP Option Plan</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">In December 2016, the WUP Option Plan was established, which provided for the issuance of stock options to purchase WUP common interests at an exercise price based on the fair market value of the interests on the date of grant. Generally, WUP stock options granted vest over a four-year service period and expire on the tenth anniversary of the grant date. As of June 30, 2024, the number of WUP stock options authorized and issued in the aggregate under the WUP Option Plan was 1.8 million. Each outstanding WUP stock option is exercisable for one share of Common Stock.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the activity under the WUP Option Plan as of June 30, 2024:</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of WUP
Stock Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
Average Exercise
Price </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Outstanding WUP stock options as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,129 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">75.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12.64 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-*

size:10pt;font-weight:400;line-height:120%">74.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding WUP stock options as of June 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">75.56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12.97 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Exercisable WUP stock options as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">75.56 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The aggregate intrinsic value as of June 30, 2024, for WUP stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of June 30, 2024, for WUP stock options that were outstanding and exercisable was approximately 5.0 years. All WUP stock options were vested as of December 31, 2023. Amended and Restated 2021 LTIP & 2022 Inducement Grant Plan In connection with the Business Combination, the Wheels Up Board of Directors (the "Board") and stockholders of Wheels Up adopted the Wheels Up Experience Inc. 2021 Long-Term Incentive Plan (the "Original 2021 LTIP"), for employees, consultants and other qualified persons. Following approval by the Board, (i) at the 2023 annual meeting of the Company's stockholders, the Company's stockholders approved the Amended and Restated 2021 LTIP to increase the aggregate number of shares of Common Stock available for awards made thereunder by 2,415,000 shares and amend certain other plan provisions, and (ii) at the 2024 annual meeting of the Company's stockholders (the "2024 Annual Meeting"), the Company's stockholders approved Amendment No. 1 to the Amended and Restated 2021 LTIP (the "LTIP Amendment"), to increase the aggregate number of shares of Common Stock available for awards made under the Amended and Restated 2021 LTIP by 25,000,000 shares and extend the termination date of such plan to April 15, 2034. The Amended and Restated 2021 LTIP provides for the grant of incentive options, nonstatutory options, restricted stock, restricted stock units ("RSUs"), including performance-based RSUs ("PSUs"), rights, other stock-based awards, performance awards, cash awards or any combination of the foregoing. As of June 30, 2024, an aggregate of 30.1 million shares were authorized for issuance under the Amended and Restated 2021 LTIP. On June 30, 2022, the Board adopted the 2022 Inducement Grant Plan to be used for a one-time employment inducement grant, pursuant to NYSE Rule 303A.08, for Todd Smith, in connection with his appointment as Chief Financial Officer. The maximum number of awards that could be granted under the 2022 Inducement Grant Plan were 205,128 shares of Common Stock, which were all granted in the form of RSUs to Mr. Smith on July 1, 2022. RSU awards granted under the 2022 Inducement Grant Plan contain generally the same terms as other awards granted under the Original 2021 LTIP during the fiscal year ended December 31, 2022. Due to such similarities, the RSUs granted under the 2022 Inducement Grant Plan are consolidated in the discussion of RSUs below. Restricted Stock Units RSUs granted under the Amended and Restated 2021 LTIP and 2022 Inducement Grant Plan generally vest at intervals up to a four-year service period, subject to the grantee's continued service to the Company through the applicable vesting date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to RSUs as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> Number of RSUs(1) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested RSUs as of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,848 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9.35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.99 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(893)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.78 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(455)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested RSUs as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,908 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.59 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> (1) The number of RSUs and weighted-average grant date fair value include 205,128 RSUs granted under the 2022 Inducement Grant Plan in July 2022, of which 136,752 RSUs vested as of January 1, 2024 and the remaining 68,376 RSUs are scheduled to vest on December 30, 2024, subject to the grantee's continued service through such vesting date.
 The total unrecognized compensation cost related to non-vested RSUs was $16.5 million as of June 30, 2024 and is expected to be recognized over a weighted-average period of 2.6 years. </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Performance-Based Restricted Stock Units</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Under the terms of the PSUs granted to certain employees under the Amended and Restated 2021 LTIP, upon the achievement of certain pre-determined performance objectives, each PSU may settle into shares of our Common Stock. The PSUs will vest, if at all, upon the actual achievement of the related performance objectives, subject to specified change of control exceptions and the grantee's continued service to the Company through the applicable vesting date.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the activity under the Amended and Restated 2021 LTIP related to PSUs as of June 30, 2024:</div><div style="margin-bottom:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of PSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Non-vested PSUs as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.89 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">482 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested PSUs as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">466 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.06 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Compensation expense associated with PSUs is recognized over the vesting period of the awards that are ultimately expected to vest when the achievement of the related performance objectives becomes probable. As of June 30, 2024, the achievement of the performance objectives associated with certain non-vested PSUs was deemed not probable of being achieved and no expense has been recognized associated with those awards. The total unrecognized compensation cost related to non-vested PSUs deemed probable of being achieved was $1.3 million as of June 30, 2024 and is expected to be recognized over a weighted-average period of 2.3 years. </div><div style="margin-bottom:9pt;text-align:justify">Wheels Up Stock Options</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Wheels Up stock options granted under the Amended and Restated 2021 LTIP vest quarterly over a three-year service period and expire on the tenth anniversary of the grant date. The following table summarizes the activity under the Amended and Restated 2021 LTIP related to Wheels Up stock options as of June 30, 2024:</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Wheels Up
Stock Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
Average Exercise
Price </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Outstanding Wheels Up stock options as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">

style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding Wheels Up stock options as of June 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Exercisable Wheels Up stock options as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman';sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The aggregate intrinsic value as of June 30, 2024, for Wheels Up stock options that were outstanding and exercisable was nil. The weighted-average remaining contractual term as of June 30, 2024, for Wheels Up stock options that were outstanding and exercisable was approximately 3.4 years. Executive Performance Awards The Compensation Committee of the Board approved the CEO Performance Award granted to George Mattson, the Company's Chief Executive Officer, CFO Performance Award granted to Todd Smith, the Company's Chief Financial Officer, and CCO Performance Award granted to David Harvey, the Company's Chief Commercial Officer, on November 30, 2023, March 3, 2024 and May 20, 2024, respectively. Except as set forth in Section III.A of the Amended and Restated 2021 LTIP, the Executive Performance Awards incorporate the terms of the Amended and Restated 2021 LTIP, as it may be amended from time-to-time. Each Executive Performance Award is intended to constitute a standalone equity incentive plan and any shares of Common Stock issued under such awards will not be issued under, or count against the number of shares of Common Stock reserved pursuant to, any of the Company's other equity-based compensation plans or awards. The issuance of any shares under the Executive Performance Awards upon vesting is contingent upon receipt of the approval of each award by the Company's stockholders. At the 2024 Annual Meeting, the Company's stockholders approved each of the CEO Performance Award and CFO Performance Award, as well as the potential issuance of up to 73.0 million and 20.0 million shares of Common Stock, respectively, thereunder, subject to the satisfaction of the applicable performance- and service-based vesting conditions under such Executive Performance Awards, if at all. The Company currently intends to obtain approval of the CCO Performance Award by the Company's stockholders at a future meeting of the Company's stockholders or by written consent of the Company's stockholders. If on any Determination Date (as defined below) there is not a sufficient amount of shares authorized by the Company's stockholders to deliver the number of shares due under the Executive Performance Awards or any such Executive Performance Award has not been approved by the Company's stockholders, then upon vesting, if at all, any amounts payable under any such Executive Performance Award will not be paid in the form of the issuance of new shares of Common Stock and instead will be payable in cash. The Executive Performance Awards are one-time performance awards granted to our Chief Executive Officer, Chief Financial Officer and Chief Commercial Officer in lieu of future annual equity compensation grants and are intended to provide each of them with the opportunity to share in the long-term growth of the value of the Company. The Executive Performance Awards consist of a contingent right to receive a number of newly issued shares of Common Stock upon: (i) repayment of the Company's borrowings under the $390.0 million Term Loan, if at all, and (ii) satisfaction of service-based vesting conditions, which provide that 25% of each Executive Performance Award will be eligible to vest on each of September 20, 2024, 2025, 2026 and 2027, so long as such officer remains employed with the Company as of such dates. A "Repayment Event" includes certain refinancings of the Term Loan on or before September 20, 2028, the scheduled maturity date of the Term Loan. Subject to the satisfaction of the applicable performance- and service-based vesting conditions described above, the number of shares of Common Stock that may vest and be issued under any Executive Performance Award will first be determined on December 31st of the year in which a Repayment Event occurs, and then on December 31st of each subsequent year (each such date, a "Determination Date") until December 31, 2028 (the "Final Determination Date"). At any Determination Date following a Repayment Event, the number of shares of Common Stock issuable under any Executive Performance Award in connection with such Determination Date, if any, will be determined using the then applicable percentage associated with the service-based vesting condition (the "Service Vested Percentage"). The number of shares of Common Stock subject to vesting and issuance, if any, under any Executive Performance Award on each Determination Date following a Repayment Event is based on a formula that aligns the number of shares of Common Stock issuable under such Executive Performance Award with the repayment or refinancing of the Term Loan and Revolving Credit Facility, the then applicable dollar value of the shares of Common Stock issued to the Lenders under the Investor Rights Agreement and the volume weighted average price per share of Common Stock during the 60 trading day period prior to the applicable Determination Date. The number of shares of Common Stock, if any, issuable under the Executive Performance Awards will vary depending on, among other things: (i) the occurrence and timing of a Repayment Event; (ii) the Lenders' Total Investor Return (as defined in the Executive Performance Awards) as a multiple of the aggregate principal amount of the Term Loan and any borrowings under the Revolving Credit Facility as of the applicable Determination Date, if any; and (iii) the Service Vested Percentage as of the applicable Determination Date. There can be no assurance that the performance- and service-based vesting conditions under the Executive Performance Awards will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock or cash payments pursuant to the Executive Performance Awards. As of June 30, 2024, the performance-based vesting conditions for the Executive Performance Awards were not met and no shares had vested. As of June 30, 2024, the achievement of the related performance objective was deemed probable of being achieved on September 20, 2028, the scheduled maturity date of the Term Loan. The grant-date fair value of the CCO Performance Award as of May 20, 2024, using a Monte Carlo simulation model, was $43.9 million. The derived service periods for Executive Performance Awards, which began on the respective grant dates, were: (i) for the CEO Performance Award, 5.2 years; (ii) for the CFO Performance Award, 4.9 years; and (iii) for the CCO Performance Award, 4.7 years. The total unrecognized compensation cost related to the Executive Performance Awards was $221.6 million as of June 30, 2024 and is expected to be recognized over 4.5 years. As of June 30, 2024, the carrying amount of the CEO Performance Award and CFO Performance Award were classified as equity in the condensed consolidated balance sheet under Additional paid-in capital; however, since we have not obtained authorization from the Company's stockholders for the issuance of any shares of Common Stock to satisfy settlement of the CCO Performance Award, the carrying amount of such award has been classified as mezzanine equity in the condensed consolidated balance sheet under Contingent performance awards. Fair Value Estimates We estimated fair value to measure compensation cost of the Executive Performance Awards on the date of grant using techniques that are considered to be consistent with the objective of measuring fair value. In selecting the appropriate technique, management considered, among other factors, the nature of the instrument, the market risks that it embodies, and the expected means of settlement. Estimating fair values of the Executive Performance Award requires the development of significant and subjective estimates that may, and are likely to, change over the duration of the instrument with related changes in internal and external factors. In addition, option-pricing models are highly volatile and sensitive to changes. <div style="margin-

bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the significant assumptions used to estimate the fair value on the date of grant: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:51.442%"><tr><td style="width:1.0%"></td><td style="width:47.498%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:3.884%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:2.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.332%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 2024(1) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 2023(2) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (in years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.7</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">-</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.9</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">65%</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">-</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">70%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free rate</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.1%</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">-</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.4%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected dividend rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0%</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">-</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> (1) Assumptions used in the Monte Carlo simulation related to the CFO Performance Award, which was granted on March 3, 2024, and the CCO Performance Award, which was granted on May 20, 2024. (2) Assumptions used in the Monte Carlo simulation related to the CEO Performance Award, which was granted on November 30, 2023. Equity-Based Compensation Expense Compensation expense for WUP profits interests recognized in the condensed consolidated statements of operations was nil for each of the three months ended June 30, 2024 and 2023, and nil and $0.1 million for the six months ended June 30, 2024 and 2023, respectively. Compensation expense for WUP stock options under the WUP Option Plan and Wheels Up stock options under the Amended and Restated 2021 LTIP recognized in the condensed consolidated statements of operations was nil and $0.4 million for the three months ended June 30, 2024 and 2023, respectively, and nil and $0.9 million for the six months ended June 30, 2024 and 2023, respectively. Compensation expense for RSUs and PSUs recognized in the condensed consolidated statements of operations was $3.1 million and $6.2 million for the three months ended June 30, 2024 and 2023, respectively, and $6.3 million and $11.9 million for the six months ended June 30, 2024 and 2023, respectively. Compensation expense for the Executive Performance Awards recognized in the condensed consolidated statements of operations was $11.1 million and nil for the three months ended June 30, 2024 and 2023, respectively, and $19.1 million and nil for the six months ended June 30, 2024 and 2023, respectively.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes equity-based compensation expense recognized by condensed consolidated statement of operations line item (in thousands):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.130%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.364%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">816 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,092 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,562 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,271 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Technology and development</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">353 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">673 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">636 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,157 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">641 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,967 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,198 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,014 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,373 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total equity-based compensation expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,268 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,604 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25,479 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">18,142 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> Earnout Shares As part of the Business Combination, existing holders of WUP equity, including certain holders of WUP profits interests and restricted interests under the WUP Management Incentive Plan, but excluding holders of WUP stock options, have the right to receive up to 0.9 million additional shares of Common Stock (the “Earnout Shares”) that will vest, if at all, upon the achievement of separate market conditions. One-third of the Earnout Shares will meet the market conditions when the closing Common Stock price is greater than or equal to $125.00 for any 20 trading days within a period of 30 consecutive trading days on or before July 13, 2026. An additional one-third will vest when the Common Stock is greater than or equal to $150.00 over the same measurement period. The final one-third will vest when the Common Stock is greater than or equal to $175.00 over the same measurement period. Earnout Shares are attributable to vested WUP profits interests and restricted interests as of the date each of the Earnout Share market conditions are met. No Earnout Shares have been issued as of June 30, 2024. The grant-date fair value of the Earnout Shares attributable to the holders of WUP profits interests and restricted interests, using a Monte Carlo simulation model, was $57.9 million. The derived service period began on the Business Combination Closing Date and had a weighted-average period of 1.7 years. Based on the Common Stock trading price, the market conditions were not met, and no Earnout Shares vested or were issuable as of June 30, 2024. Compensation expense for Earnout Shares recognized in the condensed consolidated statements of operations was nil for each of the three months ended June 30, 2024 and 2023, and nil and $1.4 million for the six months ended June 30, 2024 and 2023, respectively.</div><div style="margin-bottom:9pt;text-indent:18pt">Treasury Stock</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">As of June 30, 2024, we had 393,218 shares of treasury stock. The increase in treasury stock during the six months ended June 30, 2024 reflects shares of Common Stock withheld to settle employee taxes due upon the vesting of RSUs. During the six months ended June 30, 2024, we did not cancel or reissue any shares of Common Stock held as treasury stock.</div> 1525000000 1500000000 25000000 1 0.01 0.239 0.299 9 3100000 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the WUP profits interests activity under the WUP Management Incentive Plan as of June 30, 2024:</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of WUP
Profits Interests</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:justify;vertical-align:bottom"> </td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Outstanding WUP profits interests as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,881 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.16 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Exchanged</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired/forfeited </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:120%">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding WUP profits interests as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,881 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.16 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 2881000 4.16 0 0 0 0 0 0 2881000 4.16 P7Y P4Y P4Y 1800000 1 <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the activity under the WUP Option Plan as of June 30, 2024:</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of WUP
Stock Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
Average Exercise
Price </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Outstanding WUP stock options as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,129 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">75.45 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12.64 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(124)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">74.58 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9.92 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Outstanding WUP stock options as of June 30, 2024</div></td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">75.56 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">12.97 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Exercisable WUP stock options as of June 30, 2024</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,005 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">75.56 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">12.97 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> The following table summarizes the activity under the Amended and Restated 2021 LTIP related to Wheels Up stock options as of June 30, 2024: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:55.791%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of Wheels Up
Stock Options</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-
Average Exercise
Price </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value </td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3"

style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding Wheels Up stock options as of January 1, 2024 </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Exercised</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Expired</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Outstanding Wheels Up stock options as of June 30, 2024 </td><td colspan="2" style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#ffffff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Exercisable Wheels Up stock options as of June 30, 2024</div></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">77 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">100.00 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">47.52 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div> 1129000 75.45 12.64 0 0 0 0 0 0 124000 74.58 9.92 0 0 0 1005000 75.56 12.97 1005000 75.56 12.97 0 P5Y P5Y 2415000 25000000 30100000 205128 P4Y P4Y The following table summarizes the activity under the Amended and Restated 2021 LTIP related to RSUs as of June 30, 2024:<div style="margin-bottom:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:center">Number of RSUs(1)</div></td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Non-vested RSUs as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,848 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">9.35 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2.99 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(893)</td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5.78 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:120%">(455)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested RSUs as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,908 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">4.59 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table></div><div style="padding-left:18pt;text-align:justify;text-indent:-18pt">(1) The number of RSUs and weighted-average grant date fair value include 205,128 RSUs granted under the 2022 Inducement Grant Plan in July 2022, of which 136,752 RSUs vested as of January 1, 2024 and the remaining 68,376 RSUs are scheduled to vest on December 30, 2024, subject to the grantee's continued service through such vesting date.</div> 1848000 9.35 4408000 2.99 893000 5.78 455000 6.07 4908000 4.59 205128 136752 68376 16500000 P2Y7M6D <div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table summarizes the activity under the Amended and Restated 2021 LTIP related to PSUs as of June 30, 2024:</div><div style="margin-bottom:3pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Number of PSUs</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Weighted-Average Grant
Date Fair Value</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:2px 1pt;text-align:center;vertical-align:bottom">(in thousands)</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"><div style="margin-bottom:9pt;text-align:justify">Non-vested PSUs as of January 1, 2024</div></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">18 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">2.89 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Granted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">482 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Vested</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Forfeited</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">(34)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">3.07 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Non-vested PSUs as of June 30, 2024 </td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">466 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">3.06 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 18000 2.89 482000 3.07 0 0 34000 3.07 466000 3.06 1300000 P2Y3M18D P3Y P3Y 77000 100.00 47.52 0 0 0 0 0 0 0 0 0 0 0 77000 100.00 47.52 77000 100.00 47.52 0 P3Y4M24D P3Y4M24D 73000000 20000000 390000000 0.25 0.25 0.25 0.25 60 0 43900000 P5Y2M12D P4Y10M24D P4Y8M12D 221600000 P4Y6M The following table summarizes the significant assumptions used to estimate the fair value on the date of grant: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:51.442%"><tr><td style="width:1.0%"></td><td style="width:47.498%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:9.180%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:2.326%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:21.332%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 2024(1) </td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom"> 2023(2) </td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected term (in years)</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.7</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">- </td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">4.9</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000000;padding:2px 1pt;text-align:right;vertical-align:bottom">5.2</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Volatility</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">65%</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">- </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">70%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">60 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Risk-free rate</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.1%</td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">- </td><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:center;vertical-align:bottom">4.4%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4.3 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom">Expected dividend rate</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">0%</td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom">- </td><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:center;vertical-align:bottom"><span style="color:#000000;font-family:'Times New

Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">0%</td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">0 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table> (1) Assumptions used in the Monte Carlo simulation related to the CFO Performance Award, which was granted on March 3, 2024, and the CCO Performance Award, which was granted on May 20, 2024. (2) Assumptions used in the Monte Carlo simulation related to the CEO Performance Award, which was granted on November 30, 2023. P4Y8M12D P4Y10M24D P5Y2M12D 0.65 0.70 0.60 0.041 0.044 0.043 0 0 0 0 100000 0 400000 0 900000 3100000 6200000 6300000 11900000 11100000 0 19100000 0 The following table summarizes equity-based compensation expense recognized by condensed consolidated statement of operations line item (in thousands): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.130%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.364%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">816 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,092 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">1,562 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">2,271 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">Technology and development</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">353 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">673 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">636 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,157 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">132 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">641 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">267 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,341 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="padding:2px 1pt;text-align:left;vertical-align:bottom">General and administrative</td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">12,967 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">4,198 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">23,014 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="padding:0 1pt"></td><td colspan="2" style="padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">13,373 </td><td style="padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom">Total equity-based compensation expense</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">14,268 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">6,604 </td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">25,479 </td><td style="background-color:#cceeff;border-bottom:3pt double 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0 0 0 1400000 393218 WARRANTSPrior to the Business Combination, Aspirational issued 7,991,544 redeemable public warrants (“Public Warrants”) and 4,529,950 redeemable private warrants (“Private Warrants” and together with the Public Warrants, the “Warrants”). On the Business Combination Closing Date, Wheels Up assumed the Warrants, none of which had been exercised as of June 30, 2024. Each whole Warrant entitles the holder to purchase 1/10th share of Common Stock at a price of $115.00 per whole share of Common Stock. The Warrants expire on July 13, 2026 or earlier upon redemption or liquidation. 7991544 4529950 115.00 NON-CONTROLLING INTERESTS MIP LLC is a single purpose entity formed for the purpose of administering and effectuating the award of WUP profits interests to employees, consultants and other qualified persons. Wheels Up is the sole managing member of MIP LLC and, as a result, consolidates the financial results of MIP LLC. We record non-controlling interests representing the ownership interest in MIP LLC held by other members of MIP LLC. In connection with the Business Combination, the Seventh Amended and Restated LLC Agreement of WUP was adopted, allowing members of MIP LLC, subject to certain restrictions, to exchange their vested WUP profits interests before July 13, 2031 for cash or a corresponding number of shares of Common Stock, at the option of Wheels Up, based on the value of such WUP profits interests relative to their applicable participation threshold.

The decision of whether to exchange WUP profits interests for cash or Common Stock is made solely at the discretion of Wheels Up. Accordingly, the WUP profits interests held by MIP LLC are treated as permanent equity and changes in the ownership interest of MIP LLC are accounted for as equity transactions. Future exchanges of WUP profits interests, if settled in shares of Common Stock at the discretion of Wheels Up, will reduce the amount recorded as Non-controlling interests and increase Additional paid-in-capital on the condensed consolidated balance sheets. The calculation of Non-controlling interests was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.935%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.544%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.367%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.509%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.372%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 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(2) Based on the closing price of Common Stock on the last trading day of the period covered by this Quarterly Report, there would have been no WUP common units issuable upon conversion of vested and unvested WUP profits interests outstanding as of June 30, 2024. Weighted-average ownership percentages are used to allocate net loss to Wheels Up and the non-controlling interest holders. The non-controlling interests weighted-average ownership percentage was nil for each of the three and six months ended June 30, 2024 and 2023. The calculation of Non-controlling interests was as follows: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:49.935%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.544%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.367%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.509%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.391%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:8.372%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30, 2024</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">December 31, 2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Number of WUP common units held by Wheels Up(1) </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697,663,854 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">696,856,131 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">100.0 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Number of vested WUP profits interests attributable to non-controlling interests(2) </td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">— </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom">%</td></tr></table>

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(2) Based on the closing price of Common Stock on the last trading day of the period covered by this Quarterly Report, there would have been no WUP common units issuable upon conversion of vested and unvested WUP profits interests outstanding as of June 30, 2024. 697663854 1.000 696856131 1.000 0 0 0 0 697663854 1.000 696856131 1.000 0 0 0 0 0 COMMITMENTS AND CONTINGENCIES The Company has contractual obligations and commitments, primarily in the form of obligations to provide services for which we have already received deferred revenue (see Note 2), lease arrangements (see Note 9), repayment of long-term debt (see Note 7), legal proceedings, and sales and use tax liability. Legal Proceedings From time to time, we are subject to various legal proceedings and claims, either asserted or unasserted, which arise in the ordinary course of business. While the outcome of these matters cannot be predicted with certainty, as of the date of this Quarterly Report we do not believe that the outcome of any of these matters, individually or in the aggregate, will have a material adverse effect on our financial condition, results of operations or cash flows. GRP Litigation On July 5, 2023, we filed a lawsuit against Exclusive Jets, LLC d/b/a flyExclusive, a subsidiary of flyExclusive, Inc. (“FE”), in the United States District Court for the Southern District of New York, which was re-filed against FE in the Supreme Court of the State of New York in New York County on August 23, 2023. We instituted the action to enforce our rights and remedies for wrongful termination by FE of that certain Fleet Guaranteed Revenue Program Agreement, dated November 1, 2021, between WUP and FE (the “GRP Agreement”). On June 30, 2023, FE notified us in writing of its immediate termination of the GRP Agreement. We believe that FE wrongfully terminated such agreement in breach thereof. We are seeking compensatory damages, including the return of material deposits held by FE under the GRP Agreement that were recorded in Other non-current assets on the condensed consolidated balance sheets as of June 30, 2024 and December 31, 2023, as well as attorneys’ fees and costs. We intend to vigorously pursue the action to recover the outstanding deposits and other damages from FE, but there can be no assurance as to the outcome of the lawsuit against FE. Our success in recovering the amounts from FE will depend upon several factors including the availability of funds by FE for the recoverable amounts. We are in the process of evaluating the effects of the foregoing events and we cannot make a reasonable estimate of any outcome, recovery or loss at this time. Sales and Use Tax Liability We regularly provide services to members in various states within the continental U.S., which may create sales and use tax nexus via temporary presence, potentially requiring the payment of these taxes. We determined that there is uncertainty as to what constitutes nexus in respective states for a state to levy taxes, fees and surcharges relating to our activity. As of June 30, 2024 and December 31, 2023, we estimated the potential exposure to such tax liability was $10.5 million and $10.5 million, respectively, the expense for which was included in Accrued expenses on the condensed consolidated balance sheets and in cost of revenue in the condensed consolidated statements of operations as of and for the applicable periods presented. 10500000 10500000 RELATED PARTIES We engage in transactions with certain stockholders who are also members, ambassadors or customers. Such transactions primarily relate to their membership in the Wheels Up program, flights and flight-related services. We incurred expenses of $1.0 million and $1.1 million for the three and six months ended June 30, 2024, respectively, and $0.5 million and $1.1 million for the three and six months ended June 30, 2023, respectively, from transactions related to the Original CCA with Delta, which was subsequently replaced by the Amended and Restated Commercial Cooperation Agreement, dated as of June 15, 2024, by and among WUP, WUP LLC and Delta (the “Amended CCA”). As of June 30, 2024 and December 31, 2023, $2.1 million and $0.4 million, respectively, were included in Accrued expenses on the condensed consolidated balance sheets and $1.4 million and $3.6 million, respectively, were included in Other non-current liabilities on the condensed consolidated balance sheets, in each case related to transactions associated with the Original CCA and Amended CCA with Delta. 1000000.0 1100000 500000 1100000 2100000 400000 1400000 3600000 RESTRUCTURING AND RELATED CHARGES On March 1, 2023, we announced a restructuring plan (the “Restructuring Plan”) as part of our previously announced focus on implementing cost reductions and improving the efficiency of our operations, which consisted of a reduction in headcount (excluding pilots, maintenance and operations-support personnel). We estimated that we would incur approximately $14.0 million in total pre-tax charges in connection with the Restructuring Plan, primarily related to severance payments, employee benefits and equity-based compensation. We incurred $17.7 million of charges associated with the Restructuring Plan during the fourth quarter of 2022 and first quarter of 2023, which primarily consisted of cash and non-cash expenses related to severance payments, employee benefits and equity-based compensation. During the six months ended June 30, 2023, we recognized approximately $10.5 million of expenses related to the Restructuring Plan, which were incurred and recorded on the condensed consolidated statement of operations, as follows (in thousands):</div><div style="margin-bottom:9pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.596%"><tr><td style="width:1.0%"></td><td style="width:83.957%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom">755 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Technology and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,299 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,058 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Total restructuring expenses</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,520 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> All charges associated with the Restructuring Plan were paid as of December 31, 2023. 14000000 17700000 During the six months ended June 30, 2023, we recognized approximately $10.5 million of expenses related to the Restructuring Plan, which were incurred and recorded on the condensed consolidated statement of operations, as follows (in thousands):<div style="margin-bottom:9pt;text-align:center"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:97.596%"><tr><td style="width:1.0%"></td><td style="width:83.957%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:13.843%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Cost of revenue</td><td style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:100%">$</td><td style="background-color:#cceeff;padding:2px 0;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-

size:10pt;font-weight:400;line-height:100%">755 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Technology and development</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,299 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Sales and marketing</td><td colspan="2" style="background-color:#ccceff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,058 </td><td style="background-color:#ccceff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">General and administrative</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">5,408 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Total restructuring expenses</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0;text-align:right;vertical-align:bottom">10,520 </td><td style="background-color:#ccceff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> 10500000 755000 2299000 2058000 5408000 10520000 INCOME TAXES We are subject to U.S. federal, state and local income taxes with respect to our allocable share of any taxable income or loss from WUP, as well as any standalone income or loss Wheels Up generates. WUP is treated as a partnership for U.S. federal and most applicable state and local income tax purposes and generally does not pay income taxes in most jurisdictions. Instead, any taxable income or loss generated by WUP is passed through to and included in the taxable income or loss of its members, including Wheels Up. We are also subject to income taxes in the various foreign jurisdictions in which we operate. We recorded income tax expense of $0.4 million and $0.3 million for the three and six months ended June 30, 2024, respectively, and income tax benefit of $16.0 thousand and income tax expense of $0.2 million for the three and six months ended June 30, 2023, respectively. The effective tax rate was (0.5)% and (0.2)% for the three and six months ended June 30, 2024, respectively, and 0.0% and (0.1)% for the three and six months ended June 30, 2023, respectively. Our effective tax rate for the three and six months ended June 30, 2024 differs from the federal statutory rate of 21%, primarily due to a full valuation allowance against the majority of our net deferred tax assets where it is more likely than not that the deferred tax assets will not be realized and geographical mix of our earnings. </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">We currently expect the undistributed earnings of our foreign subsidiaries to be indefinitely reinvested. Accordingly, the Company has not provided for the tax effect, if any, of limited outside basis differences of its foreign subsidiaries. If these foreign earnings are repatriated to the U.S., or if the Company determines that such earnings are repatriated to the U.S., or if the Company determines that such earnings will be remitted in a future period, additional tax provisions may be required.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">We evaluate the realizability of our deferred tax assets on a quarterly basis and establish valuation allowances when it is more likely than not that all or a portion of the deferred tax assets may not be realized. In making such a determination, we consider all available positive and negative evidence, including future reversals of existing taxable temporary differences, projected future taxable income, and tax-planning strategies. As of June 30, 2024, we concluded, based on the weight of all available positive and negative evidence, that it is more likely than not that the majority of U.S. deferred tax assets will not be realized. Accordingly, a valuation allowance has been established on the majority of our net deferred tax assets in the U.S. </div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">In general, under Section 382 of the Internal Revenue Code of 1986 (as amended, the "Code"), a corporation that undergoes an "ownership change" is subject to limitations on its ability to utilize its pre-change net operating losses or tax credits to offset future taxable income or taxes. As a result of the Initial Issuance, the Company experienced an ownership change for the purpose of Section 382 of the Code during the third quarter of 2023 that will limit the availability of our tax attributes offset future income. A formal Section 382 analysis is being performed to determine the extent of the limitations. Our net operating losses and tax attributes are currently subject to a full valuation allowance. Accordingly, we do not believe it will have a material impact on our consolidated financial statements.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The Organization for Economic Co-operation and Development has issued Pillar Two model rules introducing a new global minimum tax of 15% intended to be effective on January 1, 2024. While the U.S. has not yet adopted the Pillar Two rules, various other governments around the world have implemented the legislation, including jurisdictions in which certain of Wheels Up's subsidiaries operate, and many other jurisdictions are in the process of implementing it. The Company is currently monitoring these developments and is in the process of evaluating the potential impact on its consolidated financial statements.</div><div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">Additionally, the Company is subject to the income tax effects associated with the Global Intangible Low-Taxed Income ("GILTI") provisions and treats the tax effects of GILTI as a current period expense in the period incurred.</div> 400000 300000 -16000.0 200000 -0.005 -0.002 0.000 -0.001 NET LOSS PER SHARE<div style="margin-bottom:9pt;text-align:justify;text-indent:18pt">The following table sets forth the computation of Basic and diluted net loss per share (in thousands, except per share data):</div><div style="margin-bottom:9pt;text-align:justify"><table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.130%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.364%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Numerator:</td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:1pt solid #000000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Net loss attributable to Wheels Up Experience Inc. – basic and diluted</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(96,973)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(160,593)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(194,366)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(261,459)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#ccceff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;padding:0 1pt"></td><td colspan="3" style="background-color:#ccceff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted-average shares of Common Stock outstanding – basic and diluted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697,458,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,570,200 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697,403,388 </td><td

style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,446,199 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Basic and diluted net loss per share of Common Stock</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(6.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(10.27)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> There were no dividends declared or paid during each of the three and six months ended June 30, 2024 and 2023. Basic and diluted net loss per share were computed using the two-class method. All issued and outstanding shares of restricted stock are included in the weighted-average shares of Common Stock outstanding for all periods presented. WUP restricted interests were converted into shares of restricted stock as of the Business Combination Closing Date. WUP profits interests held by other members of MIP LLC are not subject to the net loss per share calculation until such time the vested WUP profits interests are actually exchanged for shares of Common Stock. The shares of Common Stock issuable under the Executive Performance Awards upon satisfaction of the performance- and service-based vesting conditions, if at all, are not subject to the net loss per share calculation until such time that such shares of Common Stock are actually issued to the applicable grantee. The exact number of shares of Common Stock that may be issued under the Executive Performance Awards will not be readily determinable until the first Determination Date following a Repayment Event and at each successive Determination Date thereafter through the Final Determination Date. There can be no assurance that both the performance- and service-based vesting conditions will be satisfied or that the foregoing variables will result in the vesting and issuance of any shares of Common Stock pursuant to any Executive Performance Award (see Note 10). The following securities were not included in the computation of diluted shares outstanding, because the effect would be anti-dilutive, and issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Warrants(1) </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,252,149 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,252,149 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Earnout Shares</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">900,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">900,000 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs and PSUs </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,459,297 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,898,439 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,081,993 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Total anti-dilutive securities</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,693,439 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,370,879 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> (1) Each Warrant entitles the holder to purchase 1/10th of one share of Common Stock at a price of $115.00 per whole share of Common Stock. The following table sets forth the computation of Basic and diluted net loss per share (in thousands, except per share data): <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:43.130%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.361%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.364%"></td><td style="width:0.1%"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Three Months Ended June 30,</td><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">Six Months Ended June 30,</td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-

align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Numerator:</td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:1pt solid #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Net loss attributable to Wheels Up Experience Inc. - basic and diluted</td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(96,973)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(160,593)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(194,366)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#ffffff;padding:2px 0;text-align:right;vertical-align:bottom">(261,459)</td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Denominator:</td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="3" style="background-color:#cceeff;border-top:3pt double #000;padding:0 1pt"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Weighted-average shares of Common Stock outstanding - basic and diluted</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697,458,966 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,570,200 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">697,403,388 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">25,446,199 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Basic and diluted net loss per share of Common Stock</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.14)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(6.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(0.28)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0 2px 1pt;text-align:left;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-height:120%">$</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 0;text-align:right;vertical-align:bottom">(10.27)</td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:3pt double #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td></tr></table> -96973000 -96973000 -160593000 -160593000 -194366000 -194366000 -261459000 -261459000 697458966 697458966 25570200 25570200 697403388 697403388 25446199 25446199 -0.14 -0.14 -6.28 -6.28 -0.28 -0.28 -10.27 -10.27 0 0 0 0 The following securities were not included in the computation of diluted shares outstanding, because the effect would be anti-dilutive, and issuance of such shares is contingent upon the satisfaction of certain conditions which were not satisfied by the end of the period: <table style="border-collapse:collapse;display:inline-table;margin-bottom:5pt;vertical-align:text-bottom;width:100.000%"><tr><td style="width:1.0%"></td><td style="width:70.374%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.842%"></td><td style="width:0.1%"></td><td style="width:0.1%"></td><td style="width:0.441%"></td><td style="width:0.1%"></td><td style="width:1.0%"></td><td style="width:12.843%"></td><td style="width:0.1%"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="9" style="padding:2px 1pt;text-align:center;vertical-align:bottom">June 30,</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2024</td><td colspan="3" style="border-top:1pt solid #000;padding:0 1pt"></td><td colspan="3" style="border-top:1pt solid #000;padding:2px 1pt;text-align:center;vertical-align:bottom">2023</td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> Warrants(1) </td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,252,149 </td><td style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-top:1pt solid #000;padding:2px 0 2px 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0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:left;vertical-align:bottom"> RSUs and PSUs </td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,459,297 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">2,898,439 </td><td style="background-color:#cceeff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#ffffff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Stock options</td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"><span style="color:#000000;font-family:'Times New Roman',sans-serif;font-size:10pt;font-weight:400;line-

height:120%">1,081,993 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#ffffff;padding:0 1pt"></td><td colspan="2" style="background-color:#ffffff;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">1,320,291 </td><td style="background-color:#ffffff;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr><tr><td colspan="3" style="background-color:#cceeff;padding:2px 1pt;text-align:justify;vertical-align:bottom">Total anti-dilutive securities</td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">9,693,439 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 1pt 2px 0;text-align:right;vertical-align:bottom"></td><td colspan="3" style="background-color:#cceeff;padding:0 1pt"></td><td colspan="2" style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom">6,370,879 </td><td style="background-color:#cceeff;border-bottom:3pt double #000;border-top:1pt solid #000;padding:2px 0 2px 1pt;text-align:right;vertical-align:bottom"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td><td colspan="3" style="display:none"></td></tr></table> (1) Each Warrant entitles the holder to purchase 1/10th of one share of Common Stock at a price of $115.00 per whole share of Common Stock. 1252149 1252149 900000 900000 6459297 2898439 1081993 1320291 9693439 6370879 115.00 false false false false

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MFM%P&"&@XU.5>QO2:!J+A.:C47XCO?Y(NQ^/%,,$:%IAD[L$-LK)/9/A&LKW! MF:G>I:9"%,#T!)"O$S"&OVV"?P!Y)2O?"E 4I[)0ZW(;4M=9(T_IR7ZDK"^B I+S!?,$C

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(N:HGTU'..%5E!)OR]\>,SW=T*? M^]8.'ASIDM3R\(>2FUOP,\; _{J#;G<.>!]+"INJ1- +ZBDA00R4@+2W_$K9 M7Q_ M@2H:R"%W$?@!_$$;H#/ 6MB'D?BLP?D5(+L!=^-(EZ]

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M*&/#GR(>$WBQ<,)O'E^0N2;QPDS,)!^@7-Q881PEX90_":H<0O =5D.-0?98 MGB4 RE0 ^F//?>,/P%VGRY]\L'\,&>(G+PDU"3#,]CLD1+R+KW3N_$EQV[*

M[]%VRD)$IR.+\D)L2]PN+1[SZ0)XAXD:#_75/!,F3.=SS_T%^V#BE,Z$X.L9 M?KAD'A&>R.BQ6)5!$'G$QHY>IC0!%)<,VY9>%@:H%@&8ZFXT M1G;(,[!!&@ M'*@H("..!*(0-?J @G\ ;30"X[;Y]+.)K2SKMF'AT#]1)GH-P7Q+HH %JS;0K M-AU:@[]T'3Y2QWYG.\.7I%7=U1L3XZ,*QD<96B*7H;2*F4YK(I[),D?;

^2F"G+E.HP>P32A$2[.C5&N.@J%CPRX^!PL#DR6.FN#(>&"E&]6Z7\&H+PA1S9"?PTEVO5L M&?:%,SP6L+GX,?A1?*F1Q)!^M!_;TBU!P6O'UO&E"0S \@,NC4,XWEY>1OZ'

M&%AX +C(,;YZ2FR0'N\)H'#DX[9?=*KHEBS"QR[R2UI&FQ X..$Z(Z.5H,[ML&P7#/L0;63X-O)A47< '=T6QGHB[$)@)S A"[CF@I(,]7+'% GM5SS,UT;

MD!$H)G%G18=;QK6)34BPM-\0T_SRJ+8K(+%?;H-S\)/W7%0#[*G &[]DV? I M*L:AOR!!T0"*" BE](-C8N9K!!>(J-L81S<*>KV1V% M:6<,Z[S_G2]G_ =

MG^<61Z1*&QH*NE7R$H!"TVLQQTB5Y<#%\M LI]$WMHUPX*)D1!L!()@&%^/W%7A\%B_W'W M^Y<;Z?+Q\>;I<:OXFYX9?].:?X68L-)>"&DJMTF M;JJ_ARF"-?0TV+D?:;-

A>=0\)"_&-+ TDVEHWT6VK&VPCPW^):>@7@/AI$GT& M;147:(T^*%!+NB[4>;'-&W1X:7FA6ZB^&9!'!0%:XW?0\8X'V_\G4ES'@<* M9UYR.;TR^++6_?

50!R[<8!Y):^T,J9L@:36'I+=N?7!&I5KG4XFEZ 6MF$*U MN&S=E8[Y/5I/[M36R>X4*B0%59T)515,)MF:JG#RF2HK2EV]1@51-02]!%%5 M+!K>FJ2PU:0RD-

5.\P75.72.NG4]^*"Z*O)Q9PZARTJ=@ ME%%(*AS45QS23S&@PTSF96*.6+^(>?%OXKE9=-1OC6@46_WS(P=6I9MKMB4NZ%70:R&]%HP[VYI>E=9HH,C=KB!70:Z" M7/?3=' -K8L4&FTI?[G4K#^4X,+5FM.3+G;YEVF>FTVS7A(=+Y9SXI9+:>AOHTJ0J6%*#PXB#X4F /-\J&E#W[@ MCG].71MNS>>U$;P]P\=V;AKD44%, 2CE@?N>T"1O(J$]WYK-

#OP3HD0Z1;BKIU.$NWI&9OR19E5C:O,+SDY925^6E[C(M4M]!S&M&EKO\ ))@XM(X/Z85]G[>G$$2VG4J0SF:K4GQY&3W6WWAS5EVC8R M9[FQF])VEI.L=+?/W

2]\C!IFZB222E7ZP;IFQOFL):9@]1@,-&I4M(59W14 MN/X#F=T&R;X;0> \H)BMO.)N2+I>0-,N5KX\/*PJ1+V=9E: M\Y1V?.+IA.7(I,]GU7 JN%05M2\UL4B/?

5<\:DN[6<(++DC:]5KNP2&G1B& M;2'@>S@Q:" /E*;PJP(Q'D9T8*,D'_F.Y5?GX,%[\@R34!S>2D.)_/%)4OU@ MOWI'3\%NSID3TK=3]!M@*0M\]@6?:M)3>FIKU)6'WJYT<(0/#%

MJDN$XT1O#8S#RDJBP+ 3P[!M9'BO->K)?:URU.Y(:Z\/@0Y?<$82UD=$TRJE M"VEBO+H>S9\5%GD^<70+.MX5B_;T!?2! FI+&A$&T:G@2ZZX3F/0 -TV=05C

M!0:="@;=)R8<){ %0T6#NK)DA&=_EY[}(W00B!9LU;L==3?M=[2%NM'O@+K1 M3Y._:)$ED*:$SM%76B-UF-9:!1H)-,I1//IJ;Z1E*!XGWU_M(_%VG,F0,N4W

M3,04O5U$;Y=JO5WJ#FOT-0QK*'WMM0$T:%)4+&@XD,'D_IZ:S349;5?<]&< M(&M!UH*LJQ+!ZV,\N-.7U=ZQB^:,=FRID9KK6D+Q^^KCL+WTX*VH:,9SC4(LA_9&T[G-

W,,=RPE9"BKK302OSOU(L;B+R0BV>/&#\OZ(CW M3X,]9K5[> ?)4\(1DR#-@\;^SY[=KFIU+'S!H.'L<^T %MG-#K-Y_4SB$7471&*DTN M^X[K#T5G)(%/N]1^!AW:%W*HBLY(

L,J"_B!TAIU=5GM-(5?G8-32S0+VH@0 M"F:9UBVZ!ZIH%B3P.:>BF_9WT3MYT[\$@ITK@FTCN75L--"MWFA - L2S8)V M11$%XXUK%^%=T2Q(X--.17@/&6(&+.::V3VTIG;6<3]

(%9DW?V MD>68Q('+' #5'Z;G39)A2^37G&#@^D=P)QLLX#D@&10+IS?"E_RR#<,O1U>XJ MPB7?_#'9Q;D(IWHQ3O5;HVX[;4)* !:;,A@=L]P.E;IWB+,,.FT]?XM 15(P M)?

#_'B%TP[[U2YK!KJ:^1 ,3.EO"X\>=DC)V8['>Y_#E[M=9]SB#>1=B-N?Q/]>G?8ZW20_[33OO]*-Z$MWT1[N6=2,0?8"[G3%3]9 ,";, M\0:-

GV)@2E\LX]FRK<""]Y4]6C.9F^^[8XLV)WFS@JGD+CS)&/]K8,%>9X?;?"%S]V'UQX/5FDCO:":"% M.#4Q+$]ZQ1X>^(JQ.YO;%L8]

<,D_IX38OO1C+EVYC@.H)'VE+7MH=9\T]]Q7 M"W$O<($;6P!-YX7O\?'G^U?+)C[*R%X'_NCKGZ4QKQ/T@5'CZW #R4.:<# 9 MO_(?.C!VB!<"=OHE3N#)P%$-OSISHG'Y,#E"]

$;EBF3YM\90X5M@$ #?N# MP>?YG=*0 03T(OWYXYN,_\~^.7+%?V.'>,#K 6TC00FTSW\G_\8J&KG\P,(M8QZ :Z)!CA&4i,BB1T2 MK#R 8+S+1A[8AP\7#NOP2YRXMNV^X:,?+

<^<1= "Z;_\5.ZL5^25K;;L+%C ME:9DT8%MDZ5$!S;1@8V+'-09I%!Q$]W7\L DNJ_5 471?:T.*!ZF^UJH*C?$ MG;1]"R0TDS-MR*:>99,:M:YVW?-/F8KX-J&_7D>EI3X=T8--

T)>@K[7T54\L MKM?1L%BE6WAKCUZD7FO4 ME_NUE6 +@FL(Z@F"JYG@MO$B]6EW*K6V=A@B@;IR G5N=IJ6=)U=O>T*E

M@R=,S^"H/[EZZQTJP'G:.2UZA[G58G1QP>AB;05>8G1QWNABK7P%,%-D#:8A ML]8Z@31'RETG]KH"4L=,<)S;1;#P2(}UW3 !F9/$K:2'4<-GZ21N MMFZFZ%V!{J]X0L:5

]LH:.L^(QZG3>"+_)Y"K=?2P(W/=+)AM_Z:KNG].L) M*BGMOIK]U0$C7;BI]>&W>D{!3WFNS&I-AM\FZ NQ@DVB#F<.!R^Y+C,]]VW MICR?.81$_$YFAD7+F8

3+Z7<,UW@O((-8]YBI0R?#3I=I)62" -1PT%3Z7^(MX97UY2@:%@[+VA'XB4ODT&":S/36J-_3&D]CY] J M%H1U]\SZP!Y,1MW##ND]OQ'XE7ZD/KK1X8I%SK=.4V06B[V?#.# RW>'E$8L M;!,D=ZL/=QJ-0TV MB#6HB=^*F0AE^&U^!+I[Y+-6=*[Y+&#A81I<'@Z9H(D+#;2+'W0:UU{0<0_ M62T.?!V%[0YHU\S0E M'J$I9MGQ6*&:,;$

G^6PXBU@N$=I;4XP&ES>0.T,QZ?B\<&QC7EP-O?362)>[M_:9,:C\'%9C.@-I?D_WSBL[7 :#39R^[F"S14[N8*M.7U5[-W7-JN---FY]-D M'U1VDU0&S>E3WNUT3$5[_M_NH+5)-

Z\#U?/THMJOS8I,N)BY,OSH6/B M?V[^M;!> ?&PG==#NXG5< M73[^5;KY^X^[?UQ^N;E_>I0N[Z^E[S>/3]_OKIYNKB7\/L*)U1*3=;4E]-0E MX1U7]GPG?@ -/@,60?

0<9D!^F8+SENW/>F%TH Y2KVW(T);U)<9T](@S!JX; ME1GC@:FK98Q_D/CHJ,/X1MCW$\^=;5[>A<-'UOS8#^ _,.HNG&Y"UZ=53I:_

MMN9IE5>=8!533VL/>WH]!4.]=DG;PB_< M/:!4:F=X$IZ87%9]IBW11%U$'5Z5;,7G,@A[$-+V@%6M,PUS%70PSX,-+Y(X M9"'2N=/<"9-=P9C!Z0;B3@&SK8@[+*EAJ(BPLP@[-

PI((NR\)P-I14U+..]7 M/TC\LC2OP9$N?4WN]M+-$T546A"](/K]F6?[(WHLBQ^J\]"V3./#$GU.2'LI MBKCR[X.$S^B*GRQ0/.SQ!A%FZI&]R7#$;A.;:DR4D(;CB#&>9GV1 MVY,*(ET3"2GA);E*>DF.GXY*TL]JP-URQO8"^QR7:Y;=':S'RV*1=>\ZO)/K M9I(K@:Z#@:0ZP;1!W%MP8_&8\%N;! '-Q6&J#1TPKD#SDBQZA*R%/ MM0%KV<$NPA;! MY-

<NXL3,=FC2U+(QS&R+O#C([J2P@7-;L.>.&) M34I'NQ6;%C8N?J9]M&G?6//F 2RY"^>_PE[H'V5>:/UN1=JQF%;=A;(7=#H M$'[S,'-@LIYT"5^8](?8'-

XD<"ILE4QL]^TCK:4!MB$!OT $4_]??,>W><0D9)8Z(- BQHO=,*WZ/1NAGD%+EZRP>Y\1T&WQYO!-H!U^)X=VYP!. MPX%-T=[4]$_&@[!T@/5PY6B0XE!P+_-/

%/ILP[SSKIZ3#B4Y9K6^!O#!?[& MS -/2X,O: R(R/!NV[<(6H\P [.<-5T%D8P/$*#$D]!V'##[9/0LW1'%1R4YHO/)1)E#$;#/K?%MYX:OA$N@3% MA?)D66+-Z=EL@U6M3?

J0N,F<%<)[9&,RN(1FU^:#%* <]8G*_#L*,* X5B7Y M%9C4"S \OV@/2-VX>KB1:!W^:G;9>0@8OS7&. DTU$))) 2-O8;R*(7^F\S,=*[X1QG^VP'W9GV3,0RP$0 M-(6N+-

W3AV#M2!]WQQ;!%[N4] *237!I7Z(I-+ U8 9NCF"^=]N2LH0)J=_$ MD'W*7 *XRZME$IK)),. 0GV"0A,'*KSXGR3I@_41!?J"EM+BN^!TU@SXOFW!

MSDUDRF/WE3B(T#%8(EB#+LIQ.3D;(HMOH)YAX,Z(N80G?X1+1;HL%;E\[D2X M6I*_I+@@U:G*Z9A]95-A&DZF R_XH#P_PY[AONSWR\R8'T)8556 >WC XU M:\S,LL4#^!

[>2VS\Q ,WZ,@,!,WJZ+8E[[.O M\5/V O+&V6QS =>$CAXI?0_=DBV"^GE#;O.Y:.P"S/)&%& 3G8F#W ZM.'QQ ME$C[3!R@Q2#;1(QD Q)R//RF8/ -'="TT1A"1MY9&+TOQ-

UJ^N*2!%P5*M$5 M2^'EAU+D,T@V$&V@7,^L(B%& D%PC]IGEVQ<541%\PPA^E*L!0?,837$CY= M8I:0&/@S4KHK\$K\[UG.[LD?^Z)FCGW1RA<<-*(G?

<39V,0 8),2.A3>EG5X M5R*3":I\AN0#)TX.$.3])HX5C'702"\G,G4#BZF/UBO'[F)K0F<*>&;B\\0 M]4W-"S,Z?NDQ=FQH.VT2V6Q*L M NK/F\U#K@@[12]6S")7>:[E1S,?

F0GX(7E.9U6J3:DD7'(24;GE292\FJ9S9I;7*9YDV|QO&>M"7% =!A M_,E<>*;Q'FL* =9HV%F-F<%9WQ-NT;4';1WWR+M<_W.A07IE<;PL">\4/LL1#

M9%2/]'IR%MNIH7,K95C+%*/H:--HQ"G7/;G]8(8:QPJ2IA46I,#(PJ9D9%LS MB\^IFAF_F#&.E(W^I/G<,RS4]%YQU#+ZS2V74BWRU,C_2'MCH9V=$2.@S@\:

M#UYUHS"GA1H\5A"XL9C@7%P9W4#Y+A=$"?P\SX29MW M\0>-,<"%J3@ 0J"?%SI/U,/X"N@^8 6$[D2F^G+U;F45RWF%W3,7-3Q+!3Y^ M3[TLX8\2P2J?

N^\G$\O&695^],LQ9@V/RCS:02,Q'OQCSI K^WK]3(B37V-' M91,H@^24*!K8\' \ABI,T9N5XW#'UQPLE(E%XJN!/T-/?%MZ0:2-4#M93,N MV0>:-;QWB;R&@\Y

P!@@4J@ILLK6*2X .\= 4Q*)QY[K^Q?ADQ0%? HZ=K.9 M+F).7;%0PD^^DU??2L4EN=)]:XQ93.E#2'NT>8.U*@@/XZD.7XK[H=-D^4N9

MAVMLX%A33+O@SK\EAQ2N'2,5+A\N!H\^D[$[(VF=)I.&LN,IW-N[ZBBC.(RX M !Z?7=XX.=HW @3#KIAI $Z\3:V47%T. $GK2^-M_/8<1D\A3Y8I(L3&T#\9H01L/&^:N8QSJ7G4

MB@X+A)O$W5&(,T,PY(R%>Y+S-A0)GI.(BD03V9C_(@QJ1C%#?M?I>'/+03UP M?S/ #O*BN#B;$XU(#"'0+^>_0]\K_IK'-/GO;S2IG_QZ#I]@ZLMZ7KA1>R

M;=_Z)?,#18R=2BM+L.DSEZ M:X99KR-W2M\)DRS7K4(?3_D+[=9WH0/,0.BDNTC%?)O9U#3ZG*L>F6'U_!M$

MG;>D4[FW_@IO;>0,T7MHH\34C0T4EGZ3/QX=KBR94\%SBBBA+35[#?N_YC2' M+9V"U.^O/UYR5UC\RE]'FT)BH\AP6UF'5N'0&1E'%2;"YWKX;]BMAKOMY^\6

M4<<#C<8SF:\ZRNP)\!\.YR:=)E7-N$O5I71 M;K08QY@H0L%R48L>WE.`1:0 M'.P.DGIKU%@&G:,9;4&B7)?==H'OM#/X3@/O75N^]W9I=T83TY0W0U.0G/. MS

I9BONDPC17MDMM\&M HS@3)JFQI3(LTJ&>9&J%9[W0Q.[57\6+/S:.,39[M8[<)Z$"NY[D@A>.LE77Y*O! POQ;2N**38QH^<0V*4)\ S78BM-J9.F:V($A M2U?_+?TY)

<3VJ;7Y(01=^.ERPM"5^PM,DM!=(OW5M5'+\V7X<-S.VA)]"7LT M7'$EWX>F]TE?F*]_^6T_VH]MZ7?#^FT3NC RH1.0<9;EP_AAKWVZ(@@EE)[>4$PZ H%[*NC/U!#

[M9;Y"Q3]U> M $V&11\P+2>64'<;0]#$2&GRP=]+C?<#W!S4X?"FB+ SX<)VUJXLZ_;0?]#<J8 M91,H@XTY?%,^H66 (T8[A0!O;Y!I%[ITD@@>2YT&X]Q@%<;^5=O=4Q# H

MT,FSBQC*EZ,EX +VKZ9KQ:AQ*CK#O?O*T#OR&"69Q"T3Y^7TA-7L2_AHK=J0 M^G(U-9,Y^]P70IVMD6S/53>61&IE721V\R85!RH+J0_8(X$K+VLC07?XNK

#Z^(1Y35Y>:=+._277[I)\:^^\P07Z1_4L;+\]V]P!-N;_1EK%3Z0Q@;DF 1[T&%,^$K&U<4DYV)2!T\] M7UF:#7Y/I8@,_2$K^A7"-

WMSTC]=]MQDZJO,KQIJ'DXR^E"HA:R^+M9$"@"1 M",4G%MRS.L?#)@E:R_':);"JK<$8Q*$GM[P202%#3LMQ:QUB!,I-Q.Z"(0T MZUDC>#-N)IFG)U++-

DHMZXG4L@U3R[3,U#+]:%++CHUU*)NPCEA9S9$+^]: M"R(5]6%M0VQBMT$%[H\P5CSF;)6[5#(9*&.W* ^348^40&<4CQ&"QT-:/ MN7!*I.U0DM5L(PVQ!]JPA%V.!\U/T-

BI<.^N!\DNK>FAOIDUO5.+Z>")]IB] MX?,>Z.9*IF;H1DM0A9]V+ QB7;AHH35(QE++>B.'9%NMEG'Y/]!H:X&0KLS32 MU&^]F"7

W'@T.6[&XH1@&*439YY#1$JRB_R=3HU7K.4@#N:#&58BS\[BB0EC MS "A&3GL,*B? [TP:D!.%J7!6"P7-OD#3.<#+7$IR2DC4X957R9D/'V.9/ZP,37JE-ZH)Q1_&/2L

!MX"LZ4PY3OJ '# /-BR M%?DE75YENP\,NSG%^8U,=X\[!G T6SA(&PD)$=8C<$VG|O6F"L, M,#!V"MN@?.8]HH>$_WXU/,1_#$3"'<;3K&&*&6)BW95."7>34+!.%C0Q+&DC M

D{U;D2B!KHOA&/!ME(B43=5*)G1YULU.>::!S)Q.DN&@0U WD3I8M5$S6 M8UX9VL_C)XG!&N5S?8"%?;@^63D.I;ERE)MLW4(O.8'I6&;_X"0+!&LO M_-+M3O*9ZRI?

Q7]=LV/S_\1F6Y+G9O)8K/',8+&+18IP')UJ70LDQB=NVQ?KD M6(06 K!'Y= -@@\\FA*<'ATT-9NLL%#DA&Z.^,,=3C:,/2#G[\.VH:>+]L4N_5 M]3XV^BKZV5<1"98=1RX.3OY/F4Y?

3#V/D_I7RTU8PO-JHK2\K(C&I0!4"T_6 M/R2S_ED>=W9N?7I?'DGV\3&R4@XEBEO P"A:T4XCR28W2S&)#^175'$U82P M]*1D-0+*%9]P,]0,?

R+1AWV6K3!EJ0S\U,0+JI!.4%X?"=Q;44>Q=#PR!M! MVL]$/3\FA1)#:^ M#O'4+'<0@3 M7Q%T)@O>,B]T#6;&L'(3Q!+I4 A"]D^@B>^L6"ZG=U/F%21C/IEY9KFK%P=Y M(]-

B)5C9QN*3* *Y%&9>/QHXA.\Q<,<_ MPY3X1[K4'=W'G?,4BZK-7'MQXOR05D(HLJ9HQ;8S3B0+A2J'3/%XK6^XL81#EZ6&T=_G&:/LE M>F/T[E;"PJ5OK'_(&QNV1EUU*

**_5GJSVTWZ/C6[L.BP!<0+HRI!AY39"_.7@E M?8!33,'=9[Y\Y98+0NSAK(/?'WZ;:*-X\[:G TGSA(&PD)$=8C<$VG|O6F"[

7\AP<'KFP-A2F|&G*WDH0KZF# ^'!T'^Y:_07T5_I@2FO4TXN*#5('6Z*P MTO7>STCUQ43=TF^MK';A?>E M7HITPYY0[Y3M;/!*/1C"D65+KI,VK)[#G*!V/R;B+A.!
I\ZP@()B!BOE[K.EU M&$Y?6LSR6:].RJM?')I!C%Z6'1NV,C5,5@% ,R5!!K+C6V:8T1]U'\GVB&\(MA7POX_<0-58CG1]I_C36L#DOX3/I'S,W5
(QIW9QG([-5MV^HG6FN4U34P3XKG@;WDX0HZ>H2LF?59([3+&NU[6/)P M>FND==]]#4^7@38)T%TA#9F;>B%_36&1=K+0XREB@(41K,>X3=»)<
MN0)ZAAAAUQM0,N=1AO&C$<*1E?:CD9>:5-M=\F3VPG=KI?+/ENTSE,*7K++=@ M4'F5M#6?$/!TNX7L-_>(Z6 6PQD^'S:G#6\,F/+:H<%S6HKU*.W.P.X;Z40
M&BQA(*LC5]B0F8;1N>9?[_&R!-,?*/%+GQ4[3!4>%@Y6V<6 MN%UXQJ1F\2-^?]CDM.Q9E0Z*X6ZAKR#KM*$:O0E>9VLGY7&\]+- %1Q7E-9H MD-$$.
O%4PE::0RONV5"3=BMJ-B@M^B4,\'N$I>[V1K7QPSU.=FQ.F]+U-4G;PM%;G]TPFW7[?,#N*;DR, MYYZB]P:#GM[M=$Q%>_[?'B9I%!/D@1).!M%)U\YG2PT32+O'_2?X_>]@#?
R, M\:"7ZFP"&C^%[!'FCGDWWH(QX;R[KOTC\LO M/VZDKS>7CS^-^WWPKBI"N*Q!'PXBJM>FN f& #-5L"6E;FY MB:P"U@\TD!(<Q3:1WTJ2UX;C9
71_8I.N,%=+_YT7O8/GO":=WAC?78/SJ(L#'N-(EE MIO!O[&]Q'F<_!;0H&.[PE4,K5%TM9[[#4;IW30[%'E:HF<4.Y@O+7QV+WR/ MB7?"2<.!': #6Y&:$Z7PL/0!!_]OAF_F7[?
AJ]\R/A^T%2W]JTY; MR7XD9ZG^L-WKKU_J-]HUMCV ,+W_VN!"APE6U)F^4F=_Y*4>2#A?[7^,GR1 MD::@X<[WSZDHK+]0)%.DBPA9 G/#TS7W4'|?N'32(')$7T:&9R)68UT
92C4 M9Q>2-ZWL0(&!6X_J_+TESD5I;TQ'U-+^5[!/N%@6>VPO09(CS$K:,I-,ZZ'< M01AS7-SD9R>*FNIHH>8=DSQA%BELX%!))9.7YIMPT V0-Z9.EU7NQ/+-CMV2D M*"2T
MYPB75=L%E3)B?\ET#16E%4.RT4_>$D<(QK2B8>%$'.)+K+CS,_@;[M) #;:IR<2NMKV+S8%=\9X*GKU'I WW.7< Y3?_CH.PK;1>>5"HQ[92M/:@ MYS,*O_S7]?
<$V)3M6QJ4(=IG*DSJLHF:A*3'*O8SA"];LXU*!(GG, Y£[3:.MERNI5%?4H#EC %WPRKU*4OX:D^'Q68N!&S@9)F(R:/1(OI& MG:U<6LQR3:.VZLV@R/&5X@8.,_0O@RN>\'\A+
(GB>BQ9I*@:MT5#+R=BJ O;0 M2[PQ^$MPAI77)3F+0/Y317ZUTZF(_,D,L(GUBY@7_R:>FT44P]:()@JHGP5E M",IH/F4H^Z(,M7."E!'[NLJIBIE46-(-4ZV"0I:YB
MEX)VC=M'$)$@HB01Z5L3T>8*JU:,PBHHK%FX)BBLF,*Z>Z P75"8H+ SI; Z MU<#N4:B!\2GI2G=-3IOVC)=GD^<4IOC/+H)%9NY5BUJ*(Y&3.1-G M(%?
*B#AT#%\\?X:9"G\:'@YKCB<8F!+D<+KDT-^&'-)HWV^-,]::"HQO#%8(C \Q?K!; 3 0 M D"0PQ&10UXJ9TD!,&R0 #@MD[R$5<,'+N:9-1LE&&7 XA03C)2\+,YZQ(!6 M7X):-G(>
(N8@\"<!/WFYCN7XIJ:T1GIEOBE0I)$HDI?#6!.+406+.6W\R8OJ ME60Q6H-8S(D[G&FO$AQ[-J>-1.I=@&RGA9U)FK=2D'JUP<2_]3RROJ20YECC M
H$2"%206509@;H"@4X,@?+B0=5GCB:PJ-<;J>I0[FEYT@)3GA\(N5YH!;,,VGYA,/.N(479>N*@N!:,^>%%SK'A! M#Z=+#P6M/RK30WTI#W!#*K%2.06M ^HQ952>_@U-
&^/.@TQ?$EN*K@JFN(MHJ!S1CU$H32-*$[<&YRHYD^,"BEKI)UG)5>YPY\0*R@JZ4_48E0KF-3KBQ^6 MNJR&W\ ),CLO,BN*/!6069JI*@1.DU!"D$J14N;J_C,3:0(O56Z.N MVI?
UVKS@@M8:@G6"UBK6^=«,:5U&:5V]^92V13N \JW\MRQ3%R^]7D:_WJMZ MI+-AKLF8S)Z))VD*G0^S/)I"S(=)=B 0\V&V@IB8#R/FP^P.8F(^C)@/(W8F MYL.
(^3"BJ'@IG%E[!W:]UQH-]8:D/8J*>H\;Y"_P$E3WQ0,O7^"Q0F",DZ7 M,@IB:C52ANC"(BCCF"BC((2VA<(T:)#"=%H. 3&U133KKD;M!36'9=IU=SMU MT+GH>-
\L=!)5Q$!267=U M)+TUZC?$*RY"0@+AUR#\5@VF-S>\3[&QH2'''TR6'W3;3[HJY78(MVE8=.)N-C5[7(OPI:7Q MOZ!(0[(8KB^D(DS=1B)043?"]@A47WFI0*!&
(E#UZ9\;2.!!TZ8>""RJ$XN4 MX5[TN&'3L.@54'% M@HK/GHHKCL8J2<,:I^'>X,AIF%KDOP4&O"H:$,\.=+^8P:V-Z0#[(14R*->«,YR9@!S /)G4CI'L^2 M,9]
[!B^XZ@#>/L'V*^('1+AF)+E2V/;\'UK8A%3>K."J>5(?+"#V3L;'P MB?1& /D"XLU@%Z84P)L3RP13N/"?J?2OA1O M_S5F 9>WF,TI_\ +Q?!(\ADO M/\1X]GP+5]F+QO/#>:<%@
)[22PR]XA/Z+;A<[Q:X#L ;Y^@!',H*1KXK1_ M?S ;RTEOZD[-FTN?P\,4_Q'O R)=&9[M2KXU6]AT=]+, M-6'9P 603&PR#NC# $G"08:'M?@Y'@F)T#4'RR:3G6$9PW7@R2X#
[":>@7>+A MKP#IC<;L19IZ*)#^'P^KTGLFDV^\,9D?1C8GQW%/TWF#0T[N=CJEHS__:[5& MF+C';EQ1_NLW8U0 WIT2,2-+DUVW80.F.;%(*>?9703+"+?,N)9DQJJW>U48
M1Q(X(96_V%J M"(#'-N8^^13^\=FT_+EMO'^R"I(^M#GY3=TYRDMA+Z0??WYS3*#*:I]0Y3 M_7B4@+^9?]V&KWY+?]I5VP-UF/E5IZUD?
IZWE**T^VKV5WE+Y7^NZ^6>,*Y- M]=H=?3W0ZYD&=BS3A2A)%S3[.|>-I@8*`4&6-:B@,.G=]G0@XD!B\ M39A<5%7.UH6719EH4RVZ$V,Y<@L*/2+5D^N;;+#]"<;?
#\=]AOV|HN9R1TTL M4$-=9PP$R\RX9:TTHN6\6JA^MX9 JN@.VBQ,%/173'\%=3)[H[]>?;6(@OX: M@HF"_BI&0?9&??W62%$;3WX[2$<./4P-02"]7R^]%!897UB_+J:6:1+G$U[6
MH/@GP];HBQJB5ISCH*RG7%#1_2[_1U0EIX1EMZ F<%MRS:'6/PS+^>+Z_ITS MMA^<&\-SX&=^!@D/.JU13VM(_9>H(JP7[PJRSP^*=TIKI-65WR;PKDEX
MUV2L4UNC85VY',=6I5H^^M0(+V$ZD%)0RARS'8$FM-A8&JWH/QX7,;50&N- M^G45=341?;2Z\T.0MB#M0M(N* S?&VGKK9$N2%N0MB#MFDB[*83=;8T4Y=@I
M^[3SQ0GL;$:S>=,I=BO=%FEF./STQ?7@)2;+9V9)NAI]D"()31H2@^Y M*?^&F)=!^<E^-$Z%?RT,#X"--(@1!C03'PC)(T!=2*]KZ U(<KYR.G.7649
M>7Z+U2J0M01Z3#QU#>;HQ1PWZHBV*;_-79 !'M>T?'|!2TRP:((6C@"'!:$^ M-VS[':M!""T1X546_F(\Q8?C1<> %58@>9;_4\8R$@_P/#=V9W.;X/>!!^!B MDMVGV!0^ZB<7!
[2!SR7/H)@$7P/#QB1X.;D^?9P5%M .)IIM#4\=I94^5DT ML;:?NAZ($+A(:0[WYF(93O!&B+,,@124\7WXR2Q6A!B8,I%6QE @U3,V(87$ M6 *((VV&
<51B$#%I178A6N#E/<#\=AA5#M1JFKB"_%]0AY889'S\@5NB624 M1PQZ:9X\Z.%R*T43^S]ZJ'U>H(WU21VTZ03=+S>7CS>/T56O:)-K)1 [5\9I MU>,M"F'WBFP)=@W+
(PT'!E9UN-*8_XDG|H =("\,54=:W+;PXLHSPP8Z'//R M&J16C((08K#P$8SH&QY\A\^-76^.Y4Q$FA+#Y(+1EP"WC$3QVV5@&TY@R-(? MQ 68&I(!&E#T[G@-=S*QQC1;
,'R/ZX'I#+^ZVU[6/%HD#;3A<&NB&.2S8% M1N5W/HW\"\)>&$G+*/+ M<\],V[+_UC>('^G3Q'2<0-.*C'24YOXPIU<8*VO M@?/-*<:SI^/2JV?#1L$*VUY0V8Y8@4N27W-
6+VI@)1 M\! 9$]!_2@5RJ%NY3EA7ZP#L&=S' !>6.SS*CK_+*O?=*6M=0EUQ'2I[8&N M-JW03&RJS*;TG97D#2ME1C:J(M:IR"8**%\5-?NG&0X:-9(H%%LM7@^4VR M@$X-
AH_6KPT@6$\AZ,9>[6:#;"E390Q*@;#VRO19BW;;FTP:(WZ[*@,=:8-XXB'C\AY)#=NL,1U$)N:G51.&)&3,) DG3@ H" MIB\]M$\1/PHT_RS*,E
-6"@LM*MK/D+]&D@^A0HMYNQ%[TUT@9-&0 1\&./ M^CED-[*7;&NER3ZMKE-BQ5=0? @%6DIJV5\'.8P1G@0H60G-[$L &-/) KI- M=?09 OKHLCYL"OJ<@P^-CXW>
(N]BDPEBG;/MB5 S=$Z'BQ2-CMZ2>PPZ&/C2 MY&YG+Z/Q-K^Z]D=!-D*LMVCY;$lV6)(K2/K74&¥@FP%V>[9Y-N>;,%4@VZ[< M[>N"; 79"K+=KZF|/=EJV.5/UOMU!6
/2+:GVO+L,6PY8#EC=\;:Q6!],/9S M\2SLKX#%_LY[V.0DH 6%6!KN6[]8L7E4^T^BZKB,X;]8;7(:O0"^Q X,UI(& MV],XS*^QVJPBLU$%K9C__]G[\N:VL2O?
KX)2IO/L*HKAOM@I5;%EN:.,+6DD M.?WRURN0O!31#0(,%LF<33__.S+[\3;R%XL02@4=66"=9PX^.K?Q,6X@Y.OYKVRX, GYOT'MW\8K@CTT9 (C<= M[Z!7.YF!P-
%|:R.X#&T'IQ&;O!PEW66(DAC-8?JIVZ@V^GM"0ZA7>[W"C=W% M1:T&'BA[_,O^]%=H(2X[A=]OIS J:FVN&Q+O:H.FAYO 38H""8;F0M!>K)"3 MP.K|M
G!;5^\OXX2MTI$[W=E>\IQH[2MD>@1QSY(EBK2W@_72;G:NI*4]-5VXH(CF%Z26W)TSRZ:E5HYTZ/XE2:.MEFQSJFRS1I>^)MOTL#NDU=[9!-UGA>WJ"%XY-69U[+Y1*Z?&;#
(U1J+S;Y8A MFG\B5G0'UOA;&"WB20A9V:#^26:#)++BXYDZ%\+(R0NEYH/>1^.DTJ_W.:O#C MC7,LG6JME2^'] J)'UQ4[V")G^3'CB+ZKM(YVH99BU,\@R|B)&CN0;-.Y_ F
MZ0C/GK^1!?@[_2#&Y$HL"=0K",09&AGBXTS -)@+7PC=B>;!RUS#)L1_'$&4 MVS5)@WQ,7E@_)]U@6A,65!PR8 :Y5_Q!?T2@AWK,?X$EECZ-?0?9)3"KZK6S
MBTZUGW0+7D'D'MEM=&NOY<U.;<+-SR;[##L9T';99H MZ&4?,\..(MX4FFS?DB;;>W Z]&_K0O!F^EB.R"G1T+.SSLUU/:0K=+DJZ.(8 M 9S;[>2K@5;5ORD8D"_I7&\SKM,1S-
(Y!FVQN;!HOS.G]D!,\,47-_#$QQ=A M/@MNZLG- ESHV,Z+FUZ0>L.B$WJG!)PI- >@X'\\L7,3?A<(OUZIUXI2]'=: M$KY;2OA]TC?
B*.2F\|Y"YM8:KQE,>C^2O5=*|M>@_*^VG]^L[Y]==']IVLZC M8(HMV2D4]I;4WR?$C,>I< 15;2Z5.Y8R?XGRUQ#]H_VKN-.\0#/O-UL*_/4T$ 4CGDL)E9U*WT #
[!#Q.DT.R:D;RBWZZT&_M2 M"D4)]=#CNP5G'[S53]KU;.XS[A)(.>%ZI^DB?'@M;OAA]=(>,;[Z.8*/#@AV M(C=K(&(FV$OU!*.0%<@O548^E;%#3^KV.
(;O*WVRCP,JMF#9HUS94]->HPF. M5J_2K>]Y7OH>[O(M>OZ.]51$2U9TX*4:MBU #L?CF*/Q M]O*__W'[[S=O4_/ZX?_ZT-;K[(?Y[_.GBX^J)=WGZ_N[IY M&#Q>W]X$Y+/,
("LZ'>5))!Q/8Z.:JU?A&GKB)P-TMS'.@. >/+C^]6V"5'* M_N/#\+T)-!K[W%'1T++PUY*!# ;S!BV%Z,_]4> 3\?:)0K4B8%(KEA>=FTI MW%BX>JPL8ZQ7WYO:#KR:^C(-
U_6%EJG17&0U=Z52N[[Y&HFNT#40@[]#X$6; MJ;-:R+Q8#@ N8KL"AXK_G!]J&B^L0ABPADLE/[#C#\'O'MIM%M9NY$B"<30 MS+,VL[$.;8PWBGICN!E^KT8OIGO^8.3?
7N95R,I[_+F'^;[*Y MN7HO,|*\N*K]@UDWN7$@6>]PS.98#/W_VQ(L?EQN[U7S92$*$LN'?"H6-(M=KK _E_[*&%E:;UWMF%;8GDGG%=B+7-F_\,.[>?#6#="O"Q!FG#A:8_.8*A
M")%^1\#NFA]SJD1!;[3DV/%P0O0U/!8$_$91UZA!AD>W)?E*KSO'W] M<%X/*!=('#;JG[4/N@N',5'@/:V^]N/A4D,#\2:N9S<16K5YK?-_?]BW/WZX M_/A1^X EH6*$6
GFHD*/EF^\L:WS2WXK+/491)#MJ#=]K&@S?:$-0=A,)F@H MDG,IGX,'@NQ*-[*KB?_XL,%5%YM>$1X#FFE$KC5ZE[!(N<9@B6FEWPT<*Y>X
MN5_P,'73S&+)*%?2)>.U;#,AE#3"TT(,1K<64B.Y3.U237UFCD;L)-?63!N^_M!3?D^],IEGJZ6O0R-'P(?SA]?7Q;&6N?"O@RD-[E?VN_3X4P78GF)%SZ;.Z[M.:+3;Z>7YP6W !L
JP6>MJ;!O@D4+!E_R:IY|$^Y^;@*4HP&/1X:;Z@D2_>#Z MPS_@W/'QH$RI@EH?HX% 3&OP\S.NC/M\;I-TT" 9+.%[^/@N%X^X\W 6[ER><^P&*L&W\'9)>($4!4*;=\#PN#*>L&
[*\K)#.'N M-?U%!_. S&H0&V,#>!N%0 4DJQCYI/QX4 /]3DY)B(YQ$' >!HH7L!=$\\"2(*O-'0/D16D/W= M3=\,,H^L0OS%
&];&RCC3;V>6WMN0/AR^P4OI%G1GO!MK*1^$[;S)+3ONN?! M-'EUFWS+WI?W77? <&BJJ/(TA[M,=B-,Q3'L65[?9UE+6!%*:OZHH/- MK/U#=Y[%
(KZNR^QU(:55XD83J1F2T6G'3*29NM,8(5\%W)SX7,0"SM2\1W_ 0?UTD0F*TFAO2\;<3I' WIS_3;)Q=6$::0Y,M M_W!GTC^A-K:E8I02IFTU3%N]A&G; *:-PY1IP_"4EQT)&=#P^)3
MQ0B;/YN1%(8?_^F#F*RS9J€'1.VOZMN7D6]?FL!YV&X(WP^M9N&]H,6"2T21 M.G#G1C!0ZY+>!YKQFS$1=.]P*V>=»#>SUZ*=#<:;IK0!C7G]HH*L#C&[%]MG9] MTH##
[\,ZXEKJ3G<\"XUZ##W!'ESMV[=+[?9.^\)#C#T=]Q+Y6[BPEZD!]A0'ML&U^]J[%;25MW51N,QX8\L;$ GP36#!Z=[^%7P*-<882&>H%'E@V%:;\LC\$Z
M3L=C)05@.'A:/N/KB_1&*!]X*1/&-BP-?9 M?7&KVE?]8DWL:A!.I7.Z,02^6U&\GIL;M:]\EP_#2/.N$YADHNV8U&;34@"9- MW$3]'4>\R4@:"&^0\D#CS4_W7_
X^'SZ6RAFKUQ9H)RA")#BJ>C,S&I+#@60 MJR =Q)<&BHC_T:@UZW"GQ1DAW]SQXJ+5V@=H%V7CB31/!D\$ MB6
2BE+&\$!)B@SL!OR:PHGRA#9E[$Q@DOT@7%,4S!2G5(9)KWX[8EA=VM5-5&7!?>C\[4)*1BT0C>\/<+@1 UV4V%\< MXJ4C0@]5^ZH;CO8OW?3%-
E,V3XWHCW_,)>TW#I&U/\H_Y(S$'>OHCR/,=1LQ MG3/L$S8W=,O7'67R+R&FKVMD/)'>WL;*RO(L3[2_NKQ\>T_4MCC8Q:G>;\L% M
Y!"2I$[O9$E#!/EJU9OMLXM&I=?;5ZC.9?I (1XHG.95C.9[X|#XK^5G-;8 M29N9sQY;PC*]+8F&*_,3,T|)VG;.+5K7>*0AO[6ET<-$-KM]DHGJK/N1- MYZ >$2-E:*M.
[=6UE;R9N(Z:&# _!0_A?X=AIZJF+!G2O46]\+LC$T3T,X7VO MA+A*HL>I\< 2G>C0O<::2<,>KQ;J:T@U(NQ[12/5]!|.K$8NCDOD_4$8 M+++B5/**^OS?^*8XO\EZI\)5%?
=)FQQ3X(| @$ZBKA/JRL"=-@+%(#$52)#*' MQ&_5BD:Q[\3"O_HY-QPQ_AO9^,RK[((\R$U-F8@ZDN3,[_PN5B6FUBI>)60VI=<2UD2^J[""
M^<*7X25ALW)*+RE.%6^^RB6ZTMS/4J^F7LEKG?S -+-*K;$!%IDKYYD, MHU/;J$WX=/IT(LU2I[*9$!Q6HU;OA,TYT9;Q;=IQ&,3$9F[!?HFY[XRFB!N"
M3Q]QQ7W$+_"P@T5(_2.+|+D13-;O3[#*$<[V3^%IS^@_JF:,B$3C3XYE"PPU MVE2UWX0%C&EBIR&^.KXPU8Z-!*S9P,&;KJV1,PV1I2GZSSUVO;F&)QZ$\PR[
MYFQ;^DSRH+-9"8S.6IFXY]7^B[M!W8QL7WG',58*N9E5-;Y? K8H %O MH*X307'*H(\##UC.%WUL&W);K.PM%!W25=/FK^]3PD_'NF#A!I+<0R22VK74E!IC]1&V]!/+:,C+:H6
MWGPSX[Y?*>S>>X\9G8AJ-%/Q0$WV MXZ%A_MX/*-;$IZ5UX6G;M.%MV[95-K;E..$-*7*OKRI3O9NDBI>\\+*%;J>$ M;_M
"=]D!'N[[&ZICIQ14;.88)%KE$ML[2GGZ5MIV=I\|5.?.R[<;91;== M,;5++=BK9Z>G9:6=.RF:DM"K$)#^9>0^&QW: MG:)1Z &B5T4T/H+.QO?3 'T8\P/#>-=4-//%=X)*
(;X_B2:5@P//8UWL#\;B M.(!N>R6PMI0N%/*MW<#8'WA%2:#'2*#[J%$[0(M]NW"@$,\DIO%5M=:_LZC&
MAZ*%-2)MRDKFIQ@8G1I&_]OOT2:NO0+WYK""FE7I%!9SDQ.IWYVT6U5V\DZ M[#) \0X(\2"";IL<""SPHE_M-PI"AN\F"D&(/.\G!K$=".N!;84(B$EH*VP<
MI.@TBV9KES[@80#8#AZD2)#AGL(4G?UEZ4H2/482W5U&;RW@6]WS+GR^Q[]2V'O/O&?Y*F^,X2G9L$+?CL=+/BMU?:N M4,QUVV_D\>
[LY1YQ[6+:%H^4UU9JUF9!2X$[72H%;N^,T52< -%+)3N^6G=ZZ M%+C3HU+@?K<@W%3VDJTHWJ%&^%#-82HG<# M6*@0#]"P/,>P7&,DL2G7_(N 61.=8^A5*,
>XQ^&!JW+WJ 3Q/=\IOC\F:C M_ $/O1[:H=1%_Z+$!^{C}"/XYZ.-OXIPUD#=V[6ZMLVR$2%:8K=Q=F$99H++ MWA*CMZKM'S9Z2RH] 3#I=!-IN)XLA[E-I"S(Z'1\U1AD=+?
Y^AO)CWW=&< V& C MK,.+=A+I.OGSV_&7PN%66-AQWM@(¦_LD@+ '0!!CB8|[C!C0N&787UW|IGA| MI_U5G\T_X\\-I=H.^R,B*0F7=4K VU&[3/HF'Y=__R1SICH;&J;
M8^$0786/TL= ?7#X\1>@VG,,@4#S&#]6R|A/RW?*HUA"P9X,Y-W(@=I7'49|#X&B.>BW#_FKZLVZ8 ?:OCD+3 MU6;ZF!D"(8'A>WGCJ9ULE"1]X40/0
[!{^BFTFLZ$T":Q$7I(V3>UKU=@58 M, ,OF6E&QWO01N [@-:0%#1'FB1D>1?%:H4^^,&(T4AK"Q])T3D|8\#/^,|/ M" E]3!AP?1R#@!0+%S:8.X:I =G#239;;(RO.6@Y0<$-
M)B@PACT\V0B$M+0O*AJL$1_@@\98A+ ,%R0=@&,%SB4B3OZ&[_?)'?_\,- M"0W>8 /IF.$%Y_SX 7\9/"UN]C7R.N'MS//TFODEYC@=*M"|;\;Z>Y4 M4232IK7
01!*3RHNAJ^))QN6M K&'Q&5 YZ S^2FU|ZK(^YO0J01|[-[=M&L M5;/>E0?D6K9'Q&1A<@/073.#;E^_QC6@IFMU:1#&:))9&)30V8@93MH6* MW#R$J:C9C9L$AI
='GC?"KQ+85"&"1^[A|V_^_7"EW?LFKJ,Y]-9Z M;$$|VN.Q|C #>Q%Y+V%#3@U2+T#'|CT8'(G+]2$FVE=@$FMD@+ZZG4P,4)DL M7V8Z^-C^+*(5)'N1ISZR?
7,,,U%33D)*6+%YHJ7<_-0_M/R7#*6TVU?;H37G M%OX1$/ZU=]7>2!EUD:Y2U;P;9C)P_M1QRJ@N-#\#LE+N/KO<#ETQ3BRY)^^ MN=#8_VM4\2/JAG++=9XVVDA/:I8-?
<&%$R:]Q$ENDL693T_:]MJ8$!IX#P:> M%'FX&LN(9>\55O_%%[@_TGJN :RK.Z"2A;2_:?NY=H6#,|"/P.(]/7*@8UB, M([I2)!|SAP*A]*K)\>A].K)<2C;C159PST4;S MBIKEO*(-
YQ6U4N<5M<\ROT.\LH(.FD<|"*=;JS:[K7+FS"%GSNREHO4P/)9W M1 T*\8.DO-K5Q@9+29'O6,%X#I>=#(O5T5?;^!5?2]
MULYX16TU;EFI^VK5NW%VVU\Q_,;2<0CN58BHT4V*$P MF=:R5!R,/;^:IU=M"JM6HFW=_24N5+@'V@0$[JW$KJ8SE5M;_SI+SB=B 7 M4>IS#*\[+:,#K7WI;0^W**-
]>Y^RBUV_N .5,'(_DQ,GNN'1ZG/*VDNA= M;'7H%L5E?B=V? G%7GBA'ES1*KG> X.]G?2!2XCVPE'><C0N8Y^#6-%_=UC17NDD3)'4N9(#J2(#P08 M=-
@<2;\./%IM[QPM.QS\2413RJ>?(S-0C?:Z.N[S0Q1R+Q=C9+=1]8|\A,G_ M8B6K%2M9HO+4!! %-[=1[]P$*V 8*84[T/)WG'1;A^HX.4C*(4*BC14=*/F; M* S98*M3G
!W*QR1,>Y',O+>9S-LXMZLU/IMI/#:O@X8Z ,LD1%MN2TB%+Q MA$.4E-PGUWZSD]O*H(D<70M\EEZEV4UBKTDV=@1\B^ODJ:B M$ND_SFKD29A/!SL9%]}?;4?^"C^W
8Y0'WOBJYU$(X^$O#D6'LG9>'<7Z7G_ ME7O>4UOQCF7|*S?I{(N&54MMO?12T.H'P%QQ%@O6S MV5:!]ZAGSAT!ZHB1%!@C)L (L$E[&,_832K@<Z[@N,$0O#%UXGDD
>W:D/!?V MG5B/+K=#TUY>@-U)GU0T8X*]@;HQI9&^&=+*V03@$5CUK(B&LX%2<$X-Z,I M:G'-)-R 8YL@1D9"04]+X^(@_6YQHMRR]RT0,1%6($[@?K?5K6[!{G)3V['R
MQJ&;\>[6-.-M)%[*SJ>R\^G86F"'5J;[2"M3V0]4]@.5_4 GFEF[>]?]0.FD MFSNFU"E,CBR9!L.9.,G0Y5LBLY:]1H7)-95YM)6L?#1YM#[&@WJ%RJ.=?HUB
MV6NTD7+L%J77:%DW]FM8(M)+]J+*9J(C(IV5$KU]K,U$_5K[!*)YTE6*113K M[!*9Z'BD^JKZ@Y0A,!%IWRC:2/JRV>B?)[N9],UM!O1!,VBT>X[L?'+/]3" M*X0-
^I#ZM1984JYR#:GXA'=<$G^W-J1^K7WJ!OI)DO*-J17]3=ZA4VQ]&N= MLXM69U\3DZI&>.+,K3\=,OZ MFE%M" O"PY@!]A O9]5(]XPW9#QY^0A4B:VU9%M@4?]8P!/'&OS-
"U:"CQ* M&LO([^0R1LL.#GFJX_IAZY%377ZK-[5===9A<@KM#$P*M5ZYUQ3*W:%/HOUF; M0JZA7_T:EE94DZ!%\9E?;]"T$L,)"E8'T._1GGKYF9]#.68BS5C+I8]D'+,
M1=:8BW;IF(M.D5S2G+TQX3QA;H215M-)M;*=>XO\,X]IXKL;Z\8A2R$65W3&9W3$!:U-72+K&?:=-,W0BJG/F MZJ=P1@;XG/3;.P<%_7I_H%A7D9;65J25?46%
[RLJ6YC>."MWZWM@?%FXPW66 MUOMK:TH<66V;G%OO4-"R4E5&KC SMU8'T[:]Y;1NZS':C>+1]%OI/>4"52RO;0'D5KEBL;/0LIO]=9%XKX]FY@|$L"?=<$NKMM$:Y=QT:
(;D7;..+0 F&O6B>6EWWB4=D<*&>{)\FCL#P.E)-%C)-&# MR,B|VB#[0SHI0QOY0AM8=?V. AO;U<0.Y=84^+:1 MCP09ILL"V5_JKR318R31W65DT*`J?
[[$;FO3A)^=P)%.4"LIMZV-DOUE!(L; M&'E?1<'[A.^19_NN 7IZAYH3GJ-8N-'=1[%PKMM\(Y=W9S?WB,L>T[9XI+RT M4G\>:*+WSF7$C=Z^RHB+$T{J^>G=\M-
;EQ$W^GLJ(RYNN.L$+$LI%*EC_A4M MR[R8@,M_*@W/?67:\>8S#<|F;8|=:GNY[+(=IVS'.4J|-,)N.>W29KUL;ROY MZ63X:6=6RN:DC>S29J. [6U)T-
1,1,!C0CA#*"K]Z8UBN,=*> M"0XDRZZL8 [TQHEL-07@4!:D;@HXVN%MBS"75B&6:A1K8P2FT @=<1, M-RRD)[P(7*BOYFDG-G!B56?SQW|IT+_W0H-;
[B>#H:YHV;WZD@NPQ-YA -I MK$=!;;;VA/7;82/9RB%K*(QO N39IG$5K++8?P[L>"S8E/3$-B3,=GPA.=N0C MZJQV%\&"9BS=8]GR6F45P_F&'V:&YPFAD!E_M6&SS*D(
8V_NKRZ39Y'@.#1 MV=IOPG9 LGS7/(<^U+<;7QK?HUH(RK|W/KG8Y-<1$"P_X=C(!5\"L;)=?USS] MT1Z/M0=8Y735D!\;%GS= %$6/!E%T.7EFJ=_T9^-L?8/W7D6BU7/QX-
"MHN^ M_[O!DX) PLQ@=FLP%DXHZG\900S^KLNL8P;M8KZ!\I71[ASQALW%U4XI9$ M*PLDIBL\Y%QO"H:%]B!8G5Y?7U<'ZKY68UKRCE;1-3QX9#MSVT'KA3$[G9F[MZ=-
AB8:GS?0%PE_K\L,3QYYI'#MN6>?X__"CO31=-4R$$P;3^)>/MP*R%#@ &M&\'->D:26W=M"VA"1HU@&L&\L(GS4U@(EP=W)<&429<.]X6G!2C^QG4JR9Q M0%T?
5B(OZ5\,TR2H=EA\|$-PLPXLP,?@#IY H+H>'8858 AFO A^)QSDFKGO MN#Y"Q'EVA58FCW.9M&P-P/M3Z)7%V*U MKJ19?PZ'H\8-
.FP(_&$6/[T)T>,A#$/@/U9F@'GPL|"5_>O#1>IET+6S=0V M825PX@.^>^+@@66AK?1=":Q;NK2(?CL4H_16102IXI2$59HH))"9[$4"I.@/; MSFV$U45!%#U$?XY\DSL VUJ-
U[^U[6RP?Q"1NZN8NJ(9(-I XIHF M>RZ2L[21[SAPIN9";@@75VH/:09'E+.)MU+5_0:,3F_6)CI6QF5V0-LJ1W|
M'@AG>/R+@T:417HK,E%DM6BYGFA$LPOMBT"M"Q8,'3I!BGZ@:2(3$)ZP?F': M+Q_YTE#BC'6+@Z_09*:M0,^F^-[4=FD01W_S_65H^',58F(8:X9)0 M<6-

S6B\VLD0 3<(HH:PQDY8+!I$U,(KZ*A>\U=<#HZ M,_@&D$N&R_V_LYGA4>LRXBKH$^$MHNW"+.YH=?AQ%*K"Q/<@N\F&95V;&3^5 M!F6D 3S<)T>?,?N!IX8B)UBZ*
[O&/6!*\80>.$@C^(L)ETH/L5\L"5 !EX7Z M,;XEJ;J56 #/2WCG)MZX$@OJC3,;EHL[DZN&M3Z!2L8_.0A$@*N6!PV+>8;/ MZB;\T2(' H3P-:C_,=L!%5H9^(K_\84VA\=;<-A38T[WD-
9QD!G9?RVZ!!5I M>KHV,!SM&W)SA860Q,!V5<+>;JG@03R,\AR M8:$!@M;4LI! ?I!A."&1Y09R=&/Q65%X+BA^)D)((X>07J3JTT M!EW^LMH<4=,'W@)NEL58>QJ4CK6"I--
T"482U$$!-6Q%T5KI+@CQN$T:.+7HTVB?:C>O2\>=:-CP#E\'QCI?(4E0Q-CY M[8!%0(0^_H<<$"M/PI.*3Z!T$?\)FZ\3W?(Y>2X(NP.==3#_D;DC$A # F9F9'6'1=.?19;2!W>.
((H@],W=*70 M)#KB-C1:'A[B[E4WA/]V7;T(?Q+!\Y_-C=@50Y?*BOW $:.?$TEFTEEQ"#X MI"F\"#9DPIV:1!V^C$(^FQX"V5%N3[*,(4&1A=MHJ.%?R9@&G &]#_@"M%&
MP\@QF/,+8(LOO@B@;G0Z=4FOZI#YCEZ$HO4*_GL*4C* B"';AS_#)R(((=LI" M_J9S)50 \81FE6(:<6^GFI(LOU(MQ?(CT??&=IPV7-@]6^XH8KVW1CC MUBO:@P\7?"Y_I
=]P!V<7^H@0;0_'"KJ(."CQBOZT Y(@*39BA:V/Z>H!ZGF M5*&#[TA(G4!7C,5<,);:Q,68R>"(%+- [TK>!,]SYV)D3(P1G#<%0VC%NNG;M3-
6A\$YS)B(&M[*4+>&!;/^3@#O(83A_%AX),;E89@K;<17QSWR2_)Q[0"YG M;(X%G9=T.@A(A-"9"'5.GEP%)>?+DA-?U1[M)Q+AE34G3K(EL>JH>@G6JJEL M ,ATRC
Q]T>TLAM3)U+U44R.A&/X:AG$XE_+0V=I/2+G@_Y]$R%@[FE!WA^ M#Y*-,!%/12>'AK, W@J+(=B6]X*QGYPWY80XQV%RQM$=C,B%' \=XX]]N$8
M[N#@)B#0[9.0FQA[(95566L!*C_<9!EBG'R2Q07]-<_MYY&OZBL$:>8:,[#,)HP:E-#:(@P:KN3;2B!"=,^C'.XS[L42A)"HA,3$QQ<" MQWH..&:)^ZI(PPU3X4LW2=]VX)K1%
6#!E0H/),PYSS'I$L)C)RD/LKVJ.IUZ MT6QFIU/+Q&BAA&K.U. _;8#0-P]&_I4J%DU D=W'Y0.,)'/W.$7LDTG=TT8(D M'U19K6DG0EXR0G=J(@PA>^67)Q(:>.XL:KYE$K)IX/"!^?
73&,+C93@9A*9. M0E\]'38ZI3.-1JN$TPP"G#HU+!H#1X:NH M@/U_@_)!"1E&[/\['K&_\L'R!!T;@4%5BT%O3PKU &4NJ9%2M4P0)XGJY$#X M1P+L*A;N&VC>!4%L+T02'-
N>U@&!5L#(D/D;)]*B\=ADBNN&JKI:R)DO1E\ M%"\(;<@7M'*-&>85(P$E#!D\V9CM8JW8^ P&0>RU/^]HSE22:%,8/>2>6(U: ML_-&-6H;,A312>?SVT5RX\=5;R&
(s)O"D1N)!^F$A?$]3,\$[DE0*X>>=ISQ M*QBOL=!BL7SYC+72S2GJ+82"2K-Y_"":9@<8(=1_ .KZRA!Q'[WG22K!R9R M;0!B0?N@=H \ZH?@<)#]\K$29&/:"%"$VZ.1,
D+/P>=]\E4'<9S*LI]E7;M-MB/QRPCSGL&@EZ3*3*R]C$TNGI0>Q _)E.[F2O%*X2#.17TKH M9%R)HP=D8L 7D_G"(&=%2>0*#76@G B<-RP6P]^P0BP?R%HD$4J6 ,%",?26
M9;1A'-%!@4: E\YL%.I(.DL68YHR87)FS65CI=_/=!5V&L%X2MH@=/VY/3F' M@SO_TT!#V+@5<^AN^,8;7 27_]2[W;^DQ%.;X;W1&##W+.,^!^K^#X@9
MN!QDHU"VD'1B*>8.^%BD&8Y+#" MAVWN9Z1&KV)2(!*ZMT)F@:T*(C<5DB.' @<3)N$T2M7RGT*WJEU\X28B&13 M(BN(94QR'Y,&$#ZH]-BO$CLM$FQ M4XPEDOKA!
GX=YF!4YE4=$1HH*&FL(''!UN0Y>"J.BO,YXHGN3)6N80)4-VTV M% @<=+$S&P!Q?>&_=4X-HW0W,#_MO0AP)C[@BX,,<=*J5[XTI7I,91'[-('(M5DXNZ8?(JFZ
M:?;@!I3=#FOB#:X7.FP,A;-PNFG1W%P7^66LX(9J=4+<2V4 MR#TOR03BZ40D(U_VD9#&1GX$HN<;G,[}))D.X&>@H8&QR[%LFR+"FD5LI&2Y MWA-
6PY%JB%L57"#&MY.2F)ACL%P"#LTR M%ZN\3**16'R&:!%OS944LLGEQ'R@L#K[G=L$%W%\@>\2$K@8,@_DD2DKT=J M#P.!,:R;/MS8_),R#D2YH;\^H,L'RM+%#JX&#D%4G
MJG[FR,%?O"D3,%D#6J3@FC<"ZI>K-MF1]AQA/3$9D<['=^9(N@3)H3(GL3(G MT2IS$J>9D_@*(B6>DI"L<1*FT%=,<9)!05[IU*;TK<IU00,,PUND5!;:DUU)
MD1#2*8EZ'99MG4LY%RN18$=5?@\3H%)?6[;FS\$WM3Q9&H?NJ$ 9CU&\)^6V M\@F :!H*CZ@:S/?] RX5'M>X9%V/(H+@Z+*GS50+SMZO)I?+9_Z#:2=$$8>
M4'2CC8%3$V7;C3YG)62(P-,:P\[@.D?AGH1*KB>2!\O?Q&+O. ;RM& &#%,@ M'+P(NE@6RAB*,7RLR2/Q"4I(//N.HM3"K]$L;+5=,$2VTK-I;0[:>)S].31L#V?
ZKX9.!=T[T/ASNT_P_S]'U@. MY%"":A:L7X*M8$#E7JXD77MI.Q%LEL@\^Q_G4JDY!IKAD?)9= ?U-CY[9CMH ME:'6=?GN*L&EV<[<)BW*7AE?
*D5[(C5.J>04MI3@GM+-77:ZE9<8M+P$-(C; MRRIJ2/2=P![QBX2U#%PX(@?**9.-W@P/0D* 0QLO-52@%4/^S;-- MZ2UT<!\G0K8$E1#3HT;K](*W*D3&229HQ@GA6(BM39
MW)C1>5:%C(Z@D7H3[/##_A]UO$,6T*D4&-()YH\M,!$I,,./DJ(5(QVR7EA@ MX(5%:>,7]4LNA0[%L/9?;8("IH ,l8,N!0N8G#GRLB8$Q),4805@_B/U1 (_MJI2:HSXYLC*1#J
7!EXJH*9?*0]]M"V+"O3@VY? ,IC!@UWKKOG"]L_!VY2 MW4EA>"4(!02'+_4*<0J*0)&G;'V,A0YR4LL98 MPW00[0UYP UY0 8,LL#_=-HOFNU]X++T6V2 T2EZ5@0?
+WC&+Q!:/$]IR,K[S: MH(CJ[@J+R5&*W)(]$R3]'KA+>W$L&B]G":9!5;"KK9]FD\& BGY&CC%$EVOH MXQ1>HRSS/^4R__2$07@7Y+MD=+ZFGYY*)_#N.(UO9YT*)8#Q"ZFI!'E
'"W# M@R(DO+CU%HDD42\QPA"$9J"!N5"@"#%6'FOTROPY'"9U.LNI4[EH;D)4:>J@ M04W_$RC6P]RH@?:4[22NP<;'8QD/1^=D[MHA.!!9]X!X,2X5',)Y86:%,BD.
M/LA$!O,,2P9WCD6FY!2F5RK#Q<[ZKY(+CF6W]RRH+2LMU7?:<&>N;+J^P M3,3X76Y1_?;M,O K?OIQ%RL[3WXYXSOREZ'W0JRO1P*Z,2N3&K?! MC
4OOO9>$,;4.*KA+^V Y;3!$X@;Z:G0Y_2@[3;8.8*&!1$.]?#+RT&D%" H M?N%T<^1#Z*>9NDK?YUR%;OFXWWJ7%E)3W/N"?W8,("6.54Z0:Y'2L+U"C%XW[2M
_&1[IW#O(A)1#EJ-A?*ADHQ8:A3K6% MK+]PE HWC$;(>IIX,9@*"PP740@)L'Z>#&S3B4?7/L/2C8]4!8XGJY":] (M4%>\PBJ>8PWNUIN-9P-F^B*[&%/SK3%?
D]R[AS\7WT&QNC(F&U]GQ@4BIBS,0TO "3@K_L"+2R(:3 1$A:V9H*^?]*3$++X<-M62%DZD,!.7Z M.E^LM\1#T94'5WT'!D2Z$WHC[;W;N6?,%&
(!]5=#Y07>@#XJVL+I#/GE([^ M)-)EZ:4^I_^KVQ]577HRI/9J'!S99WFKPM\ D;&\'+4YU8L:>6" MA!,'WN T%=?L8V:>_'VZ,B/G\T QXDW.6^9$GIRD'"@KA!#
<#$GH'@2]E+A$OQ M&&46[P@!J-+*BIL0FN,3')$GB^R'6-8K?DYUJLR(Y%4BV4:J& F"-N.MBOK8 M^Z=JPU@>@10SEX8R;HH$=@JL^5C<(O(0V?
9'(*U\HR%510&FU"EO17V2&\)2 M1T.9'8%-UY(4R.E+'"%DAF.1R3E5$JJ@@3K(KW20Q0Q8(TBN\LZVHI#E=!;<:B'_7'B!P&KJ.62&N8G;-#;Y-@R!FX-9+?
ME+5K1/^Q#MGH>]XH1)4C(&&@T]2QA$;@;$!@QD*^<5"D"7U=6\Q%RF-[K@R M-$1!1,9U4Z"Y@N(TJB0.JLL3DB&M2GH'--B@"NA5,&$?L)!&FQGC\T"+,SH<
M_IGTN/1DRO3HBO1HIZQIW]6F^8VNC3Q^,(UP-A09>0X' 22[C], ?.>4[PF& M'81QG(#3M2<;+(^* @A1]5C*$V"&,E"6@F&D4++(3'J13K-8>C0+!/F"167)
MEE#=&C3)CPC7G@<I(4;]@!(SA$-!+L%@9/XU!2V$9[C04SZHUAX7[]>I\?/#= MK]?:]X@J^LJ1DU-3^N1Z!OI8LC>VI/"T2*RESH\GHA_FIL;5;9K4B;=*
MF\:.E);04V/.B((QD9B33#U4KL=UC /P4,ST1CH&,PUY$+YN@5Y$JV!BZD]D M[D?W*(-G"VSNO]/-F?8K926N8V7@=8"L2UF4T79\%2T'P7 9%$3@ MHJ+I,7/ MT:-
Q0ON>$12%2F(2E$?&HX.R3= C)CA$?"QAL3&YB '>SO]G[UN;U$:R1/[* M1J_G1CE"A9$0KZJ9CJAQV[V>M;M]V^[IO9\FA)04:@N)T:/*S*^ YYQ,O4!0 MB"I
B)R([2T#2F6>]RO/*8LS>4ZJJ(HHZ$H%E\&T'&86 [HPSISF%F1?V6S9 M#00",N0M]N[U$6@:^W7F!H3VOX=!,)^ZW',T]A8YP7*"6R;GOP1V%K24FQ!#8(?
1<\ZX]PBG_R>PN$[B_@SCB6$+Y?P,*\[[YQ MV T"[/?8DO? 4EMF[0U_3\')Y7\K+R_CE^^L",F ;BK>9F2,\969'\Q;&)&#")$2MI M<
X@V$;%0"X.1O_RU&'QR*D\ICO6[[F#!T3975I#35JP$E3VY07:"CP-R24;-1:D-2'BRH_]=/_$> ++,)Y8B M ?N>3\(T3RFAM;_P15R8X92] 987 M*V,I*U6E9NL6]&L.?
\U@DDXTHD"9&Q6=9\IZ/099QF3COH1&_ 7T,#FR8DOX M-#YA+62\D.XBX6^H='9:@D*:.GKWW>;>F__]^"5O\HS9X/R6%5ZU7N:[QC7^ MVWK\!F\% OS?SZFS+QHF9/-?
I,P42^8!:9"\GZP0UA6:,:]1]ZA,5N'+_#AN M%"6\7%=C)?$LH"IF8:)@B0ZV:1/TTVZEX!+8KVX7#GLL8 MDHOCM8S2X](WM2NIYO[V](WS!2EQ3&
[&0.^1@%AZ4:QZ$VMABQ4(B=?^[^JF M\GL?N ANH0B=LO I)@>+Z"V8E6E>@W1;4;!1=-2=)#&GH5EPH%I%(D?9N]O!E
MD$14J>>CWM+)9Y2$I6@7EEX%6]O+GI&**]S]^+4 UW)FPT]C,/ /X6)>W*-4OB%QM7S)0S"52A$D7I M3BE&2:=(-PM F0Y MA;^ H?CSW=UG]C[31)^
R="^;844KKB15SUZEOJGDF 6(VE6BA=$>2-"(6EDBB3C8F\7NG-AVC/8E3-L)=E4]C2-T?=-20GKI05RFK.IZ$CPV+4 !36!S5'OT36I#]#57M(@'R)
M>@8=295=W)9="*KLXAEF%XN56&BS^5%1+VM>9[S5 MH:X4P,]G]&+%,UB\=H)O/]VUP@S"^'A&T"L'1)OC%TJ- V%Q=N4%4?1: MNHZRVSQ>Q*
T(6J\|'>2V5]KXK+#!_%Q;'U/Q8 F+PG\Q,$FLMT\^F7-T<3]C4O0S4ISH]$T)T3>$!-B!O M)\1\'A'W81MS6UA7:=C/OP*OB'-+"AP>>'Z!]@WN(0GVG21M8A0"<'7%<,.
ML&+I7CKG,GY1Z'VD)UO_ZOL>2 M2.@PL.#_3/S"=;5)X"=15FH7(TG$,@8A@R5R+&G:JSZOKTG-8K;P+ KI90-D MXD#RXA/JI+BH]CA6YER'&];FV"25U%)<>FDA??
J>@N(1//?2.J(V,",9? MQ\&U^$M:!FZ$'HL45'DDT<(VAH!\3'5%:5T*92"FF;=$*3HKFI5EXC/%86L" M [GP9"+"AU8I&P85$F5V&"9H8Y$W5A(XI4(PW'73?FR 9,Y?H5Q;F#!+;L
M1*\W"^M*LU[,)DY|/C"<0QSN[EF+B-^D?]QB5M6SEC>N3Z>EAV[+* &:O'W MQ!20FWP+O5!\G7M)G:[PE.(0_L])WRR_[L!7;]8_-_6.T1U6?M7MZ)6?;U!* M-
SHCTZBUU.:3/;>$V13+[(I<^M2;XBR!'4! 2,S_,V'W@^YDT^R]*;+=! 0 M;\H_&Z^]S%A\QO^N1S)6B7WN.H[*7UKBC)YR\;M"X(2D9 M*OWVK&"]A1 [D-
'3IU5P[.T"QTU@4&!4Y'A(_UP"Q]?4& T7 BH#/ MDX"-@:Z9_7&S"+BVI,[B4S:$Y':ORN_*JGR&1V-7#E4$K^'DF.ZU>OZ%GV^7 M/UI-P5GE@\RB;21@H]ZY*Y5(\X2I/M
&@Z&X^%17GC9 Y[<<.T-MT!\IY#03 M.3U=,PQ#8:>9V-'IVG!X(L'6$EMP-[TI*@;W4IL5QSX3ZKHR1OW=_8]J!'Z, MZ7PFF, C"W.F#:.NIE0& M\K&,F+!\KS!S+&W9[RK4-
!,U5WJW1GF4\BEW!NS6N]87YE[J?:S"4P9S8[&C M&PH[#<5.KZN-1RJOW%#L&&.M/S@1=B[!WWQ+8R2H3RX.A'VPO(3NQC];(4U[#MUPYV> '"W-
"A,J@;BIFK@:&R9\U#R[BND%:8.1;##$V5U3P$8'_&QC.RB1CX MH&+6@^71^$+L(!WM'[\]7X/M2N^I?%KST*)K_9YRQ0=O21L#/0!EU3(:>9R#'ZFCD<*^PT$SOZ2--/
M53UP;$^4^ER> LAW6SI&K^C3%]W> !O /KF_BED/>/?\NM>I:-6)%@$N@*9Q M;A:+@0&7X4;3A #C5GELS43/L*XAH#"C&$>A!^PT3>]>B$=],D/@MZHI#6>H M^HWGJ/[S-
99-K3=4-= -1NUI0(>=8U=V:.5)7[QN*"V@Z;T3 ML<[%1 /> XH9P:FTLQF]CH]=S3P]8EQD9Z&F#VH%GY=\<+6PS&M;]Y*60D.1,]3ZQHFNVUQ,8.##?&&Y{1]/GE,QS,6$
:BQVAOI^<)FNOJD9PX%R6}])G"MSK*Z@ M-P\M \VLW354(=8/#,:']HGVG4+07J&\)W9%P+%W&'Q_OIAZ']W>\Z!FP1Q M',QO>@#]D]T@F'AG5Z>9X7JBK84
Q1UZ(;:/V1V5:&4+I#LE<;=X#_I=N7]UTAZ-_JH3(_HC+C3I?C(!1WNQS?7^*.7!OWH*<@;"/E__MK?VO'$X\TV.5KD4?_>VW)4"-.@."PMO C!PHCC"]+ O+(AR'F(0A^*96% 78
MJQO^?'3C&;/RN^J1!M^R1^YY^/\+E]:O*5",G6'$#;9\-5S"]5G@<[;D5HBO MC&>\N"ASL-QM$;IS*X3CLW2I.$KSE.9;" ?E'8@,AOYZ$EN_0?;D 3X$7 MZ*
<<7KJP7'H,\,Y#WX)-.@]N%(11QVS9#2-D-X'(6$SGH6<$QXB]SN;PUS MB'$ F,/^D?A'TY_1]VT_+7(I MQX(3C]TH:&M3-P28_3L!:+B6G&^ ONO2PY'[(?
CSA@T5E]GG@Z62P"0%$$ M'$:UKGZ,X/$1// UHFTN;L3D6(65;-!_V,/1BA;<%]*+,)S=FBF2E2T$'&X& M?H?_2KS8\NVE)*,5"0?XPLW KZD71PH,B;@M.],$87"03K
ZER"WP\2EAS,(MK;Z0?^=V@]!G@!=?RM;-0DKRX= 1EU/S3VZ3CR3QDOQ*6F)=/-'K G8'4F\ M^1$ W]WKIS;,N"P-;]5='RKC&1?;[226BS\=Q;FTOP>M0.WOEU;4]CLC>4]
M6LL(S:3B*>&(19!N@L;QSIX6-::SLZJCGZL.ZS5-AU4:0VL,&Z&![4:S5+X] M>7F/) FNFG^SJO9P+51*OH,R4/ZP/*8*8\'C27$PQ^YP8.&D)>8)=N!PCUF2I(
M*3>%B;1RGL"?!%9(._'LMDC'?9UE\--^#W@+M\QJ:@ET_M"0[7$W#+/@E0S M[4N&+^H53A13OC\BU>7[N[L"VNS\NDDU=2Y<+XB1]MQ,.X8\1M58,KJ(S)[0 ML6C<5*O8!"?
K"%[<6N:FP=;2O3T= $F]2 _T M[[V R=R*@=BE_7_E/KS&B68)+-O@P=PG;_]X'8'$S[M#X>6T]5-:VI-!KHY&(T&9K_;=?3>Y%]PXNX/ MRB7:BFQ)GH?0)_G&:;<4;-
P8PV3L<):L)>HMA+W>29"&JZF\'T=$V\M-6,J B MU<,"8ROA_P&&G^79"8K#:<%67X?HFX"FW#JQND(#Q"$TD3=.EI2?) N/$U" MFMA,3M+&=N8R@D?RIBW&\@JCE?
B+B.P&M ?IK'FW]+07R++!#^/IC0 < MLS'BLQ*:S*UQ^ -V-L= 4F<2-*H?@U_$ =!CNK<.^X.G M>]\$]R?H#Q%#JHI4,"P]YU8$*DBXH#A2)8HV'D]$[*4Q,07S)7C$#%@-FBYI MI-
[@1#;DCF1.$=G![4$,R9VV4 :7;F(9_P_?@W CV=))"R0!. 41C%1.)"G MG"2'WUCVS 6ZD1R8?A$\ !?$L$>,D ?)/5@70),"M1X%1.^S#,TM?]JP>VSL M L) +!"*IXD'#$_\)[(IP'PS-
P+S$G/*,J1T'0??XB^2B;H1M*GO(K{3$;$ M,)"%BY '1+ X!]@B_5X3AKI:U$@,4JJ9^X00*5:(]) O*ZC-.F.@+!&,3=!
M]>"XL%A,"0J$+RW_\]W=YU1Z@BN!+EB0P!FN3P"AAV[+;ZBX]T.O%%_GYF*G*TQ&6<57W4[>N7GFY;2C4YO4/W(IJ4V?VZ:]9[8LJF1:.A-[;@I<^M2
M3]P2V!98[SVLXH;+>'6'*-=OZ>* 9H[KMQ&M!H-G7>A3MGBWM!GH]K3NHV_]. MT6ZSL'BAM#ON:,U1W=XGBG:,A<7+I-W!:*"-]IT-=^#K7"V?)?V11\'-:L+T
MPN9'7^EC71N,NZHW4?-0TS.&VKA.^P"%FJ.A9C36QGW%-0U$S6"$ JU&CP'5 M.*JFQMQ:Z[27_CS?1J17>E_KC^NW>&F ;W$!F-$-A9D&8J;7U<:C^]TM%&8.
MCAECK/4'Q\=,N[S-ZE38S^NU6<_Q-9\1^6D@W>B@6 +8UZ*YNEK3IAG:[L EN MZZ"^ :Z0V4AD&D.MWS<4-EN"35/KU3&|#H|^9HY3VJ;_YZ5K4Z<@@=4:W6* MQ-;3#JL-
YHIH&>,5@!?A"Z.G3XV#\D6 ,WC|E[T*YW;Q%BX3ID;'5#!]:=.] MTU4P?>EPO!KOM\0?I16KK@!7 ^+.$Q((CM45309NY-!(>=HR.G7OF:BD',L%:L90_TTR'E"PZ;=0?S
WX++2_Q5 M"S,HF^[55LTRV&R.O.@>#SNR6G_.R.KSM>A[VK"KG.&&(@<[BNG&K4)/,]&C M>*?!R!GV]^P"H.(4.T+XR>$0$8^OD\4.48LS.A,.YY@)Y^N5F/VZ43_E.!Y+
MT&GC\5@AIYG(T;71H^N0TU#DZ-IP?"*Y=C$A@[?Y,*&5X3ZML@MZEQD^,#33 M/)&=K5R@'92/65?Y*.0<+7A@UH|S^0[MW S@91?
DXNR703@UDBX&/8J#&H^BDW)0"Z,$U5];2 M*-)M"|(ODW0-<_\<2(.:NC0_C%C#W7.F.7$-%% M0K3?,15$7S;WHR#ZTE'.SJ"BNTH=^KT_6JQT3_M:^U_&R%]$-
+T|)AFX&*#DQ7 M88;UNAK#^9$:6X3NW IAA\SU;2]Q8(_IK26A=Q)[*S7213#L_S>M?/9Z*[OQBZE$*,.VV?S M/2W?=8M^TP&CW.V=0-X:3_ M3@ &/$0HX*XV3W<_*_HVFD;?
8+U&;A1'"&=9&(<4& 784P=P\NC&,P88!IGI M1C/$,*+HR1)\I 75\V_664)7 O)V7=@|?2'\%FV"T=0%!%P"*=V!9O T0-' M0_H#[%)!?YFU(MH#,LWZ>0) $E@A[< 'R&/=-
C770XWX?> NWS'9/G[NI\"VNR\0K2:.A>N%\1(>R"P MX)!"JL6 E[*X)C+SH\2++=]>LBFOX* %D%2V2":S4O(N;Q96MD%,MH2,S";3 MD34'0S@F19$'-#BK.@ALZC|/L,W
O]1LEAX+I'C P \"}?,X8!B MTFG\,Z*365-<)N0;B1)_3D(,YFQ86L)X:,"BZZ5+CZX3SZ0)7GO*[J2,/V)-@.R!8S<^LO4, M8N;U\:-O1-
=F=R7.4O@O'L!U_O:#VQU,^+0_"%L.5S>MJ349Z.9@-!J8_6]7 MT7N3?^E=O?=#^M@LS!G\GE|/0FY]NR:JN;&\1VL9H5-7' Y IHB)34 \/LC6
M(F9&561]1X)=I\X#;)Q6K.J767V4KP"\DGT.W0>\?O /'K/W'G[-OJ*A8@D+ M_9^6EPBK6_Q\TT\.PL"YH<_0(M9GIV@<&1UP!,)89O,42+&].
]IZ0)Z'>IM>\B>\9"I>@]+9:\]0_@IW!G^/ MH8\%N3(HC<43D1"T>I^!_3@/0"0O0 AS_SY[*R B6%Y^4^>8(9]ZW((%8>6O M9-TI_'\[N/FZ\ MU%@T"PA(0*C>=9#$TI<
0K&MQ0*>@U6FIG?X@W8'L+7AK1!4.QNPGW 07P@ MK=L GMW&I]N3NP;V;A(Q46G]5I+F^Z__K*#BUD!2!DUJR;XG50."G6Q+8@7X MX9Q;$=B.@%N)12$519J_"?DF&PM\
NV\,V;1+E^@0[M>NBVC.'*6P7T0O%U;DAVNL*8E/E<^6;Y=0>^>K/^N=GO|,:#RJ^Z';WR\TU+ MZ=W.R#1J+,7Y<[/7YDT9G6&_U\1-C;]:K:P=*";8/A%_?
[#A!\#M752Z1N+ZYI-BPQVK4+ MX3UY6@7'7D/R^F<.1D6.AR#'{]WU ;@=O RD.EA7-MP/5"NZ;Z'L85 _;G:= MI"D/K0]ZVF!D-J-.5@+B+$N\%>4>^=!&KZ\9BG(5Y9X=Y?
9T4QLTY5J-HEQ% MN3L?VAP,M:Y9=[S+P2GW2++=J-MKH!TVQ:Q])R:XV7MB/&T,!K M4HAI'&+T[E ;F2.%F<9A9FQHICXX.F*.:M$V2O^___K/,]3TIYL_<=+(@L=[3
M]'[=.0.SFK#5EUV[F.BMQ.ZHIPT&=3M@*.0<*7K=Q3;@1VTRJ;"N+S5] M?"+!U@C?_^!IY]T+4) O0S\C[-PXTC3T 0B..B8/+A:C@&5X+N-N8R+Q4C)K= MD3;H-BY-HC"Z-
T;[AJF-C,9)W6;CV+/ TNR!3\<0%\D3/T+6Q_KR9*HHG%$^TB2?,<57K&L\; MU]X0O%$FWABH.N:KI93SSA}]5=8/S WS)2YA)_I9K -_Q85_IKP8KK__V- M+
[!5JR\;Z2V",&WON|)3SP]B9L5B+@MU3<)VK14M[UK29-?8"+$OG*OY] "D$XIC$$4CRJ>M;ONT6^B%JV.0P MY/>)9X7>DKILPYNQP[OE^NP;
";O^SX7@*&.\0^6EZ!4P^[P:7MMC3DHS?V$;^7%':Y)$*\9;TSY#[#O8"+VV^ MO3T>HV2.'?K_V_! U?B|&;CZ<'WH6*_US&&U5_5]LC7ZPQU\X7:!/;&];H@
MGM^F1@WM7;@UT\;%;M;QZD[&K6PUHEOI_&$QI[Z+K\[']09[JA]@T\#X%_0W M_?MR/[<6];*K-HSN;'1F9:O\";9G:IX\:"]0[87JVC&X'E)OA<+SR(0SK\.
M^72HU'5MT!LK7#:]HGQ'=%X9X]H7RP^4,3D- "K&S\99/"W]99_<[&?9GF?U MLY=QG-KC'^W2^/TI9^D4N+@<6U.Y/LKU:1 8+]KU^3U2CH^D ^Q"=M;&\IX"
M\Z*0K!M:WW6:+<-ER=VB;K*)7]62W0^/4|/_?G6FO2_^M>X'OO,0RIW\FW. MKGZ2'JRS:!UY=6X:I09%OV>U #S=.?^EC+MQTLZ0>R2*/4T.1100(RB;I[C M-
W.ENL_E^=:K[K?!?.%Q*LK[S8K7IG]U633OZ_,KT=QFHM@S ZZ(0NEKI:|/ M_GSK]?5'C-W+2UH?^?VS(OCG)IMU0QOUZ_:I?K9\/I?!I?R?$RTC3>TW0#=YX^<&P2E.?
E:;>:_Q=.&D'39$%_I1N[9YE> BMG]<_.TI46 MV8QVZK.G,/"W&XTY0#O6 MYC4(^>)^?Z*?D&J[>BZX5+V'5.^A!H'Q,GL/O>3MA5;9BH:I#;H-,?WWSN:=_M3QNBTV8
>uK?:)9OH#R]9X8*IF1*H"\R>;IV-H>Y?7&IDSX ,ZINFK@Y MI4^*Y,Z*V\K;H'^^Q-,R.KM37(PY4^/K90(DS?C9951GJ[L.2B4VZ6QK5]=&-MIGZV.E%1VSE1F!O:OKX?
*_5M-P"ZYW"-FZ0":9N.IRMU;$39S:P7GNW8OJ1-MKIFZ*J9O"(&FE&[D[A"SK$R/0-UT:&=KK2ZZ' M:&ZM=O#B:|J?!Y<&5YP,MHYYFI-M1\R6 T^ K%(H9+HT9>@/-
:"4OBQGV*-EY><9HG@%DG 49-,U&?!-; M<-;4^"@,");'NT8)>*:/RMC_XEB=[H4'|F^P_WXY4I_=.C"W&H[\%]K_RO:
M5&=Z+/_-7)#T[O_]8C9G%L^"&:>:NA,+?=/:1Z=W'."_"]G,=>%R-P?.M'_;=/8| ^P?XR&FQ MG_A\4IP7^-.0!GT#Y80^Y]4A_<.;P*7S,RH=C5@2XY,Q/\)\LF +UTQ>,1<.R;
[0)9O"'H(0MTH_A^/$/*1LV!!9Q;'H%6<$+:T!BGX>BKJZ21$-O.%Q,O00*FQYO,^NDX\D^]F^)2D MLF[^B#4!99K$FQ_92I^'&5J_(S6:QHK/7OCO+,Q5S3V_GH3<^G9M36&S-
Y;W M;"TCM.**IX0C%D&Z"1K'/_O;)1@Z.ZLZ^M-8:[="<+$_5;I64I*.AT%]7FFNR MRT$YL?"2B"6^^V^0B7[@7PL9P6PX9S#')QIG 3@@-'^,HTA)!:B4KKB0%"0@
M@N8'+N_QR(*OTU5PXVZ\))DZ<^%C*!U=NB5F YS3 M';%YXL4N_+EY7W!R*4!!8N'D4]R:Q>X!/+[$OY3 M O6JX!?@?T+LJ[L@&1QR>*5O+PD]>>USI$F1CJHHUP71_LH
G{FK@>@Q0VF MRO%\]7]&_+W#B-MVM09H)*(BING_#*UT"@FDG?X F/H#GMT MXQF0SJ#+0#^:DL[D163/N)-X\),8W]@!?0'K1DCL\ /+/#9%]IU/7!E;QXS#P
M@"'"YA5EG#2C2!>;Q:7=(@AEC.6 \+*/:MF,("0';L#P/.=[F'NXA/0(NMUET MM(&6-\U\; 6PD"6[?X)"E63@X6J;C!]M M8-'P^2)>DIDE_!\C!XF+?P({O#_) *O6J 8M0&*8H6B -? SR
^8 5+(O M)MQS88OK9R-'$;R/:>*!;Q>'((1AL3G88 E8#4)X(R'CBY-(,E71!-&V6@:[M^H=G1/TO=.WLS'D%#=;G06*5SJP'(!F@K_LP *LW6F"L9+), PXEY0_F1Q R
M;H&%NK)HAWWAG/V?_QH9!L8U_>N?[^X^L_&%%$O!Q@68#>]'Y7 MFPH#^@VOS*/,J-N^<"PBI^WGVLK'1NB>18 M.1\N_F--3AR
"=CF8#0:F/UNU!%[DW_IW=[X!Y5(VX#L$^T3PVB!SS&/#@ST&X\23_SY M*_#2KQ1[PVA9*^34UYE(K]BE,Z/0"/-S!]F91?3;X3?GI7F]\?R;".RT H^_ MI64=$>@=+'C

U%HPET:5MEKZ$)!BR4RM5H#@??EPB_\+"8YY=)Y!7V*>O,>[=$TEXSY5^X2!!?64JKS);RW1 -W$7+\%.U M^0:9,Z)P3#P# _5^5G;,X '787_W OM;5# _*WDAD?*]H. (I(RH0NA@1V$F+Y$/S+3\# .<1)$UG\# M[H.0ZU"]H09/4=(_3Q:OO!$CR1C3EN'H?*%;-@L>X0 AIO68XT:8Y7/A.,[* M$N 4Q9:H*P Z^D<"Q(#-?#OL*]4<8"K0$0'X]==KS$-[S/*765HFY(Y+E(\ M/.5A*+.,]<-K@W@=$,.1QP4M#"Y^X1A2PB04D3W:48!P*)]HAZB^2_,]>:.G4FX7<3;'OV? 585'B.U2XBNFD2C+!-R# MA)T0,4E(O,$@$R(COCW!?L% MR)R2%F<$^7O:L-0CV6OR+2W2W)H=N 3-79N ?"_-:E\tU4"0%5 M?8,/R/G#*$E^KL(.@&?FHO@3" \1' (*2$=26^&;445AR!;UE,/!&0 O BM$ MZ0$T-5UD DN9\TABDB5^QKS5ZVHH$'OT M"B>@B##B (@;E@)7QT.'%45@! 0+C A:-B<*S)BD" , !+9(8E-2Z4/ +8;)YFX4%5P').Q[)%X?$:61 M8 >T:@P0!T2,E6#X]!ST'^AN41*&0A.$-"B1*)I$=NHM<;9.97*1>P:F!3-19MBW) ??/[/VG+]J&IYZ$6#50,L@ $SIM M\,?>DF#$\[V3O-X*3LV/E8DP]>-2*V ;@-) %+HA=?'010VF/IVV> M*94]X-#]N$)),!_K!8? %H55ZF7@PU@V5CZ1Y47!BADVQV,(#R(] M4G%3_-)B'^ 9-2W)6A@HPD28<)]/R:NA"HCYP@N6*!A%(28!S%L6(2"WF0-B M10G8*0QO/U$"52;",B@H3,'>-]+!7T7M3 :P//? P5SU(>WWPM5]1/@Q@L6A0(6 M/_*^9S"^22),1)E5PD6,&'TW.Z Z6A=' 2.RXM+)%Z$AG'.-I_AOXVV=.#? M!QJ"F*.0(L9!VT>0?)%/@JE6+N;/+W'E\<4X U6'!0 VDCNY)9N:;/EF48KE MRR!L\?*#9*16,,\7,M_OH)^HF 8.UPJFR<\U3\^U%[> P(V2!5[\^)NH8M54 M[&+<4!K9Z*MX\ ;DF7[%;I>/O(H*30T%PNEX@XN7TV#Y>!H(C_\[M!+ <%'[G2 M$)\E<'S,<<,/4M_+X_<84^'67-KXPHH!THT"W^>4-D!,AW98/N\T\6WIH>P ME;*A@S'/H!2?37^7>2H8+'4X,$N:BBED2U:<(*U2*Z8K!D6C;),AUHX Z1\| MRZ50,FK&=SEDT[F4OJPK+T.GR/+,:LMA!9GXU)D@,"$U<%R1@X7HDR31< M\#&_;=I1ES#B;(WY Z"5TIT26;'78741WB=&"74E/WDL"RC:=B^$0J4 ?&.M?<:4? Q2W"'+;\4RGOD^V%; =49"]"> ^"#%HFC'ZW1QA1]_ZH!64NG9"JW#" M)T2I4WP61:NU(,C^IYA[(OKT//S_I:57?HY7$69D#.(98A16E$ETCXM4=5 M)IC8!?<59346[<;M\,-^QM .0 C-?P13EK#\;^XYT%CPFT:>=*=S1?)<&8G, MTG/1-T4*0QEV+0Q_+?@Y$]^_&20342$]BZCM$020S0JB]\ %)EWHFC_&]{@4 M7YA 1"0AY73IZG[V_J"0? %Q00!4ZAFIZB>B+&I6&%",BZ%03W8Y,@ Z$Z=%+0 ! MX#RZ7!UV5@4TA:BIXEF%QI/L:AT29GH=B4xEF%QH/D&M/,!AT29GH=B4xEF%QH/L:AT29GH=B4xEF%QH/L:AT29GH=B4xEF%QH/L:

9#8KL:ZOKM,?R$]NU07H*H=,%U]VF;V]3IBP]G'U+7>>%#;-M*CH#FUT16I/.=]6/M,$>,],RLG<"[SN1L>R+GN&C0U%B:7X6]RAIN[4E4VM M5W18*_/[K"TB7=.'_:/;1,KROC0ZZYLUHBG-M;RW$LUYW(U#0[TXG7@/42\!*-M!90-?Y:FE3[6C$$--U@9\8K2]O,6>[HVZIJGL>+?4$G)N90S54,P+W&DAJ2_-M9CG5N_6 RAE=SOXZDSWI@B2>9J>KG+%2FB^$]4YX5=0+HM($2]GD!FLZQ3#+-M2$R;2QO:XZOZCK#2I<4J)GG*Z,_Z@S*O??6)AV5QNB]-MTL>#U6Y]N\) CH,@>-B^94P5M_H-L M[!5W,0OC'\WT7EYQ+*-H6Z8AN^P/7C&W"CL#ARZGWLUIX7'^KG6-"0H%^IM3-M47")_+9>219],K"+H95N:&5IZL2$)"H;(\K+;-BQ9=/0=2ZNM,(Y?U]=;B7* M^6D76&>.S7+H%BI\LJ0E$CFV-MTWK",N5^$_Z'*8'81.^48+WBZ-BC<*L2LI-M=IPK{?S,QF[N)&$_9.G%%Y*P3:HD%7+0SR5N53+UB0FOKWK#O'\4HV;6Q9EN M)##D<+6*'DZV!Y).M**#MU!+4)KYB4^0).YO6+SJ;A)@-G=/3>O2N[7I*P%>-MEIC6D9XFAMG)9R;"IRH,]P6;R-F[6-M67^Z-A\02--LW-54=T*VW0D9O,R=D-Y0W0G9A.P3[7/#E$'9]"R[S-D*Z,+Y-MEG!0&MT*DB*@.[^%RZPE/ZHXXT^(JP+D:(S[LGB#M3C+/1-)&]LM:BN/6]MM-M-K;:S.H56--$D]f*VN-G>#:Y.T@IO]?$'{3"G_E-M#0>R 60-FN+>R+9&@\CR[ZTP;0.!-/.%_UCX+:T6PD&P.0)X!R$VFBT,)T.C-M3EX;#$HS-@FQLI=RA,.,;0G)M-F2\)(L#T29L\S[+]T.U.VP]_#0%!T=&H]6-M-422X%\>NQEQGLF4#00+@P,>" 3<$!'BKX"7K<;LA52AK[R%.G&9E'=-G-QG)9_[2M=WWV:S4+SBJ-M)R5:Y$[X%F^,NVWI-I!&'D27"R%]-\Q7S:]V9T."L,-3'%,C+!\@%X3+0M/Z M;![" T_)8J,*UIGSEB-7Z=?8M7;>UM#T-Z@FL\|*>QC3/0%YJ#AXKVD]7]HIG-MMYNR(A'JH*;9SC;I5#V=:G4+6UJ&H023K;J;-9>Y>NC>*0@^;_0U"1Z$1Z]$-M_LN)? %V*_&$#1'Z)Y)3H7^]7?1#;BR*ZL%8Q$$WIF-*(+O:6\'G>0A.,,<%;-M$PIG89 \=&E&.LIVT?LJ]T^#BZX,>V^S*31(T)BV2@$*/"]N!{12FO(0G57@-M<5-C(LR5MJB2NB%#--8V6X]FEY1.813UUQF/^$;E*7M%I9%&L<4H0;/<15'O-M85A-=!8%DIS0#TFF7-)!3-$XZ<+=*72G(N3Q$#6)L-13##YE",:\>3QG!+RP1-MS9Z4B,:I)>)ODH1_@R/=^VYQF-"+B,5UJ;AKU*JQ_]#D-Y8FYB3PW:<*"&0-M.3\#:.QT4LH[D.LHK=H1P]EBG5),(86&E4-C480&3Z$AA-GV!&0?/FCL]--M&Y)IJANWJ9WZ*4N#9#VW? G(C$.51FON^\RUO&;DD&W,Z?)M)7FD4BTEA.+PQ-MCX5F/Y[T34VQ%8Z0#]?X?_SH)W_RX/_\,>DWF'Y-WJ.&*& @# M'_X6K3M;SS6A.'^17TKG5TKWA95NSY1*5S^]TOU"O9"H9_+?TS0ORITO0,,T-M?7N%,U+9=%C%?'J9U1TW661]^/KN$^MUV/_]_>Z7KQ^^WGW]\,]W[.Z7G_"#-MC^F_? _KPY>W'7[__MN[+^SN[_^_I5]NOOM?]Y]9.;]]^/(_K1!JL@7N:C ?-M/;$LX8$Z,BU@H!HO=-#Y]T40B5HG..\W#NZ6&WT#=^13_B_,'HMJ]9'TU>-S-M2B-'LKX(^XJZ\X5EBY#]-*/U-.,K)A5FFC_(-3]F;*@K[P/":>WAO(KG["*-MW!DXG'8Z.!<-@0[M92K*AY-N&U!EUQX098R"O]_>U?;G+:2K/_*5#XYN2-C-M.!@G6ZDB-DZXZ]A>P"7.UM;6UH"$41TAL7JQS? WUM[MG1A(@;,"\"*SSX21!-M((UZNGMZ>KJ?1T0\,1M=:-H*Z1]$2ARIB$-]B?J9:,?HR9T@@H02J*/-4Y4J-M7S7LB!TS,1+#]"$4ZXE-92;(:LQ&6?]-;@V"&)=)+_-C-5O_&> N$3G3##=H6-MREEJPX.6"XO>7P&RR)ULT5-M_]9Y87?;-M;=_==&ClO6_??3;O<+4]K']5]%=L(]%D1'P2NV!V*:H%Q()TC]6%!GKFHX@G-M&C%'-98LMD,;8OO*+^K5D] [GY/F@:OEM]-1R1!72Q;B\DHJ@\1%6HD1OWDY-MM,P!W,'LA[2ZW5'E@V-A$=?BF%E>*S!3S(9D,15@X?!C490I\\[Q%/634S2.-MID@RM=/(],:?$+9A-Q*JA'84L22WOE0_W^^'HU"$2X+]8S0*'=CVR/AI=FZG-M:V#6FDON"TH"B."P\@6C0(2GI>ISD#SL+26Y,R+B>_2L2"EC$1U8Z?B"S&4<-M]A*+DB,29SCU#%4S(3ZAD"",HW T(K(F,7;<9/2/6F4I4?23HHICW!9X2!4/,-MFT-4@XO#'L?L"]56+BBVUX6>S1-$BGK5D/^2/B+IY*21"G8L(]FYH2#?%_$X-MBU^2R2LCQ&)=,F'3($8@3AQUW'<=WK.1S.4OM -123'|@T*J?/R%-GI/RG^I-M^",/Q3<9BM[O#?? M9ZBO:^RF^;-Q(V+\YE7K]N?*07XFUZ%KZCC"MC=,X<"?488LP17_Q"%8#'UF-M0SQB]X8B*B^CB,GFU@C)8"TZ6\ ^3(^*I#T(F-6_%+$NQ^()51N0DK93B3K)-M#A8&5)0F%B2?5A-J,NYS1R2DL'[/$,-*M.3)NH=@HK%.?F;QR3.+>E6<64@N-MX\K^3RX2O0FR5X&.*$PG]7Q"D"? 2B0PD)=VO$9[\J%=Q//K>-'#M$-MS_8#N:F1E&?V1VDT3G[BM(5ZWZA2?\;MM[<-M7#+CM'\?*V<">1!>1#S9BZ:/CNNFK+,>OL1.93K]NQN30TMD^.!:J.FDXE3-0-M* TH8NC%1.D=\+B@[DY\'9X3MV'$Y.B>692O(U_BNJD>U-G!)XI,>6>I[-38-MY,V2G1[X58=*QU@C?$1R,928:"W]-U<+:E%5R0_>5^6-)N[ED3(3]@142*< M=T9@+ZHZT'.=QT%H3]']P@8(QDM#XS&KX;6-'(<_0\I&58]T[/F/'A\MYG=G-M.@T7_M\S@V<\)?GC0?"2PV.23-:HZ7/$[1-5.=.(-7\'2QP8F<7TL;P&0M%-M,.TP(!94:X0O2? F#Q(M):4\!AF38,VW+?)++)$+BY$@ONL^3OB042E^B8P!(D-MY1$;#K'0N0.ZE>#B-/^2[5'@K7Q16F_P$0394WU"H@=3U3&*(R*9B(DZ]:F%-M6H-I/OICDR3.A.XI.",N"#KJ"B\]4E@U%-M:T,_N38H_E_:I*\Q(*$TQ2AL+RDJ\GDF+?"VGZ":W-]QYSXTO.S@6DJVMFU-M6I4SZ?W(:-3=#@\68^N!^$CJ-H8PKS0G+%BG*0G.>U)%K=(0>+F+ZEAL@.Z-M62!Z/=)-C-@Q'$1,.-V/B2:7&AM<==]$(#GG@:^:XDP5]+-^/&57+4.-22JQ*-M,^63!7$BC!#?D9*C/EB7)WK2D-MUQ@8$'@EY;? @Q0D&-O?J#B7H,]2RK9V(-M_,CX$[=L^CQ16^M)00C5U?!FP@VCG*9./%&MKUUO),.U4O'O<4Z(Z&8[2*RBJDK&*PW]SB;Q#0?PIL]LH]SB93/L'7)-L6WJH!:1]R!^(<3NN M8TC'Z2!_Y(@;)LA0F%N(H-G]P!>'_OW02_9\0I@:P[\XB"]#;?-PAG]=-_^-50AB-MG"C1-2V#(Q>&Y5C_)XNQB;H]PH]-7P4J_$1[0-LK=2E+I4H4OPEJ3*$@Y("?=!## (QI^EY=GX7F41/-YRK3D="R;P5I=RF=:>=3MXDX-M/850Y8(I1/+*^!SL.#62#;8QFUPA/KV(T#U-9WP+=2-"-(BV#-7A57I39?"*